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**WEICHAI**

**潍柴动力股份有限公司**

**WEICHAI POWER CO., LTD.**

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

**(Stock Code: 2338)**

## **OVERSEAS REGULATORY ANNOUNCEMENT**

This overseas regulatory announcement is issued by Weichai Power Co., Ltd. (the “**Company**”) pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Reference is made to the announcements of the Company dated 13 July 2015, 15 September 2015 and 24 September 2015 in relation to the issue of the Bonds (the “**Announcements**”). Unless the context otherwise defines, all capitalised terms used herein shall have the same meanings as those defined in the Announcements.

The Bonds have been listed on the SGX-ST on 1 October 2015. Please refer to the attached offering circular dated 23 September 2015 in relation to the Bonds (the “**Offering Circular**”), which has been published on the website of the SGX-ST on 1 October 2015. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained therein.

The posting of the Offering Circular on the website of the Stock Exchange is only for the purpose of facilitating equal dissemination of information to investors in Hong Kong and compliance with Rule 13.10B of the Listing Rules, and not for any other purposes.

The Offering Circular does not constitute a prospectus, notice, circular, brochure, advertisement or document offering to sell any securities to the public in any jurisdiction, nor is it an invitation or solicitation to the public to make offers to acquire, subscribe for or purchase any securities, nor is it calculated to invite or solicit offers by the public to acquire, subscribe for or purchase any securities.

The Offering Circular must not be regarded as an inducement to acquire, subscribe for or purchase any securities of the Company, and no such inducement is intended. No investment decision should be based on the information contained in the Offering Circular.

By Order of the Board  
**Weichai Power Co., Ltd.**  
**Tan Xuguang**  
*Chairman and CEO*

The PRC, 2 October 2015

*As at the date of this announcement, the executive Directors of the Company are Mr. Tan Xuguang, Mr. Zhang Quan, Mr. Xu Xinyu, Mr. Li Dakai and Mr. Sun Shaojun; the non-executive Directors of the Company are Mr. Wang Yuepu, Mr. Jiang Kui and Mr. Gordon Riske; and the independent non-executive Directors of the Company are Mr. Loh Yih, Mr. Zhang Zhenhua, Mr. Zhang Zhong, Mr. Wang Gongyong and Mr. Ning Xiangdong.*

## WEICHAI INTERNATIONAL HONG KONG ENERGY GROUP CO., LIMITED

(維柴國際(香港)能源集團有限公司)

(incorporated in Hong Kong with limited liability)

US\$400,000,000 4.125 PER CENT. GUARANTEED BONDS DUE 2020

ISSUE PRICE: 99.683 PER CENT.

UNCONDITIONALLY AND IRREVOCABLY GUARANTEED BY


**维柴动力**  
**WEICHAI POWER**

WEICHAI POWER CO., LTD.

(維柴動力股份有限公司)

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

(Hong Kong Stock Exchange Stock Code: 2338; Shenzhen Stock Exchange Stock Code: 000338)

The 4.125 per cent. Guaranteed Bonds due 2020 (the “**Bonds**”) will be issued in the aggregate principal amount of US\$400,000,000 by Weichai International Hong Kong Energy Group Co., Limited (the “**Issuer**”) and are in registered form in the denominations of US\$200,000 and integral multiples of US\$1,000 in excess thereof. The Bonds will be unconditionally and irrevocably guaranteed (the “**Guarantee**”) by Weichai Power Co., Ltd. (the “**Guarantor**”).

The Bonds will bear interest from 30 September 2015 at the rate of 4.125 per cent. per annum. Interest on the Bonds is payable semi-annually in arrears on 30 March and 30 September in each year, commencing with the first Interest Payment Date (as defined in the “Terms and Conditions of the Bonds”) falling on 30 March 2016. Unless previously redeemed or purchased and cancelled, the Bonds will mature on 30 September 2020 at their principal amount.

The Bonds constitute direct, general, unconditional, unsubordinated and, subject to Condition 3(a) of the Terms and Conditions of the Bonds, unsecured obligations of the Issuer which will at all times rank *pari passu* without any preference or priority among themselves and at least *pari passu* with all other present and future unsubordinated and unsecured obligations of the Issuer, save for such obligations as may be provided by applicable laws.

The Guarantor will enter into a deed of guarantee (the “**Deed of Guarantee**”) with The Hongkong and Shanghai Banking Corporation Limited (the “**Trustee**”) as trustee of the Bondholders on or around 30 September 2015 (the “**Issue Date**”). The Guarantor will file or cause to be filed with the State Administration of Foreign Exchange (“SAFE”) of the PRC the Deed of Guarantee in accordance with, and within the time period prescribed by, the Foreign Exchange Administration Rules on Cross-Border Guarantees (跨境擔保外匯管理規定) promulgated by SAFE. The Guarantor intends to complete the registration of the Deed of Guarantee with SAFE as soon as practicable. The obligations of the Guarantor under the Deed of Guarantee constitute direct, general, unconditional, unsubordinated and, subject to Condition 3(a) of the Terms and Conditions of the Bonds, unsecured obligations of the Guarantor which will at all times rank at least *pari passu* with all other present and future unsubordinated and unsecured obligations of the Guarantor, save for such obligations as may be provided by applicable laws.

An application has been made by the Guarantor in accordance with the Notice on the Administrative Reform for the Registration of Offshore Debt Issuances (國家發展改革委關於推進企業發行外債備案登記制管理改革的通知) issued by the National Development and Reform Commission (the “**NDRC Notice**”). The Guarantor intends to complete the registration in accordance with the NDRC Notice as soon as practicable.

The Bonds are subject to redemption, in whole but not in part, at their principal amount, together with interest accrued up to, but excluding, the date of redemption, at the option of the Issuer at any time in the event of certain changes affecting taxes of the PRC, Hong Kong or other relevant jurisdictions. The Guarantor or the Issuer may, at the Guarantor's option, at any time redeem the Bonds, in whole but not in part, at a redemption price equal to 100 per cent. of the principal amount of the Bonds redeemed plus the applicable premium as of, and accrued and unpaid interest, if any, to the redemption date. Upon the occurrence of a Relevant Event (as defined in the “Terms and Conditions of the Bonds”), the holder of each Bond will have the right, at such holder's option, to require the Issuer to redeem all, but not some only, of such holder's Bonds at a redemption price equal to 101 per cent. of their principal amount (in the case of a redemption for a Change of Control Triggering Event (as defined in the “Terms and Conditions of the Bonds”)) or at 100 per cent. of their principal amount (in the case of a redemption for a SAFE Noncompliance Event), in each case together with interest accrued up to, but excluding, the date of redemption. See “Terms and Conditions of the Bonds – Redemption and Purchase.”

Approval in-principle has been received from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the listing and quotation of the Bonds on the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions or reports contained in this Offering Circular. Approval in-principle granted for the listing and quotation of the Bonds on the SGX-ST is not to be taken as an indication of the merits of the Issuer, the Guarantor, the Group or the Bonds.

**Investing in the Bonds involves risks. See “Risk Factors” beginning on page 12 for a description of certain factors to be considered in connection with an investment in the Bonds.**

**The Bonds and the Guarantee have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”), and, subject to certain exceptions, may not be offered or sold within the United States and are only being offered and sold outside the United States in offshore transactions in compliance with Regulation S under the Securities Act (“Regulation S”). For a description of these and certain restrictions on offers and sales of the Bonds and the Guarantee and the distribution of this offering circular (the “Offering Circular”), see “Subscription and Sale.”**

The Bonds will be represented by beneficial interests in the global certificate (the “**Global Certificate**”) in registered form which will be registered in the name of a nominee of, and shall be deposited on or about the Issue Date with, a common depository for Euroclear Bank S.A./ N.V. (“**Euroclear**”) and Clearstream Banking, société anonyme (“**Clearstream**”). Beneficial interests in the Global Certificate will be shown on, and transfers thereof will be effected only through, records maintained by Euroclear and Clearstream. Except as described herein, certificates for Bonds will not be issued in exchange for interests in the Global Certificate.

Standard & Poor's Rating Services, a division of McGraw-Hill Companies, Inc. (“**S&P**”) has assigned a corporate rating of “**BBB**” to the Guarantor with a “stable” outlook and Fitch Ratings Inc. (“**Fitch**”) has assigned a corporate rating of “**BBB**” to the Guarantor with a “stable” outlook. The Bonds are expected to be rated “**BBB**” and “**BBB**” by S&P and Fitch, respectively. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Sole Global Coordinator

Barclays

Joint Bookrunners and Joint Lead Managers

Barclays

HSBC

Goldman Sachs (Asia) L.L.C.

BOC International

Offering Circular dated 23 September 2015

This Offering Circular is being furnished by the Issuer and the Guarantor in connection with the offering of the Bonds exempt from registration under the Securities Act solely for the purpose of enabling a prospective investor to consider purchasing the Bonds. Investors must not use this Offering Circular for any other purpose, make copies of any part of this Offering Circular or give a copy of it to any other person, or disclose or distribute any information in this Offering Circular to any other person. The information contained in this Offering Circular has been provided by the Guarantor and other sources identified in this Offering Circular. Any reproduction or distribution of this Offering Circular, in whole or in part, and any disclosure of its contents or use of any information herein for any purpose other than considering an investment in the Bonds offered by this Offering Circular is prohibited. Each offeree of the Bonds, by accepting delivery of this Offering Circular, agrees to the foregoing.

The Issuer and the Guarantor accept responsibility for the information contained in this Offering Circular. To the best of the knowledge and belief of the Issuer and the Guarantor, the information contained in this Offering Circular is in accordance with the facts and does not omit anything likely to affect the import of such information. Each of the Issuer and the Guarantor, having made all reasonable enquiries, accepts full responsibility for the accuracy of the information contained in this Offering Circular and confirms that to the best of its knowledge and belief (i) this Offering Circular contains all information with respect to the Issuer, the Guarantor and the Guarantor's subsidiaries taken as a whole (together, the **"Group"**), the Bonds and the Guarantee which is material in the context of the issue and offering of the Bonds (including all information which, according to the particular nature of the Issuer, the Guarantor, the Group, the Bonds and the Guarantee, is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profits and losses and prospects of the Issuer, the Guarantor, the Group and of the rights attaching to the Bonds and the Guarantee), (ii) the statements contained in this Offering Circular relating to the Issuer, the Guarantor, the Group, the Bonds and the Guarantee are in all material respects true and accurate and not misleading, (iii) the opinions and intentions relating to the Issuer, the Guarantor and the Group expressed in this Offering Circular are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions, (iv) there are no other facts relating to the Issuer, the Guarantor, the Group, the Bonds and the Guarantee the omission of which would, in the context of the issue and offering of the Bonds and the giving of the Guarantee, make any statement in this Offering Circular, in light of the circumstances under which they were made, misleading, and (v) all reasonable enquiries have been made by the Issuer and the Guarantor to ascertain such facts and to verify the accuracy of all such information and statements.

This Offering Circular has been prepared by the Issuer and the Guarantor solely for use in connection with the proposed offering of the Bonds described in this Offering Circular. The distribution of this Offering Circular and the offering of the Bonds in the United Kingdom, the European Economic Area, Japan, Singapore and other relevant jurisdictions may be restricted by law. Persons into whose possession this Offering Circular comes are required by the Issuer, the Guarantor, the Sole Global Coordinator, the Joint Lead Managers (named in "Subscription and Sale"), the Trustee and the Agents (as defined in the "Terms and Conditions of the Bonds") to inform themselves about and to observe any such restrictions. No action is being taken to permit a public offering of the Bonds or the possession or distribution of this Offering Circular or any offering or publicity material relating to the Bonds in any jurisdiction where action would be required for such purposes. There are restrictions on the offer and sale of the Bonds, the Guarantor giving the Guarantee and the circulation of documents relating thereto, in certain jurisdictions and to persons connected therewith. For a description of certain further restrictions on offers, sales and re-sales of the Bonds and the distribution of this Offering Circular, see "Subscription and Sale." This Offering Circular does not constitute an offer to sell, or a solicitation of an offer to buy, any of the Bonds in any jurisdiction in which such offer or solicitation would be unlawful. By purchasing the Bonds, investors represent and agree to all of those provisions contained in the "Subscription and Sale."

No person has been or is authorised in connection with the issue, offer or sale of the Bonds to give any information or to make any representation concerning the Issuer, the Guarantor, the Group, the Bonds or the Guarantee other than as contained herein and, if given or made, any such other information or representation should not be relied upon as having been authorised by the Issuer, the Guarantor, the

Group, the Sole Global Coordinator, the Joint Lead Managers, the Trustee, the Agents or any of their respective directors, officers or affiliates. Neither the delivery of this Offering Circular nor any offering, sale or delivery made in connection with the issue of the Bonds shall, under any circumstances, constitute a representation that there has been no change or development reasonably likely to involve a change in the affairs of the Issuer, the Guarantor or the Group, or any of them since the date hereof or create any implication that the information contained herein is correct as at any date subsequent to the date hereof.

No representation or warranty, express or implied, is made or given by the Sole Global Coordinator or the Joint Lead Managers, the Trustee, the Agents or any of their respective directors, officers or affiliates as to the accuracy, completeness or sufficiency of the information contained in this Offering Circular or any other information supplied in connection with the Bonds, and nothing contained in this Offering Circular is, or shall be relied upon as, a promise, representation or warranty by the Sole Global Coordinator or the Joint Lead Managers, the Trustee, the Agents or any of their respective directors, officers or affiliates. The Sole Global Coordinator, the Joint Lead Managers, the Trustee, the Agents and their respective directors, officers and affiliates have not independently verified any of the information contained in this Offering Circular and can give no assurance that this information is accurate, truthful or complete.

In connection with this offering of the Bonds, each Joint Lead Manager and/or its affiliate(s) may act as an investor for its own account and may take up Bonds in the offering and in that capacity may retain, purchase or sell for its own account such securities and any securities of the Issuer or related investments and may offer or sell such securities or other investments otherwise than in connection with the offering of the Bonds. Accordingly, references herein to the Bonds being offered should be read as including any offering of the Bonds to the Sole Global Coordinator and/or the Joint Lead Managers and/or their affiliates acting in such capacity. Such persons do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

To the fullest extent permitted by law, none of the Sole Global Coordinator or the Joint Lead Managers, the Trustee, the Agents or any of their respective directors, officers or affiliates accepts any responsibility for the contents of this Offering Circular or any statement made or purported to be made by any such person or on its behalf in connection with the Issuer, the Guarantor, the Group or the issue and offering of the Bonds. Each of the Sole Global Coordinator, the Joint Lead Managers, the Trustee, the Agents and their respective directors, officers and affiliates accordingly disclaims all and any liability whether arising in tort or contract or otherwise which it might otherwise have in respect of this Offering Circular or any such statement. None of the Sole Global Coordinator or the Joint Lead Managers, the Trustee, the Agents or any of their respective directors, officers or affiliates undertakes to review the financial condition or affairs of the Issuer, the Guarantor or the Group for so long as the Bonds remain outstanding or the Guarantee is effective nor to advise any investor or potential investor of the Bonds of any information coming to the attention of any of the Sole Global Coordinator, the Joint Lead Managers, the Trustee, the Agents or their respective directors, officers or affiliates.

**The Bonds and the Guarantee have not been and will not be registered with the Securities and Exchange Commission under the Securities Act or with any state securities commission in the United States or any other United States regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering or the accuracy or adequacy of this Offering Circular. Any representation to the contrary is a criminal offense in the United States.**

In making an investment decision, investors must rely on their own examination of the Issuer, the Guarantor and the Group and the terms of the offering of the Bonds, including the merits and risks involved. See “Risk Factors.” Investors are advised to read and understand the contents of this Offering Circular before investing and consult their attorney and adviser if in doubt. The Issuer, the Guarantor, the Group, the Sole Global Coordinator, the Joint Lead Managers, the Trustee, the Agents and their respective directors, officers and affiliates are not making any representation to any purchaser of Bonds regarding the legality of any investment in the Bonds by such purchaser under any legal investment or



similar laws or regulations. The contents of this Offering Circular should not be construed as providing legal, business, accounting or investment advice. Each person receiving this Offering Circular acknowledges that such person has not relied on the Sole Global Coordinator, the Joint Lead Managers, the Trustee, the Agents or any of their respective directors, officers or affiliates in connection with its investigation of the accuracy of such information or its investment decision.

IN CONNECTION WITH THE ISSUE OF THE BONDS, BARCLAYS BANK PLC ACTING AS THE STABILISING MANAGER (THE “**STABILISING MANAGER**”) (OR PERSONS ACTING ON BEHALF OF THE STABILISING MANAGER) MAY, TO THE EXTENT PERMITTED BY APPLICABLE LAWS AND DIRECTIVES, OVER-ALLOT THE BONDS OR EFFECT TRANSACTIONS WITH A VIEW TO SUPPORTING THE MARKET PRICE OF THE BONDS AT A LEVEL HIGHER THAN THAT WHICH MIGHT OTHERWISE PREVAIL. HOWEVER, THERE IS NO ASSURANCE THAT THE STABILISING MANAGER (OR PERSONS ACTING ON BEHALF OF THE STABILISING MANAGER) WILL UNDERTAKE STABILISATION ACTION. ANY STABILISATION ACTION MAY BEGIN ON OR AFTER THE DATE ON WHICH ADEQUATE PUBLIC DISCLOSURE OF THE TERMS OF THE OFFER OF THE BONDS IS MADE AND SUCH STABILISING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME AND MUST BE BROUGHT TO AN END AFTER A LIMITED PERIOD.

## **INDUSTRY AND MARKET DATA**

Market data and certain industry forecasts and statistics in this Offering Circular have been obtained from both public and private sources, including market research, publicly available information and industry publications. Although the Issuer and the Guarantor believe this information to be reliable, it has not been independently verified by the Issuer, the Guarantor, the Sole Global Coordinator, the Joint Lead Managers, the Trustee, the Agents or their respective directors, officers or affiliates, and none of the Issuer, the Guarantor, the Sole Global Coordinator, the Joint Lead Managers, the Trustee or the Agents or their respective directors, officers or affiliates makes any representation as to the accuracy or completeness of that information. In addition, third party information providers may have obtained information from market participants and such information may not have been independently verified. This Offering Circular summarises certain documents and other information, and investors should refer to them for a more complete understanding of what is discussed in those documents.

## **PRESENTATION OF FINANCIAL INFORMATION**

The summary consolidated financial information of the Guarantor as at and for the years ended 31 December 2013 and 2014 and as at and for the six months ended 30 June 2015 included in this Offering Circular is reproduced from the Guarantor’s published consolidated financial statements for the year/period including the restated comparative figures in the succeeding published consolidated financial statements. The published consolidated financial statements of the Guarantor as at and for the years ended 31 December 2013 and 2014 were prepared and presented in accordance with the accounting principles generally accepted in, and pursuant to the relevant laws of, the PRC (the “**PRC GAAP**”) and have been audited by Ernst & Young Hua Ming LLP (“**E&Y**”) in accordance with the Chinese Auditing Standards issued by the Chinese Institute of Certified Public Accountants. The PRC GAAP differs in certain material respects from International Financial Reporting Standards (“**IFRS**”). For a discussion of certain differences between the PRC GAAP and IFRS, see “Summary of Certain Material Differences between the PRC GAAP and IFRS.”

The audited consolidated financial statements of the Guarantor have not been prepared in accordance with the international accounting standards adopted pursuant to the procedure of Article 3 of Regulation (EC) No. 1606/2002. There may be material differences in the financial information had Regulation (EC) No. 1606/2002 been applied to the historical financial information of the Guarantor.

The Guarantor released and published its unaudited interim consolidated financial information as at and for the six months ended 30 June 2014 and 2015 which have been included in this Offering Circular. Such interim financial information has been extracted from the Guarantor's unaudited condensed consolidated interim financial statements for the six months ended 30 June 2015, which were prepared in accordance with the PRC GAAP and have been reviewed by E&Y in accordance with the Review Standard for Chinese Certified Public Accountants No. 2101 Review of Financial Statements.

## CERTAIN DEFINITIONS AND CONVENTIONS

Unless the context otherwise requires, references in this Offering Circular to **“Renminbi”** and **“RMB”** are to the lawful currency of the PRC, **“U.S. dollars”** and **“US\$”** are to the lawful currency of the United States of America, **“Hong Kong dollars”** and **“HK\$”** are to the lawful currency of Hong Kong, **“Euro”** and **“€”** are to the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty on the Functioning of the European Union, as amended, the **“PRC”** means the People's Republic of China which for the purpose of this Offering Circular excludes the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan, **“Hong Kong”** means the Hong Kong Special Administrative Region of the PRC, and **“Macau”** means the Macau Special Administrative Region of the PRC.

In this Offering Circular, where information has been presented in thousands, millions, or billions of units, amounts may have been rounded up or down. Accordingly, totals of columns or rows of numbers in tables may not be equal to the apparent total of the individual items and actual numbers may differ from those contained herein due to rounding. References to information in billions of units are to the equivalent of a thousand million units.

Unless the context otherwise requires, references to **“2012,” “2013”** and **“2014”** in this Offering Circular are to the Guarantor's financial years ended 31 December 2012, 2013 and 2014, respectively.

Solely for convenience, this Offering Circular contains translations of certain Renminbi amounts into U.S. dollar amounts. Unless indicated otherwise, the translation of Renminbi amounts into U.S. dollar amounts has been made at the rate of RMB6.2000 to US\$1.00, the exchange rate set forth in the H.10 statistical release of the Federal Reserve Bank of New York on 30 June 2015. These translations should not be construed as representations that the Renminbi amounts could actually be converted into any U.S. dollar amounts at the rates indicated or at all. See “Exchange Rate Information.”

The market capitalization of the Group is calculated based on the closing price of the shares of the Guarantor on 11 September 2015, converted based on the middle rate of Hong Kong dollar and Renminbi published by the People's Bank of China (the **“PBOC”**) on the same date.

## FORWARD-LOOKING STATEMENTS

This Offering Circular includes “forward-looking statements.” All statements other than statements of historical fact contained in this Offering Circular, including, without limitation, those regarding the Guarantor's and the Group's future financial position and results of operations, strategies, plans, objectives, goals and targets, future developments in the markets where the Guarantor or the Group participates or is seeking to participate, and any statements preceded by, followed by or that include the words “believe,” “expect,” “aim,” “intend,” “will,” “may,” “anticipate,” “seek,” “should,” “estimate” or similar expressions or the negative thereof, are forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors, some of which are beyond the Guarantor's or the Group's control, which may cause its actual results, performance or achievements, or industry results to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the Guarantor's and the Group's present and future business strategies and the environment in which the Guarantor or the Group will operate in the future. Important factors that

could cause the Guarantor's or the Group's actual results, performance or achievements to differ materially from those in the forward-looking statements include, among others, the following:

- business prospects and business opportunities that the Group may pursue;
- the Guarantor's ability to successfully implement its business plans and strategies;
- future developments, trends and conditions of the automotive and equipment manufacturing industry in the PRC;
- the Group's financial condition and performance and capital expenditure plans;
- changes in competitive conditions and the Group's ability to compete under these conditions;
- the Guarantor's dividend policy;
- performance of the obligations and commitments of the Group's joint venture partners under existing and future joint venture agreements;
- changes in political, economic, legal and social conditions in China, including the PRC government's specific policies which affect the Group's operations;
- changes or volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, including those pertaining to the PRC and the industry and markets in which the Group operates;
- macroeconomic measures taken by the PRC government to manage economic growth; and
- changes in the global economic conditions and material volatility in the global financial markets.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed in "Risk Factors" and elsewhere in this Offering Circular. The Issuer and the Guarantor caution investors not to place undue reliance on these forward-looking statements which reflect their managements' view only as at the date of this Offering Circular. Neither the Issuer nor the Guarantor undertakes any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this Offering Circular might not occur.



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## SUMMARY

*The summary below is only intended to provide a very limited overview of information described in more detail elsewhere in this Offering Circular. This summary does not contain all the information that may be important to prospective investors in deciding to invest in the Bonds. Terms defined elsewhere in this Offering Circular shall have the same meanings when used in this summary. Prospective investors should read the entire Offering Circular, including the section entitled “Risk Factors” and the financial statements and related notes thereto, before making an investment decision.*

## OVERVIEW

The Group is one of the leading manufacturers of automotive and equipment products in China. According to the domestic sales volume disclosed by the China Association of Automobile Manufacturers (the “CAAM”) and the China Construction Machinery Association (the “CCMA”) and the sales volume of the Group, the Group is the largest supplier of diesel engines used for heavy-duty trucks and wheel loaders with a load capacity of five tonnes in terms of sales volume in 2014. In 2015, the Group was ranked by Fortune magazine the 70th among China’s top 500 enterprises. In addition, the Group was named among China’s top 10 machinery enterprises by the CCMA for seven consecutive years from 2008 through 2014 (No. 8 in 2014). As a component of a number of major indices of the Hong Kong Stock Exchange and the Shenzhen Stock Exchange, the Guarantor had a total market capitalization of approximately RMB35.8 billion as at 11 September 2015.

The Group is considered as one of the most important state-owned enterprises in Shandong Province and is the backbone of Shandong’s industrial development. It has a long standing relationship with the Shandong Provincial Government and maintains close interactions with its direct controlling shareholder, Weichai Holding Group Co., Ltd. (潍柴控股集團有限公司) (the “Weichai Group”). The Group’s business operation can be traced back to 1946 when Weifang Diesel Engine Works (濰坊柴油機廠) (“Weifang Diesel”) was established as one of the first diesel engine manufacturers in China. The Group experienced rapid growth in the past decades. Now the Group has a diversified product portfolio covering powertrain, heavy-duty trucks, construction machinery, hydraulic devices and related components. The Group currently operates in the following five business segments:

- *Diesel engine manufacturing.* The Group has over half-century of experience in the research, development and manufacturing of diesel engines with a wide range of applications, including engines used for trucks, passenger vehicles, vessels, construction and agriculture machinery and power generators. As at 30 June 2015, the Group manufactured and sold more than 17 series of diesel engines. The Group’s engines are primarily sold to leading automobile and heavy machinery manufacturers and original equipment manufacturer (“OEM”) customers in China and more than 100 overseas countries. According to the CAAM and the CCMA, the Group was the largest supplier of diesel engines used for heavy-duty trucks and wheel loaders with a load capacity of five tonnes in terms of sales volume in 2014.
- *Automobiles and major automobile components (excluding engines).* The Group manufactures and sells a diverse portfolio of heavy-duty trucks in more than 90 countries around the world, which primarily consist of tractors, dump trucks, cement mixers and transport trucks. The Group operates this business segment through Shaanxi Heavy-duty Motor Company Limited (陝西重型汽車有限公司). (“Shaanxi Zhongqi”), one of China’s top 500 enterprises. According to the CAAM, the Group is the fifth largest heavy-duty truck manufacturer in China in terms of sales in 2014.
- *Other automobile parts and components.* The Group engages in the production and sales of other automobile parts and components, which historically include primarily spark plugs, gears and chassis. It is among the largest manufacturers of spark plugs in China in terms of sales in 2014. By acquiring the controlling interest in Linde Hydraulics GmbH & Co. KG (“Linde Hydraulics”) in 2012, the Group has diversified its business into the production of hydraulic parts.

- *Import and export services.* The Group sells selected diesel engines and provides after-sale supporting and services overseas as part of its efforts to implement its global expansion strategy. The Group currently has two overseas engine manufacturing base in France and India.
- *Forklift trucks and warehouses technology services.* The Group has also expanded its operations into forklift truck business by acquiring KION Group AG (“**KION**”), one of the world’s premier industrial forklift truck manufacturers. This business segment, operated by KION and its subsidiaries in Europe, now constitutes a significant portion of the Group’s overall business. KION is the European market leader and the world’s second largest manufacturer of forklift trucks and warehouse technology in 2014.

For the six months ended 30 June 2015, revenue from each of the above five business segments, after eliminating inter-segment sales, was RMB7,066.5 million, RMB11,524.1 million, RMB1,027.9 million, RMB54.4 million and RMB16,782.4 million, respectively, representing 19.4 per cent., 31.6 per cent., 2.8 per cent., 0.1 per cent. and 46.0 per cent., respectively, of the Group’s total revenue.

The Group has established global production capabilities, covering a wide range of products and services in the automotive and equipment manufacturing business. In addition to KION’s established global presence, the Group currently has eight manufacturing bases globally, including:

- a Weifang-centred manufacturing base focusing on all-series engine production,
- a Xi’an-centred manufacturing base focusing on heavy-duty truck and transmission system production,
- a Chongqing-centred manufacturing base focusing on large-horsepower engine and automobile production,
- a Zhuzhou-centred manufacturing base focusing on automotive electronics and parts production,
- a Yangzhou-centred manufacturing base focusing on light-duty vehicle engine production;
- two manufacturing bases focusing on diesel engine production in India and France; and
- a manufacturing base focusing on transmission products in Thailand.

As at 31 December 2014, the Group had a total designed heavy-duty engine production capacity of approximately 525,000 units per year and a total designed heavy-duty truck production capacity of approximately 160,000 units per year. The Group also has manufacturing bases and research and development (“**R&D**”) centres operated by KION in Wiesbaden and Aschaffenburg, Germany, which focus on forklift trucks, and a self-operated engine manufacturing base in India to support the local Indian business. As at 31 December 2014, KION operated 14 production facilities for forklift trucks and components in eight countries.

The Group has leading design and research capabilities relating to the development of powertrain systems. The Group has 12 R&D centres and more than 4,400 R&D specialists in China, Germany, the United States and France. By leveraging its leading research and development platform and resources, the Group has undertaken more than 40 provincial-level and above R&D projects, including several projects falling within the scope of the “863 Projects” (which represents China’s highest level of technology research and development projects) and participated in the setup of more than 45 industry and national standards. The Group successfully developed engine models that met the requirements of the China National Emissions Standards III, IV and V before the relevant standards were released. As at 30 June

2015, the Group globally had more than 2,500 registered patents and approximately 1,500 registered trademarks relating to its engine, heavy-duty truck and gearbox products.

For the three years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2014 and 2015, the Group's revenue was RMB48,165.4 million, RMB58,311.7 million, RMB79,637.2 million, RMB34,111.4 million and RMB36,455.3 million, respectively. During the same period, the Group had net profit of RMB3,234.3 million, RMB3,817.6 million, RMB5,718.2 million, RMB3,994.5 million and RMB1,306.1 million, respectively. As at 30 June 2015, the Group's total assets was RMB115,170.8 million.

## **COMPETITIVE STRENGTHS**

The Guarantor believes that its continuous business success is largely attributable to the following key competitive strengths:

- A leading automotive and equipment manufacturer with strong brand recognition
- A leading innovator with strong R&D capabilities and cutting-edge technologies
- Diversified customer base with strong customer relationship
- Well-positioned to expand business by leveraging the Group's diversified product portfolio
- Strong support of the Shandong Provincial Government
- Fiscal prudence and diverse financing channels to ensure sufficient liquidity
- Sound and effective corporate governance implemented by dedicated and experienced senior management

## **BUSINESS STRATEGIES**

With complete automotive and machineries as flagship products and powertrain systems as core technologies, the Group strives to develop into a world-leading international manufacture group and to become one of the world's top 500 enterprises in the future. The Group intends to adopt the following strategies to achieve this goal:

- Leverage its leading market position in the automotive and equipment manufacturing sector to achieve further business expansion and diversification
- Increase the Group's global brand recognition by further implementation of globalization strategies
- Enhance technological leadership through demand-driven innovations with focus on core technologies
- Continue to improve operational efficiency through management improvement and construction of information system
- Continue to enhance strategic cooperation with customers to establish mutually beneficial collaboration and achieve sustainable industry development
- Continue to maintain prudent financial management

## SUMMARY CONSOLIDATED FINANCIAL INFORMATION

The summary consolidated financial information of the Guarantor as at and for the years ended 31 December 2013 and 2014 and as at and for the six months ended 30 June 2015 as set out below is reproduced from the Guarantor's published consolidated financial statements for the year/period including the restated comparative figures in the succeeding published consolidated financial statements. The published consolidated financial statements of the Guarantor as at and for the years ended 31 December 2013 and 2014 were prepared in accordance with PRC GAAP in Chinese and translated into English for the purpose of being included into the Offering Circular starting from page F-240. The published condensed consolidated interim financial statements of the Guarantor as at and for the six months ended 30 June 2015 are prepared in accordance with the "Accounting Standards for Business Enterprises No. 32" of PRC GAAP in Chinese and translated into English for the purpose of being included into the Offering Circular starting from page F-2.

The Guarantor's consolidated financial statements for the year ended 31 December 2013 and 2014 have been audited by E&Y in accordance with Chinese Auditing Standards issued by the Chinese Institute of Certified Public Accountants. The Guarantor's consolidated financial statements for the six months ended 30 June 2015 have been reviewed but not audited by E&Y in accordance with the Review Standard for Chinese Certified Public Accountants No. 2101 Review of Financial Statements. The PRC GAAP differs in certain material respects from IFRS. See "Summary of Certain Material Differences between the PRC GAAP and IFRS."

There are certain new and amended accounting standards for business enterprises issued by the Ministry of Finance of the PRC under PRC GAAP in 2014 with retrospective adjustment, and the Guarantor has restated certain financial information in preparing its consolidated financial statements for the year ended 31 December 2013. See note II-2 to "Audited Consolidated Financial Statements for the Year ended 31 December 2014" starting from page F-261 for further information. Due to adoption of certain newly released accounting standards in 2013, some amounts as at and for the year ended 31 December 2012 were restated to conform to the presentation and accounting requirements for the current year. See note II-2 to "Audited Consolidated Financial Statements for the Year ended 31 December 2013" starting from page F-521 for further information.

The summary consolidated financial information as set forth below should be read in conjunction with, and is qualified in its entirety by reference to, the relevant consolidated financial statements of the Guarantor and the notes thereto included elsewhere in this Offering Circular. Historical results are not necessarily indicative of results that may be achieved in any future period.

### Summary Consolidated Income Statement Data

	Year ended 31 December			Six months ended 30 June	
	2012 (restated)	2013 (restated)	2014 <sup>(1)</sup> (restated)	2014	2015
	(RMB in millions)				
Revenue . . . . .	48,165.4	58,311.7	79,637.2	34,111.4	36,455.3
Cost of sales . . . . .	(38,775.0)	(46,287.8)	(62,618.9)	(27,143.8)	(28,028.9)
Taxes and surcharges . . . . .	(187.2)	(272.4)	(266.1)	(146.8)	(96.1)
Distribution and selling expenses . . . . .	(2,433.5)	(3,152.8)	(5,092.6)	(1,543.3)	(2,870.0)
General and administrative expenses . . . . .	(3,232.7)	(3,856.3)	(6,426.9)	(2,078.5)	(3,556.5)
Finance expenses . . . . .	9.8	(216.7)	(23.1)	(104.7)	(183.0)
Impairment loss of assets . . . . .	(79.5)	(231.2)	(275.4)	(273.5)	(192.6)
Gain/(loss) on change in fair value . . . . .	—	150.1	(156.3)	(150.1)	(9.2)
Investment incomes . . . . .	251.5	11.5	1,714.8	1,743.7	100.7
<b>Operating profit . . . . .</b>	<b>3,718.9</b>	<b>4,456.3</b>	<b>6,492.8</b>	<b>4,414.4</b>	<b>1,619.6</b>
Non-operating revenue . . . . .	278.6	194.7	509.9	74.1	219.6
Non-operating expenses . . . . .	(37.6)	(42.2)	(134.3)	(12.4)	(97.0)
<b>Profit before tax . . . . .</b>	<b>3,959.8</b>	<b>4,608.7</b>	<b>6,868.4</b>	<b>4,476.2</b>	<b>1,742.3</b>
Income tax . . . . .	(725.5)	(791.1)	(1,150.2)	(481.7)	(436.2)
<b>Net profit . . . . .</b>	<b>3,234.3</b>	<b>3,817.6</b>	<b>5,718.2</b>	<b>3,994.5</b>	<b>1,306.1</b>
Attributable to the equity holders of the parent company . . . . .	2,991.0	3,570.8	5,002.4	3,764.8	969.1
Minority interests . . . . .	243.3	246.8	715.8	229.6	337.0
<b>Total of comprehensive income . . . . .</b>	<b>3,223.9</b>	<b>3,766.1</b>	<b>4,304.7</b>	<b>3,831.6</b>	<b>1,363.3</b>
Attributable to the equity holders of the parent company . . . . .	2,980.7	3,515.7	4,631.9	3,604.5	906.3
Attributable to minority shareholders . . . . .	243.3	250.4	(327.2)	227.1	457.0

- (1) In June 2014, the Guarantor became the controlling shareholder of KION, a forklift truck manufacturer based in Germany. Pursuant to the Accounting Standard for Business Enterprises No. 33 — Consolidated Financial Statements, KION has been accounted for and consolidated into the consolidated financial statements of the Guarantor as a subsidiary since its acquisition by the Guarantor, and the consolidated financial information of the Guarantor has been affected by the financial performance of KION. See note VI.1 to the Guarantor's audited consolidated financial statement for the year ended 31 December 2014 and "Description of the Group — History and Development — Strategic Cooperation with KION." Given the impact of the account consolidation, the Guarantor's consolidated financial information in 2014 may not be used to compare with its consolidated financial results in prior years. See "Risk Factors — Risks Relating to the Group's Businesses — The Guarantor's consolidated financial information in 2014 and beyond is not comparable with prior years due to its acquisition of the controlling interest in KION."

## Summary Consolidated Balance Sheet Data

	As at 31 December			As at 30 June
	2012	2013	2014	2015
	(restated)	(restated)	(restated)	
	(RMB in millions)			
<b>Assets</b>				
<b>Current assets</b>				
Cash and cash equivalents . . . . .	16,727.0	19,580.1	24,434.4	22,120.8
Financial assets at fair value through profit or loss . . . . .	137.1	51.1	67.0	22.4
Notes receivable . . . . .	9,242.2	14,127.0	13,780.9	10,252.2
Accounts receivable . . . . .	4,168.5	4,440.5	9,660.0	10,395.7
Prepayments . . . . .	365.4	405.5	488.0	570.2
Interests receivable . . . . .	7.4	15.4	134.2	139.0
Dividends receivables . . . . .	70.5	3.0	3.0	25.5
Other receivables . . . . .	444.1	382.5	871.6	740.7
Inventories . . . . .	7,509.9	8,573.3	12,614.7	13,160.5
Classified as available-for-sale assets . . . . .	—	—	35.8	35.8
Non-current assets due within one year . . . . .	—	—	1,509.9	1,122.8
Other current assets . . . . .	488.0	471.8	772.2	1,140.3
<b>Total current assets . . . . .</b>	<b>39,160.1</b>	<b>48,050.2</b>	<b>64,371.8</b>	<b>59,726.0</b>
<b>Non-current assets</b>				
Available-for-sale financial assets . . . . .	334.8	294.6	431.6	545.5
Long-term receivables . . . . .	—	—	2,574.1	2,959.8
Long-term equity investments . . . . .	4,885.9	7,789.2	1,477.7	1,491.7
Investment property . . . . .	330.0	547.4	522.2	592.8
Fixed assets . . . . .	11,526.5	13,149.2	23,509.4	22,698.5
Construction in progress . . . . .	5,175.1	3,284.1	3,421.2	3,058.9
Materials used in construction . . . . .	—	0.0	0.0	0.7
Disposal of fixed assets . . . . .	3.5	1.3	2.0	2.1
Intangible assets . . . . .	2,160.3	2,273.4	13,842.5	12,646.7
Development expenditure . . . . .	431.7	497.4	533.7	477.3
Goodwill . . . . .	1,443.1	1,430.8	7,774.1	7,234.1
Long-term prepaid expenses . . . . .	169.1	158.8	168.8	257.1
Deferred tax assets . . . . .	700.1	785.5	3,454.0	3,275.4
Other non-current assets . . . . .	0.1	259.8	172.6	204.2
<b>Total non-current assets . . . . .</b>	<b>27,160.2</b>	<b>30,471.6</b>	<b>57,883.8</b>	<b>55,444.8</b>
<b>Total assets . . . . .</b>	<b>66,320.4</b>	<b>78,521.8</b>	<b>122,255.6</b>	<b>115,170.8</b>



	As at 31 December			As at 30 June
	2012	2013	2014	2015
	(restated)	(restated)	(restated)	
	(RMB in millions)			
<b>Liabilities and Equity</b>				
<b>Current liabilities</b>				
Short-term loans . . . . .	2,742.1	1,245.6	2,765.9	4,161.7
Financial liabilities at fair value through profit or loss . . . . .	—	—	76.8	124.0
Notes payable . . . . .	5,244.3	6,687.2	10,867.7	6,644.0
Accounts payable . . . . .	9,962.4	13,472.7	15,922.1	15,173.5
Advances from customers . . . . .	872.8	1,211.3	1,479.2	1,411.3
Payroll payable . . . . .	1,026.7	1,175.3	3,115.0	2,869.0
Taxes payable . . . . .	239.4	552.0	1,250.0	1,205.9
Interests payable . . . . .	61.7	132.1	196.3	210.2
Dividends payable . . . . .	33.1	43.1	34.8	291.8
Other payables . . . . .	2,535.8	3,398.5	4,235.8	3,763.7
Non-current liabilities due within one year . . . .	352.6	352.4	5,634.1	5,477.9
Other current liabilities . . . . .	852.9	1,028.3	2,482.4	2,024.6
<b>Total current liabilities . . . . .</b>	<b>23,923.8</b>	<b>29,298.3</b>	<b>48,060.0</b>	<b>43,357.6</b>
<b>Non-current liabilities</b>				
Long-term borrowings . . . . .	6,344.3	9,146.0	7,271.9	6,717.1
Bonds payable . . . . .	2,691.5	3,493.9	5,834.6	4,726.2
Long-term payables . . . . .	5.5	8.8	5,185.6	5,895.9
Long-term payroll payable . . . . .	565.1	606.5	7,074.0	6,356.2
Special payables . . . . .	43.0	53.0	43.0	43.0
Provision . . . . .	—	—	444.2	392.5
Deferred income . . . . .	352.0	641.1	1,983.8	2,060.9
Deferred tax liabilities . . . . .	168.2	146.1	4,385.0	3,971.4
Other non-current liabilities . . . . .	827.9	800.7	31.6	115.0
<b>Total non-current liabilities . . . . .</b>	<b>10,997.4</b>	<b>14,896.2</b>	<b>32,253.7</b>	<b>30,278.2</b>
<b>Total liabilities . . . . .</b>	<b>34,921.1</b>	<b>44,194.5</b>	<b>80,313.7</b>	<b>73,635.9</b>
<b>Shareholders' equity</b>				
Share Capital . . . . .	1,999.3	1,999.3	1,999.3	1,999.3
Capital reserve . . . . .	772.1	758.5	1,288.3	209.9
Other comprehensive income . . . . .	37.1	(18.0)	(388.5)	(451.3)
Special reserve . . . . .	23.1	35.6	51.0	65.8
Surplus reserve . . . . .	2,300.1	2,683.2	3,051.7	3,051.7
Retained earnings . . . . .	19,737.6	22,264.5	26,397.5	27,066.8
<b>Total equity attributable to the shareholders of the parent . . . . .</b>	<b>24,869.4</b>	<b>27,723.2</b>	<b>32,399.4</b>	<b>31,942.2</b>
Minority interests . . . . .	6,529.9	6,604.1	9,542.5	9,592.7
<b>Total shareholders' equity . . . . .</b>	<b>31,399.2</b>	<b>34,327.3</b>	<b>41,941.9</b>	<b>41,534.9</b>
<b>Total liabilities and shareholders' equity . . . .</b>	<b>66,320.4</b>	<b>78,521.8</b>	<b>122,255.6</b>	<b>115,170.8</b>

## Summary Consolidated Cash Flow Statement Data

	Year ended 31 December			Six months ended 30 June	
	2012	2013	2014	2014	2015
(RMB in millions)					
Net cash flows from operating activities	2,756.2	5,768.4	11,171.7	688.2	1,527.8
Net cash flows used in investing activities	(7,991.8)	(3,989.8)	(2,129.8)	(447.5)	(1,633.6)
Net cash flows (used in)/ from financing activities	6,045.4	694.7	(5,066.9)	270.4	(563.3)
Effect of changes in exchange rate on cash	(28.0)	24.5	(77.4)	(18.2)	(69.5)
Net increase in cash and cash equivalents	781.8	2,497.8	3,897.7	492.8	(738.6)
Cash and cash equivalents at end of year/period	14,099.2	16,596.9	20,494.6	17,089.8	19,756.1

## Other Financial Data

The following table sets forth certain other financial data of the Group as at the dates and for the periods indicated:

	Year ended and at 31 December			Six months ended and at 30 June	
	2012	2013	2014	2014	2015
EBITDA <sup>(1)</sup> (RMB in millions)	5,089.2	6,773.9	9,057.0	4,264.2	4,485.6
EBITDA margin <sup>(2)</sup> (%)	10.6	11.6	11.4	12.5	12.3
Total debt <sup>(3)</sup> (RMB in millions)	12,117.8	14,237.8	18,617.9	24,835.9	18,845.7
Total debt/EBITDA <sup>(4)</sup>	2.4x	2.1x	2.1x	2.9x	2.1x
Total debt/Total assets (%)	18.3	18.1	15.2	19.3	16.4
Total debt/Total capitalisation <sup>(5)</sup> (%)	27.8	29.3	30.7	38.0	31.2

(1) EBITDA for any period is calculated as operating profit adjusted for foreign exchange gains (losses), investment income and gains (losses) from changes in fair value, plus assets impairment losses, net interest expenses and depreciation, depletion and amortisation. EBITDA is a widely used financial indicator of a company's ability to service and incur debt, EBITDA should not be considered in isolation or construed as an alternative to cash flows, net income or any other measure of performance or as an indicator of the Group's operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities. In evaluating EBITDA, the Guarantor believes that investors should consider, among other things, the components of EBITDA such as sales and operating expenses under the amount by which EBITDA exceeds capital expenditures and other charges. The Guarantor has included EBITDA because it believes that it is a useful supplement to the cash flow data as a measure of the Group's performance and its ability to generate cash flow from operations to cover debt service and taxes. EBITDA presented herein may not be comparable to similarly titled measures presented by other companies. Investors should not compare the Group's EBITDA to EBITDA presented by other companies because not all companies use the same definitions.

(2) EBITDA margin is calculated as EBITDA divided by total revenue.

(3) Total debt consists of all short-term loans, long-term borrowings, non-current indebtedness due within one year and bonds payable. It does not include amounts due to the Guarantor's subsidiaries.

(4) Based on annualized EBITDA for the six months ended 30 June 2014 and 2015.

(5) Total capitalisation equals total debt and total shareholders' equity.

## THE OFFERING

*The following summary contains some basic information about the Bonds and is qualified in its entirety by the remainder of this Offering Circular. Some of the terms described below are subject to important limitations and exceptions. For a complete description of the terms of the Bonds, see “Terms and Conditions of the Bonds” in this Offering Circular. Words and expressions defined in “Terms and Conditions of the Bonds” shall have the same meanings in this summary.*

Issuer .....	Weichai International Hong Kong Energy Group Co., Limited.
Guarantor .....	Weichai Power Co., Ltd.
Bonds .....	US\$400,000,000 in aggregate principal amount of 4.125 per cent. Guaranteed Bonds due 2020.
Guarantee .....	<p>The Guarantor has unconditionally and irrevocably guaranteed the due and punctual payment in full of all sums expressed to be payable by the Issuer under the Trust Deed, the Agency Agreement and in respect of the Bonds.</p> <p>The Guarantor will undertake to file or cause to be filed with the SAFE the Deed of Guarantee in accordance with, and within the time period prescribed by, the Foreign Exchange Administration Rules on Cross-Border Guarantees promulgated by SAFE. The Guarantor intends to complete the registration of the Deed of Guarantee with SAFE within 15 Shandong Business Days (as defined in the “Terms and Conditions of the Bonds”).</p> <p>An application has been made by the Guarantor in accordance with the NDRC Notice. The Guarantor intends to complete the registration in accordance with the NDRC Notice as soon as practicable.</p>
Issue Price .....	99.683 per cent.
Form and Denomination .....	The Bonds will be issued in registered form in the denomination of US\$200,000 each and integral multiples of US\$1,000 in excess thereof.
Interest .....	The Bonds will bear interest from and including 30 September 2015 at the rate of 4.125 per cent. per annum, payable semi-annually in arrears on 30 March and 30 September in each year, commencing 30 March 2016.
Issue Date .....	30 September 2015.
Maturity Date .....	30 September 2020.

Status .....	<p>The Bonds constitute direct, general, unconditional, unsubordinated and (subject to Condition 3(a) of the Terms and Conditions of the Bonds) unsecured obligations of the Issuer and shall at all times rank <i>pari passu</i> and without any preference or priority among themselves and at least <i>pari passu</i> with all other present and future unsubordinated and unsecured obligations of the Issuer, save for such obligations as may be provided by applicable laws.</p> <p>The Guarantee constitutes a direct, general, unconditional, unsubordinated and (subject to Condition 3(a) of the Terms and Conditions of the Bonds) unsecured obligations of the Guarantor which will at all times rank at least <i>pari passu</i> with all other present and future unsubordinated and unsecured obligations of the Guarantor, save for such obligations as may be provided by applicable laws. The Guarantor is a holding company, and accordingly, payments under the Guarantee are effectively subordinated to all existing and future liabilities of each of the Guarantor's subsidiaries (other than the Issuer).</p> <p>See "Risk Factors — Risks Relating to the Bonds and the Guarantee."</p>
Use of Proceeds .....	The Issuer intends to on-lend the net proceeds from this offering to the Guarantor or its designated subsidiaries to repay certain offshore bank borrowings and as general working capital for the Group's offshore operations in compliance with the relevant laws and regulations of SAFE. See "Use of Proceeds."
Negative Pledge .....	The Bonds will contain a negative pledge provision as further described in Condition 3(a) of the Terms and Conditions of the Bonds.
Final Redemption .....	Unless previously redeemed or purchased and cancelled, the Bonds will be redeemed on 30 September 2020 at 100 per cent. of their principal amount.

Taxation .....	All payments of principal, premium and interest in respect of the Bonds (including all payments under the Guarantee) by or on behalf of the Issuer or the Guarantor shall be made free and clear of, and without withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of any Relevant Taxing Jurisdiction (as defined in the Terms and Conditions of the Bonds) or any political subdivision thereof or any authority therein or thereof having power to tax, unless the withholding or deduction of such taxes, duties, assessments or governmental charges is required by law. In such event the Issuer or, as the case may be, the Guarantor shall, subject to the limited exceptions specified in Condition 7 of “Terms and Conditions of the Bonds,” pay such additional amounts as will result in receipt by the Bondholders after such withholding or deduction of such amounts as would have been received by them had no such withholding or deduction been required.
Tax Redemption .....	The Issuer may redeem the Bonds in whole, but not in part only, at their principal amount, together with interest accrued up to, but excluding, the date fixed for redemption, in the event of certain changes affecting the taxes of any Relevant Jurisdiction, as further described in Condition 5(c) of the Terms and Conditions of the Bonds.
Redemption for Relevant Events ...	Following the occurrence of a Relevant Event, the Holder of any Bond will have the right, at such Holder’s option, to require the Issuer to redeem all, but not some only, of such Holder’s Bonds at 101 per cent. (in the case of a redemption for a Change of Control Triggering Event) or 100 per cent. (in the case of a redemption for a SAFE Non-compliance Event) of their principal amount, together in each case with accrued interest, as further described in Condition 5(d) of the Terms and Conditions of the Bonds.
Redemption at the option of the Guarantor .....	The Guarantor or the Issuer may, at the Guarantor’s option, at any time redeem the Bonds, in whole but not in part, on not less than 30 nor more than 60 calendar days’ prior notice at a redemption price equal to 100 per cent. of the principal amount of the Bonds redeemed plus the applicable premium as of, and accrued and unpaid interest, if any, to the redemption date.
Events of Default .....	The Bonds will contain certain events of default provisions as further described in Condition 8 of the Terms and Conditions of the Bonds.
Cross-Default .....	The Bonds will contain a cross-default provision as further described in Condition 8(c) of the Terms and Conditions of the Bonds.

Clearing Systems .....	The Bonds will be represented by beneficial interests in the Global Certificate, which will be registered in the name of a nominee of, and deposited on the Issue Date with a common depositary for, Euroclear and Clearstream. Beneficial interests in the Global Certificate will be shown on and transfers thereof will be effected only through records maintained by Euroclear and Clearstream. Except as described herein, certificates for Bonds will not be issued in exchange for beneficial interests in the Global Certificate.
Clearance and Settlement .....	<p>The Bonds have been accepted for clearance by Euroclear and Clearstream under the following codes:</p> <p>ISIN: XS1294535833.</p> <p>Common Code: 129453583.</p>
Governing Law .....	English law.
Trustee, Paying and Transfer Agent and Registrar .....	The Hongkong and Shanghai Banking Corporation Limited.
Listing .....	Approval in-principle has been received from the SGX-ST for the listing and quotation of the Bonds on the SGX-ST. The Bonds will be traded on the SGX-ST in a minimum board lot size of US\$200,000 to be traded in a single transaction for so long as the Bonds are listed on the SGX-ST and the rules of the SGX-ST so require.
Rating .....	S&P has assigned a corporate rating of “BBB” to the Guarantor with a “stable” outlook and Fitch has assigned a corporate rating of “BBB” to the Guarantor with a “stable” outlook. The Bonds are expected to be rated “BBB” and “BBB” by S&P and Fitch, respectively. Security ratings are not recommendations to buy, sell or hold the Bonds. Ratings are subject to revision or withdrawal at any time by the rating agencies.
Transfer Restrictions. ....	The Bonds will not be registered under the Securities Act or under any state securities laws of the United States and will be subject to customary restrictions on transfer and resale. See “Transfer Restrictions.”



## RISK FACTORS

*Prior to making an investment decision, prospective investors should carefully consider the following risk factors, along with the other matters set out in this Offering Circular. PRC laws and regulations may differ from the laws and regulations in other countries. Additional risks not described below or not currently known to the Issuer and the Guarantor or that they currently deem immaterial may also adversely affect the business, financial condition or results of operations of the Guarantor and the Group or the value of the Bonds. Each of the Issuer and the Guarantor believes that the risk factors described below represent the principal risks inherent in investing in the Bonds, but the inability of the Issuer to pay interest, principal or other amounts on or in connection with any Bonds may occur for reasons which may not be considered as significant risks by the Issuer and the Guarantor based on information currently available to them or which they may not currently be able to anticipate. All of these factors are contingencies which may or may not occur and neither the Issuer nor the Guarantor is in a position to express a view on the likelihood of any such contingency occurring.*

*Neither the Issuer nor the Guarantor represents that the statements below regarding the risk factors of holding any Bonds are exhaustive. Prospective investors should also read the detailed information set out elsewhere in this Offering Circular and reach their own views prior to making any investment decision.*

*This Offering Circular also contains forward-looking statements that involve risks and uncertainties. The actual results of the Group could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Offering Circular.*

### RISKS RELATING TO THE GROUP'S BUSINESSES

**The automotive and equipment manufacturing industry and business is dependent in large part on the performance of the Chinese and global economies. As a result, the Group's business, prospects, financial condition or results of operations could be adversely affected by slowdowns in the Chinese or global economies.**

The Group's operations and performance, and the automotive and equipment manufacturing industry generally, depend significantly on Chinese and global economic conditions. During periods of economic expansion, the demand for trucks, construction machinery and related components generally increases. Conversely, the Group's operation and performance, and the automotive and equipment industry, are generally adversely affected by a decline in China's or global demand.

According to the World Bank's latest Global Economic Prospects report issued in January 2015, the global economy is struggling to gain momentum as many high income countries continue to grapple with legacies of the global financial crisis. The report notes that while the economies of the United States and United Kingdom have exceeded pre-crisis output peaks partially as a result of labour markets recovery and continued loose monetary policy, growth in the Euro area and Asia has stalled and growth in middle- and low-income countries has slipped as a result of cyclical factors, domestic policy tightening and political tensions. Although the sharp decline in oil prices since mid-2014 is projected to be sustained and to contribute to global growth, risks to the global growth outlook remain as a result of persistently weak global trade, interest rate volatility in certain economies, the impact of low oil prices on oil-producing countries and the risk of a prolonged period of stagnation or deflation in the Euro area or Asia.

In addition, the general performance of the Chinese economy affects, to a significant degree, the Group's business, prospects, financial condition and results of operations. Various measures taken by the PRC government from time to time to regulate economic growth and control inflation have in prior periods significantly weakened demand for trucks, construction machinery and diesel engines in China, and may have a similar effect in the future. On 13 November 2013, after the closure of the Third Plenum of the 18th Chinese Communist Party Congress, the PRC government issued a comprehensive reform

document detailing extensive new social and economic policies with the primary aim of restructuring and rebalancing the PRC economy towards a more sustainable model by focusing more on domestic consumption and away from investment and export fuelled growth. On 5 March 2015, at the National People's Congress in Beijing, Premier Li Keqiang in his annual policy report announced the lowering of the growth target for China in 2015 to 7 per cent. from 7.5 per cent. in 2014 acknowledging that China's economic development had entered a new normal as it deals simultaneously with the economic slowdown and implementation of structural adjustments as it reforms its growth model. In addition, Premier Li announced that the government would spend RMB477.6 billion (US\$77.6 billion) on new major projects in the areas of environmental protection, energy (including clean energy), transport and urbanization. As the PRC government has stated that its top priority is to pursue a range of reforms, the new leadership is expected to implement new economic and social policies already announced and make further changes to existing ones, including in these areas. According to the National Bureau of Statistics of China, China's gross domestic product amounted to RMB140.7 billion in the second quarter of 2015, representing year-on-year growth of 7.0 per cent. Uncertainty and adverse changes in the Chinese economy or other parts of the world where the Group has operations could weaken demand for the Group's products in these economies, and could also increase costs associated with developing the Group's products and reduce the availability of potential sources of financing, and increase the Group's exposure to material losses from its investments, any of which could have a material adverse impact on the Group's business, financial condition and operating results.

**There is no guarantee that the Group is able to achieve the same growth as in the past, if at all.**

The Group primarily engages in the development and manufacturing of automotive and equipment, mainly auto powertrain, heavy-duty trucks, forklift trucks and other key auto parts and components. The Group's business performance and growth in its revenue and sales are affected by a number of factors, such as market demand, changes in manufacturing capacity, pricing strategy, market condition, interruptions in production, general economic conditions and competition landscape. Material adverse changes in any of these factors may have a material negative impact to the Group's sales and revenue. In the six months ended 30 June 2015, sales of the Group's engine products decreased by 55.7 per cent. and revenue of sales of diesel engine decreased by 46.5 per cent. compared to the same period in 2014. These decreases were mainly attributable to a contraction in the sales of the Group's diesel engines for heavy-trucks and construction machinery, which in turn resulted from a significant decrease in the automotive and engine demand in China in the first half of 2015. The Company believes that its sales and revenue will continue to be affected by the abovementioned factors given the increasing uncertainties in the macroeconomic environment in China and globally. Therefore, the Group's financial condition and results of operations may continue to experience fluctuations in the future.

**If the Group is unable to improve its existing products and develop new products or successfully enter into other markets, it may become less competitive and its business, prospects, financial condition and results of operations may be materially and adversely affected.**

The automotive and equipment manufacturing industry in the PRC and the countries where the Group has operations are highly competitive and are constantly evolving. The Group has to continue to diversify its product portfolio, improve its product quality and enter into new markets in order to maintain its competitiveness. Changes in customer requirements and preferences, development of new technology for alternative energy or electric vehicles, and evolving industry standards and practices could potentially render the fuel-based engine technologies, including diesel engine technology, obsolete or less attractive. As such, the Group's future success depends in part upon its ability to successfully develop and market new products that meet customer needs in a timely manner.

The Group has committed substantial resources to continually improve the technology and competitiveness of its products. However, there is no assurance that the Group's research and development efforts will successfully identify and develop valuable new products. Future products may utilize different technologies and may require knowledge of markets that the Group does not currently possess. The Group's competitors may introduce new or improved products that are more favourably

received by customers than the Group's products or may enter into new markets before the Group, thereby obtaining an early-entrant advantage.

In addition, customer preferences and market demands for the Group's products vary from region to region due to many factors, such as level of industrial development, environment, climate, topography, local economy and regulatory environment. As such, the results of the Group's investments in research and development depend on its ability to address different preferences and demands. Failure to do so could result in loss of market shares and business opportunities, decreases in sales and revenue and the Group's business, prospects, financial condition or results of operations may be materially and adversely affected.

**The Group's business, prospects, financial condition or results of operations may be adversely affected if the Group is unable to execute its business plans.**

During the past decades, the Group has experienced a significant growth in revenue and profit as a result of organic growth and strategic acquisitions.

The Group plans to implement a number of strategies, such as diversifying business portfolio, improving operational efficiency, expanding aftermarket services and enhancing research and development to strengthen its leading market position in China and develop itself into a world-leading international manufacturing group in the future. The success of the Group's business strategies depends on a number of factors which may or may not be within the Group's control, including but not limited to whether the automotive and equipment manufacturing industry, particularly in China, will continue to grow at the pace anticipated by the Group, whether the Group will be able to timely and effectively capture the opportunities associated with such growth, the level of competition arising from other automotive and equipment manufacturers, the ability to manage the Group's business growth strategically and cost-effectively, the ability to cope with any increase or changes in product demands and fluctuations in raw material and engine components prices, the ability to enhance the research and development capabilities and the availability of funds to finance the Group's strategic plans. There is no assurance that the Group will be able to successfully manage any of these factors. In addition, the implementation of these strategies may increase the Group's costs and expenses and therefore affect its profitability. If the Group fails to implement its business plans, the Group's business, financial condition or results of operations could be materially and adversely affected.

**The Guarantor's consolidated financial information in 2014 and beyond is not comparable with prior years due to the consolidation of results of KION.**

On 15 January 2014, the Guarantor exercised the call options granted by Superlift Holding S.a r.l., Luxembourg ("Superlift") the then-largest shareholder of KION and thereby increased its interest in KION (held by Weichai Power (Luxembourg) Holding S.a r.l. ("Weichai Lux"), an indirectly wholly-owned subsidiary of the Guarantor) from 30.0 per cent. to 33.3 per cent. On 12 June 2014, the Guarantor became the single largest beneficial shareholder of KION after Superlift sold down its interest in KION from 34.5 per cent. to 26.9 per cent. Pursuant to the Accounting Standard for Business Enterprises No. 33 – Consolidated Financial Statements, KION became accounted for and consolidated into the consolidated financial statements of the Guarantor as a subsidiary. On 27 March 2015, the Guarantor, through Weichai Lux, entered into an agreement to acquire additional 4,900,000 shares of KION, representing 4.95 per cent. of the issued share capital of KION. Upon the completion of this acquisition, the Group's beneficial interest in KION was increased to 38.25 per cent. See "Description of the Group — History and Development — Strategic Cooperation with KION."

As a result of the consolidation of KION's financial results, the Group recorded total revenue of RMB79,637.2 million in 2014 compared to RMB58,311.7 million in 2013, representing an increase of 36.6 per cent. If KION's revenue had not been consolidated, the Group's total revenue would have been RMB60,200.7 million in 2014. For the same reason, the Group's investment income in 2014 substantially increased to RMB1,714.8 million from RMB11.6 million in 2013, largely attributable to the profit

recorded from remeasurement of its existing equity interests in KION in the amount of RMB1,621.6 million. See note VI.1 to the Guarantor's audited consolidated financial statement for the year ended 31 December 2014. Given the impact of the account consolidation of the Group's equity interest in KION, the Guarantor's consolidated financial information in 2014 and beyond is not directly comparable to its consolidated financial results in prior years.

**The Group's significant borrowing may increase its vulnerability to changes in market conditions.**

The Group uses bank and other borrowings to satisfy a portion of its cash needs. As at 30 June 2015, the Group's long-term indebtedness were RMB11,443.3 million and short-term indebtedness were RMB7,402.4 million, which represented a total debt to equity ratio (defined as total indebtedness divided by total shareholders' equity of the Guarantor) of 45.4 per cent. Maintaining a significant level of indebtedness may have adverse consequences to the Group's operating and financing activities and results, which may include the following:

- adversely affecting the Group's corporate credit rating;
- increasing the Group's vulnerability to adverse general economic and industry conditions;
- requiring the Group to dedicate a substantial portion of its operating cash flow to servicing and repaying its indebtedness, thereby reducing the amount of cash to fund its capital expenditures, R&D and other general corporate purposes;
- limiting the Group's flexibility in planning for or reacting to changes in its businesses and the industries in which it operates;
- reducing the Group's competitiveness compared to its competitors that have lesser debt;
- limiting, under the financial and other restrictive covenants of its indebtedness, among other things, the Group's ability to borrow additional funds or refinance certain indebtedness; and
- increasing the Group's costs of obtaining additional financing.

If the Group fails to comply with any of the restrictions and covenants in its current or future debt obligations and other agreements, a default under the terms of such agreements may occur. In the event of a default under such agreements, the holders of the debt may be entitled to terminate their commitments to the Group, accelerate the debt and declare all amounts borrowed due and payable or terminate the agreements, depending on the specific provision of the agreements. Some of the financing arrangements entered into by the Group contain cross-acceleration or cross-default provisions. A default by the Group under another financing agreement may cause acceleration of the repayment of the debt outstanding under the agreements which contain a cross-acceleration provision, or result in a default under the agreements which contain a cross-default provision. If the Group defaults under a large amount of debts, there can be no assurance that its available cash would be sufficient to remedy those debts or repay them in full as they become due, or that it would be able to find alternative financing on terms that are acceptable to it.

In addition, the Group's bank borrowings in the amount of RMB2,848.8 million were secured by its bank deposits, notes receivable and accounts receivable as at 30 June 2015. If the Group fails to service its borrowings when due and the banks enforce their security rights under the relevant security agreements, the Group may lose part or all of the assets securing the borrowings and its business, financial condition and results of operations may be materially and adversely affected.

**The Group has significant cash requirements and failure to obtain sufficient capital resources may adversely affect the Group's business, prospects, financial condition or results of operations.**

The Group operates in a capital intensive industry. The Group requires significant capital resources to fund the production, development, marketing and sales of its products as well as the implementation of its business plans. It also needs sufficient cash to service its outstanding borrowings and other obligations. For the six months ended 30 June 2015, the Group had capital expenditures in the amount of RMB3,114.1 million and capital commitment in the amount of RMB2,020.4 million as at 30 June 2015. The total outstanding indebtedness of the Group was RMB18,845.7 million as at 30 June 2015.

The Group believes that its cash balance and cash flow generated from operations, together with any necessary borrowings, will provide sufficient financial resources to meet its projected capital and other expenditure requirements. However, if the Group underestimates its capital requirements and its future cash flows, additional financing may be required. The Group's future business and financial performance depends on a number of factors, such as the Group's ability to implement its business plans, changes in the competitive landscape in which the Group operates and general market conditions. If the Group's business fails to generate sufficient and stable cash flow, the Group may be forced to seek external financing. There is no assurance that such financing will be available in sufficient amounts for the Group or will be available on terms that are acceptable to the Group or at all. The Group's ability to obtain external financing is subject to various uncertainties, including its results of operations, financial condition and cash flow, economic, political and other conditions in China, the PRC government's policies relating to foreign currency borrowings and the condition of the Chinese and international capital markets. For example, China continued to experience a shortage of liquidity in its banking system in 2014 causing the PRC government to announce a reduction in its one year lending rate to 5.6 per cent. on 21 November 2014, to 5.35 per cent. on 1 March 2015, to 5.10 per cent. on 11 May 2015 and to 4.85 per cent. on 28 June 2015. In addition, on 4 February 2015, the People's Bank of China cut the reserve requirements to be held by banks in an effort to inject liquidity into the economy in response to rising deflationary and slowdown pressures. Failure to obtain sufficient capital resources may adversely affect the Group's business, prospects, results of operations and financial condition.

**Failure to effectively manage the Group's inventory level could adversely affect its business, financial condition and results of operations.**

The Group needs to maintain sufficient inventory, especially finished products, to meet market demand and its increased sales. As at 31 December 2012, 2013 and 2014 and 30 June 2015, the balance of the Group's inventories was RMB7,509.9 million, RMB8,573.3 million, RMB12,614.7 million and RMB13,160.5 million, respectively. The general increase in the Group's inventories in 2014 was mainly attributable to the consolidation of KION's accounts. The Group's ability to manage its inventory level effectively may have a material impact on its business, financial condition and results of operations. The Group endeavours to manage its inventory level by aligning its procurement with its sales based on confirmed purchase orders and projected sales. However, making an accurate estimate is difficult. The Group relies on internal forecasts based on such confirmed purchase orders and projected sales to estimate the type and volume of raw materials and engine components to be purchased and the timing of such purchases, as well as the type and volume of products to be manufactured and the timing of such production. If the Group's forecasts do not accurately reflect actual customer demand, the level of which may vary for a variety of reasons beyond the Group's control, the Group may incur costs associated with carrying excess raw materials and engine components, over-invest in and underutilize the new production facilities or encounter shortages of raw material and engine components that make it difficult for the Group to fulfil customer orders. The Group may experience fluctuations in customer orders and end-users or the dealers may delay or default in fulfilling their contractual obligations under purchase agreements due to changes in their financial or operational conditions or other reasons. In that case, expenses and inventory levels could be disproportionately high as compared to sales generated in the same period, and the Group's business, financial condition or results of operations could be materially and adversely affected. See "Risks Relating to the Automotive and Equipment Manufacturing Industry — Market demand for diesel engine products may be affected by a slowdown in the growth rate of the PRC automotive, engine and traditional construction machinery industry."



Excessive inventories increase the risk of inventory obsolescence and corresponding inventory write-downs and write-offs due to aging of the inventories. For the years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2014 and 2015, the Group had losses due to a decline in value of inventories in the amount of RMB102.6 million, RMB139.5 million, RMB136.4 million, RMB41.6 million and RMB65.5 million, respectively. Any failure to effectively manage the Group's inventory level could materially and adversely affect its business, financial condition, results of operations and liquidity.

**The Group is exposed to credit risks due to the significant amounts of its accounts receivables.**

As at 31 December 2012, 2013 and 2014 and 30 June 2015, the Group's accounts receivables were RMB4,168.5 million, RMB4,440.5 million, RMB9,660.0 million and RMB10,395.7 million, respectively, representing 10.6 per cent., 9.2 per cent., 15.0 per cent. and 17.4 per cent., of the Group's total current assets. As at 31 December 2012, 2013 and 2014 and 30 June 2015, provision for bad debt of account receivables was RMB671.7 million, RMB728.9 million, RMB822.4 million and RMB916.9 million. The increase in the Group's total accounts receivables in 2014 were primarily due to the consolidation of the financial results of KION. The Group trades with its customers primarily on credit terms, and generally requires prepayments or cash on delivery for new customers. Credit period is generally one month, extending up to six months for major customers and customers with good trading record could be granted a longer credit period. Accounts receivable is non-interest bearing. The Group has little control over its customers and cannot guarantee that its customers will make full payments for their outstanding bills within the timeframe the Group anticipates, or at all. An increase in the amount of the accounts receivables is expected to increase the pressure on the Group's operating cash flow and may affect its daily operations and the implementation of its expansion plans. As the Group does not require its customers to provide any security in relation to their receivables, the Group may suffer significant losses if the Group is unable to recover its accounts receivables. In this case, the Group's business, financial condition or results of operations may be materially and adversely affected.

**Integration of businesses acquired by the Group involves a number of uncertainties and may not be financially successful.**

In 2012, the Group acquired 25 percent interest in KION, a forklift truck manufacturer based in Germany and 70 percent interest in Linde Hydraulics, a KION subsidiary specialised in developing hydraulics technologies. Through a series of stake increases, the Group became the controlling shareholder of KION, and KION's accounts were consolidated into the financial statements of the Guarantor in 2014. The financial success of these acquisitions largely depends on the Group's ability to successfully integrate its business with the businesses of KION and Linde Hydraulics, rationalize operations and generate synergies with the acquired businesses. There is no guarantee that such integration will be successful as it involves a number of uncertainties and may be affected by many factors, some of which are beyond the Guarantor's control. The Guarantor's estimates and expectations about the acquisitions may turn out to be incorrect or the Group may not be able to execute its integration strategies successfully.

Issues that must be addressed in integration in order to realize the anticipated benefits and costs savings of the acquisitions include, among other things:

- maintaining and improving management and employee engagement, morale, motivation and productivity;
- recruiting and retaining key executives and employees;
- retaining and strengthening relationships with existing customers and attracting new customers;
- conforming standards, controls, procedures and policies, business cultures and compensation structures among the companies;



- consolidating and streamlining corporate and administrative infrastructures;
- consolidating sales, customer service and marketing operations;
- identifying and eliminating redundant and underperforming operations and assets;
- integrating distribution, sales, customer service and administrative support activities among the companies;
- integrating information technology systems, including those systems managing data security for sensitive employee, customer and vendor information, and diverse network applications across the companies;
- managing the broadened competitive landscape, including responding to the actions taken by competitors in response to the acquisitions;
- coordinating geographically dispersed organizations;
- managing the additional business risks that the Group has not previously directly managed; and
- managing tax costs or inefficiencies associated with integrating the operations following completion of the acquisitions.

Delays encountered in the process of integrating the acquisitions could negatively affect the Group's revenues, expenses, cash flow and financial condition after the acquisitions. Although significant benefits, such as enhanced revenue, earnings, cash flow and cost savings, are expected to result from the acquisitions, there is no assurance that these anticipated benefits and results can be achieved. Significant costs are expected to be incurred in connection with the integration of the acquired businesses. Although the Group believes that the elimination of duplicative costs, as well as the realization of other synergies and efficiencies related to the integration of the acquisitions, will offset incremental integration-related costs over time, no assurances can be given that this net benefit will be achieved in the near term, or at all. In addition, the process of integrating the operations of the partially-owned subsidiaries may cause conflicts or disputes with other shareholders of the acquired businesses, and the Group's integration strategies and measures may not be successfully implemented or achieve the results the Group anticipates. Failure to realize the benefits anticipated from integration of the acquired businesses for any of the above reasons may materially and adversely affect the Group's business, prospects, financial condition or results of operations.

**The Group relies on certain major suppliers for selected engine components and any failure by the major suppliers to perform their obligations under the supply contracts or deterioration of the Group's relationship with them may adversely affect the Group's business and prospects.**

The Group procures certain engine components, such as oil pumps, nozzles and turbo units for the production of its engine products, from a limited group of suppliers. The Group normally enters into framework agreements with its suppliers on an annual basis at the beginning of each year, which provide for the types and models of components the Group requires during the year. The Group places its orders through Weichai Power ISP supplier management system on monthly and daily basis, which provide for, among others, the unit price and the quantity of components procured under the contracts. The Group generally does not enter into long-term supply agreements with the suppliers. The suppliers may from time to time extend lead times, limit supplies or increase prices due to capacity constraints or other factors.

The supply contracts with these third party suppliers also set out detailed specifications of the products that the Group purchases. Although the Group has dedicated employees to manage these suppliers and manufacturers, there is no assurance that these suppliers will honour the contracts and are able to deliver products that satisfy those specifications, and it takes time to replace those suppliers who fail to deliver. For example, to change the electronic fuel injection system in the engines, the Group needs to go through a series of procedures to determine the corresponding specifications of engine bench, high-altitude, high and low temperature conditions for the relevant vehicles and for the relevant vehicles to obtain applicable regulatory clearances. If these suppliers fail to fulfil their obligations under the contracts, the Group's engine production and other business operations may be materially and adversely affected. While the Group may claim damages based on the breach of contract by the suppliers and manufacturers, it may be held liable to its customers if the breach of contract by the suppliers and manufacturers affects the quality of the Group's products, delays in delivery or results in any breach of contract by the Group. Any of these situations may have a material and adverse impact on the Group's business, financial condition or results of operations.

**Failure by the Group to obtain and maintain the licences, permits or approvals may have a material and adverse impact to its business.**

The Group's operations are governed by the laws, regulations and governmental rules in China and other countries where it operates its businesses. The applicable laws, regulations and governmental rules may require the Group to obtain various licenses, permits and approvals for its operations, such as business licenses, production permits, pollutant discharge licenses, foreign investment approvals, tax registration and foreign exchange registration certificates. The granting of these licenses, permits and approvals and their renewal may be conditional upon the Group's fulfilment of the conditions and procedures set forth under relevant laws and regulations, and may be affected by the discretion of the relevant governmental authorities and agencies. The Group may not be able to obtain one or more licenses, permits and approvals in a timely manner, or at all due to its failure to satisfy the requirements set by laws or due to causes beyond its control. For the similar reasons, there is no assurance that the Group is able to extend or renew its existing licenses, permits and approvals upon expiration. Failure to obtain or renew, or any suspension, withdrawal or termination of any licenses, permits or approvals necessary to the Group's business may cause the Group to cease some or all of its business activities, and may result in fines, penalties or other administrative or legal liabilities. This may in turn adversely affect its business, financial condition and results of operations.

For example, Shaanxi Automotive Group Co., Ltd. (陝西汽車集團有限責任公司) (“**Shaanxi Automotive**”) agreed to assign the qualification for manufacturing trucks under the brand “陝汽” to Shaanxi Zhongqi when it established Shaanxi Zhongqi with Torch Automobile Group Co., Ltd. (湘火炬汽車集團股份有限公司) (“**Torch Automobile**”). Although Shaanxi Automotive undertook to transfer the qualification to Shaanxi Zhongqi in 2007 and was urged to fulfil such undertaking by Shaanxi Zhongqi in 2009, the qualification has not been transferred to Shaanxi Zhongqi due to a combination of factors beyond Shaanxi Zhongqi's control. Likewise, Shaanxi Hande Axle Co., Ltd. (陝西漢德車橋有限公司) (“**Hande Axle**”), Shaanxi Fast Gear Co., Ltd. (陝西法士特齒輪有限責任公司) (“**Fast Gear**”) and Shaanxi Fast Transmission Co., Ltd. have not obtained certain permits necessary for the production of their products. There is no assurance that production without necessary qualification and permits by these members of the Group will not be penalized by the relevant governmental authorities or result in any liabilities or adverse impact to the Group's business operations, financial condition and results of operations in the future.

**The Group's truck manufacturers and OEM customers may not continue to outsource their engine supply needs.**

Several of the Group's engine customers are truck manufacturers or OEMs that manufacture engines for some of their own products. Despite their own engine manufacturing capabilities, these customers have historically outsourced certain types of engine production to the Group for better product quality, emission capability, system integration, customer preferences or their desire for cost reduction and other

considerations. There is no assurance that these customers will continue to outsource, or outsource as much of, their engine production in the future. An increase in the level of OEM vertical integration or business expansion could result from a number of factors, such as shifts in the customers' business strategies, acquisition by a customer of another manufacturer, the inability of third-party suppliers to meet product specifications and the emergence of low-cost production opportunities in foreign countries. Any significant reduction in the level of engine production outsourcing from the truck manufacturers or OEM customers could have a material adverse effect on the Group's business and results of operations.

**The Group may face increases in the prices of raw material and engine components.**

The raw materials for producing the Group's products mainly include steel, aluminium ingots, furnace materials such as cast iron, scrap steel, sand and coke, and chemicals. The Group also outsources certain engine components such as common rail systems, crankshafts, connecting rods, flywheels, water pumps, high pressure oil pumps and other parts and components for engine production. As a result, the Group's costs of raw materials are directly exposed to fluctuations in the prices of steel, iron, aluminium and various components, which are in turn subject to global and regional supply and demand conditions.

The Group has historically experienced fluctuations of the prices of steel, iron, aluminium and certain engine components. The Group believes the volatility of the prices of materials is likely to continue in the foreseeable future. Although changes in the purchase prices of any single raw material and engine component historically have not significantly affected the Group's gross profit margin, the cost of raw material and engine components as a whole plays a prominent role in the manufacture of its products. In addition, the Group normally cannot pass through the increases in new material prices to its customers unless the contracts provide for a price adjustment mechanism or there is an unusually significant price fluctuation. Increases in the prices of raw materials and engine components may increase the Group's cost of sales. If the Group fails to address the increases in the costs of raw materials in an effective manner, or at all, it may experience lower profit margins, and its business, prospects, financial condition or results of operations may be materially and adversely affected.

**The Group's profitability could be negatively affected by the fluctuation in the pricing of its products.**

The Group's profitability may be affected by a material fluctuation in the average selling prices of the products sold. The average selling prices of the Group's products are affected by a combination of factors, including changes in product mix, lowered product prices of certain engine models to expand the market and attract new customers, or as requested by certain customers who chose to have less spare parts sold with the engines to reduce their production costs, or demanded the Group to lower the product price for increased purchase quantity from the Group. For example, as the China National V emission standard became effective on 1 January 2015, the Group reduced the prices of certain engine products that would no longer be able to satisfy the new emission standards with an aim to decrease the inventories of those products. If there is a decrease in the average selling prices of the Group's products, coupled with an increase in raw material and engine components costs, the Group's profit margins for certain periods could decline, which adversely affect the Group's profitability and financial condition. In the event that the Group fails to increase its sales volume, reduce its costs and expenses or introduce new competitive products with higher margins, the Group's business, financial condition or results of operations may be materially and adversely affected.

**The Group may not be able to successfully implement any international expansion plans and strategies that it may undertake in the future.**

A majority of the engines and heavy-duty trucks produced by the Group are sold in China. Since 2012, the Group further expanded its business into the European market by acquiring interest in KION, a leading global forklift truck manufacturer based in Germany and Linde Hydraulics, a specialized developer of hydraulics technologies. The Group may consider further expanding its overseas business

operations in the future. However, the Group may not be able to expand into international markets successfully due to various factors, including but not limited to the following:

- the Group's lack of experience and lack of substantial presence overseas may make it difficult for the Group to effectively expand into the international markets;
- the Group may face market entry barriers such as strong local competition or tariffs, taxes and other restrictions, which may prevent the Group from competing effectively in new markets;
- there may not be a steady increase in demand, the Group may not be able to predict market trends and customer needs to offer an appropriate product mix to international markets or there may not be sufficient demand for the Group's products in international markets;
- the Group may fail to obtain or maintain licenses or certifications for the operations and products in the markets;
- the Group may face difficulty in attracting, retaining and training key executives and employees for its international operations; and
- current and future trade and economic sanctions among countries may cause difficulties in exporting the Group's products to certain countries.

**The Group's business is subject to operational risks.**

The Group's production is exposed to hazards inherent to manufacturing industries, including but not limited to fires, unexpected wear and tear or degradation, mechanical failure or misuse and power outages, unscheduled downtimes, performance below expected levels of output or efficiency, transportation interruptions, other industrial accidents, environmental risks and terrorist acts. For the years ended 31 December 2012, 2013 and 2014 and six months ended 30 June 2015, the Group did not experience any material operational problems at its production facilities. However, any future occurrence of material operational problems at the Group's facilities may materially reduce the Group's productivity and profitability during and after the period of such operational difficulties. Some hazards may interrupt the operations, cause personal injury, loss of life, severe damage to or destruction of property and equipment and environmental damage and result in legal and regulatory liabilities and/or the imposition of civil or criminal penalties, which may not be fully covered by insurance policies. Furthermore, the Group may be subject to claims with respect to workplace, workers' compensation and other matters. Consequently, the Group's business, financial condition or results of operations could be materially and adversely affected.

**If the Group is not able to secure sufficient labour at reasonable costs, its business and operations may be adversely affected.**

The manufacturing business is labour intensive. The Group needs to continue to increase headcounts at various levels to support its business operations and development, particularly skilled workers and personnel which has been and may continue to be short of supply in China. This shortage will increase the competition and costs for talented and skilled workers. If the Group fails to retain existing labour and/or recruit and properly train sufficient labour in a timely manner, the Group may not be able to cope with a sudden increase in demand for its products or properly implement its expansion plans. If the Group is not able to manufacture and deliver its products on schedule or if the Group is unable to implement its expansion plans, its business, financial condition, results of operations and prospects could be materially and adversely affected.

Additionally, the Group may be adversely impacted by work stoppages and other labour matters. While the Group is not aware of any work stoppages or other labour matters at its production facilities, there is no assurance that the Group will not encounter future strikes, work stoppages, or other types of

conflicts with labour unions or the Group's employees in the future or that disputes with the Group's employees will be resolved in a manner favourable to the Group. Any of these consequences may have an adverse effect on the Group or may limit the flexibility in dealing with its workforce. In addition, many of the Group's customers and suppliers have unionized work forces. Work stoppages or slow-downs experienced by the Group's customers or suppliers could result in slow-downs or closures that would have a material adverse effect on the Group's production and sales.

In the event that there is labour shortage or the Group's labour costs rise significantly, the costs of the Group's business operations are likely to increase. In recent years, cost of labour has substantially increased. Rising labour costs may increase the Group's operating costs and partially erode the cost advantage of the Group's PRC-based operations and therefore negatively affect the Group's profitability.

**The Group's finance costs are sensitive to changes in interest rates.**

The Group's finance costs may be adversely affected by an increase in the effective interest rates of its borrowings. Most of the Group's bank borrowings are granted by the commercial banks in China, which normally link the interest rates on their borrowings to the benchmark lending rates published by the PBOC. The PBOC has on a number of occasions historically adjusted its benchmark lending rates to assist implementation of the PRC government's economic and monetary policies. As a result, the average interest rates of the Group's bank borrowings experienced significant fluctuations during the relevant periods. For the year ended 31 December 2014 and the six months ended 30 June 2015, the average interest rate of the Group's borrowings were 3.62 per cent. and 3.46 per cent., respectively. If the PBOC increases the Renminbi benchmark deposit and loan rates of financial institutions in the future, the increased Renminbi benchmark deposit and loan rates will increase the Group's financing costs of existing loans and will increase the Group's future financing costs. Any future increase in interest rates may materially and adversely affect the Group's business, financial condition or results of operations.

**The Group is subject to fluctuations in foreign currency exchange rate and other related risks.**

The Group conducts operations in many areas of the world involving transactions denominated in a variety of currencies. Since the Group's financial reporting currency is Renminbi, changes in the foreign exchange rates between Renminbi and other currencies in which the Group's international sales and procurement transactions are denominated have had, and will continue to have, an impact on the Group's financial condition and results of operations. The foreign currencies giving rise to this risk are primarily Euros, U.S. dollars and British pounds. As at 31 December 2014, the Group had cash and cash equivalents of RMB130.1 million dominated in U.S. dollars and RMB42.5 million dominated in Euro, and accounts receivables of RMB860.6 million dominated in U.S. dollars and RMB343.3 million dominated in GBP. See note V.66 to the Guarantor's consolidated financial statements for the year ended 31 December 2014.

The Group's exchange rate risk also arises from the business of KION. The major exchange rate risk in KION's financial instruments is measured by Value at Risk ("VaR"), which is calculated based on a historical variance/covariance matrix. If KION's financial instruments are denominated in other currencies, exchange rate risk is included into the calculation of VaR, meaning that the exchange rate risks arising from translation between the presentation currency of the Group's financial statements and KION's financial statements, for instance, are not captured. As at 31 December 2014, the VaR of exchange rate risk amounted to €19.7 million. At a 97.7 per cent. confidence level, VaR is estimated to be the upper limit of value loss in financial instruments in the coming year.

The value of the Renminbi is subject to changes in PRC government policies and to international economic and political developments. Since 1994, the conversion of Renminbi into foreign currencies, including U.S. dollars and Euros, has been based on rates set by the PBOC. On 21 July 2005, the PRC reformed its foreign exchange regime by moving into a managed floating exchange rate system based on market supply and demand with reference to a basket of currencies, such that the Renminbi was no longer pegged to the U.S. dollar. From 30 December 2010 to 31 December 2014, the Renminbi appreciated approximately 6.4 per cent. against the U.S. dollar, while in the first eight months of 2015, Renminbi



depreciated approximately 3.0 per cent. against the U.S. dollar. If the Renminbi depreciated against the currency in which the Group's procurement of engine components or other raw materials settled or the Renminbi appreciated against the currency in which the Group's sale of products settled, the Group's business, financial condition or results of operations may be adversely affected. Furthermore, since the Group may not be able to hedge effectively against fluctuations in the value of the Renminbi or Euro, future movements in the exchange rate of the Renminbi, the U.S. dollar, the Euro and other currencies could have an adverse effect on the Group's business, financial condition or results of operations.

The Group also faces risks arising from the imposition of foreign exchange controls and currency devaluations. Foreign exchange controls may limit the ability to convert foreign currencies into Renminbi or to remit dividends and other payments by the foreign subsidiaries or businesses located in or conducted within a country imposing controls. Currency devaluations result in a diminished value of funds denominated in the currency of the country instituting the devaluation.

**The Group's financial condition and results of operations may be affected by the defined benefit pension plan operated by certain overseas subsidiaries of the Guarantor.**

Some of the Guarantor's overseas subsidiaries, namely Linde Hydraulics, KION and its subsidiaries, operate defined benefit pension plan for employees, under which contributions shall be made to a separately-administered fund. The Group's payment under the defined benefit pension plan normally increases along with an increase in the number of employees participating in the pension plans, and may divert the Group's cash flow to certain extent. For the years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2015, the Group's payables under the defined benefit pension plan were RMB565.1 million, RMB606.5 million, RMB6,610.7 million and RMB5,935.4 million, respectively. As at 31 December 2014 and as at 30 June 2015, the Group's assets under the defined benefit pension plan amounted to RMB161.2 million and RMB173.1 million, respectively.

According to its accounting policies, the Guarantor remeasures its contributions to the defined benefit pension plan as at each record date of its financial statements. Any re-measurements arising from the defined benefit pension plan, including actual gains and losses, change to the effect on maximum assets (net of amounts included under net interest) and return on assets under the plan (net of amount included under net interest), are recognized immediately in balance sheet, and included as incurred in owners' equity through other comprehensive income. No reversal to profit or loss will be made in subsequent periods. The fair value of the Group's assets in the defined benefit pension plan is affected by a combination of factors, many of which are beyond the Group's control. Any material fluctuation in the valuation of the Group's assets in the defined benefit pension plan may have a material impact to the Group's financial condition and results of operations.

**Measures to protect the Group's intellectual property rights against infringement may not be adequate and the Group may be exposed to infringement claims.**

The Group has a large amount of intellectual property rights in the forms of patents, trademarks and copyrights in the PRC, Hong Kong and Europe. It also possesses certain trade secret, proprietary technologies and know-how. Existing laws in the PRC may not be able to effectively protect the Group's intellectual property rights from infringement acts and enforcement procedures may be protracted, costly or ineffective. The Group relies upon a combination of patent, copyright and trademark laws, trade secrets, confidentiality policies, non-disclosure and other contractual arrangements to protect its intellectual property rights; however, the steps the Group takes in this regard may not be adequate to prevent or deter infringement or other misappropriation of its intellectual property rights. The Group's products may be subject to unauthorized copying or other misappropriation. There is no assurance that the Group will be able to detect unauthorized use or take appropriate, timely and effective actions to enforce its intellectual property rights.

While the Group is developing measures to protect its intellectual property rights, the Group's competitors may have independently developed technologies or designs of products that contain



similarities to the Group's, and these competitors may have applied for registration of patents or other intellectual property rights in respect of their technologies or designs. The competitors or other third parties may consider the Group's application of certain intellectual properties an infringement of their intellectual property rights. In addition, as the Group procures various parts and components from third-party suppliers, the Group may be involved in infringement claims against the suppliers from whom the Group purchases parts and components that are alleged to infringe certain intellectual property rights in the future. As a result, the Group may be exposed to infringement claims even where there may be a genuine case in the Group's favour. Any involvement in intellectual property rights infringement litigation may result in substantial costs, reputational damage and diversion of resources and management attention. If the Group is barred from using certain material trademarks, technologies, designs or other intellectual properties and fail to develop non-infringing substitutes or replacements or to obtain licenses to such intellectual properties, the Group's business operations may be interrupted and the Group's financial condition and results of operations could be adversely affected.

**If the Group fails to maintain effective internal controls, its business, financial condition, results of operations and reputation, as well as its ability to produce accurate and timely financial disclosure and reports, could be materially and adversely affected.**

The Group's internal control system is critical to the integrity of the Group's business and financial management and its ability to produce financial statements on an accurate and timely basis. The Group has implemented various measures to improve its internal controls. However, there is no assurance that all such measures will be effective or that any future material deficiencies or weaknesses in internal controls will be discovered and corrected in a timely manner. The Group's efforts to improve the internal controls have required, and in the future will continue to require, additional financial investments and significant management time and commitment.

In addition, the Group applies computerized systems to manage various aspects of its operations, such as accounting, manufacturing, inventory management, procurement, sales and distribution and after-sales services. Any breakdown or interruptions in the operations of any of these information systems may result in losses of important operational or financial data and cause interruptions in the Group's operations, as well as cause delay in the financial reporting process. If the Group fails to maintain effective internal controls or if the management information system fails to function effectively, the Group's business, financial condition, results of operations and reputation as well as its ability to produce accurate financial statements and disclosure on a timely basis may be materially and adversely affected.

**Any failure to maintain an effective quality control system at the Group's production facilities could harm the Group's business.**

The quality of the Group's products is critical to the success of its business. This significantly depends on the effectiveness of the Group's quality control system, which in turn depends on a number of factors, including the design of the system, the quality control training program, and the Group's ability to ensure that its employees adhere to the Group's quality control policies and guidelines. Failure or deterioration of the Group's quality control system could result in the production of defective or substandard products, delays in the delivery of the products, the need to replace defective or substandard products, and damage to the Group's reputation. If the Group's products do not meet the specifications and requirements agreed with or requested by the customers, or if any of the products are defective, or result in the customers suffering losses as a result of product liability claims, the Group may be subject to product liability claims and litigations, claims for indemnity by its customers, and other claims for compensation. For the years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2014 and 2015, the Group's after-sales and product return fee amounted to RMB1,054.6 million, RMB1,397.3 million, RMB1,068.1 million, RMB657.0 million and RMB198.1 million, respectively. The Group also could incur significant legal costs regardless of the outcome of any claim of alleged defect. Product failures or defects, and any complaints or negative publicity resulting therefrom, could result in decreased sales of these or other products, or claims or litigation against the Group regarding the quality of its products. As a result, the Group's reputation, business, financial condition or results of operations could be materially and adversely affected.

**Unanticipated changes in the Group's effective tax rate, the adoption of new tax legislation or exposure to additional income tax liabilities could adversely affect the Group's profitability.**

During the years ended 31 December 2012, 2013 and 2014 and six months ended 30 June 2015, some members of the Group were entitled to preferential enterprise income tax rates and a preferential value-added tax rate under applicable PRC tax laws and regulations or as approved by relevant PRC tax authorities. See note IV.2 to the audited consolidated financial statements of the Guarantor for the year ended 31 December 2014. Some of the preferential tax treatments are not recurring and are subject to periodical review and reassessment. Extension of those preferential tax treatments requires the relevant companies to satisfy certain conditions set out in the applicable PRC laws and regulations and, in some circumstances, are subject to the discretion of the tax authorities. There is no assurance that the relevant members of the Group will continue to enjoy preferential tax treatment after the current terms of those treatments expire, or that the current favourable tax policies will not be withdrawn or revoked by the PRC tax authorities or become less favourable. If the current preferential tax treatments and government subsidies are reduced or are no longer available in the future, the Group's effective income tax rate may increase and its business, financial condition or results of operations could be materially and adversely affected.

The Group is also subject to income taxes in Germany and numerous international jurisdictions. The Group's income tax provision and cash tax liability in the future could be adversely affected by changes in the distribution of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities, changes to the assertions regarding permanent re-investment of the Group's foreign earnings, changes in tax laws and the discovery of new information in the course of the Group's tax return preparation process. The Group is also subject to ongoing tax audits. These audits can involve complex issues, which may require an extended period of time to resolve and can be highly judgmental. Tax authorities may disagree with certain tax reporting positions taken by the Group and, as a result, assess additional taxes against the Group. The Group regularly assesses the likely outcomes of these audits in order to determine the appropriateness of its tax provision. The amounts ultimately paid upon resolution of these or subsequent tax audits could be materially different from the amounts previously included in the Group's income tax provision and, therefore, could have a material impact on its tax provision.

**Increasing global competition among the Group's customers may affect the Group's existing customer relationships and restrict its ability to benefit from some of the customers' growth.**

As the Group's customers in emerging markets continue to grow in terms of business size and scope, they are increasingly seeking to export their products to other countries. This has meant greater demand for the Group's advanced engine technologies to help these customers meet the more stringent emissions requirements of developed markets, as well as greater demand for access to the Group's distribution systems for purposes of equipment servicing. As these emerging market customers enter into and begin to compete in more developed markets, they may increasingly begin to compete with the Group's existing customers in these markets. The Group's further aid to emerging market customers could adversely affect the Group's relationships with developed market customers and, as a result, the Group may be pressured to restrict sale or support of some of its products in the areas of increased competition. In addition, to the extent the competition does not correspond to overall growth in demand, the Group may see little or no benefit from this type of expansion by its emerging market customers.

**The Group is exposed to, and may be adversely affected by, information technology security threats and sophisticated "cyber-attacks."**

The Group relies on the information technology systems and networks in connection with various of its business activities. Some of these networks and systems are managed by third party service providers and are not under the Group's direct control. The Group's operations routinely involve receiving, storing, processing and transmitting sensitive information pertaining to the business, customers, dealers, suppliers, employees and other sensitive matters. Information technology security threats, including

security breaches, computer malware and other “cyber-attacks” are increasing in both frequency and sophistication. These threats could create financial liability, subject the Group to legal or regulatory sanctions or damage the Group’s reputation with customers, dealers, suppliers and other stakeholders. The Group continuously seeks to maintain a robust program of information security and controls, but the impact of a material information technology event could have a material adverse effect on the Group’s competitive position, reputation, results of operations, financial condition and cash flow.

**The Group may face potential product liability claims or suffer losses due to product defects or recalls.**

The Group faces an inherent business risk of exposure to product liability claims in the event that the Group’s products’ failure to perform to specification results or is alleged to result in property damage, bodily injury and/or death. The Group may experience material product liability losses in the future. The Group has not obtained insurance coverage for product liability or implemented any other protection scheme. If the products prove to be defective and result in losses to customers, the Group may be subject to product liability claims under the laws of the PRC or other jurisdictions in which the products are sold. As a result, the Group may have to incur significant legal costs and divert the administrative resources regardless of the outcome of the claims. In addition, any such claims could damage the customer relationships and business and result in negative publicity. In the event of allegations that any of the products are defective, the Group and/or the customers may also undergo product recalls, which could result in substantial and unexpected expenditure and could materially reduce the Group’s operating profit and cash flows. A product recall may require significant management attention, affect the value of the Group’s brand image, lead to decreased demand for the Group’s products and may also lead to increased scrutiny by regulatory agencies over the Group’s operations. The Group may also be forced to defend lawsuits and, if unsuccessful, to pay a substantial amount of damages. There is no assurance that the Group may be able to recover part of the damages by claiming against the Group’s suppliers when a product defect is attributable to parts or components supplied by the suppliers.

**The Group may fail to comply with present or future applicable environmental laws and regulations.**

Under relevant PRC environmental laws and regulations, the construction, expansion and operation of the Group’s production facilities are subject to certain environmental permits and approvals. The failure to obtain or renew such permits or approvals or to obtain or renew them in a timely manner may subject the Group to fines and penalties imposed by the PRC government and the Group may be required to suspend the use of production facilities or vacate the premises. In addition, as the Group’s production processes generate solid waste, noise, wastewater and oil and other industrial wastes, the Group is also required to comply with national and local environmental regulations applicable to the Group. If the Group fails to comply with present or future applicable environmental laws or regulations, the Group may be required to pay substantial fines, suspend production or cease operations. Any failure by the Group to control the use or to restrict adequately the discharge of hazardous substances could subject the Group to potentially significant monetary damages and fines or suspensions in its business operations, which could have a material adverse effect on the Group’s business and results of operations. As at the date of this Offering Circular, Shaanxi Automotive and Hande Axle, have not obtained the necessary pollutant discharge permits, which are in the process of application. In addition, there is no assurance that future changes in PRC environmental protection laws and regulations will not impose costly compliance requirements on the Group or otherwise subject the Group to future liabilities. As China is experiencing substantial issues with environmental pollution, it is likely that the national, provincial and local governmental agencies will adopt regulations setting forth stricter pollution controls and requirements. Any such regulation applicable to the manufacture of the Group’s products may increase the Group’s operating costs or even cause suspension of the Group’s operations, which in turn could have a material and adverse effect on the Group’s business, financial condition or results of operations.

In addition, global operations also require the Group to comply with the environmental laws and regulations in other countries in the world, some of which may be more stringent than those in China. Many of the applicable environmental laws and regulations are new to the Group and its management. There is no assurance that the Group would be able to comply with those laws and regulations at all times, or that it would not be adversely impacted by costs, liabilities or claims with respect to existing or subsequently acquired operations, under either present laws and regulations or those that may be adopted or imposed in the future.

**Unpredictability in the adoption, implementation and enforcement of increasingly stringent emission standards by multiple jurisdictions around the world could adversely affect the business of the Group.**

The Group's products are subject to extensive statutory and regulatory requirements governing emission and noise, including standards imposed by the United States Environmental Protection Agency, the European Union, state regulatory agencies and other regulatory agencies around the world. The Group has made, and will be required to continue to make, significant capital and research expenditures to comply with these emission standards. Developing products to meet numerous changing government regulatory requirements, with different implementation timelines and emission requirements across multiple markets is complicated and could result in substantial additional costs that may be difficult to recover in certain markets. In some cases, the Group may be required to develop new products to comply with new regulations, particularly those relating to air emissions. While the Group has met previous deadlines, the ability to comply with other existing and future regulatory standards will be essential for the Group to maintain the position in the markets the Group serves. The successful development and introduction of new and enhanced products in order to comply with new regulatory requirements are subject to other risks, such as delays in product development, cost over-runs and unanticipated technical and manufacturing difficulties.

In addition to these risks, the nature and timing of government implementation and enforcement of increasingly stringent emission standards in emerging markets are unpredictable and subject to change, or delays which could result in the products the Group developed or modified to comply with these standards becoming unnecessary or becoming necessary later than expected and in some cases negating the competitive advantage. This in turn can delay, diminish or eliminate the expected return on capital and research expenditures that the Group has invested in such products and may adversely affect the perceived competitive advantage in being an early, advanced developer of compliant engines.

**The Group is subject to safety and health laws and regulations and the production operations entail significant risks of workplace injury or fatality.**

The Group's operations are subject to various national and local laws and regulations of the PRC and other countries where it has operates, which require the Group to provide a safe and healthy production and working environment for the employees by providing them with adequate protective clothing and gear, safety education and training and having dedicated safety management personnel. In addition, operators of some of the Group's equipment must undergo special training and obtain special work permits. See "Description of the Group — Insurance." Any failure to meet and maintain such legal and regulatory standards and requirements could subject the Group to warnings from relevant governmental authorities, governmental orders to rectify such non-compliance within a specified time frame, governmental fines and legal proceedings. The Group could also be required to temporarily suspend production or permanently cease its operations in the event of significant non-compliances.

The production of engines, trucks and other automotive components presents significant risks of workplace injury or fatality despite the implementation of safety precautions, training and compliance with state and local safety and health laws and regulations. The Group has in place and intends to continuously maintain policies and procedures to minimize these risks. During the three years ended 31 December 2014 and six months ended 30 June 2015, there were three incidents which resulted in our fatality of the Group's employees. However, there is no assurance that the Group will not become subject

to material liabilities for workplace injuries or fatalities in the future, which could interrupt its production operations and damage the Group's reputation, as well as have a material adverse effect on its business, financial condition or results of operations.

**Defects in the titles of certain properties the Group owns or occupies may affect its use of these properties and have an adverse impact to its business operations.**

Fast Gear has entered into a lease with its non-controlling shareholder, Shaanxi Fast Gear Automotive Transmission Co., Ltd. (陝西法士特汽車傳動集團有限公司) (“**Fast Group**”) with respect to two plots of land in Shaanxi Province, which are being used by Fast Gear for manufacturing operations. These two plots of land were initially allocated by the local governmental authorities to Fast Group pursuant to applicable PRC laws, which restrict leasing of the land without the approval of the relevant governmental authorities. In addition, Fast Group has not obtained the land use rights certificates or the building ownership certificates with respect to part of such properties. Although Fast Group undertakes to indemnify Fast Gear against any loss or penalty it incurs arising from or in connection with the defects in the titles of the leased properties it owns, such defects may have a material adverse impact on Fast Gear's ability to occupy and use those properties and may have an adverse impact to its business and operations. Similarly, Shanghai Heda Auto Components Co., Ltd., one of the Guarantor's subsidiaries, is prohibited to acquire the land use rights certificates or the building ownership certificates of any properties on collectively-owned land under PRC laws because of its foreign-invested enterprise status. Notwithstanding the Shanghai Bureau of Housing and Land Administration issued Shanghai Heda Auto Components Co., Ltd. the building ownership certificates with respect to nine blocks of buildings on and the land use rights certificates for the underlying collectively-owned land, given the aforementioned restrictions, the validity of such building ownership certificates and land use right certificates must be normalized through consultation and agreement with the local government and villagers' association. It uses these properties for the manufacturing operations and offices. Any failure to normalize the validity of the building ownership certificates and the land use rights certificates may have a material adverse impact on the ability of Shanghai Heda Auto Components Co., Ltd. to occupy and use those properties which may in turn materially and adversely affect its business and operations.

**The Group's business and growth strategy could suffer if the Group is unable to hire and retain key management personnel and key engineering staff.**

The success of the Group's business depends largely on its ability to attract and retain key management personnel and engineering staff who possess in-depth knowledge and understanding of the Group's operations. The Group believes that its current management team and key engineering staff contribute significant experience and expertise to the Group's operations. The continued success of the Group's business and its ability to execute its business strategy in the future will depend in large part on the efforts of these key personnel. Competition for attracting and retaining such qualified individuals is intense. Such competition may require the Group to offer higher compensation remuneration packages and other benefits in order to attract and retain qualified professionals and this could materially and adversely affect the Group's financial condition and results of operations. Failure to attract or retain qualified personnel could severely disrupt the Group's business. If any key members of the Group's management or key employees become unable or unwilling to continue to provide their services to the Group, and the Group is unable to attract or promote and retain other qualified executives or similarly qualified and experienced personnel, such staffing difficulties may have a material adverse effect on its business and weaken the Group's prospects. For example, the Group may not be able to hire enough qualified personnel to support its new products and services to remain competitive. Furthermore, as the Group expands its business or hires new employees, the employees may take time to get accustomed to any new standard procedures and consequently may not be able to comply with the standard procedures of any new business in an accurate and timely manner. The occurrence of any of the events discussed above could result in the Group sustaining unexpected losses and the Group's revenue and financial condition may be materially and adversely affected. If any of the senior management or other key engineering personnel of the Group joins a competing business, it could have a material adverse effect on its business and prospects.



**The Group's insurance coverage may not be sufficient to cover the risks related to the operations or any losses.**

The Group may experience major accidents and business interruptions due to natural disasters, electrical outages, floods and other acts of God in the course of the operations, which may cause significant losses or damage. Any such accidents, and the consequences resulting from them, may not be covered adequately, or at all, by the insurance policies the Group carries. Although the Group carries property insurance, the Group does not carry any business interruption insurance or third-party product liability insurance for losses or damage arising from accidents relating to its operations or products. In addition, because of market conditions, premiums and deductibles for the existing insurance policies could increase substantially and, in some instances, the Group's existing insurance may become unavailable or available only for reduced amounts of coverage. Losses and damages arising from accidents and business interruptions relating to the Group's operations or products may have a material and adverse effect on the business, financial condition or results of operations if such losses or damages are not fully insured.

**The Group's global operations are subject to laws and regulations that impose significant compliance costs and create reputational and legal risk.**

The Group operates its business in the PRC and many countries in the world, such as Germany, France, India and Thailand. As such, the Group is subject to a complex system of commercial and trade regulations around the world and needs to comply with the laws and regulations in the countries and regions where it has operations. Those systems, laws and regulations may be substantially different from those of the PRC and may be unfamiliar to the Group. Recent years have seen an increase in the development and enforcement of laws regarding trade compliance and anti-corruption in many countries. Violations of local laws and regulations may result in criminal, administrative or civil liabilities, could disrupt the Group's business, and result in an adverse effect on the Group's reputation, business, financial condition or results of operations. The Group cannot predict the nature, scope or effect of future regulatory requirements to which the Group's operations might be subject or the manner in which existing laws might be administered or interpreted.

**The Group has conducted business activities in certain countries that are the subject of U.S., European Union or other economic sanctions programs, which could result in negative media and investor attention and materially and adversely affect investment in the Bonds.**

The Group has historically conducted sales of goods and services in certain countries that are or have been the subject of various economic sanctions (including, but not limited to, United States, European Union and United Nations Security Council ("UNSC") sanctions), including Iran, North Korea and Sudan, and/or whose populace includes persons designated as sanctions targets, including Belarus, Democratic Republic of the Congo, Iraq, Russia, Myanmar, Côte d'Ivoire, Lebanon, Ukraine, Zimbabwe and Yemen (but has not, to the Group's knowledge, provided goods or services to any designated individuals or entities located in those countries). The Group may in the future sell products to some or all of these countries. Sales in these countries represented an immaterial portion of the Group's total sales in each of the years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2015, and the Guarantor expects that the revenue and net profit generated from sales to the countries listed above will continue to be immaterial in the future. The Guarantor will not use the proceeds of the offering of the Bonds in connection with or in furtherance of activities that directly or indirectly involve targets of various economic sanctions, including but not limited to, United States, European Union or UNSC economic sanctions.



It is possible that, as a result of activities by the Group or its affiliates related to sanctioned countries, the Guarantor or other members of the Group may be subject to negative media or investor attention, which may distract management, consume internal resources and affect investors' perception of the Group.

**The Group is subject to litigation risks.**

In the ordinary course of the business of the Group, claims involving products, clients, suppliers and employee may be brought against the Group or by the Group. Claims may be brought against the Group for liabilities for defective products, personal injuries, damage to or destruction of property, breaches of warranty, termination of contracts or delayed payments to its suppliers or subcontractors. The Group may also bring claims against counterparties to preserve or enforce its contractual rights. The claims and charges may involve actual damages and contractually-agreed-upon liquidated sums. If the Group is found to be liable on any of the claims, it would have to incur a loss against earnings to the extent a reserve had not been established for the matter in its financial statements, or to the extent the claims were not sufficiently covered by the insurance coverage of the Group. Both claims brought against the Group and by the Group, if not resolved through negotiation, are often subject to lengthy and expensive litigation or arbitration proceedings. Amounts ultimately realised from project or other claims by the Group could differ materially from the balances included in the financial statements, resulting in a loss against earnings of the Group to the extent profit has already been accrued on a project or other contract. Charges and write-downs associated with claims brought against the Group have a material adverse impact on the financial condition, results of operations and cash flow of the Group. Moreover, legal proceedings resulting in judgments or findings against the Group may harm its reputation and damage its prospects for future contract awards and business.

**RISKS RELATING TO THE AUTOMOTIVE AND EQUIPMENT MANUFACTURING INDUSTRY**

**The automotive and equipment manufacturing industry in China is dependent in large part on PRC government policies.**

According to the CAAM, sales of commercial vehicles have historically been affected by various government incentives and subsidies introduced from time to time as well as by the replacement cycle of commercial vehicles. In 2010, the sales of commercial vehicles (excluding gasoline-powered vehicles) increased 29.8 per cent. over 2009 which was partly due to the PRC government's stimulus measures to counter the effects of the global financial crisis and maintain economic stability as well as the evolving emission standards for automotive vehicles which contributed to the demand for new vehicles. Thereafter, in 2011 and 2012, sales of commercial vehicles declined by 5.4 per cent. and 8.2 per cent., respectively. This was due to a variety of factors including the phasing out of government incentives for commercial vehicle purchases and a slowing pace in the implementation of infrastructure projects. In 2013, the commercial vehicles market rebounded by 6.6 per cent. mainly due to the pre-buying of commercial vehicles prior to the implementation of the China National IV emission standards nationwide on 1 July 2013. In 2014, the commercial vehicle market declined by 10.8 per cent. mainly due to a 13 per cent. decline in the truck segment. This was primarily due to the strict enforcement of the China National IV emission standards from 1 January 2015.

In recent years, the policies of the PRC government have encouraged energy conservation and emissions reduction. China's 12th Five-Year Plan, which was officially adopted in 2011, targets a 16 per cent. and 17 per cent. reduction in energy use and carbon dioxide emissions respectively per unit of economic output by 2015. Out of seven strategic investment areas identified under the 12th Five-Year Plan, three relate to energy, namely clean energy, energy conservation and clean energy vehicles. On 16 June 2012, in an effort to strengthen the country's energy saving and emission reduction efforts, the PRC government issued the 12th Five-Year Development Plan for the Energy Saving and Environmental Protection Industry (the "Energy Plan"). While the Energy Plan recognised that China's energy saving and environmental protection industry has grown rapidly and is expected to continue to do so through 2015, it also acknowledged that the scale and strength of the industry is not sufficient to meet the needs

of the nation's economic and social development. On 11 August 2013, the PRC government released a guideline titled "Opinions of the State Council on Accelerating the Development of Energy-Saving and Environmental Protection Industries" (國務院關於加快節能環保產業的意見). According to the guideline, the government plans to upgrade the environmental sector to a key industry by 2015 and the sector is expected to grow at the rate of 15 per cent. annually. The government announced that it would fund through investments, tax breaks and direct subsidies, environmental protection industries across a range of technologies addressing air, water and soil pollution including energy saving products, electrical vehicles and pollution monitoring. On 19 November 2014, the State Council unveiled a new Energy Development Strategy Action Plan (2014 - 2020) focusing on the development of renewables and limiting its primary energy consumption growth rate to 3.5 per cent. per year until 2020. Premier Li Keqiang in his 2015 annual policy report acknowledged the concern over environmental pollution and stated that the PRC government would implement an action plan to conserve energy, reduce emissions and improve the environment such as promoting the use of new-energy vehicles, improving the quality of fuel and prohibiting the use of commercial vehicles registered prior to the end of 2005. Although a series of policy measures have been formulated to create a sustainable environment for the rapid growth of the energy saving and environmental protection industry, there is no assurance that these measures will be successful. There is no assurance that the PRC government will not change its policies in the future to de-emphasize the use of diesel engines and encourage increased use of cleaner energy alternatives, and any such change will adversely affect the Group's business, prospectus, financial condition or results of operations.

**Market demand for automotive and equipment products may be affected by a slowdown in the growth of the PRC automotive, engine and traditional construction machinery industries.**

There is a direct correlation between the Group's business and the heavy-duty truck, engine and traditional construction machinery production and sales volumes in China, which are in turn dependent on economic policies and market sentiment. Any significant reduction in heavy-duty truck, engine and traditional construction machinery production and sales in the PRC could have a material and adverse effect on the Group's business.

In 2014, various industries in which the Group operates suffered as a result of the continued slowdown in the economic growth and shrinkage in infrastructure investments in China. According to the CAAM, the total sales of heavy-duty trucks in the PRC was 744,000 units in 2014, representing year-on-year decrease of 3.89 per cent. While the Group's heavy-duty truck sales increased by 7.0 per cent. from approximately 85,800 units in 2013 to approximately 91,800 units in 2014, its sales of diesel engines used in heavy-duty trucks declined by 3.1 percent, from approximately 280,000 units in 2013 to approximately 271,300 units in 2014.

In 2014, sales of traditional construction machinery also experienced a decline due to declining fixed-asset investment in China. According to the National Bureau of Statistics of the PRC, fixed-asset investments in the PRC (excluding agricultural households) amounted to RMB50.2 trillion in 2014, representing year-on-year growth of 15.7 per cent., as compared to year-on-year growth of 19.6 per cent. in 2013. The total planned investments for newly-commenced construction projects were RMB40.6 trillion, representing year-on-year growth of 13.6 per cent., as compared to year-on-year growth of 20.2 per cent. in 2013. Investments in property development were RMB9.5 trillion, representing year-on-year growth of 10.5 per cent., as compared to year-on-year growth of 19.8 per cent. in 2013. Accordingly, the construction machinery market in the PRC reported sales of approximately 653,000 units in 2014, representing a year-on-year decrease of 7.4 per cent., and the sales of wheel loaders with a load capacity of five tonnes was 92,100 units, representing a year on- year decrease of 17.0 per cent., according to the CCMA. Accordingly, the Group sold a total of 52,900 units of engines for wheel loaders with a load capacity of five tonnes in 2014, representing a year-on-year decrease of 26.6 per cent.

In the Group's passenger vehicle engine business, a substantial drop was observed in the sales of large-sized passenger vehicles of 12 meters in 2013 due to restrictions on the grant of approvals for long-distance passenger lines and an increased share of the transportation market having been taken up by China's national express rail network. These factors affected the Group's sales of 10-liter diesel engines and the Group sold approximately 21,000 units of engines for use in passenger vehicles in 2013, representing a year-on-year decrease of 6.3 per cent.

In addition, the Group believes there has been excess capacity in the automotive and equipment manufacturing industry from time to time due to fluctuations in market demand. The stimulus measures announced by the PRC government in 2009 to counter the effects of the global financial crisis and maintain economic stability led to significantly increased demand for commercial vehicles and construction machinery in the PRC in 2010, which the Group believes led its competitors to invest in significant capacity expansion. These investments significantly increased the overall capacity in the industry in 2012. The market for commercial vehicles in the PRC softened in 2011 and this continued into 2012 due to a variety of factors including the phasing out of government incentives for car purchases, the introduction of policies to restrict automotive growth in Beijing and other major cities to curb emissions and ease traffic congestion and a slowdown in China's economy. The market rebounded in 2013 mainly due to the pre-buying of commercial vehicles prior to the implementation of the China National IV emission standards nationwide on 1 July 2013. In 2014, the commercial vehicle market declined by 10.8 per cent. mainly due to a 13.0 per cent. decline in the truck segment according to the statistics of the CAAM. This was primarily due to the strict enforcement of the China National IV emission standards from 1 January 2015. Any excess capacity or decrease in demand in the industry in the future could lead to a decrease in prices in the market. Furthermore, if restrictions and tariffs on the import of motor vehicles and motor vehicle parts into the PRC are reduced, there may be a further increase in market supply of diesel engines which may in turn intensify the competition over pricing of diesel engine products.

**There have been intensified anti-trust law enforcement activities in the PRC's automobile industry, and if the Group be subject to such enforcement actions, the Group's reputation may be damaged and results of operations may be materially and adversely affected.**

China's Anti-Monopoly Law (《中華人民共和國反壟斷法》) (the "AML") went into effect in 2008. Of the three government agencies mandated with the enforcement of the AML, the National Development and Reform Commission (國家發展和改革委員會) (the "NDRC") is in charge of monopolistic agreements (particularly price-fixing), the State Administration For Industry & Commerce (國家工商行政管理總局) (the "SAIC") is in charge of abuse of dominance, and the Ministry of Commerce (商務部) (the "MOFCOM") is in charge of merger reviews. The PRC government has intensified the enforcement of the AML in recent years, which has affected a diverse range of sectors, such as pharmaceutical, premium liquor, infant formula, information technology and telecommunication. Certain high-profile investigations have targeted foreign multinational companies and PRC domestic companies, and have resulted in fines in the amount of hundreds of millions of Renminbi. More recently, there have been press reports that certain foreign automobile manufacturers and their respective dealership networks have been investigated by the NDRC for alleged price-fixing practices and possibly other pricing-related wrongdoings in China, and the impact and implications of these investigations have yet to be fully known or assessed. It has also been reported in the media that in anticipation of, or in response to, potential or pending investigations, certain foreign automobile manufacturers have reduced the prices of their passenger vehicles or automobile parts and components sold in China. These and other price reductions as a result of AML enforcement actions or otherwise may cause a general downward pricing pressure in the market, which may in turn negatively affect the profitability of, or otherwise have a material and adverse effect on, automobile companies, including the Group. In addition, there is no assurance that the Group will not be subject to the scrutiny of, or implicated in, any AML enforcement actions in the future. If the Group is subject to any investigation or enforcement actions, the Group's reputation may be damaged and the Group's results of operations may be materially and adversely affected.

**The Group operates in a competitive industry and faces intense competition from its competitors.**

The Group faces intense competition from both domestic and foreign competitors and there is no assurance that the Group will be able to effectively compete with them. To the extent that the Group's competitors, whether domestic or foreign, gain a competitive advantage in terms of pricing, product quality, brand name recognition and financial and technical resources, the market share and profitability of the Group may be adversely affected. Additionally, new technologies continue to be developed for gasoline, natural gas and other technologies and the Group will continue to face new competition from these expanding technologies. In recent years, particularly, the social awareness of environmental protection increases and more stringent laws and regulations are promulgated to reduce emissions and increase energy efficiency. These developments have resulted in an increase in the investment and development of new energy and related technologies by automobile and auto parts manufacturers. The ability to compete depends on the Group's ability to offer sufficient quantities of high quality products that are suitable for its customers at a more competitive proposition than that of domestic and foreign competitors. In addition, the Group's competitiveness depends on the Group's ability to maintain its track record of timely deliveries and superior customer service. The failure to compete effectively could materially and adversely affect the Group's business, financial condition, results of operations and market position.

The Group primarily competes in the market with automotive and equipment manufacturing related products. The Group's products primarily compete on the basis of price, performance, fuel economy, speed of delivery, quality and customer support. The Group also faces competitors in some emerging markets who have established local practices and long standing relationships with participants in these markets. There is no assurance that the Group's products will be able to compete successfully with the products of other companies and in other markets.

**The rapid development trend of automobiles may create pressure on the Group's production facilities and affect the Group's business.**

Rapid technological development with respect to automobiles may pose challenges to the Group's existing production equipment. For example, the Group may have to modify its production lines to cater for the development of electric vehicles that require different automotive engines from those applied in traditional vehicles. If there is further development of electric vehicles or other technological developments in the automotive and equipment manufacturing industry in the future that require different automotive engines and the Group cannot timely adjust its production facilities and operations accordingly, the Group's business prospects, financial condition or results of operations could be materially and adversely affected.

**Compliance with the new fuel economy standards may increase the Group's research and production costs.**

The PRC government has on several occasions indicated its intention to encourage the development of vehicles with better fuel economy and efficiency since it adopted the fuel economy standards for passengers vehicles in 2004. To gain a competitive advantage, the Group has incurred costs to implement a number of enhancement processes to increase the products' fuel economy standards. The PRC government may extend the fuel economy standards currently designed for passenger vehicles to other vehicles, such as the Group's heavy-duty trucks. The Group may have to incur substantial additional costs to modify its product design and manufacturing process to comply with any new standards that may become applicable to its products. Unexpected delays in the Group's implementation of any government-sanctioned new standards may disrupt the Group's operations and delay its new product rollouts and therefore adversely affect the Group's business, results of operations and prospects. Moreover, there is no assurance that the PRC government will not formulate more stringent standards or otherwise take actions that would require the Group to incur additional research, engineering and tooling costs to remain compliant. In addition, the growing consumer consciousness of fuel economy has added, and will continue to add, pressure on vehicle manufacturers to research, develop and engineer automobiles with better fuel efficiency. Such market demand and pressure will result in more competition in the design and engineering of heavy-duty truck products, including the quality of engines that power heavy-duty trucks.

## **RISKS RELATING TO THE PRC**

### **The slowdown of the PRC's economy caused in part by the challenging global economic conditions may adversely affect the Group.**

A substantial part of the Group's revenue is derived from engine and heavy-duty truck sales in China. The Group relies, to a significant degree, on domestic demand for engines and heavy-duty trucks to achieve revenue growth. Domestic demand for engines and heavy-duty trucks is materially affected by industrial development, growth of private consumption and overall economic growth in China. The global crisis in financial services and credit markets in 2008 caused a slowdown in the growth of the global economy, including the PRC. In 2014, the PRC government adopted intensive reforms with the primary aim of restructuring and rebalancing the PRC economy towards a more sustainable model by focusing more on domestic consumption and away from investment and export fuelled growth. As a consequence of these reforms and of instability in the international economic recovery, the PRC reported a gross domestic product of RMB63.65 trillion in 2014, representing year-on-year growth of 7.4 per cent., which was a record-low figure for the past 24 years. In the first quarter of 2015, the PRC reported a gross domestic product of RMB140.7 billion, representing year-on-year growth of 7.0 per cent., according to the statistic released by National Bureau of Statistics of China. The continuing effects of reform in the PRC and the sovereign debt crisis in Europe may have an adverse effect on the global and PRC economies resulting in continuing uncertainty for the overall prospects for the global and PRC economies this year and beyond. Any slowdown of the PRC economy may create a credit tightening environment, increase the Group's interest expense, or reduce domestic demand for engines and heavy-duty trucks, and may materially and adversely affect the Group's business, financial condition or results of operations.

### **PRC economic, political and social conditions as well as government policies could adversely affect the Group's business.**

The PRC economy differs from the economies of most developed countries in many respects, including with respect to government involvement, level of development, economic growth rate, control of foreign exchange, and allocation of resources. The PRC economy has been transitioning from a planned economy to a more market-oriented economy. In recent years, the PRC government has implemented measures emphasising market forces for economic reform, the reduction of state ownership of productive assets and the establishment of sound corporate governance in business enterprises.

However, a large portion of productive assets in the PRC remain owned by the PRC government. The PRC government continues to play a significant role in regulating industrial development, the allocation of resources, production, pricing and management, and there is no assurance that the PRC government will continue to pursue the economic reforms or that any such reforms will not have an adverse effect on the Group's business.

The Group's operations and financial results could also be affected by changes in political, economic and social conditions or the relevant policies of the PRC government, such as changes in laws and regulations (or the interpretation thereof). In addition, the growth of engine and heavy-duty truck demand in the PRC depends heavily on economic growth. If the PRC's economic growth slows down or if the PRC economy experiences a recession, the growth of engine and heavy-duty truck demand may also slow down or stop, and the Group's business prospects may be materially and adversely affected. The Group's operations and financial results, as well as its ability to satisfy its obligations under the Bonds, could also be materially and adversely affected by changes to or introduction of measures to control inflation, changes in the rate or method of taxation, the imposition of additional restrictions on currency conversion and the imposition of additional import restrictions.



**Turmoil in the financial markets could increase the Group's cost of borrowing and impede access to or increase the cost of financing its operations and investments.**

The availability of credit to entities operating within emerging markets, including the Group, is significantly influenced by levels of investor confidence in such markets as a whole. Any factors that may affect market confidence could affect the costs or availability of funding for entities within emerging markets. Historically, challenging market conditions in emerging markets have resulted in reduced liquidity, widening of credit spreads, lack of price transparency in credit markets, a reduction in available financing and a tightening of credit terms.

In 2015, PRC stock markets have experienced significant turmoil and disruption. Throughout June and early July of 2015, the Shanghai Composite Index experienced significant declines and many PRC-listed companies were subject to trading suspensions. The PRC government immediately responded by cutting interest rates, suspending initial public offerings and starting investigations into market manipulation in an effort to stabilize the market.

As the Guarantor is dual listed in the Shenzhen Stock Exchange and the Hong Kong Stock Exchange, the turmoil in these financial markets could cause substantial adverse effects on its business operations and investments. Additionally, the Group is exposed to equity investment price risk arising from individual equity investments classified as available-for-sale equity investments. See note V.13 to the Guarantor's audited consolidated financial statement for the year ended 31 December 2014. The Group held listed equity investments that are listed on the Shanghai Stock Exchange and are valued at quoted market prices at the balance sheet date. The changes in fair values of available-for-sale equity investments might also affect the Group's financial condition or results of operations.

**Interpretation and implementation of PRC laws and regulations involves significant uncertainties.**

Many of the Group's subsidiaries are incorporated and exist under the laws of the PRC. The PRC legal system is based on written statutes. Prior court decisions may be cited for reference but have limited precedential value. Since 1979, the PRC government has been developing a comprehensive system of commercial laws, and considerable progress has been made in introducing laws and regulations dealing with economic matters such as foreign investment, corporate organization and governance, commerce, taxation and trade. However, as these laws and regulations are relatively new, and due to the limited volume of published cases and judicial interpretation and their lack of precedential force, interpretation and enforcement of these laws and regulations involve significant uncertainties. As the PRC legal system develops, there is no assurance that changes in such laws and regulations, or in their interpretation or enforcement, will not have a material adverse effect on the PRC engine and heavy-duty truck industry or on the Group's business operations.

Furthermore, the administration of PRC laws and regulations may be subject to a certain degree of discretion by the executive authorities. This has resulted in the outcome of dispute resolutions not being as consistent or predictable compared to more developed jurisdictions. In addition, it may be difficult to obtain a swift and equitable enforcement of laws in China, or the recognition or enforcement of judgments by a court of another jurisdiction. These uncertainties relating to the interpretation and implementation of PRC laws and regulations may adversely affect the legal protections and remedies that are available to the Group in its operations and to holders of the Bonds.

**China's inflation may affect the prices of energy and various materials used for the production of the Group's products.**

Economic growth in the PRC has historically been accompanied by periods of high inflation. The PRC government has implemented various policies from time to time to control inflation. The PRC government has periodically introduced measures in certain sectors to avoid overheating of the economy, including tighter bank lending policies and increases in bank interest rates, which has resulted in a decrease in the rate of inflation. The global economic crisis resulted in a slowing of the rate of inflation



in January 2009 and thereafter into negative territory until November and December 2009 according to the National Bureau of Statistics of the PRC. In 2011, the annual inflation rate was 5.4 per cent. leading to the PRC government raising lending interest rates and the reserve requirements for banks six times in 2011 to counter accelerating inflation. According to the National Bureau of Statistics of the PRC, the annual inflation rate for 2012 and 2013 fell to 2.6 per cent. as a result of the slowing economy weakening further to 2 per cent. in 2014, below the 3.5 per cent. target set by the PRC government. China's central bank, in its quarterly monetary policy report issued on 10 February 2015, noted that inflation figures had dropped to its lowest level in more than five years and that it would continue with its prudent monetary policy to ensure continuity and stability as the economy undergoes structural adjustments to its economic model. Recently, concerns have arisen over deflationary pressures in China as a result of weak domestic demand. A prolonged period of deflation may result in falling profits, closure of businesses, shrinking employment and incomes and increasing defaults on loans by companies and individuals, any of which could adversely affect the Group's business, financial condition or results of operations.

**Any force majeure events, including the outbreak, or threatened outbreak, of any severe communicable disease in China, could materially and adversely affect the Group's business and results of operations.**

Any force majeure events, including the outbreak, or threatened outbreak, of any severe communicable disease (such as Ebola virus disease, atypical pneumonia or avian influenza) in Hong Kong or the PRC, could materially and adversely affect the overall business sentiment and environment in China, particularly if such outbreak is inadequately controlled. This, in turn, could materially and adversely affect domestic consumption, labour supply and, possibly, the overall gross domestic product growth of the PRC. The Group's revenue is currently derived mainly from its PRC operations, and any labour shortages on contraction or slowdown in the growth of domestic consumption in the PRC could materially and adversely affect the Group's business, financial condition or results of operations. In addition, if any of the Group's employees are affected by any severe communicable disease, it could adversely affect or disrupt production levels and operations at the relevant plants and materially and adversely affect the Group's business, financial condition or results of operations, which may also involve a closure of the Group's facilities to prevent the spread of the disease. The spread of any severe communicable disease in the PRC may also affect the operations of the Group's customers and suppliers, which could materially and adversely affect the Group's business, financial condition or results of operations.

## **RISKS RELATING TO THE BONDS AND THE GUARANTEE**

**The Issuer has limited assets and depends on the cash flow provided by other members of the Group to meet its obligations under the Bonds.**

The Issuer is incorporated as a major offshore financing platform of the Group, with no independent business operations and no significant assets. The Issuer expects that the proceeds from the Bonds will be used by members of the Group in accordance with the intent described in "Use of Proceeds." Payment by the Issuer of the principal of and the interest on the Bonds may be funded by the cash provided by other members of the Group in the form of an inter-company loan and/or advance or capital injection by the Guarantor. If the Issuer fails to receive sufficient cash from the relevant group companies, it may not be able to fulfill its obligations under the Bonds and the Trust Deed, in which case investors should expect that repayment of the Bonds will be dependent on the Guarantor pursuant to the Guarantee.

**There can be no assurance that the Bonds will remain listed on the SGX-ST.**

The Bonds are a new issue of securities for which there is currently no trading market. Approval in-principle has been received from the SGX-ST for the listing and quotation of the Bonds on the SGX-ST by way of debt issues to professional investors only. There is no assurance that the Bonds will remain listed on the SGX-ST. Although no assurance is made as to the liquidity of the Bonds as a result of the admission to trading on the SGX-ST, the delisting (whether or not for an alternative admission to listing on another stock exchange) of the Bonds from SGX-ST may have a material effect on a Bondholder's ability to hold or to resell the Bonds in the secondary market. The initial purchaser may, at its sole discretion, make a market in the Bonds as permitted by applicable laws and regulations, but it is not obliged to do so and may discontinue any market-making activities at any time at its sole discretion and without notice.

**An active trading market for the Bonds may not develop.**

No assurance can be given that an active trading market for the Bonds will develop or as to liquidity or sustainability of any such market, the ability of holders to sell their Bonds or the price at which holders will be able to sell their Bonds. If the Bonds are allocated to a limited group of investors, and a limited number of investors hold a significant proportion of the Bonds, liquidity will be restricted and the development of a liquid trading market for the Bonds will be affected. If a market does develop, it may not be liquid and the Bonds may trade at prices that may be higher or lower than the initial offering price, depending upon many factors, including prevailing interest rates, the market for similar securities, general economic conditions and the financial condition of the Group. None of the Sole Global Coordinator or the Joint Lead Managers and Joint Bookrunners is obliged to make a market in the Bonds and any such market making, if commenced, may be discontinued at any time at the sole discretion of the Sole Global Coordinator or the Joint Lead Managers and Joint Bookrunners. Therefore, investors may not be able to sell their Bonds easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. Any lack of liquidity may result in investors suffering losses on the Bonds in secondary resales even if there is no decline in the performance of the assets of the Group. It is not possible to predict which of these circumstances will change and whether, if and when they do change, there will be a more liquid market for the Bonds and instruments similar to the Bonds at that time.

**The liquidity and price of the Bonds following the offering may be volatile.**

Approval in-principle has been received from the SGX-ST for the listing and quotation of the Bonds on the SGX-ST. The Bonds will be traded on the SGX-ST in a minimum board lot size of US\$200,000 to be traded in a single transaction for so long as the Bonds are listed on the SGX-ST and the rules of the SGX-ST so require.

If an active trading market for the Bonds were to develop, the price and trading volume of the Bonds may be highly volatile. The Bonds may trade at prices that are higher or lower than the price at which the Bonds have been issued. The price at which the Bonds trade depends on many factors, including:

- prevailing interest rates and interest rate volatility;
- the Group's results of operations, financial condition and future prospects;
- changes in the heavy-duty truck and traditional construction machinery industry and competition;
- the market conditions for similar securities; and
- general economic conditions.

Any such developments may result in large and sudden changes in the trading volume and price of the Bonds. There is no assurance that these developments will not occur in the future.

**The Bonds and the Guarantee are unsecured obligations.**

The Bonds and the Guarantee are the Issuer's and the Guarantor's unsecured obligations, respectively, and will (i) rank equally in right of payment with all the Issuer's and the Guarantor's other present and future unsubordinated and unsecured indebtedness; and (ii) be effectively subordinated to all of the Issuer's and the Guarantor's present and future secured indebtedness to the extent of the value of the collateral securing such obligations. Accordingly, claims of secured lenders, whether senior or junior, with respect to assets securing their loans will be prior with respect to those assets. In the event of the Issuer's or the Guarantor's bankruptcy, insolvency, liquidation, reorganisation, dissolution or other winding up, or any default in payment under the Issuer's or the Guarantor's secured indebtedness or other unsecured indebtedness, or upon any acceleration of the Issuer's or the Guarantor's indebtedness, these assets will be available to pay obligations on the Bonds only after all other debt secured by these assets has been repaid in full. Any remaining assets will be available to the Bondholders rateably with all of the Guarantor's other unsecured and unsubordinated creditors, including trade creditors. If there are not sufficient assets remaining to pay all these creditors, then all or a portion of the Bonds then outstanding would remain unpaid.

**The Bonds and the Guarantee will be structurally subordinated to the existing and future indebtedness and other liabilities of the Issuer's and the Guarantor's existing and future subsidiaries, other than the Issuer, and effectively subordinated to the Issuer's and the Guarantor's secured debt to the extent of the value of the collateral securing such indebtedness.**

The Bonds and the Guarantee will be structurally subordinated to any debt and other liabilities and commitments, including trade payables and lease obligations, of the Issuer's and the Guarantor's existing and future subsidiaries, other than the Issuer, whether or not secured. The Bonds will not be guaranteed by any of the Issuer's and the Guarantor's subsidiaries, and the Issuer and the Guarantor may not have direct access to the assets of such subsidiaries unless these assets are transferred by dividend or otherwise to the Issuer or the Guarantor. The ability of such subsidiaries to pay dividends or otherwise transfer assets to the Issuer and the Guarantor is subject to various restrictions under applicable laws. Each of the Issuer's and the Guarantor's subsidiaries are separate legal entities that have no obligation to pay any amounts due under the Bonds the Guarantee or make any funds available therefore, whether by dividends, loans or other payments. The Issuer's and the Guarantor's right to receive assets of any of the Issuer's and the Guarantor's subsidiaries, respectively, upon that subsidiary's liquidation or reorganisation will be effectively subordinated to the claim of that subsidiary's creditors (except to the extent that the Issuer or the Guarantor are creditors of that subsidiary). Consequently, the Bonds and the Guarantee will be effectively subordinated to all liabilities, including trade payables and lease obligations, of any of the Issuer's and the Guarantor's subsidiaries, other than the Issuer, and any subsidiaries that the Issuer or the Guarantor may in the future acquire or establish.

**The Trustee may request the Bondholders to provide an indemnity and/or security and/or prefunding to its satisfaction.**

In certain circumstances (including without limitation the giving of notice to the Issuer pursuant to Condition 8 of the Terms and Conditions of the Bonds and the taking of enforcement steps pursuant to Condition 13 of the Terms and Conditions of the Bonds), the Trustee may (in its sole discretion) request the Bondholders to provide an indemnity and/or security and/or prefunding to its satisfaction before it takes actions on behalf of Bondholders. The Trustee shall not be obliged to take any such actions if not indemnified and/or secured and/or prefunded to its satisfaction. Negotiating and agreeing to any indemnity and/or security and/or prefunding can be a lengthy process and may impact on when such actions can be taken. The Trustee may not be able to take actions, notwithstanding the provision of an indemnity and/or security and/or prefunding to it, in breach of the terms of the Trust Deed constituting the Bonds and in such circumstances, or where there is uncertainty or dispute as to the applicable laws or regulations, to the extent permitted by the agreements and the applicable law, it will be for the Bondholders to take such actions directly.

**The Issuer or the Guarantor may not be able to redeem the Bonds.**

The Issuer may (and at maturity, will) be required to redeem all of the Bonds upon occurrence of certain events as set out in the “Terms and Conditions of the Bonds.” If any such event were to occur, the Issuer may not have sufficient cash in hand and may not be able to arrange financing to redeem the Bonds in time, or on acceptable terms, or at all. There is also no assurance that the Guarantor would have sufficient funds at such time to make the required redemption of the Bonds. The ability to redeem the Bonds in such event may also be limited by the terms of other debt instruments. Failure to repay or redeem tendered Bonds by the Issuer or the Guarantor, as the case may be, would constitute an event of default under the Bonds, which may also constitute a default under the terms of the Issuer’s or the Group’s other indebtedness.

**Third parties, including holders of the Bonds, may be hindered or prevented from enforcing their rights with respect to the assets of the Guarantor because of the doctrine of sovereign immunity or state secret privilege.**

As at the date of this Offering Circular, the Guarantor is controlled by the PRC government, through the State-owned Assets Supervision and Administration Commission of the State Council (國有資產監督管理委員會) (“SASAC”) and another wholly state-owned company. A majority of the assets relating to the operation of the Guarantor’s business are either owned or controlled by the Guarantor itself or by companies wholly or majority owned by the Guarantor. Where a third party brings a legal action against the Guarantor, its subsidiaries or their assets based on a contract dispute with them, the legal proceeding, particularly the enforcement of judgments and arbitral awards with respect to the assets of the Guarantor and its subsidiaries in China, may be subject to the law and legal systems and the jurisdiction of PRC courts or tribunal. While the Guarantor can be sued in its own capacity in a civil proceeding in a court or tribunal, there is no assurance that the assets of the Guarantor will not be immune from enforcement proceedings by virtue of sovereign immunity or state secret privilege as the Guarantor and the Group operate in an industry that are heavily regulated by the PRC government and their business operations may involve state secrets and other sensitive information that are strictly confidential. If such immunity or privilege is invoked to dismiss judgments from the court or tribunal, it may be difficult for the third party plaintiffs (such as holders of the Bonds) to enforce their contractual rights against the Guarantor, its subsidiaries or their assets in China.

**The insolvency laws of the PRC and Hong Kong and other local insolvency laws may differ from those of another jurisdiction with which the holders of the Bonds are familiar.**

The Issuer and the Guarantor are incorporated under the laws of Hong Kong and the PRC, respectively. Insolvency proceedings relating to the Issuer or the Guarantor would likely involve Hong Kong or PRC insolvency laws even if they are brought in other jurisdictions. The procedural and substantive provisions of the insolvency proceeds in Hong Kong and the PRC may differ from comparable provisions of the local insolvency laws of jurisdictions with which the holders of the Bonds are familiar, and there is no assurance that investors in the Bonds will be able to receive the same level of protection under the insolvency laws of Hong Kong and the PRC as those in their respective home jurisdictions.

**The Group may be subject to risks presented by fluctuations in exchange rates between Renminbi and other currencies.**

The Bonds are denominated in the US dollars, while a majority of the Group’s revenues are generated by its PRC operating subsidiaries and are denominated in Renminbi. Pursuant to reforms of the exchange rate system announced by the PBOC on 21 July 2005, Renminbi-to-foreign currency exchange rates are allowed to fluctuate within a narrow and managed band against a basket of foreign currencies. The PRC government may adopt further reforms of its exchange rate system, including making the Renminbi freely convertible in the future. If such reforms were implemented and resulted in devaluation of Renminbi against the US dollars, such a devaluation could adversely affect the value, translated or converted into the US dollars or otherwise, of the Group’s earnings and its ability to satisfy its obligations under the Bonds.

There are limited hedging instruments available in China to reduce the Group's exposure to exchange rate fluctuations between Renminbi and other currencies. Any hedging transaction that the Group may enter into from time to time may not be sufficient to reduce the Group's exposure to such risks. Following the offering of the Bonds, the Group may enter into foreign exchange or interest rate hedging arrangements in respect of its Euro denominated liabilities under the Bonds. These hedging arrangements may require the Group to pledge or transfer cash and other collateral to secure its obligations under such arrangements, and the amount of collateral required may increase as a result of mark-to-market adjustments. If the Group is unable to provide such collateral, it could constitute a default under such hedging arrangements.

**If the Issuer or the Guarantor fails to comply with their respective obligations, undertakings, restrictions and covenants in any other financing agreements to which either of them is a party, there could be a default under the terms of those agreements, which could cause acceleration of the affected debts and the Bonds.**

If the Issuer or the Guarantor fails to comply with their respective current or future obligations, undertakings, restrictions and other agreements in any other financing agreement, such failure could result in a default under the relevant financing agreements and may further entitle the creditors under those agreements to terminate their commitments to lend to the Issuer or the Guarantor, accelerate repayment of the debt and declare all outstanding amounts due and payable or terminate the agreements, as the case may be. Some debt instruments of the Issuer or the Guarantor, such as the Bonds, contain cross-acceleration or cross-default provisions. As a result, default under one financing agreement of the Issuer or the Guarantor may cause the acceleration of repayment of not only such debt but also other debt, including the Bonds, or result in a default under other debt agreements of the Issuer or the Guarantor. If any of these events occur, the Issuer and the Guarantor cannot assure holders that their respective assets and cash flows would be sufficient to repay in full all of their respective indebtedness, or that they would be able to find alternative financing on terms that are acceptable to them, or at all.

**The Bonds may not be a suitable investment for all investors.**

The Bonds are complex financial instruments and may be purchased as a way to reduce risk or enhance yield with a measured appropriate addition of risk to the investor's overall portfolios. A potential investor should not invest in the Bonds unless they have the expertise (either alone or with the help of a financial advisor) to evaluate how the Bonds will perform under changing conditions, the resulting effects on the value of such Bonds and the impact this investment will have on the potential investor's overall investment portfolio.

Each potential investor in the Bonds must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the Bonds, the merits and risks of investing in the Bonds and the information contained or incorporated by reference in this Offering Circular or any applicable supplement;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Bonds and the impact such investment will have on its overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Bonds;
- understand thoroughly the terms of the Bonds and be familiar with the behaviour of any relevant indices and financial markets; and
- be able to evaluate (either alone or with the help of a financial advisor) possible economic scenarios, such as interest rate and other factors which may affect its investment and the ability to bear the applicable risks.



Additionally, the investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (a) Bonds are legal investments for it, (b) Bonds can be used as collateral for various types of borrowing and (c) other restrictions apply to its purchase of any Bonds. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of Bonds under any applicable risk-based capital or similar rules.

**The ratings of the Bonds may be downgraded or withdrawn.**

The Bonds are expected to be rated “BBB” by S&P and “BBB” by Fitch. The ratings represent the opinions of the rating agencies and their assessment of the ability of the Issuer and the Guarantor to perform their respective obligations under the Bonds and the Guarantee and credit risks in determining the likelihood that payments will be made when due under the Bonds. A rating is not a recommendation to buy, sell or hold securities. The ratings can be lowered or withdrawn at any time. Neither the Issuer nor the Guarantor is obligated to inform holders of the Bonds if the ratings are lowered or withdrawn. A reduction or withdrawal of the ratings may adversely affect the market price of the Bonds and the Guarantor’s ability to access the debt capital markets.

**The Bonds will be represented by the Global Certificate and holders of a beneficial interest in the Global Certificate must rely on the procedures of the relevant clearing systems.**

The Bonds will be represented by beneficial interests in the Global Certificate. Such Global Certificate will be deposited with a common depository for Euroclear and Clearstream. Except in the circumstances described in the Global Certificate, investors will not be entitled to receive definitive certificates. The relevant clearing systems maintain records of the beneficial interests in the Global Certificate. While the Bonds are represented by the Global Certificate, investors will be able to trade their beneficial interests only through the relevant clearing systems. While the Bonds are represented by the Global Certificate, the Issuer, or failing which, the Guarantor will discharge its payment obligations under the Bonds by making payments to the relevant clearing system for distribution to their account holders. A holder of a beneficial interest in the Global Certificate must rely on the procedures of the relevant clearing system to receive payments under the Bonds. Neither the Issuer nor the Guarantor has any responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in the Global Certificate. Holders of beneficial interests in the Global Certificate will not have a direct right to vote in respect of the Bonds. Instead, such holders will be permitted to act only to the extent that they are enabled by the relevant clearing system to appoint appropriate proxies.

**Decisions that may be made on behalf of all holders of the Bonds may be adverse to the interests of individual holders of the Bonds.**

The Terms and Conditions of the Bonds contain provisions for calling meetings of Bondholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders of the Bonds including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority. Furthermore, there is a risk that the decision of the majority of holders of the Bonds may be adverse to the interests of the individuals.

**Interest paid on, and gains on the transfer of, the Bonds may be subject to income tax under PRC tax laws.**

Pursuant to the Enterprise Income Tax Law (中華人民共和國企業所得稅法) (“EIT Law”) and its implementation regulations, enterprises that are established under laws of foreign countries and regions whose “de facto management bodies” are within the territory of the PRC may be deemed by the relevant PRC tax authorities to be PRC tax resident enterprises for the purpose of the EIT Law and required to pay enterprise income tax at the rate of 25 per cent. in respect of their income sourced from both within and outside China. If the relevant PRC tax authorities decide, in accordance with applicable tax rules and regulations, that the “de facto management body” of the Issuer is within the territory of the PRC, the



Issuer may be held to be a PRC tax resident enterprise for the purpose of the EIT Law and be subject to enterprise income tax at the rate of 25 per cent. on its income sourced from both within and outside PRC. As confirmed by the Issuer, as at the date of this Offering Circular, the Issuer has not been given notice or informed by the PRC tax authorities that it is considered as a PRC tax resident enterprise for the purpose of the EIT Law, nor has it sought clarification from the PRC tax authorities in this regard. On that basis, non-resident enterprise holders of the Bonds would not be subject to income tax imposed by any governmental authority in the PRC in respect of the holding of the Bonds or any repayment of principal and payment of interest made thereon. However, there is no assurance that the Issuer will not be treated as a PRC tax resident enterprise under the EIT Law and related implementation regulations in the future.

The EIT Law imposes withholding tax at the rate of 10 per cent. on PRC-source income paid to a “non-resident enterprise” that does not have an establishment or place of business in China or that has an establishment or place of business in China but the relevant income is not effectively connected therewith. Pursuant to these provisions of the EIT Law, in the event the Issuer is considered a PRC resident enterprise by the PRC tax authorities in the future, interest payable to non-PRC resident enterprise holders of the Bonds may be treated as income derived from sources within China and be subject to PRC withholding tax at a rate of up to 10 per cent., and any gains realised on the transfer of the Bonds by holders who are deemed under the EIT Law as non-PRC resident enterprises may be subject to PRC tax at a rate of 10 per cent. if such gains are regarded as income derived from sources within the PRC. In addition, if the Issuer is considered a PRC resident enterprise by the PRC tax authorities in the future, interest payable to non-PRC resident individual holders of the Bonds may be treated as income derived from sources within China and be subject to PRC withholding tax at a rate of up to 20 per cent. There is uncertainty as to whether the gains derived from the transfer of the Bonds by individual holders who are not PRC residents will be regarded as PRC-sourced income if the Issuer is considered a PRC resident. If such gain is considered as PRC-sourced income and the Issuer is considered a PRC resident, this gain will be subject to PRC individual income tax. If interest or gains by non-PRC resident enterprise or individual Bondholders are subject to PRC income tax, the 10 per cent. enterprise income tax rate and 20 per cent. individual income tax rate will apply respectively unless there is an applicable tax treaty or arrangement that reduces or exempts such income tax. The taxable income on the transfer of the Bonds will be the balance of the total income obtained from the transfer of the Bonds minus all costs and expenses that are permitted under PRC tax laws to be deducted from the income. According to an arrangement between Mainland China and Hong Kong for the avoidance of double taxation, Bondholders who are Hong Kong residents, including both enterprise holders and individual holders, will be exempted from PRC income tax on capital gains derived from a sale or exchange of the Bonds. As the Guarantor is a PRC enterprise, payments in respect of interest under the Guarantee will be subject to withholding tax at a rate of up to 10 per cent. in the case of payments to non-PRC resident enterprise Bondholders or up to 20 per cent. in the case of non-PRC resident individual Bondholders (the tax rate ultimately may be reduced to 7 per cent. in the case of Hong Kong tax resident Bondholders). If the Issuer is required under the EIT Law to withhold PRC tax on interest paid to its non-PRC resident Bondholders, it will be required under the Terms and Conditions of the Bonds, subject to certain exceptions, to pay such additional amounts as will result in receipt by Bondholders of such amounts as would have been received by the holder had no such withholding been required. The requirement to pay additional amounts will increase the cost of servicing interest payments on the Bonds, and could have an adverse effect on the Issuer’s ability to pay interest on, and repay the principal amount of, the Bonds, as well as its profitability and cash flow.

If a Bondholder, being a non-PRC resident enterprise or non-PRC resident individual, is required to pay any PRC income tax on gains on the transfer of the Bonds, the value of the relevant Bondholder’s investment in the Bonds may be materially and adversely affected.

**The Bonds are redeemable in the event of certain withholding taxes being applicable.**

Pursuant to the Terms and Conditions of the Bonds the Issuer or, as the case may be, the Guarantor is required, subject to certain exceptions, to gross up payments on account of withholding taxes or deductions. The Issuer has the right to redeem the Bonds at any time in the event it has or will become obliged to pay additional amounts as a result of certain changes in, or amendments to, the laws or regulations of Hong Kong or the PRC or any political subdivision or any authority therein or thereof having power to tax, or any change in the application or official interpretation of laws or regulations (including a holding by a court of competent jurisdiction) or the stating of any official position with respect thereto, which change or amendment becomes effective (or in the case of a statement of an official position, is announced) on or after the date of this Offering Circular, unless the obligation to withhold additional amounts arises in connection with the Guarantor, the Issuer, or a successor party being considered a PRC tax resident under the EIT Law and such additional amounts do not exceed ten per cent. See “Terms and Conditions of the Bonds — Redemption and Purchase.”

**The Issuer may issue additional Bonds in the future.**

The Issuer may, from time to time, and without prior consultation of the holders of the Bonds create and issue further bonds (See “Terms and Conditions of the Bonds — Further Issues”) or otherwise raise additional capital through such means and in such manner as it may consider necessary. There is no assurance that such future issuance or capital raising activity will not adversely affect the market price of the Bonds.

**If the Guarantor fails to complete registration with the NDRC in connection with the offering of the Bonds, the Bond offering may not be successfully completed and the Group’s business, financial condition and results of operations may be materially and adversely affected.**

On 14 September 2015, the NDRC promulgated the NDRC Notice pursuant to which if a PRC enterprise or an offshore enterprise controlled by a PRC enterprise wishes to issue bonds outside of the PRC with a maturity of more than one year, such enterprise must in advance of issuing such bonds, file certain prescribed documents with the NDRC and procure a registration certificate from the NDRC in respect of such issue. According to the NDRC Notice, the NDRC is expected to issue a decision on the submission within seven working days after it accepts the submission. The enterprise must also report certain details of the bonds to the NDRC within 10 business days of the completion of the bond issue. See “PRC Regulations — Regulations regarding Overseas Investment, Financing and Acquisition Activities — NDRC Supervision” for further information.

The Guarantor made an initial submission to the NDRC on 17 September 2015. As of the date of this Offering Circular, the Guarantor has not received the notice from the NDRC regarding its submission in accordance with the NDRC Notice. Given the fact that the NDRC Notice was recently promulgated and the NDRC has a sole discretion to decide whether or not to approve the Guarantor’s submission, there can be no assurance that the Group will complete the registration in a timely manner or at all. Any delay or failure to receive the registration certificate from the NDRC prior to the anticipated settlement date of this offering will require the Issuer and the Guarantor to postpone the settlement or abort this offering. This delay or failure could, in turn, affects the Group’s business and financing plan and have a material adverse impact to its business, financial condition or results of operations.

**If the Guarantor fails to complete registration with SAFE in connection with the Guarantee, there may be logistical and practical hurdles for cross-border payments under the Guarantee.**

Pursuant to the Deed of Guarantee executed by the Guarantor, the Guarantor will unconditionally and irrevocably guarantee the due payment of all sums expressed to be payable by the Issuer under the Bonds and the Trust Deed. The Guarantor is required to submit the Deed of Guarantee to local SAFE within 15 Shandong Business Days upon the execution of the Deed of Guarantee for registration in accordance with the Foreign Exchange Administration Rules on Cross-Border Guarantees promulgated by SAFE. Although non-registration would not as a matter of PRC law render the Guarantee ineffective or invalid, SAFE may impose penalties on the Guarantor if registration is not carried out within the stipulated time frame. The Guarantor intends to register the Guarantee as soon as practicable and in any event (within 90 Shandong Business Days after the Issue Date). If the Guarantor fails to complete registration with SAFE, there may be logistical and practical hurdles at the time of remittance of funds (if any cross-border payment is to be made by the Guarantor under the Deed of Guarantee) as domestic banks may require evidence of registration with SAFE in connection with the Deed of Guarantee prior to giving effect to any such remittance.

**Modifications and waivers may be made in respect of the Terms and Conditions of the Bonds and the Trust Deed by the Trustee without the consent of Bondholders in certain circumstances.**

The Terms and Conditions of the Bonds provide that the Trustee may, without the consent of Bondholders, agree to any modification of the Trust Deed, the Deed of Guarantee, the Terms and Conditions of the Bonds and/or the Agency Agreement which in the opinion of the Trustee will not be materially prejudicial to the interests of Bondholders and to any modification of the Trust Deed, the Deed of Guarantee, the Terms and Conditions and/or the Agency Agreement which in the opinion of the Trustee is of a formal, minor or technical nature or is to correct a manifest error or to comply with any mandatory provision of law.

In addition, the Trustee may, without the consent of the Bondholders, authorise or waive any proposed breach or breach of the Bonds, the Trust Deed, the Deed of Guarantee, the Terms and Conditions and/or the Agency Agreement (other than a proposed breach, or a breach relating to the subject of certain reserved matters) if, in the opinion of the Trustee, the interests of the Bondholders will not be materially prejudiced thereby.

## **USE OF PROCEEDS**

The net proceeds from the offering of the Bonds will be approximately US\$397.5 million after deducting the Joint Lead Managers' commission and certain other expenses payable by the Issuer in connection with this offering. The Issuer intends to on-lend the net proceeds from this offering to the Guarantor or its designated subsidiaries to repay certain offshore bank borrowings and as general working capital for the Group's offshore operations in compliance with the relevant laws and regulations of SAFE.

## EXCHANGE RATE INFORMATION

### CHINA

The PBOC sets and publishes daily a base exchange rate with reference primarily to the supply and demand of Renminbi against a basket of currencies in the markets during the prior day. The PBOC also takes into account other factors such as the general conditions existing in the international foreign exchange market. Since 1994, the conversion of Renminbi into foreign currencies, including Hong Kong dollars and U.S. dollars, has been based on rates set by the PBOC, which are set daily based on the previous day's inter-bank foreign exchange market rates and current exchange rates in the world financial markets. From 1994 to 20 July 2005, the official exchange rate for the conversion of Renminbi to U.S. dollars was generally stable. On 21 July 2005, the PRC government changed its decade-old policy of pegging the value of the Renminbi to that of the U.S. dollar only, to allow the value of the Renminbi to fluctuate within a narrow and managed band based on market supply and demand and by reference to a basket of currencies. This change in policy has resulted in a significant appreciation of the Renminbi against the U.S. dollar.

The PRC government has made further adjustments to the exchange rate system. The PBOC authorised the China Foreign Exchange Trading Centre, effective since 4 January 2006, to announce the central parity exchange rate of certain foreign currencies against the Renminbi at 9:15 a.m. each business day. This rate is set as the central parity for the trading against the Renminbi in the inter-bank foreign exchange spot market and the over the counter exchange rate for that business day. On 18 May 2007, the PBOC enlarged, effective on 21 May 2007, the floating band for the trading prices in the inter-bank spot exchange market of Renminbi against the U.S. dollar from 0.3 per cent. to 0.5 per cent. around the central parity rate. This allows the Renminbi to fluctuate against the U.S. dollar by up to 0.5 per cent. above or below the central parity rate published by the PBOC. On 19 June 2010, PBOC announced that in view of the recent economic situation and financial market developments in China and abroad, and the balance of payments situation in China, it has decided to proceed further with reform of the Renminbi exchange rate regime and to enhance the Renminbi exchange rate flexibility. According to the announcement, the exchange rate floating bands will remain the same as previously announced but the PBOC will place more emphasis on reflecting the market supply and demand with reference to a basket of currencies. On 12 April 2012, the PBOC announced that on 16 April 2012, the floating band for the trading prices in the inter-bank spot exchange market of Renminbi against the U.S. dollar would be enlarged from 0.5 per cent. to 1.0 per cent. around the central parity rate, allowing the Renminbi to fluctuate against the U.S. dollar by up to 1.0 per cent. above or below the central parity rate published by the PBOC. The PBOC announced on 15 March 2014 that since 17 March 2014, the floating band for the trading prices in the inter-bank foreign exchange spot market of Renminbi against the U.S. dollar was further expanded from 1 per cent. to 2 per cent. On each business day, the spread between the Renminbi and U.S. dollar buying and selling prices offered by the designated foreign exchange banks to their clients shall be within 3.0 per cent. of the published central parity of U.S. dollar on that day, instead of 2.0 per cent. For three consecutive days commencing 11 August 2015, the PBOC devalued the Renminbi against the U.S. dollar, leading to declines in the value of the Renminbi versus the U.S. dollar of up to 2.8 per cent. in currency markets and signalling the largest single-day drop in the value of the Renminbi since 1994.

Although PRC governmental policies were introduced in 1996 to reduce restrictions on the convertibility of the Renminbi into foreign currency for current account items, conversion of the Renminbi into foreign currency for capital items, such as foreign direct investment, loans or security, requires the approval of SAFE and other relevant authorities.

The following table sets forth for the periods indicated, certain information concerning the exchange rates between Renminbi and U.S. dollars. The exchange rates reflect the exchange rates as set forth in the H.10 statistical release of the Board of Governors of the Federal Reserve System of the United States.

Period	Exchange Rate			
	Period End	Average <sup>(1)</sup>	High	Low
		(RMB per US\$1.00)		
2010 . . . . .	6.6000	6.7603	6.8330	6.6000
2011 . . . . .	6.2939	6.4475	6.6364	6.2939
2012 . . . . .	6.2301	6.2990	6.3879	6.2221
2013 . . . . .	6.0537	6.1478	6.2438	6.0537
2014 . . . . .	6.2046	6.1704	6.2591	6.0402
2015				
March . . . . .	6.1990	6.2386	6.2741	6.2720
April . . . . .	6.2018	6.2009	6.2185	6.1976
May . . . . .	6.1980	6.2034	6.2086	6.2018
June . . . . .	6.2000	6.2052	6.2086	6.1985
July . . . . .	6.2096	6.2084	6.2097	6.2008
August . . . . .	6.3890	6.3364	6.4122	6.2086
September (through 4 September) . . . . .	6.3549	6.3568	6.3630	6.3544

(1) Determined by averaging the rates on the last business day of each month during the relevant year, except for monthly average rates, which are determined by averaging the daily rates during the respective months.

On 4 September 2015, the noon buying rate for U.S. dollar in New York City for cable transfers in Renminbi was US\$1.00 to RMB6.3549 as certified for customs purposes by the Federal Reserve Bank of New York.

## HONG KONG

Under existing Hong Kong law, there are no limitations on the rights of non-residents or foreign owners to hold the Bonds. The Basic Law of the Hong Kong Special Administrative Region of the People's Republic of China, which came into effect on 1 July 1997, provides that no foreign exchange control policies shall be applied in Hong Kong.

The Hong Kong dollar is freely convertible into other currencies, including the U.S. dollar. Since 1983, the Hong Kong dollar has been linked to the U.S. dollar at the rate of HK\$7.80 to US\$1.00. The central element in the arrangements which gave effect to the link is that by agreement between the Hong Kong government and the three Hong Kong banknote issuing banks (The Hongkong and Shanghai Banking Corporation Limited, Standard Chartered Bank and Bank of China), certificates of indebtedness, which are issued by the Hong Kong Government Exchange Fund to the banknote issuing banks to be held as cover for their banknote issues, are issued and redeemed only against payment in U.S. dollars at the fixed exchange rate of HK\$7.80 to US\$1.00. When the banknotes are withdrawn from circulation, the banknote issuing banks surrender the certificates of indebtedness to the Hong Kong Government Exchange Fund and are paid the equivalent U.S. dollars at the fixed rate. The market exchange rate of the Hong Kong dollar against the U.S. dollar continues to be determined by the forces of supply and demand in the foreign exchange market. However, against the background of the fixed rate system which applies to the issuance and withdrawal of Hong Kong currency in circulation, the market exchange rate has not deviated significantly from the level of HK\$7.80 to US\$1.00. The Hong Kong government has indicated its intention to maintain the link at that rate. Under the Basic Law, the Hong Kong dollar will continue to circulate and remain freely convertible. The Hong Kong government has also stated that it has no intention of imposing exchange controls in Hong Kong and that the Hong Kong dollar will remain freely convertible into other currencies, including the U.S. dollar. However, no assurance can be given that the Hong Kong government will maintain the link at HK\$7.80 to US\$1.00 or at all.



The following table sets forth, for the periods indicated, certain information concerning the exchange rates between Hong Kong dollars and U.S. dollars. The exchange rates reflect the exchange rates as set forth in the H.10 statistical release of the Board of Governors of the Federal Reserve System of the United States.

Period	Exchange Rate			
	Period End	Average <sup>(1)</sup>	High	Low
		(HK\$ per US\$1.00)		
2010 .....	7.7810	7.7687	7.8040	7.7501
2011 .....	7.7663	7.7841	7.8087	7.7641
2012 .....	7.7507	7.7569	7.7699	7.7493
2013 .....	7.7539	7.7565	7.7654	7.7503
2014 .....	7.7531	7.7554	7.7669	7.7495
2015				
March .....	7.7540	7.7584	7.7686	7.7545
April .....	7.7513	7.7508	7.5250	7.7524
May .....	7.7535	7.7526	7.7535	7.7509
June .....	7.7513	7.7527	7.7513	7.7567
July .....	7.7514	7.7514	7.7553	7.7524
August .....	7.7499	7.7532	7.7627	7.7496
September (through 4 September) .....	7.7499	7.7501	7.7504	7.7499

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(1) Determined by averaging the rates on the last business day of each month during the relevant year, except for monthly average rates, which are determined by averaging the daily rates during the respective months.

On 4 September 2015, the noon buying rate for U.S. dollar in New York City for cable transfers in Hong Kong dollars was US\$1.00 to HK\$7.7499 as certified for customs purposes by the Federal Reserve Bank of New York.

## CAPITALISATION AND INDEBTEDNESS

The following table sets forth the consolidated capitalisation and indebtedness of the Guarantor as at 30 June 2015 on a historical basis and as adjusted to give effect to the issue of the Bonds and assuming the net proceeds of US\$397.5 thereof as described in “Use of Proceeds.” The following table should be read in conjunction with the Guarantor’s consolidated financial statements and related notes included in this Offering Circular.

	As at 30 June 2015	
	Actual	As adjusted
	(RMB in millions)	
Short-term indebtedness . . . . .		
– Short-term loans . . . . .	4,161.7	4,161.7
– Non-current liabilities due within one year . . . . .	3,240.7	3,240.7
Long-term indebtedness . . . . .		
– Long-term borrowings . . . . .	6,717.1	6,717.1
– Bonds payable . . . . .	4,726.2	4,726.2
– Bonds to be issued <sup>(1)</sup> . . . . .	–	2,464.5
<b>Total Indebtedness<sup>(2)</sup> . . . . .</b>	<b>18,845.7</b>	<b>21,310.2</b>
Shareholders’ equity . . . . .		
– Share Capital . . . . .	1,999.3	1,999.3
– Capital reserve . . . . .	209.9	209.9
– Other comprehensive income . . . . .	(451.3)	(451.3)
– Special reserve . . . . .	65.8	65.8
– Surplus reserve . . . . .	3,051.7	3,051.7
– Retained earnings . . . . .	27,066.8	27,066.8
Minority interests . . . . .	9,592.7	9,592.7
<b>Total Shareholders’ Equity . . . . .</b>	<b>41,534.9</b>	<b>41,534.9</b>
<b>Total Capitalisation<sup>(3)</sup> . . . . .</b>	<b>60,380.6</b>	<b>62,845.1</b>

(1) This amount represents the aggregate principal amount of the Bonds to be issued, after deducting the Joint Lead Managers’ commission and certain other expenses payable by the Issuer in connection with this offering.

(2) Total indebtedness equals the sum of short-term indebtedness and long-term indebtedness.

(3) Total capitalisation equals the sum of total indebtedness and total shareholders’ equity.

Other than as disclosed above, there has been no material change in the capitalisation and indebtedness of the Guarantor since 30 June 2015.

## TERMS AND CONDITIONS OF THE BONDS

*The following, subject to modification and save for the paragraphs in italics, is the text of the Terms and Conditions of the Bonds.*

The US\$400,000,000 4.125 per cent. Guaranteed Bonds due 2020 (the “**Bonds**”, which expression includes any further bonds issued pursuant to Condition 12 (*Further issues*) and consolidated and forming a single series therewith) of Weichai International Hong Kong Energy Group Co., Limited (the “**Issuer**”) are constituted by a trust deed dated 30 September 2015 (as amended or supplemented from time to time, the “**Trust Deed**”) entered into by the Issuer, Weichai Power Co., Ltd. (the “**Guarantor**”) and The Hongkong and Shanghai Banking Corporation Limited, as trustee for the holders of the Bonds (the “**Trustee**,” which expression includes any successor trustee appointed from time to time in connection with the Bonds) and are the subject of (a) a deed of guarantee dated 30 September 2015 (as amended or supplemented from time to time, the “**Deed of Guarantee**”) entered into by the Guarantor and (b) an agency agreement dated 30 September 2015 (as amended or supplemented from time to time, the “**Agency Agreement**”) between the Issuer, the Guarantor, the Trustee, The Hongkong and Shanghai Banking Corporation Limited, as the principal paying agent (the “**Principal Paying Agent**”, which expression includes any successor principal paying agent appointed from time to time in connection with the Bonds) and as the transfer agent (the “**Transfer Agent**,” which expression includes any successor transfer agent appointed from time to time in connection with the Bonds) and The Hongkong and Shanghai Banking Corporation Limited, as the registrar (the “**Registrar**,” which expression includes any successor registrar appointed from time to time in connection with the Bonds). The term “**Paying Agents**” includes the Principal Paying Agent and any additional paying agents and their successors appointed from time to time in connection with the Bonds), the term “**Transfer Agents**” includes the Transfer Agent and any additional transfer agents and their successors appointed from time to time in connection with the Bonds, and the Principal Paying Agent, the other Paying Agents, the Transfer Agents and the Registrar are collectively the “**Agents**” and each an “**Agent**”). Certain provisions of these Conditions are summaries of the Trust Deed, the Deed of Guarantee and the Agency Agreement and subject to their detailed provisions. The Bondholders (as defined below) are bound by, and are deemed to have notice of, all the provisions of the Trust Deed, the Deed of Guarantee and the Agency Agreement applicable to them. Copies of the Trust Deed, the Deed of Guarantee and the Agency Agreement are available for inspection by Bondholders during normal business hours at the specified office for the time being of the Principal Paying Agent (presently at Level 30, HSBC Main Building, 1 Queen’s Road Central, Hong Kong).

Unless otherwise defined, terms used in these terms and conditions (these “**Conditions**”) have the meanings specified in the Trust Deed.

### 1. Form, Denomination, Status and Guarantee

- (a) *Form and denomination*: The Bonds will be issued in registered form in denominations of US\$200,000 and integral multiples of US\$1,000 in excess thereof (each, an “**Authorised Denomination**”).
- (b) *Status of the Bonds*: The Bonds constitute direct, general, unconditional, unsubordinated and (subject to the provisions of Condition 3(a) (*Negative pledge*)) unsecured obligations of the Issuer which will at all times rank *pari passu* among themselves and at least *pari passu* with all other present and future unsecured and unsubordinated obligations of the Issuer, save for such exceptions as may be provided by applicable laws.
- (c) *Guarantee of the Bonds*: The Guarantor has in the Deed of Guarantee unconditionally and irrevocably guaranteed the due and punctual payment in full of all sums from time to time payable by the Issuer in respect of the Bonds, the Trust Deed and the Agency Agreement (the “**Guarantee**”). The obligations of the Guarantor under the Guarantee constitute direct, general, unconditional, unsubordinated and (subject to the provisions of Condition 3(a)

(*Negative Pledge*)) unsecured obligations of the Guarantor which will at all times rank at least *pari passu* with all other present and future unsecured and unsubordinated obligations of the Guarantor, save for such exceptions as may be provided by applicable laws.

The Guarantor undertakes to file or cause to be filed with the Shandong Weifang Branch of the State Administration of Foreign Exchange (the “**Shandong Branch**”) the Deed of Guarantee within 15 Shandong Business Days (as defined below) after the execution of the Deed of Guarantee in accordance with the Provisions on the Foreign Exchange Administration of Cross-Border Guarantees 《跨境擔保外匯管理規定》 promulgated by the State Administration of Foreign Exchange of the People’s Republic of China on 12 May 2014, effective 1 June 2014, and to comply with all applicable PRC laws and regulations in relation to the Guarantee of the Bonds.

“**PRC**” means the People’s Republic of China (excluding the Hong Kong Special Administrative Region, the Macao Special Administrative Region and the Taiwan District).

## 2. Register, Title and Transfers

- (a) *Register*: The Registrar will maintain a register (the “**Register**”) in respect of the Bonds in accordance with the provisions of the Agency Agreement. In these Conditions, the “**Holder**” of a Bond means the person in whose name such Bond is for the time being registered in the Register (or, in the case of a joint holding, the first named thereof) and “**Bondholder**” shall be construed accordingly. A certificate (each, a “**Bond Certificate**”) will be issued to each Bondholder in respect of its registered holding. Each Bondholder shall be entitled to receive only one Bond Certificate in respect of its entire holding of Bonds. Each Bond Certificate will be numbered serially with an identifying number which will be recorded in the Register.

*Upon issue, the Bonds will be represented by a global certificate (the Global Certificate) registered in the name of a nominee of, and deposited with, a common depositary for Euroclear Bank SA/NV and Clearstream Banking, société anonyme. These conditions are modified by certain provisions contained in the Global Certificate. See “Summary of Provisions Relating to the Bonds in Global Form” in this Offering Circular.*

- (b) *Title*: Title to the Bonds passes only by registration in the Register of Bondholders. The Holder of each Bond shall (except as otherwise required by law) be treated as the absolute owner of such Bond for all purposes (whether or not it is overdue and regardless of any notice of ownership, trust or any other interest therein, any writing on the Bond Certificate relating thereto (other than the endorsed form of transfer) or any notice of any previous loss or theft of such Bond Certificate) and no person shall be liable for so treating such Holder. No person shall have any right to enforce any term or condition of the Bonds under the Contracts (Rights of Third Parties) Act 1999.
- (c) *Transfers*: Subject to Condition 2(f) (*Closed periods*) and Condition 2(g) (*Regulations concerning transfers and registration*) below, a Bond may be transferred upon surrender of the relevant Bond Certificate, with the endorsed form of transfer duly completed, at the specified office of the Registrar or any Transfer Agent, together with such evidence as the Registrar or (as the case may be) such Transfer Agent may reasonably require to prove the title of the transferor and the authority of the individuals who have executed the form of transfer; *provided, however*, that a Bond may not be transferred unless the principal amount of Bonds transferred and (where not all of the Bonds held by a Holder are being transferred) the principal amount of the balance of Bonds not transferred are Authorised Denominations. Where not all the Bonds represented by the surrendered Bond Certificate are the subject of the transfer, a new Bond Certificate in respect of the balance of the Bonds will be issued to the transferor.

- (d) *Registration and delivery of Bond Certificates*: Within five business days of the surrender of a Bond Certificate in accordance with Condition 2(c) (*Transfers*) above, the Registrar will register the transfer in question and deliver a new Bond Certificate of a like principal amount to the Bonds transferred to each relevant Holder at its specified office or (as the case may be) the specified office of any Transfer Agent or (at the request and risk of any such relevant Holder) by uninsured first class mail (airmail if overseas) to the address specified for the purpose by such relevant Holder. In this Condition 2(d) (*Registration and delivery of Bond Certificates*), “**business day**” means a day on which commercial banks are open for general business (including dealings in foreign currencies) in the city where the Registrar or (as the case may be) the relevant Transfer Agent has its specified office.

*Except in the limited circumstances described herein (see “Summary of Provisions Relating to the Bonds in Global Form — Registration of Title”), owners of interests in the Bonds will not be entitled to receive physical delivery of Bond Certificates.*

- (e) *No charge*: The transfer of Bonds will be effected without charge to the Bondholders by or on behalf of the Issuer, the Registrar or any Transfer Agent but against such indemnity as the Registrar or (as the case may be) such Transfer Agent may reasonably require in respect of any tax or other duty of whatsoever nature which may be levied or imposed in connection with such transfer.
- (f) *Closed periods*: Bondholders may not require transfers to be registered during the period of (i) 15 calendar days ending on the due date for any payment of principal or interest in respect of the Bonds, (ii) seven calendar days prior to (and including) any date on which the Bonds may be called for redemption by the Issuer pursuant to Condition 5(b) (*Redemption at the option of the Guarantor or the Issuer*) or Condition 5(c) (*Redemption for tax reasons*), (iii) after any such Bond has been put for redemption pursuant to Condition 5(d) (*Redemption for Relevant Events*), or (iv) during the period of seven days ending on (and including) any Record Date (as defined in Condition 6(f) (*Record Date*)).
- (g) *Regulations concerning transfers and registration*: All transfers of Bonds and entries on the Register are subject to the detailed regulations concerning the transfer of Bonds scheduled to the Agency Agreement. The regulations may be changed by the Issuer with the prior written approval of the Registrar (in the case of any regulation proposed by the Issuer) and the Trustee. A copy of the current regulations will be mailed (at the expense of the Issuer to the Bondholders) by the Registrar to any Bondholder who requests in writing a copy of such regulations.

### **3. Negative Pledge and Other Covenants**

- (a) *Negative pledge*: So long as any Bond remains outstanding (as defined in the Trust Deed), neither the Issuer nor the Guarantor shall, and the Issuer and the Guarantor shall procure that none of their respective Subsidiaries (other than a Listed Subsidiary and its consolidated subsidiaries) will, create, incur, assume or permit to exist any Lien upon the whole or any part of its property or assets, now owned or hereafter acquired, to secure any Relevant Indebtedness of the Guarantor, the Issuer or their respective Subsidiaries (other than a Listed Subsidiary and its consolidated subsidiaries) (or any guarantee or indemnity in respect thereof) without, in any such case, making effective provision whereby the Bonds and the Guarantee will be secured either at least equally and ratably with such Relevant Indebtedness or by such other Lien as shall have been approved by the Holders of the Bonds as provided in the Trust Deed, for so long as such Relevant Indebtedness will be so secured.

**“Capital Stock”** means any and all shares, interests (including joint venture interests), participations or other equivalents (however designated) of capital stock of a corporation or any and all equivalent ownership interests in a Person (other than a corporation).

**“Indebtedness”** of any Person means, at any date, without duplication, (i) any outstanding indebtedness for or in respect of money borrowed (including bonds, debentures, notes or other similar instruments, whether or not listed) that is evidenced by any agreement or instrument, excluding trade payables, (ii) all noncontingent obligations of such Person to reimburse any bank or other Person in respect of amounts paid under a letter of credit or similar instrument, (iii) all Indebtedness of others guaranteed by such Person, and (iv) any amount raised under any other transaction (including without limitation, any forward sale or purchase agreement) having the commercial effect of a borrowing.

**“Lien”** means any mortgage, charge, pledge, lien, encumbrance, hypothecation, title retention, security interest or security arrangement of any kind.

**“Listed Subsidiary”** means a Subsidiary the Voting Shares of which are listed for trading on any recognised stock exchange.

**“Person”** means any individual, corporation, partnership, joint venture, association, joint stock company, trust, unincorporated organisation, government or any agency or political subdivision thereof or any other entity.

**“Relevant Indebtedness”** of any Person means, at any date, Indebtedness that is in the form of, or is represented or embodied by, bonds, notes, debentures or other instrument which is, or is capable of being listed, quoted or dealt in or traded on any stock exchange or over-the-counter securities market offered or issued to investors (which for the avoidance of doubt does not include bi-lateral loans, syndicated loans or club deal loans, any transferrable loan facility or agreement (including any drawing down of any existing credit line or facility of the Issuer, the Guarantor or any of their respective Subsidiaries)).

**“Subsidiary”** means, in relation to any Person (the **“first Person”**) at any particular time, any other Person (the **“second Person”**):

- (i) whose affairs and policies the first Person controls or has the power to control, whether by ownership of share capital, contract, the power to appoint or remove members of the governing body of the second Person or otherwise; or
- (ii) whose financial statements are, in accordance with applicable law and generally accepted accounting principles, consolidated with those of the first Person.

For the purposes of this definition, **“control”** means the right to appoint and/or remove all or the majority of the members of the board of directors or other governing body of a Person, whether obtained directly or indirectly, and whether obtained by ownership of share capital, the possession of voting rights, contract or otherwise.

**“Voting Shares”** means, with respect to any Person, the Capital Stock having the general voting power under ordinary circumstances to vote on the election of the members of the board of directors or other governing body of such Person (irrespective of whether or not at the time stock of any other class or classes shall have or might have voting power by reason of the happening of any contingency).



- (b) *Consolidation, Merger and Sale of Assets:* Neither the Guarantor nor the Issuer may consolidate with or merge into any other Person in a transaction in which the Guarantor or the Issuer, as the case may be, is not the surviving entity, or sell, convey, transfer, lease or otherwise dispose of its properties and assets (computed on a consolidated basis) substantially as an entirety to any Person in one transaction or a series of related transactions unless:
- (i) any Person formed by such consolidation or into which the Guarantor or the Issuer, as the case may be, is merged or to whom the Guarantor or the Issuer, as the case may be, has sold, conveyed, transferred, leased or otherwise dispose of its properties and assets substantially as an entirety in one transaction or a series of related transactions is a corporation validly existing under the laws of Hong Kong or, in the case of the Guarantor, the laws of the PRC, and such Person expressly assumes by an amendment to the Agency Agreement, a trust deed supplemental to the Trust Deed and a deed poll supplemental to the Deed of Guarantee, all the obligations of the Issuer or the Guarantor under the Agency Agreement, the Trust Deed or the Deed of Guarantee, as the case may be;
  - (ii) immediately after giving effect to such transaction, no Event of Default, and no event which, after notice or lapse of time or both, would become an Event of Default, shall have occurred and be continuing;
  - (iii) if any such Person is not organised and validly existing under the laws of (or if any such Person is resident for tax purposes in a jurisdiction other than) the PRC or any successor jurisdiction (in the case of the Guarantor) or Hong Kong or any successor jurisdiction (in the case of the Issuer) then any such Person shall expressly agree in a supplemental trust deed that such jurisdiction of organisation or tax residence (or any political subdivision, territory or possession thereof, any taxing authority therein or any area subject to its jurisdiction) will be added to the list of Relevant Jurisdictions (as defined below); and
  - (iv) if, as a result of the transaction, any property or asset of the Guarantor or any of the Guarantor's Subsidiaries would become subject to a Lien that would not be permitted under the provisions of Condition 3(a) (*Negative Pledge*) above, the Guarantor, the Issuer or such successor Person takes such steps as shall be necessary to secure the Bonds and the Deed of Guarantee at least equally and ratably with the Relevant Indebtedness secured by such Lien or by such other Lien as shall have been approved by Holders of the Bonds pursuant to the Trust Deed.
- (c) *Further limitation on Issuer's activities and related matters:* For so long as any Bond remains outstanding, the Issuer will conduct no business or any other activities other than to finance the business operations of the Guarantor or one or more companies controlled by the Guarantor through the offering, sale or issuance of securities and borrowings of indebtedness and investing in or lending the proceeds thereof to the Guarantor or a company controlled by the Guarantor, and any other activities in connection therewith.
- (d) *Provision of Information:* For so long as the Bonds are outstanding (as defined in the Trust Deed), the Issuer and the Guarantor will deliver to the Trustee:
- (i) as soon as they are available, but in any event within 120 calendar days after the end of each fiscal year of the Guarantor, copies of the Guarantor's financial statements in the English language (on a consolidated basis) in respect of such financial year (including an income statement, balance sheet and cash flow statement) audited by a member firm of independent accountants recognised internationally or qualified and recognised nationally in the PRC (a "**Qualified Accounting Firm**");

- (ii) as soon as they are available, but in any event within 90 calendar days after the end of each first semi-annual fiscal period of the Guarantor, copies of the Guarantor's unaudited financial statements in the English language (on a consolidated basis) in respect of such semi-annual period (including an income statement, balance sheet and cash flow statement) prepared on a basis consistent with the audited financial statements of the Guarantor and reviewed by a Qualified Accounting Firm;
- (iii) each of the Issuer and the Guarantor shall deliver to the Trustee within 120 days after the end of each financial year of the Issuer or the Guarantor, respectively, ending after the Issue Date, a compliance certificate signed by two directors or authorized representatives of the Issuer and the Guarantor stating whether, to such director's knowledge, the Issuer and the Guarantor are in compliance with all covenants and conditions to be complied with by the Issuer and the Guarantor, respectively, under the Bonds, the Trust Deed and the Agency Agreement;
- (iv) as soon as possible and in any event within 15 calendar days after the Issuer or the Guarantor becomes aware of the occurrence thereof, written notice of the occurrence of any event which constitutes, or which, after notice or lapse of time or both, would become, an Event of Default and an officer's certificate signed by two directors or authorized representatives of the Issuer (or the Guarantor, as the case may be) setting forth the details thereof and the action the Guarantor is taking or proposes to take with respect thereto;

*provided that* if the Guarantor is listed on the Stock Exchange of Hong Kong, the Guarantor shall send to the Trustee the documentation specified in paragraphs (d)(i)-(ii) (inclusive) within 15 days after any such document is published on the Stock Exchange of Hong Kong copies thereof to the Trustee.

- (e) *Corporate Existence:* Subject to the provisions of *Condition 3(b) (Consolidation, Merger and Sale of Assets)*, each of the Issuer and the Guarantor shall do or cause to be done all things necessary to preserve and keep in full force and effect its corporate existence and that of each Principal Subsidiary and the corporate rights (charter and statutory), corporate licenses and corporate franchises of the Issuer, the Guarantor and each such Principal Subsidiary, as the case may be; provided that, the Issuer, the Guarantor or each Principal Subsidiary shall not be required to preserve any such existence, right, license or franchise if the board of directors of the Issuer, the Guarantor or such Principal Subsidiary shall determine that the preservation thereof is no longer desirable in the conduct of the business of the Issuer, the Guarantor or such Principal Subsidiary, as the case may be, and that the loss thereof would not have a material adverse impact on the Bondholders.

**"Principal Subsidiary"** at any time shall mean one of the Guarantor's Subsidiaries

- (i) as to which one or more of the following conditions is/are satisfied:
  - (a) its revenue or (in the case of one of the Guarantor's Subsidiaries which has one or more Subsidiaries) consolidated revenue is at least 5% of the Guarantor's consolidated revenue;
  - (b) its net profit or (in the case of one of the Guarantor's Subsidiaries which has one or more Subsidiaries) consolidated net profit attributable to the Guarantor (in each case before taxation and exceptional items) is at least 5% of the Guarantor's consolidated net profit (before taxation and exceptional items); or

- (c) its total assets or (in the case of one of the Guarantor's Subsidiaries which has one or more Subsidiaries) consolidated net assets attributable to the Guarantor (in each case after deducting minority interests in Subsidiaries) are at least 5% of the Guarantor's consolidated total assets (after deducting minority interests in Subsidiaries);

all as calculated by reference to the then latest audited financial statements (consolidated or, as the case may be, unconsolidated) of the Guarantor's Subsidiary and the Guarantor's then latest consolidated financial statements, *provided that*: (1) in the case of a Subsidiary of the Guarantor acquired after the end of the financial period to which the then latest consolidated audited financial statements of the Guarantor relate, the reference to the then latest audited financial statements of the Guarantor and its Subsidiaries for the purposes of the calculation above shall, until audited financial statements for the financial period in which the acquisition is made are published, be deemed to be a reference to the then latest audited financial statements of the Guarantor and its Subsidiaries adjusted to consolidate the latest audited financial statements (consolidated in the case of a Subsidiary which itself has Subsidiaries) of such Subsidiary in such financial statements; (2) if, in the case of a Subsidiary of the Guarantor which itself has one or more Subsidiaries, no consolidated financial statements are prepared and audited, its consolidated revenue, net assets and net profits shall be determined on the basis of pro forma consolidated financial statements of the relevant Subsidiary and its Subsidiaries prepared for this purpose and opined on by its auditors; or (3) if the financial statements of a Subsidiary of the Guarantor (not being a Subsidiary referred to in (1) above) are not consolidated with those of the Guarantor then the determination of whether or not the Subsidiary is a Principal Subsidiary shall, if the Guarantor requires, be based on a pro forma consolidation of its financial statements (consolidated, if appropriate) with the consolidated financial statements of the Guarantor and its Subsidiaries; or

- (ii) to which is transferred all or substantially all of the assets of the Guarantor's Subsidiary which immediately prior to the transfer was a Principal Subsidiary, *provided that*, with effect from such transfer, the Subsidiary which so transfers its assets and undertakings shall cease to be a Principal Subsidiary (but without prejudice to paragraph (i) above) and the Guarantor's Subsidiary to which the assets are so transferred shall become a Principal Subsidiary.

A certificate of the Guarantor's auditors as to whether or not the Guarantor's Subsidiary is a Principal Subsidiary shall be conclusive and binding on all parties in the absence of manifest error.

#### 4. Interest

The Bonds bear interest on their outstanding principal amount from (and including) 30 September 2015 (the "**Issue Date**") at the rate of 4.125 per cent. per annum, (the "**Rate of Interest**") payable semi-annually in arrear on 30 March and 30 September in each year (each, an "**Interest Payment Date**"), subject as provided in Condition 6 (*Payments*).

Each Bond will cease to bear interest from the due date for redemption unless, upon surrender of the Bond Certificate representing such Bond, payment of principal is improperly withheld or refused, in which case it will continue to bear interest at such rate (both before and after judgment) until whichever is the earlier of (a) the day on which all sums due in respect of such Bond up to that day are received by or on behalf of the relevant Bondholder and (b) the day which is seven calendar days after the Trustee or the Principal Paying Agent has notified the Bondholders that it has received all sums due in respect of the Bonds up to such seventh day (except to the extent that there is any subsequent default in payment).

The amount of interest payable on each Interest Payment Date shall be US\$4,125 in respect of each Bond of US\$200,000 denomination and US\$20.625 in respect of each Bond of US\$1,000 denomination in excess thereof. If interest is required to be paid in respect of a Bond on any other date, it shall be calculated by applying the Rate of Interest to the Calculation Amount, multiplying the product by the relevant Day Count Fraction, rounding the resulting figure to the nearest cent (half a cent being rounded upwards) and multiplying such rounded figure by a fraction equal to the Authorised Denomination of

such Bond divided by the Calculation Amount, where “**Calculation Amount**” means US\$1,000 and “**Day Count Fraction**” means, in respect of any period, the number of days (from which interest begins to accrue to but excluding the date on which it falls due) in the relevant period divided by 360 (the number of days to be calculated on the basis of a year of 360 days with twelve 30-day months and, in the case of an incomplete month, the number of days elapsed).

## 5. Redemption and Purchase

- (a) *Scheduled redemption*: Unless previously redeemed, or purchased and cancelled, the Bonds will be redeemed at their principal amount on 30 September 2020, subject as provided in Condition 6 (*Payments*).
- (b) *Redemption at the option of the Guarantor*: The Guarantor or the Issuer may, at the Guarantor’s option, at any time redeem the Bonds, in whole but not in part, on not less than 30 nor more than 60 calendar days’ prior notice at a redemption price equal to the greater of: (i) 100% of the principal amount of the Bonds, and (ii) the sum of the present values of the remaining scheduled payments of principal and interest on the Bonds to be redeemed, discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 50 basis points plus, in each case of both (i) and (ii) above, any accrued and unpaid interest on the Bonds to the date of redemption.

“**New York Business Day**” means a day in New York City and the applicable place of payment other than a Saturday, Sunday or a day on which banking institutions are authorised or obligated by law or executive order to remain closed.

“**Comparable Treasury Issue**” means the United States Treasury security selected by an Independent Investment Banker that would be utilised, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the Bonds to be redeemed.

“**Independent Investment Banker**” means one of the Reference Treasury Dealers appointed by the Guarantor.

“**Reference Treasury Dealer**” means each of any three investment banks of recognised standing that is a primary U.S. government securities dealer in the United States, selected by the Guarantor in good faith and notified in writing to the Trustee.

“**Reference Treasury Dealer Quotations**” means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Guarantor, of the bid-and-asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Guarantor by such Reference Treasury Dealer as of 5:00 p.m., New York City time, on the third New York Business Day preceding such date of redemption.

“**Treasury Rate**” means, with respect to any date of redemption, the rate per annum equal to the semi-annual equivalent yield to maturity (computed as of the third New York Business Day immediately preceding such redemption date) of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such date of redemption.

- (c) *Redemption for tax reasons*: The Bonds may be redeemed, at the option of the Issuer, in whole but not in part, upon notice as described below, at a redemption price equal to 100% of the principal amount thereof, together with accrued and unpaid interest to the date fixed for redemption and Additional Amounts, if any, if, as a result of any change in or amendment to the laws of a Relevant Jurisdiction or any regulations or rulings promulgated thereunder, or any change in the official interpretation of such laws, regulations or rulings or the stating of a new official position, with respect thereto, which change or amendment becomes effective (or, in the case of a statement of an official position is announced) (i) except as described in (ii)

immediately below, on or after the date of this Offering Circular or (ii) in the case of any successor to the Guarantor or the Issuer that is organised or tax resident in a jurisdiction that is not a Relevant Jurisdiction as of the original issue date of the Bonds, on or after the date such successor assumes, as applicable, the Guarantor's or the Issuer's obligations, as applicable, under the Bonds, the Trust Deed, the Agency Agreement or the Deed of Guarantee:

- (i) the Issuer is or would be required, on the next succeeding due date for a payment with respect to such Bonds, to pay Additional Amounts with respect to the Bonds as described in Condition 7 (*Taxation*); or
- (ii) the Guarantor is or would be unable on the next succeeding due date for a payment with respect to such Bonds to procure payment by the Issuer, and with respect to a payment due or to become due under the Guarantee, the Trust Deed, the Bonds or the Agency Agreement, as the case may be, the Guarantor is or would be required on the next succeeding due date for a payment with respect to such Bonds to pay Additional Amounts as described Condition 7 (*Taxation*),

and in each case such obligation cannot be avoided by the use of reasonable measures available to the Guarantor or the Issuer or any successor person, as the case may be.

Prior to the publication of any notice of redemption pursuant to this Condition 5(c), the Issuer (or the Guarantor, as the case may be) shall deliver to the Trustee (A) a certificate signed by two directors or authorized representatives of the Issuer (or a certificate of the Guarantor signed by two directors or authorized representatives of the Guarantor, as the case may be) stating that the obligation referred to in (i) above of this Condition 5(c) cannot be avoided by the Issuer (or the Guarantor, as the case may be) taking reasonable measures available to it and (B) an opinion, addressed to and in form and substance satisfactory to the Trustee, of independent tax or legal advisers of recognised standing to the effect that the Issuer has or will become obliged to pay such Additional Tax Amounts as a result of such change or amendments, and the Trustee shall be entitled to accept such certificate and opinion as sufficient evidence of the satisfaction of the condition precedent set out in (ii) above of this Condition 5(c), in which event the same shall be conclusive and binding on the Bondholders. The Trustee shall be protected and shall have no liability to any Bondholder or any other person for so accepting and relying on any such certificate.

Notwithstanding anything to the contrary herein, the Guarantor, the Issuer or any successor person may not redeem the Bonds in the case that Additional Amounts are payable in respect of PRC withholding tax at a rate of 10% or less solely as a result of the Guarantor, the Issuer, or a successor person being considered a PRC tax resident under the PRC Enterprise Income Tax Law.

Notice of redemption of the Bonds as provided above shall be given not less than 30 nor more than 60 calendar days prior to the date fixed for redemption. Notice having been given, the Bonds shall become due and payable on the date fixed for redemption and will be paid at the redemption price, together with accrued interest to the date fixed for redemption and any Additional Amounts, at the place or places of payment and in the manner specified in the notice. From and after the date fixed for redemption, if moneys sufficient for the redemption of such Bonds shall have been made available as provided in the Trust Deed for redemption on the date fixed for redemption, the Bonds shall cease to bear interest, and the only right of the Holders of the Bonds shall be to receive payment of the redemption price, interest accrued to the date fixed for redemption and Additional Amounts, if any.

**“Relevant Jurisdiction”** means Hong Kong, the PRC, or any other jurisdiction in which the Guarantor or the Issuer (or any successor to the Guarantor or the Issuer) is organised or tax resident, in each case including any political subdivision, territory or possession thereof, any authority therein having power to tax or any area subject to its jurisdiction.

**“Relevant Taxing Jurisdiction”** means any Relevant Jurisdiction or any jurisdiction from or through which any payment is made.

- (d) *Redemption for Relevant Events*: Following the occurrence of a Relevant Event, the Holder of any Bond will have the right (the **“Relevant Event Put Right”**), at such Holder’s option, to require the Issuer to redeem all, but not some only, of such Holder’s Bonds on the Put Settlement Date (as defined below in this Condition 5(d) (*Redemption for Relevant Events*)) at 101% (in the case of a redemption for a Change of Control Triggering Event, as defined below in this Condition 5(d) (*Redemption for Relevant Events*)) or 100% (in the case of a redemption for a SAFE Noncompliance Event, as defined below in this Condition 5(d) (*Redemption for Relevant Events*)) of their principal amount, together in each case with accrued interest to the Put Settlement Date. To exercise such right, the Holder of the relevant Bond must deposit at the specified office of the Paying Agent a duly completed and signed notice of redemption, in the form for the time being current, obtainable from the specified office of any Paying Agent (a **“Put Exercise Notice”**), together with the Bond Certificate evidencing the Bonds to be redeemed, by not later than 30 calendar days following a Relevant Event, or, if later, 30 calendar days following the date upon which notice thereof is given to Bondholders by the Issuer or the Guarantor in accordance with Condition 15 (*Notices*).

The Issuer will comply with the requirements of applicable securities laws or regulations in connection with the repurchase of Bonds pursuant to this covenant.

The **“Put Settlement Date”** shall be the fourteenth day (in the case of a redemption for a Change of Control Triggering Event) or the fifth day (in the case of a redemption for a SAFE Noncompliance Event) after the expiry of such period of 30 calendar days as referred to above.

A Put Exercise Notice, once delivered, shall be irrevocable and the Issuer shall redeem the Bonds that are the subject of Put Exercise Notices delivered as aforesaid on the Put Settlement Date.

Not later than 10 calendar days (in the case of a redemption for a Change of Control Triggering Event) or five calendar days (in the case of a redemption for a SAFE Noncompliance Event) following the day on which the Issuer or the Guarantor becomes aware of a Relevant Event, the Issuer or the Guarantor shall procure that notice regarding such Relevant Event shall be delivered to the Trustee and the Principal Paying Agent in writing and to the Holders (in accordance with Condition 15 (*Notices*)) stating:

- (i) the Put Settlement Date;
- (ii) the date of the Relevant Event and, briefly, the events causing, as applicable, the Change of Control Triggering Event (in the case of a Change of Control Triggering Event) or the SAFE Noncompliance Event (in the case of a SAFE Noncompliance Event);
- (iii) the date by which the Put Exercise Notice must be given;
- (iv) the redemption amount and the method by which such amount will be paid;
- (v) the names and addresses of all Paying Agents;
- (vi) the procedures that Bondholders must follow and the requirements that Bondholders must satisfy in order to exercise the Relevant Event Put Right; and
- (vii) that a Put Exercise Notice, once validly given, may not be withdrawn.



Upon completion by the Guarantor of registration of the Guarantee with the Shandong Branch, the Guarantor shall deliver an officer's certificate to the Trustee in the form set forth in the Trust Deed attaching a copy of the relevant certificate of registration from the Shandong Branch and certifying that such copy is true and correct upon completion of such registration (such registration and delivery of the officer's certificate are collectively referred to as the **"SAFE Completion Event"**). Upon occurrence of a SAFE Completion Event, the Issuer shall provide notice to Holders of the Bonds within 10 calendar days after it has provided such officer's certificate to the Trustee. The Trustee and the Agents shall have no obligation or duty to verify the accuracy, validity and/or genuineness of any documents in relation to or connection with the SAFE Completion Event or to assist the Guarantor in the registration of the Guarantee with the Shandong Branch or to monitor if a Relevant Event has occurred and shall not be liable to Holders or any other person for not doing so.

In this Condition 5(d) (*Redemption for Relevant Events*):

**"Change of Control"** means the occurrence, at any time, of any of the following:

- (i) the Guarantor ceasing to own and control directly or indirectly 100% of the Voting Shares of the Issuer; or
- (ii) any Person or group of Persons acting in concert is or becomes the beneficial owner directly or indirectly, of total voting power of the Voting Shares of the Guarantor greater than such total voting power held directly or indirectly by the State-owned Assets Supervision and Administration Commission of Shandong Province.

**"Change of Control Triggering Event"** means a Change of Control, *provided that*, in the event that the Bonds are, on the Rating Date, rated Investment Grade by two or more Rating Agencies, a Change of Control Triggering Event shall mean the occurrence of both a Change of Control and a Rating Decline (as defined below). No Change of Control Triggering Event will be deemed to have occurred in connection with any particular Change of Control unless and until such Change of Control has actually been consummated.

**"Investment Grade"** means a rating of "AAA," "AA," "A" or "BBB," as modified by a "+" or "-" indication, or an equivalent rating representing one of the four highest rating categories, by S&P or any of its successors or assigns; a rating of "Aaa," "Aa," "A" or "Baa," as modified by a "1," "2" or "3" indication, or an equivalent rating representing one of the four highest rating categories, by Moody's or any of its successors or assigns; a rating of "BBB-" or better by Fitch or any of its successors or assigns; or the equivalent ratings of any United States nationally recognised rating agency or agencies, as the case may be, which shall have been designated by the Guarantor as having been substituted for S&P, Moody's, or Fitch or any combination thereof, as the case may be.

**"Rating Agencies"** means (i) Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc., and its successors (**"S&P"**); (ii) Moody's Investors Service, Inc., a subsidiary of Moody's Corporation, and its successors (**"Moody's"**); (iii) Fitch Inc., a subsidiary of Fimalac, S.A., and its successors (**"Fitch"**); and (iv) if one or more of S&P, Moody's or Fitch shall not make a rating of the Bonds publicly available, any United States nationally recognised securities rating agency or agencies, as the case may be, selected by the Guarantor, which shall be substituted for S&P, Moody's or Fitch or any combination thereof, as the case may be.

**"Rating Date"** means, in connection with a Change of Control Triggering Event, that date which is 90 calendar days prior to the earlier of (i) a Change of Control and (ii) a public notice of the occurrence of a Change of Control or of the intention by the Guarantor or any other Person or Persons to effect a Change of Control.

**“Rating Decline”** means, in connection with a Change of Control Triggering Event, the occurrence on, or within six months after, the date, or public notice of the occurrence of, a Change of Control or the intention by the Guarantor or any other person or persons to effect a Change of Control (which period shall be extended (by no more than an additional three months after the consummation of the Change of Control) so long as the rating of the Bonds is under publicly announced consideration for possible downgrade by any of the Rating Agencies) of any of the events listed below: (i) in the event the Bonds are (a) on the Rating Date (x) rated by three Ratings Agencies and (y) rated Investment Grade by each such Rating Agency, and (b) cease to be rated Investment Grade by at least two of such Rating Agencies; or (ii) in the event the Bonds are (a) on the Rating Date (x) rated by two but not more Ratings Agencies and (y) rated Investment Grade by each such Rating Agency, and (b) cease to be rated Investment Grade by both such Rating Agencies.

**“Registration Deadline”** means the day falling 90 Shandong Business Day after the closing date of the offering.

a **“Relevant Event”** will be deemed to occur if:

- (i) there is a Change of Control Triggering Event; or
- (ii) there is a SAFE Noncompliance Event.

**“SAFE Noncompliance Event”** means if on the date that is 90 Shandong Business Days after the closing date of the offering, the SAFE Completion Event shall not have occurred.

**“Shandong Business Day”** means a day other than a Saturday, Sunday or a day on which the Shandong Branch is authorised or obligated by law or executive order to remain closed.

- (e) *No other redemption*: The Issuer shall not be entitled to redeem the Bonds otherwise than as provided in Conditions 5(a) (*Scheduled redemption*) to 5(d) (*Redemption for Relevant Events*) (both inclusive) above.
- (f) *Open Market Purchase*: The Issuer, the Guarantor or any of their respective Subsidiaries may at any time purchase Bonds in the open market or otherwise at any price.
- (g) *Cancellation*: All Bonds so redeemed or purchased by the Issuer, the Guarantor or any of their respective Subsidiaries shall be cancelled and may not be reissued or resold and the obligations of the Issuer in respect of any such Notes shall be discharged.

## **6. Payments**

- (a) *Principal and premium*: Payments of principal and premium (if any) shall be made by US dollar cheque drawn on, or, upon application by a Holder of a Bond to the specified office of the Registrar not later than the fifteenth day before the due date for any such payment, by transfer to a US dollar account maintained by the payee with, a bank that processes payments in US dollars and (in the case of redemption) upon surrender (or, in the case of part payment only, endorsement) of the relevant Bond Certificates at the specified office of any Paying Agent.
- (b) *Interest*: Payments of interest shall be made by US dollar cheque drawn on, or upon application by a Holder of a Bond to the specified office of the Registrar not later than the fifteenth day before the due date for any such payment, by transfer to a US dollar account maintained by the payee with, a bank that processes payments in US dollars and (in the case of interest payable on redemption) upon surrender (or, in the case of part payment only, endorsement) of the relevant Bond Certificates at the specified office of any Paying Agent.

- (c) *Payments subject to fiscal laws:* All payments in respect of the Bonds are subject in all cases to any applicable fiscal or other laws and regulations in the place of payment, but without prejudice to the provisions of Condition 7 (*Taxation*). No commissions or expenses shall be charged to the Bondholders in respect of such payments.
- (d) *Payments on business days:* Where payment is to be made by transfer to a US dollar account, payment instructions (for value the due date, or, if the due date is not a business day, for value the next succeeding business day) will be initiated and, where payment is to be made by US dollar cheque, the cheque will be mailed (i) (in the case of payments of principal and interest payable on redemption) on the later of the due date for payment and the day on which the relevant Bond Certificate is surrendered (or, in the case of part payment only, endorsed) at the specified office of a Paying Agent and (ii) (in the case of payments of interest payable other than on redemption) on the due date for payment. A Holder of a Bond shall not be entitled to any interest or other payment in respect of any delay in payment resulting from (A) the due date for a payment not being a business day or (B) a cheque mailed in accordance with this Condition 6 (*Payments*) arriving after the due date for payment or being lost in the mail. In this Condition 6(d) (*Payments on business days*), “**business day**” means any day on which banks are open for general business (including dealings in foreign currencies) in New York, Hong Kong and in the place in which the specified office of the Registrar is located and, in the case of surrender (or, in the case of part payment only, endorsement) of a Bond Certificate, in the place in which the Bond Certificate is surrendered (or, as the case may be, endorsed).
- (e) *Partial payments:* If a Paying Agent makes a partial payment in respect of any Bond, the Issuer shall procure that the amount and date of such payment are noted on the Register and, in the case of partial payment upon presentation of a Bond Certificate, that a statement indicating the amount and the date of such payment is endorsed on the relevant Bond Certificate.
- (f) *Record date:* Each payment in respect of a Bond will be made to the person shown as the Holder in the Register at the opening of business in the place of the Registrar’s Specified Office on the fifteenth day before the due date for such payment (the “**Record Date**”). Where payment in respect of a Bond is to be made by cheque, the cheque will be mailed to the address shown as the address of the Holder in the Register at the opening of business on the relevant Record Date.

*Whilst the Bonds are evidenced by the Global Certificate, each payment in respect of the Global Certificate will be made to the person shown as the holder in the Register at the close of business (of the relevant clearing system) on the Clearing System Business Day before the due date for such payment, where “Clearing System Business Day” means a weekday (Monday to Friday, inclusive except 25 December and 1 January).*

## **7. Taxation**

All payments of principal, premium and interest in respect of the Bonds (including all payments under the Guarantee) by or on behalf of the Issuer or the Guarantor shall be made free and clear of, and without withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of any Relevant Taxing Jurisdiction or any political subdivision thereof or any authority therein or thereof having power to tax, unless the withholding or deduction of such taxes, duties, assessments or governmental charges is required by law.

In the event that any such withholding or deduction is required, the Issuer or the Guarantor, as the case may be, shall pay such additional amounts (the “**Additional Amounts**”) as will result in receipt by the Bondholders of such amounts after such withholding or deduction as would have been received by them had no such withholding or deduction been required, except that no such Additional Amounts shall be payable in respect of any Bond:

- (a) held by a Holder which is liable to such taxes, duties, assessments or governmental charges in respect of such Bond by reason of its having some connection with the Relevant Taxing Jurisdiction other than the mere holding of the Bond or where the withholding or deduction could be avoided by the Holder or beneficial owner making a declaration of non-residence, declaration of identity or other similar claim for exemption to the appropriate authority further to a request addressed to the Holder; or
- (b) where such withholding or deduction is imposed on a payment to an individual and is required to be made pursuant to European Council Directive 2003/48/EC on the taxation of savings income or any other Directive amending, supplementing, or replacing such Directive, or any law implementing or complying with, or introduced in order to conform to, such Directive or Directives; or
- (c) held by a Holder who would have been able to avoid such withholding or deduction by arranging to receive the relevant payment through another Paying Agent in a member state of the European Union; or
- (d) where (in the case of a payment of principal or interest on redemption) the relevant Bond Certificate is surrendered for payment more than 30 calendar days after the Relevant Date except to the extent that the relevant Holder would have been entitled to such Additional Amounts if it had surrendered the relevant Bond Certificate on the last day of such period of 30 calendar days.

In these Conditions, “**Relevant Date**” means whichever is the later of (1) the date on which the payment in question first becomes due and (2) if the full amount payable has not been received by the Principal Paying Agent or the Trustee on or prior to such due date, the date on which the full amount has been so received and notice to that effect has been given to the Bondholders.

Any reference in these Conditions to principal, premium or interest shall be deemed to include any additional amounts in respect of principal, premium or interest (as the case may be) which may be payable under this Condition 7 (*Taxation*).

## **8. Events of Default**

Each of the following shall constitute an “Event of Default”:

- (a) *Non-payment*: failure to pay any amount of principal or premium (if any) in respect of the Bonds on the due date for payment thereof or failure to pay any amount of interest in respect of the Bonds on the due date for payment thereof and such failure continues for a period of 14 calendar days in the case of interest; or
- (b) *Breach of other obligations*: any of its other obligations under or in respect of the Bonds, the Trust Deed, the Agency Agreement or the Deed of Guarantee and such default (i) is incapable of remedy or (ii) is a default which is capable of remedy but remains unremedied for 30 calendar days after written notice thereof, addressed to the Issuer and/or the Guarantor by the Trustee, as the case may be, has been delivered to the Issuer and/or the Guarantor; or

(c) *Cross-default of Issuer, Guarantor or Principal Subsidiary:*

- (i) any Indebtedness of the Issuer, the Guarantor or any Principal Subsidiary is not paid when due or (as the case may be) within any originally applicable grace period;
- (ii) any such Indebtedness becomes due and payable prior to its stated maturity otherwise than at the option of the Issuer, the Guarantor or (as the case may be) the relevant Principal Subsidiary or (**provided that** no event of default, howsoever described, has occurred) any person entitled to such Indebtedness; or
- (iii) the Issuer, the Guarantor or any Principal Subsidiary fails to pay when due any amount payable by it under any guarantee of any Indebtedness;

**provided that** the amount of Indebtedness referred to in sub-paragraph (i) and/or sub-paragraph (ii) above of this Condition 8(c) (*Cross-default of Issuer, Guarantor or Principal Subsidiary*) and/or the amount payable under any guarantee referred to in sub-paragraph (iii) above of this Condition 8(c) (*Cross-default of Issuer, Guarantor or Principal Subsidiary*), individually or in the aggregate, is equal to or greater than US\$100,000,000 (or its equivalent in any other currency or currencies); or

- (d) *Enforcement proceedings:* a distress, attachment, execution or other legal process is levied, enforced or sued out on or against any material part of the property, assets or revenues of the Issuer, the Guarantor or any of the Principal Subsidiaries and is not discharged or stayed within 30 calendar days; or
- (e) *Security enforced:* a secured party takes possession, or a receiver, manager or other similar officer is appointed, of the whole or any material part of the undertaking, assets and revenues of the Issuer, the Guarantor or any Principal Subsidiary (computed on a consolidated basis) and is not discharged within 30 calendar days; or
- (f) *Insolvency, etc.:* (i) the Issuer, the Guarantor or any Principal Subsidiary becomes insolvent or is unable to pay its debts as they fall due (within, if applicable, the meaning of the bankruptcy law of any appropriate jurisdiction), (ii) an administrator or liquidator of the Issuer, the Guarantor or any Principal Subsidiary or the whole or any material part of the undertaking, assets and revenues of the Issuer, the Guarantor or any Principal Subsidiary (computed on a consolidated basis) is appointed and such appointment is not discharged within 30 calendar days, (iii) the Issuer, the Guarantor or any Principal Subsidiary makes a general assignment or an arrangement or composition with or for the benefit of its creditors or declares a moratorium in respect of any of its Indebtedness or any guarantee of any Indebtedness given by it or (iv) the Guarantor ceases or threatens to cease to carry on all or substantial all of its business or the Guarantor, the Issuer or any Principal Subsidiary ceases or threatens to cease to carry on all or substantially all of its business, save for the purposes of, or in connection with, a reconstruction, union, transfer, merger, amalgamation or reorganisation (A) in accordance with the terms agreed by an Extraordinary Resolution of the Bondholders; or (B) in the case of a Principal Subsidiary, whereby the undertaking and assets of such Principal Subsidiary are transferred to or otherwise vested in the Issuer, the Guarantor or another Principal Subsidiary; or
- (g) *Winding up, etc.:* an order is made by a competent court or an effective resolution is passed for the winding up, liquidation or dissolution of the Issuer, the Guarantor or any Principal Subsidiary (save for the purposes of, or in connection with, a reconstruction, union, transfer, merger, amalgamation or reorganisation (a) in accordance with the terms agreed by an Extraordinary Resolution of the Bondholders; or (b) in the case of a Principal Subsidiary,

whereby the undertaking and assets of such Principal Subsidiary are transferred to or otherwise vested in the Issuer, the Guarantor or another Principal Subsidiary); or

- (h) *Analogous event*: any event occurs which under the laws of Hong Kong or the PRC has an analogous effect to any of the events referred to in Conditions 8(d) (*Enforcement proceedings*) to 8(g) (*Winding up, etc.*) (both inclusive) above; or
- (i) *Failure to take action etc*: any action, condition or thing at any time required to be taken, fulfilled or done in order (i) to enable the Issuer and the Guarantor lawfully to enter into, exercise their respective rights and perform and comply with their respective obligations under and in respect of the Bonds, the Trust Deed and the Deed of Guarantee, (ii) to ensure that those obligations are legal, valid, binding and enforceable and (iii) to make the Bond Certificates, the Trust Deed or the Deed of Guarantee admissible in evidence in the courts of Hong Kong and the PRC is not taken, fulfilled or done; or
- (j) *Unlawfulness*: it is or will become unlawful for the Issuer or the Guarantor to perform or comply with any of its obligations under or in respect of the Bonds, the Trust Deed or the Deed of Guarantee (as applicable); or
- (k) *Guarantee not in force*: the Guarantee of the Bonds is not (or is claimed by the Guarantor not to be) in full force and effect; or
- (l) *Government intervention*: (i) all or any substantial part of the undertaking, assets and revenues of the Guarantor (computed on a consolidated basis) or all or substantially all of the undertaking, assets and revenues of the Guarantor, the Issuer or any Principal Subsidiary (computed on a consolidated basis) is condemned, seized or otherwise appropriated by any person acting under the authority of any national, regional or local government or (ii) the Issuer, the Guarantor or any Principal Subsidiary is prevented by any such person from exercising normal control over all or substantially all of its undertaking, assets and revenues (computed on a consolidated basis), which in the case of any Principal Subsidiary referred in (ii) above has or is reasonably expected to have material adverse impact on the Principal Subsidiary's ability to perform its obligations under the Bonds, the Deed of Guarantee or the Trust Deed.

If an Event of Default (other than an Event of Default described in Conditions 8(f) (*Insolvency*) or 8(g) (*Winding up, etc.*) above) shall occur and be continuing, the Trustee may, and if so requested in writing by Holders of at least 25 per cent. of the aggregate principal amount of the Bonds then outstanding or if so directed by an Extraordinary Resolution of the Bondholders, shall (provided in any such case that the Trustee shall have been indemnified and/or secured and/or pre-funded to its satisfaction), give notice to the Issuer and the Guarantor that the Bonds are due and payable, whereupon, the principal amount of the Bonds and any accrued and unpaid interest thereon shall immediately become due and payable immediately. If an Event of Default in Conditions 8(f) (*Insolvency*) or 8(g) (*Winding up, etc.*) above with respect to the Bonds shall occur, the unpaid principal amount of all the Bonds and any accrued and unpaid interest thereon will automatically, and without any action by the Trustee or any Holder of Bonds, become immediately due and payable.

The Trustee and the Agents shall not be required to take any steps to ascertain whether an Event of Default or any event or circumstance which could, with the giving of notice, lapse of time, the issuing of a certificate and/or fulfilment of any other requirement provided for in Condition 8 become an Event of Default has occurred and shall not be responsible or liable to the Bondholders, the Issuer, the Guarantor or any other person for any loss arising from any failure to do so.



## 9. Prescription

Claims for principal and interest on redemption shall become void unless the relevant Bond Certificates are surrendered for payment within ten years of the appropriate Relevant Date.

## 10. Replacement of Bond Certificates

If any Bond Certificate is lost, stolen, mutilated, defaced or destroyed, it may be replaced at the specified office of the Registrar or any Transfer Agent subject to all applicable laws and stock exchange requirements or other relevant authority requirements, upon payment by the claimant of the expenses incurred in connection with such replacement and on such terms as to evidence, security, indemnity and otherwise as the Issuer and such Agent may reasonably require. Mutilated or defaced Bond Certificates must be surrendered before replacements will be issued.

## 11. Meetings of Bondholders; Modification; Waiver

- (a) *Meetings of Bondholders:* The Trust Deed contains provisions for convening meetings of Bondholders to consider matters affecting their interests, including the sanctioning by Extraordinary Resolution of a modification of any of these Conditions or any provision of the Trust Deed or the Deed of Guarantee. Such a meeting may be convened by the Issuer, the Guarantor or the Trustee, and shall be convened by the Trustee if requested in writing by Bondholders holding not less than 10 per cent. in aggregate principal amount of the Bonds for the time being outstanding and subject to it being indemnified and/or secured and/or pre-funded to its satisfaction against any costs and expenses. The quorum for any meeting convened to consider an Extraordinary Resolution will be two or more persons holding or representing more than 50 per cent. in aggregate principal amount of the Bonds for the time being outstanding, or at any adjourned meeting two or more persons being or representing Bondholders whatever the principal amount of the Bonds held or represented, unless the business of such meeting includes consideration of proposals, *inter alia*, (i) to modify the maturity of the Bonds or the dates on which interest is payable in respect of the Bonds, (ii) to reduce or cancel the principal amount of, any premium payable on redemption of, or interest on, the Bonds, (iii) to change the currency of payment of the Bonds, (iv) to modify the provisions concerning the quorum required at any meeting of Bondholders or the majority required to pass an Extraordinary Resolution, (v) to modify or cancel the Guarantee or (vi) to amend this proviso, in which case the necessary quorum will be two or more persons holding or representing not less than 66 per cent., or at any adjourned meeting not less than 33 per cent., in aggregate principal amount of the Bonds for the time being outstanding. Any Extraordinary Resolution duly passed shall be binding on Bondholders (whether or not they were present at the meeting at which such resolution was passed).

The Trust Deed provides that a resolution in writing signed by or on behalf of the Holders of not less than 90 per cent. in aggregate principal amount of the Bonds then outstanding shall for all purposes be as valid and effective as an Extraordinary Resolution passed at a meeting of Bondholders duly convened and held. Such a resolution in writing may be contained in one document or several documents in the same form, each signed by or on behalf of one or more Bondholders.

In this Condition 11(a) (*Meetings of Bondholders*):

“**Extraordinary Resolution**” means a resolution passed at a meeting duly convened and held in accordance with the Trust Deed by not less than 75 per cent. of the votes cast.

- (b) *Modification:* The Trustee may, but shall not be obliged to, agree, without the consent of the Bondholders, to (i) any modification (except as mentioned in Condition 11(a) (*Meetings of Bondholders*)) to the Bonds, the Agency Agreement, the Trust Deed or the Deed of Guarantee

which is not, in the opinion of the Trustee, materially prejudicial to the interests of the Bondholders or (ii) any modification to the Bonds, the Agency Agreement, the Trust Deed or the Deed of Guarantee which, in the Trustee's opinion, is of a formal, minor or technical nature or to correct a manifest error or to comply with mandatory provisions of law. Any such modification will be binding on the Bondholders and, unless the Trustee agrees otherwise, any such modifications will be notified by the Issuer, failing which the Guarantor, to the Bondholders as soon as practicable thereafter.

- (c) *Waiver*: The Trustee may, but is not obliged to, without the consent of the Bondholders and without prejudice to its rights in respect of any subsequent breach, from time to time and at any time, if in its opinion the interests of the Bondholders will not be materially prejudiced thereby, waive or authorise, on such terms as seem expedient to it, any breach or proposed breach by the Issuer or the Guarantor of the provisions of the Trust Deed or the Conditions or determine that an Event of Default or Potential Event of Default will not be treated as such provided that the Trustee will not do so in contravention of an express direction given by an Extraordinary Resolution or a request made pursuant to Condition 8 (*Event of Default*). Any such waiver, authorisation or determination will be binding on the Bondholders and, if the Trustee so requires, will be notified to the Bondholders by the Issuer as soon as practicable.

In this Condition 11(c) (*Waiver*):

**“Potential Event of Default”** means an event or circumstance which would with the giving of notice and/or the lapse of time and/or the issuing of a certificate become an Event of Default.

## **12. Further Issues**

The Issuer may from time to time, without the consent of the Bondholders, create and issue further bonds having the same terms and conditions as the Bonds in all respects (or in all respects except for the first payment of interest on them) and so that such further issue shall be consolidated and form a single series with the outstanding Bonds. References in these Conditions to the Bonds include (unless the context otherwise requires) any other securities issued pursuant to this Condition 12 (*Further Issues*) and forming a single series with the Bonds. Any further securities forming a single series with the outstanding securities of any series (including the Bonds) constituted by the Trust Deed or any deed supplemental to it shall, and any other securities may (with the consent of the Trustee), be constituted by a deed supplemental to the Trust Deed. The Trust Deed contains provisions for convening a single meeting of the Bondholders and the holders of securities of other series where the Trustee so decides.

## **13. Enforcement**

At any time after the Bonds become due and payable, the Trustee may, at its discretion and without further notice, institute such proceedings against the Issuer or the Guarantor as it may think fit to enforce the terms of the Trust Deed, the Deed of Guarantee and the Bonds but it need not take any such proceedings unless (a) it shall have been so directed by an Extraordinary Resolution of the Bondholders or so requested in writing by Bondholders holding at least 25 per cent. in principal amount of the Bonds outstanding, and (b) it shall have been indemnified and/or secured and/or pre-funded to its satisfaction. No Bondholder may proceed directly against the Issuer or the Guarantor unless the Trustee, having become so bound so to proceed, fails to do so within a reasonable time and such failure is continuing.

## **14. Indemnification of the Trustee**

The Trust Deed contains provisions for the indemnification of the Trustee and for its relief from responsibility including provisions relieving it from taking proceedings to enforce payment or taking other actions unless first indemnified and/or secured and/or pre-funded to its satisfaction. The Trustee is entitled to enter into business transactions with the Issuer and/or the Guarantor and any entity related (directly or indirectly) to the Issuer and/or the Guarantor without accounting for any profit.

The Trustee may rely without liability to Bondholders, the Issuer, the Guarantor or any other person on any report, confirmation, information or certificate or any advice of any lawyers, accountants, financial advisers, financial institution or any other expert, whether or not addressed to it and whether their liability in relation thereto is limited (by its terms or by any engagement letter relating thereto entered into by the Trustee or any other person or in any other manner) by reference to a monetary cap methodology or otherwise. The Trustee may accept and shall be entitled to rely on any such report, confirmation, information or certificate or advice and such report, confirmation or certificate or advice shall be binding on the Issuer, the Guarantor, the Trustee and the Bondholders.

## **15. Notices**

Notices to the Bondholders will be sent to them by first class mail (or its equivalent) or (if posted to an overseas address) by airmail at their respective addresses on the Register. Any such notice shall be deemed to have been given on the fourth weekday (being a day other than a Saturday or a Sunday) after the date of mailing. Notices to the Bondholders shall also be published in a daily newspaper of general circulation in Asia (which is expected to be *The Wall Street Journal Asia*). Any such notice shall be deemed to have been given on the date of such publication or, if published more than once, on the first date on which publication is made.

*So long as the Bonds are represented by a Global Certificate and the Global Certificate is held on behalf of Euroclear and Clearstream, any notice to the holders of the Bonds shall be validly given by the delivery of the relevant notice to Euroclear and Clearstream, for communication by the relevant clearing system to entitled accountholders in substitution for notification as required by the Conditions and shall be deemed to have been given on the date of delivery to such clearing system.*

## **16. Currency Indemnity**

If any sum due from the Issuer or the Guarantor in respect of the Bonds or any order or judgment given or made in relation thereto has to be converted from the currency (the “**first currency**”) in which the same is payable under these Conditions or such order or judgment into another currency (the “**second currency**”) for the purpose of (a) making or filing a claim or proof against the Issuer or the Guarantor, (b) obtaining an order or judgment in any court or other tribunal or (c) enforcing any order or judgment given or made in relation to the Bonds, the Issuer and the Guarantor shall jointly and severally indemnify the Trustee and each Bondholder, on the written demand of the Trustee or such Bondholder addressed to the Issuer and the Guarantor and delivered to the Issuer or to the Trustee, against any loss suffered as a result of any discrepancy between (i) the rate of exchange used for such purpose to convert the sum in question from the first currency into the second currency and (ii) the rate or rates of exchange at which the Trustee or such Bondholder may in the ordinary course of business purchase the first currency with the second currency upon receipt of a sum paid to it in satisfaction, in whole or in part, of any such order, judgment, claim or proof.

This indemnity constitutes a separate and independent obligation of the Issuer and the Guarantor and shall give rise to a separate and independent cause of action.

## **17. Contracts (Rights of Third Parties) Act of 1999**

No person shall have any right to enforce any term or condition of the Bonds under the Contracts (Rights of Third Parties) Act 1999.

## 18. Governing Law and Arbitration

- (a) *Governing law*: The Trust Deed, the Agency Agreement, the Deed of Guarantee and the Bonds and any non-contractual obligations arising out of or in connection with them are governed by and shall be construed in accordance with English law.
- (b) *Arbitration*: Any dispute, controversy, difference or claim arising out of or relating to the Bonds (and the Conditions), including with respect to the existence, validity, interpretation, performance, breach or termination thereof or any dispute regarding non-contractual obligations arising out of or relating to the Bonds (and the Conditions) (“**Dispute**”) shall be referred to and finally resolved by arbitration administered by the Hong Kong International Arbitration Centre (“**HKIAC**”) under the HKIAC Administered Arbitration Rules (the “**Rules**”) in force when the Notice of Arbitration is in accordance with the Rules and is submitted, which are deemed to be incorporated by reference into this Condition 18(b) (*Arbitration*) and as may be amended by the rest of this Condition 18(b) (*Arbitration*). The tribunal shall consist of three arbitrators to be appointed in accordance with the Rules. The seat of arbitration shall be in Hong Kong. Any award or other decision of the arbitral tribunal shall be made by a majority of the arbitrators. If there is no majority, the award shall be made by the presiding arbitrator alone. The language of the arbitral proceedings shall be English.

If any Dispute raises issues which are substantially the same as or connected with issues raised in a Dispute which has already been referred to arbitration under the Bonds (and these Conditions), including Disputes arising out of Bonds held by different Bondholders (an “**Existing Dispute**”), or arises out of substantially the same facts as are the subject of an Existing Dispute (a “**Related Dispute**”), the tribunal appointed or to be appointed in respect of any such Existing Dispute shall also be appointed as the tribunal in respect of any Related Dispute. Where, pursuant to the above provisions, the same tribunal has been appointed in relation to two or more Disputes, the tribunal may, with the agreement of all the parties concerned or upon the application of one of the parties, being a party to each of the Disputes, order that the whole or part of the matters in issue shall be heard together upon such terms or conditions as the tribunal thinks fit. The tribunal shall have power to make such directions and any interim or partial award as it considers just and desirable. The parties waive any objections they may have as to the validity and/or enforcement of any arbitral awards made by the tribunal following the joinder of Disputes or arbitral proceedings in accordance with this Condition to the extent that such objections are based on the fact that joinder of the same has occurred.

- (c) *Agent for Service of Process*: The Guarantor has irrevocably appointed the Issuer at Room 3407-08, 34th Floor Gloucester Tower, The Landmark, 15 Queen’s Road Central, Hong Kong as its authorised agent in Hong Kong to receive service of process in any proceedings in Hong Kong based on the Trust Deed, the Deed of Guarantee and/or any of the Bonds.
- (d) *Sovereign Immunity*: Each of the Issuer and the Guarantor has in the Trust Deed irrevocably and unconditionally waived and agreed not to raise with respect to the Deed of Guarantee, the Trust Deed and the Bonds any right to claim sovereign or other immunity from jurisdiction or execution or any similar defence, and has irrevocably and unconditionally consented to the giving of any relief or the issue of any process, including, without limitation, the making, enforcement or execution against any property whatsoever (irrespective of its use or intended use) of any order or judgment made or given in connection with any proceedings.

## **SUMMARY OF PROVISIONS RELATING TO THE BONDS IN GLOBAL FORM**

*The Global Certificate contains provisions which apply to the Bonds in respect of which the Global Certificate is issued, some of which modify the effect of the terms and conditions of the Bonds (the “Conditions” or the “Terms and Conditions”) set out in this Offering Circular. Terms defined in the Conditions have the same meaning in the paragraphs below. The following is a summary of those provisions:*

### **MEETINGS**

The registered holder of the Global Certificate will be treated as being two persons for the purposes of any quorum requirements of a meeting of Bondholders and, at any such meeting, as having one vote in respect of each US\$1,000 in principal amount of Bonds for which the Global Certificate is issued.

### **CANCELLATION**

Cancellation of any Bond by the Issuer following its redemption or purchase will be effected by a reduction in the principal amount of the Bonds in the register of Bondholders.

### **PAYMENT**

Payments of principal, interest and premium (if any) in respect of Bonds represented by the Global Certificate will be made without presentation or, if no further payment falls to be made in respect of the Bonds, against presentation and surrender of the Global Certificate to or to the order of the Paying Agent as shall have been notified to the Bondholders for such purpose.

### **NOTICES**

So long as the Bonds are represented by the Global Certificate and the Global Certificate is held on behalf of Euroclear or Clearstream or any Alternative Clearing System, notices to Bondholders may be given by delivery of the relevant notice to Euroclear or Clearstream or such Alternative Clearing System, for communication by it to accountholders entitled to an interest in the Bonds in substitution for notification as required by the Conditions.

### **REGISTRATION OF TITLE**

Certificates in definitive form for individual holdings of Bonds will not be issued in exchange for interests in Bonds in respect of which the Global Certificate is issued, except if either Euroclear or Clearstream (or any Alternative Clearing System on behalf of which the Bonds evidenced by the Global Certificate may be held) is closed for business for a continuous period of 14 days (other than by reason of holidays, statutory or otherwise) or announces an intention permanently to cease business or does in fact do so.

### **TRANSFERS**

Transfers of interests in the Bonds will be effected through the records of Euroclear and Clearstream and their respective participants in accordance with the rules and procedures of Euroclear and Clearstream and their respective direct and indirect participants.

## **DESCRIPTION OF THE ISSUER**

### **FORMATION**

The Issuer was incorporated in Hong Kong on 19 November 2012 under the Companies Ordinance of Hong Kong (Chapter 32 of the Laws of Hong Kong) with company number 1827462. On 31 July 2015, the Issuer was converted into a public company upon registration at the Company Registry. The registered office of the Issuer is located at Room 3407-08, 34th Floor, Gloucester Tower, The Landmark, 15 Queen's Road Central, Hong Kong. The Issuer is a direct and wholly owned subsidiary of the Guarantor as at the date of this Offering Circular.

### **SHARE CAPITAL**

As at the date of this Offering Circular, the authorised share capital of the Issuer is HK\$10,000,000.00 divided into 10,000,000 ordinary shares of HK\$1.00 each, and all the shares have been issued as fully paid. The shares of the Issuer are not listed on any stock exchange and no listing or permission to deal in such shares is being or is proposed to be sought as at the date of this Offering Circular.

### **BUSINESS ACTIVITIES**

As at the date of this Offering Circular, the Issuer has not engaged in any material activities. The Issuer has no outstanding borrowings or contingent liabilities other than the proposed issue of the Bonds. The Guarantor anticipates that the Issuer will be a major offshore financing platform of the Group. As at the date of this Offering Circular, the Issuer has no subsidiaries or employees.

For so long as any Bond remains outstanding, the Issuer will conduct no business or any other activities other than to finance the business operations of the Guarantor or one or more companies controlled by the Guarantor through the offering, sale or issuance of securities and borrowings of indebtedness and investing in or lending the proceeds of the sale or issuance to the Guarantor or a company controlled by the Guarantor.

### **FINANCIAL STATEMENTS**

Under Hong Kong law, the Issuer as a public company is required to file with the Hong Kong Companies Registry its audited financial statements with its annual return for the corresponding financial year. In addition, the Issuer is required to keep proper books of account as are necessary to give a true and fair view of the state of the Issuer's financial affairs and to explain its transactions.

### **DIRECTORS**

As at the date of this Offering Circular, the directors of the Issuer are Mr. Kwong Kwan Tong, Mr. Ma Changhai and Ms. Hu Yunyun.

### **LEGAL PROCEEDINGS**

The Issuer is not involved in any litigation or arbitration proceedings, and it is not aware of any pending or threatened action against it.



## DESCRIPTION OF THE GROUP

### OVERVIEW

The Group is one of the leading manufacturers of automotive and equipment products in China. According to the domestic sales volume disclosed by the CAAM and the CCMA and the sales volume of the Group, the Group is the largest supplier of diesel engines used for heavy-duty trucks and wheel loaders with a load capacity of five tonnes in terms of sales volume in 2014. In 2015, the Group was ranked by Fortune magazine the 70th among China's top 500 enterprises. In addition, the Group was named among China's top 10 machinery enterprises by the CCMA for seven consecutive years from 2008 through 2014 (No. 8 in 2014). As a component of a number of major indices of the Hong Kong Stock Exchange and the Shenzhen Stock Exchange, the Guarantor had a total market capitalization of approximately RMB35.8 billion as at 11 September 2015.

The Group is considered as one of the most important state-owned enterprises in Shandong Province and is the backbone of Shandong's industrial development. It has a long standing relationship with the Shandong Provincial Government and maintains close interactions with its direct controlling shareholder, the Weichai Group. The Group's business operation can be traced back to 1946 when Weifang Diesel was established as one of the first diesel engine manufacturers in China. The Group experienced rapid growth in the past decades. Now the Group has a diversified product portfolio covering powertrain, heavy-duty trucks, construction machinery, hydraulic devices and related components. The Group currently operates in the following five business segments:

- *Diesel engine manufacturing.* The Group has over half-century of experience in the research, development and manufacturing of diesel engines with a wide range of applications, including engines used for trucks, passenger vehicles, vessels, construction and agriculture machinery and power generators. As at 30 June 2015, the Group manufactured and sold more than 17 series of diesel engines. The Group's engines are primarily sold to leading automobile and heavy machinery manufacturers and OEM customers in China and more than 100 overseas countries. According to the CAAM and the CCMA, the Group was the largest supplier of diesel engines used for heavy-duty trucks and wheel loaders with a load capacity of five tonnes in terms of sales volume in 2014.
- *Automobiles and major automobile components (excluding engines).* The Group manufactures and sells a diverse portfolio of heavy-duty trucks in more than 90 countries around the world, which primarily consist of tractors, dump trucks, cement mixers and transport trucks. The Group operates this business segment through Shaanxi Zhongqi, one of China's top 500 enterprises. According to the CAAM, the Group is the fifth largest heavy-duty truck manufacturer in China in terms of sales in 2014.
- *Other automobile parts and components.* The Group engages in the production and sales of other automobile parts and components, which historically include primarily spark plugs, gears, and chassis. It is among the largest manufacturers of spark plugs in China in terms of sales in 2014. By acquiring the controlling interest in Linde Hydraulics in 2012, the Group has diversified its business into the production of hydraulic parts.
- *Import and export services.* The Group sells selected diesel engines and provides after-sale supporting and services overseas as part of its efforts to implement its global expansion strategy. The Group currently has two overseas engine manufacturing base in France and India.
- *Forklift trucks and warehouses technology services.* The Group has also expanded its operations into forklift truck business by acquiring KION, one of the world's premier industrial forklift truck manufacturers. This business segment, operated by KION and its subsidiaries in Europe, now constitutes a significant portion of the Group's overall business. KION is the European market leader and the world's second largest manufacturer of forklift trucks and warehouse technology in 2014.

For the six months ended 30 June 2015, revenue from each of the above five business segments, after eliminating inter-segment sales, was RMB7,066.5 million, RMB11,524.1 million, RMB1,027.9 million, RMB54.4 million and RMB16,782.4 million, respectively, representing 19.4 per cent., 31.6 per cent., 2.8 per cent., 0.1 per cent. and 46.0 per cent., respectively, of the Group's total revenue.

The Group has established global production capabilities, covering a wide range of products and services in the automotive and equipment manufacturing business. In addition to KION's established global presence, the Group currently has eight manufacturing bases globally, including:

- a Weifang-centred manufacturing base focusing on all-series engine production,
- a Xi'an-centred manufacturing base focusing on heavy-duty truck and transmission system production,
- a Chongqing-centred manufacturing base focusing on large-horsepower engine and automobile production,
- a Zhuzhou-centred manufacturing base focusing on automotive electronics and parts production,
- a Yangzhou-centred manufacturing base focusing on light-duty vehicle engine production;
- two manufacturing bases focusing on diesel engine in India and France; and
- a manufacturing base focusing on transmission products in Thailand.

As at 31 December 2014, the Group had a total designed heavy-duty engine production capacity of approximately 525,000 units per year and a total designed heavy-duty truck production capacity of approximately 160,000 units per year. The Group also has manufacturing bases and R&D centres operated by KION in Wiesbaden and Aschaffenburg, Germany, which focus on forklift trucks, and a self-operated engine manufacturing base in India, which supports the local Indian business. As at 31 December 2014, KION operated 14 production facilities for forklift trucks and components in eight countries.

The Group has leading design and research capabilities relating to the development of powertrain systems. The Group has 12 R&D centres and more than 4,400 R&D specialists in China, Germany, the United States and France. By leveraging its leading research and development platform and resources, the Group has undertaken more than 40 provincial-level and about R&D projects including several projects falling within the scope of the "863 Projects" (which represents China's highest level of technology research and development projects) and participated in the setup of more than 45 industry and national standards. The Group successfully developed engine models that met the requirements of the China National III, IV and V emission standards before the relevant standards were released. As at 30 June 2015, the Group globally had more than 2,500 registered patents and approximately 1,500 registered trademarks relating to its engine, heavy-duty truck and gearbox products.

For the three years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2014 and 2015, the Group's revenue was RMB48,165.4 million, RMB58,311.7 million, RMB79,637.2 million, RMB34,111.4 million and RMB36,455.3 million, respectively. During the same period, the Group had net profit of RMB3,234.3 million, RMB3,817.6 million, RMB5,718.2 million, RMB3,994.5 million and RMB1,306.1 million, respectively. As at 30 June 2015, the Group's total assets was RMB115,170.8 million.

## COMPETITIVE STRENGTHS

The Guarantor believes that its continuous business success is largely attributable to the following key competitive strengths:

### **A leading automotive and equipment manufacturer with strong brand recognition**

The Group is one of the leading manufacturers of automotive and equipment in China. The Group specializes in the research, development and manufacturing of powertrain products, heavy-duty trucks construction machinery and related components. As at 30 June 2015, the Group manufactures and sells its products across China and more than 100 overseas countries.

After decades of robust development, the Group has established a leading position in many key segments of the automotive and equipment manufacturing sector, including:

- No. 1 in domestic sales of engines for use in heavy-duty trucks in China (according to the CAAM);
- No. 1 in domestic sales of engines for use in construction machinery with a load capacity of 5 tonnes in China (according to the CCMA);
- No. 1 in sales of forklift trucks in Europe and No. 2 in the world (according to Mckinsey & Company);
- No. 5 in domestic sales of heavy-duty trucks in China (according to the CAAM).

Over years of development, the Group has won a number of prestigious national awards and enjoys strong brand recognition in the PRC automotive and equipment manufacturing industry and a growing reputation internationally. In 2015, the Group was ranked by Fortune magazine the 70th among Top 500 Enterprises in China. In addition, the Group was named by the China Machinery Enterprise Management Association among China's top ten machinery enterprises for seven consecutive years from 2008 through 2014. In 2013, the Group's "Key Technology and Industrialisation of Heavy-model High Speed Diesel Engine" project was awarded a Second Honour at the National Science and Technology Progress Awards. In 2011, the Group's WP10/WP12 series heavy-duty high-speed engine and its related key technology was awarded the Outstanding Award for Science and Technology Progress of China Machinery Industry (中國機械工業科技進步特等獎) by China Machinery Industry Federation (中國機械工業聯合會), which was the first outstanding award granted in the internal-combustion engine industry in China. The Group's registered trademarks "濰柴動力發動機", "法士特齒輪", "漢德車橋" and "陝汽重汽" and related products have been recognised as "Chinese Famous Products" and "Well-known Trademarks" in China by the State Administration of Industry and Commerce of the PRC.

### **A leading innovator with strong R&D capabilities and cutting-edge technologies**

The Group has leading design and research capabilities relating to the development of auto powertrain systems and products. For the R&D of engine products, the Group has 12 R&D centres and more than 4,400 R&D specialists in China, Germany, the United States and France. The Group actively collaborates with key research institutions and universities to drive technology innovation and development, such as Tsinghua University and Massachusetts Institute of Technology. By leveraging its leading research and development platform and resources, the Group undertook and participated in 28 national projects falling within the scope of the "863 Projects" (which represents China's highest level of technology research and development projects), nine provincial R&D projects and participated in the set up of more than 45 industry and national standards. As at 30 June 2015, the Group globally had more than 2,500 registered patents and approximately 1,500 registered trademarks relating to its engine, heavy-duty truck and gearbox products. For the years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2014 and 2015, the Group's R&D expenses totalled RMB1,996.3 million, RMB2,517.4

million, RMB3,355.7 million, RMB1,420.9 million and RMB1,477.2 million, respectively, representing 4.1 per cent., 4.3 per cent., 4.2 per cent., 4.2 per cent. and 4.1 per cent., respectively, of its total revenue for the same periods.

The Group's dedicated investment and research activities allow it to strengthen its industry leadership. In 2009, the Group formed the Strategic Alliance of China Commercial Vehicles and Construction Machinery New Energy Industry which developed two ground-breaking hybrid powertrain systems for use in commercial vehicles that met the international industry standards. Since 2010, the Group had 137 new product inventions and successfully developed engine models that were able to meet the requirements of the China National III, IV and V emission standards before the relevant standards were released. The Group's WN20 new energy powertrain system has passed the road test and is expected to commence mass production for use in city buses.

### **Diversified customer base with strong customer relationship**

The Group's diversified high-quality customer base is evident in its long-term business relationships with leading automobile and construction engineering enterprises in China and globally. More than half of the Group's top 10 customers in China (as measured by sales in 2014) have business relationships with the Group for more than 10 years. In recent years, the Group rapidly expanded its overseas markets as implementation of its global expansion strategy. To date, the Group has established strategic cooperation agreements with a number of automobile and construction engineering enterprises in China and other countries in the world, such as Caterpillar Inc., Bosch Group, Xuzhou Construction Machinery Group and Beiqi Foton Motor Co., Ltd. This high-quality customer base not only has allowed the Group to expand product and service offerings, it has also given the Group a considerable advantage in understanding market and technology trends to better guide its R&D strategy for future market development.

The growth of the Group's revenue and profit in the past decade is also attributable to the diversity of the Group's customers. Over the years, the Group has substantially expanded its customer base. For the years ended 31 December 2012, 2013 and 2014, revenue from the Group's top 10 customers accounted for no more than 20 per cent. of the Group's total revenue. The Group believes that a diversified customer base will help reduce its reliance upon on any single customer or customers and increase its resistance to market fluctuations or deterioration in the financial health of any single customer or customers.

### **Well-positioned to expand business by leveraging the Group's diversified product portfolio**

The Group has an integrated business model with a diversified product portfolio focusing its traditional strengths in automobile, construction machinery and vessel power train systems and has expanded to include gearboxes, axles, hydraulic devices, spark plugs and gears. The diesel engines manufactured by the Group have been widely used in trucks with different loading capacities by many major producers in China, including the Group's self-branded heavy-duty trucks. The Group has also obtained the access to the advanced technology and experience in forklift truck and hydraulic device production as a result its acquisition of KION and Linde Hydraulics. The Guarantor believes that its diversified product portfolio with a focus on powertrain system upstream products has provided it with an advantage to expand its business into a number of downstream sectors, such as automobile and construction machinery manufacturing, and this flexibility may, in turn, help increase the Group's financial stability compared to companies that only focus on a single end product. More importantly, the Guarantor believes that this strength will in a long run allow the Group to optimize the performance and quality of its products, shorten the time of development and increase its operating efficiency by taking advantage of an integrated business model. Furthermore, the consolidation of KION has also helped the Company's diversification in business and market segments as well as to increase exposure to international and consumption driven business.

For the six months ended 30 June 2015, the Group's revenue from (i) diesel engine manufacturing, (ii) automobiles and major automobile components, (iii) other automobile parts and components, (iv) import and export services and (v) forklift trucks and warehouses technology services, after eliminating inter-segment sales, was RMB7,066.5 million, RMB11,524.1 million, RMB1,027.9 million, RMB54.4 million and RMB16,782.4 million, respectively, representing 19.4 per cent., 31.6 per cent., 2.8 per cent., 0.1 per cent. and 46.0 per cent., respectively, of the Group's total revenue.

### **Strong support of the Shandong Provincial Government**

The Group is considered as one of the most important state-owned enterprises in Shandong Province and is the backbone of Shandong's industrial development. It has a long standing relationship with the Shandong Provincial Government and maintains close interactions with its direct controlling shareholder, the Weichai Group. Over the years, the Group has received strong governmental financial support and preferential treatment from the Shandong Provincial Government and local governmental authorities. For the years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2014 and 2015, the Group received government grants in the amount of RMB399.5 million, RMB413.7 million, RMB367.1 million, RMB291.4 million and RMB64.8 million, respectively, which were used to support the Group's business activities. Certain members of the Group are entitled to preferential enterprise income tax rates and policies for their high-tech enterprise status and/or pursuant to applicable preferential taxation policies of the PRC and the Shandong Province, such as those relating to the China Western Development.

Apart from strong financial support, the Group also benefits from the favourable policy support provided by the PRC governments at different levels. According to the 2025 Plan of China's Manufacturing Industry (中國製造2025) announced by the State Council of the PRC, the PRC government intends to, among other goals, increase its investment in, and promote the development of, high-end manufacturing sectors, which is believed to have the effect of encouraging the development of eco-friendly and energy saving engines and vehicles. As the Group has strategically aligned its business with development plans of the PRC government, it believes that it is well positioned to continue to benefit from the government support and favourable policies in its future developments.

In addition, the Shandong Provincial Government has selected the Group to be one of the first ten provincial incubators for innovation and start-up businesses. This will allow the Group to enjoy more favourable and flexible policies on recruiting talents, applying for funding and accessing other resources which is expected to provide further support to the Group's future development.

### **Fiscal prudence and diverse financing channels to ensure sufficient liquidity**

#### ***Robust credit profile supported by diverse financing channels***

Stable operating cash flow and readily available credit line are key to the Group's business success. For the year ended 31 December 2012, 2013 and 2014 and for the six months ended 30 June 2014 and 2015, the Group had net cash flows from operating activities of RMB2,756.2 million, RMB5,768.4 million, RMB11,171.7 million, RMB688.2 million and RMB1,527.8 million, respectively. The Group has established and maintained a long-term relationship with a number of reputable domestic banks and international financial institutions. As at 30 June 2015, the Group obtained committed domestic credit facilities of approximately RMB54.1 billion in aggregate, out of which RMB3.8 billion was utilised. The Group is also active in the domestic debt capital markets and issued CNY bonds with principal amounts of RMB1,300 million, RMB1,400 million and RMB800 million in 2009, 2011 and 2013, respectively.

#### ***Prudent risk management***

The Group has adopted a set of comprehensive policies and guidelines to ensure a prudent and sustainable expansion of its business. The Group closely monitors and controls its indebtedness levels and relevant financial ratios through proactively managing the maturity dates of indebtedness level and currencies. The Group has also centralised cash management to increase the efficiency of cash utilisation and to lower financing costs. For the years ended 31 December 2012, 2013 and 2014 and the six months



ended 30 June 2014 and 2015, the Group had a ratio of total debt (being the sum of short-term and long-term borrowing, bond payables and other current liabilities) over EBITDA was 2.4x, 2.1x, 2.1x, 2.9x and 2.1x, respectively.

## **Sound and effective corporate governance implemented by dedicated and experienced senior management**

### ***Sound and effective corporate governance***

The Guarantor implements stringent corporate governance in accordance with applicable regulatory requirements and rules of the Hong Kong Stock Exchange and the Shenzhen Stock Exchange. Its sound and effective corporate governance has earned a number of awards. In 2015, the Guarantor became the only Hong Kong and Shenzhen dual listed company that received the “Top 100 Creditable PRC Listed Companies” (2015中國上市公司誠信百佳) award from Association of Chinese Economic Press (中國經濟報刊協會) and ipo123.cn. In 2014, the board of directors of the Group was named the “Best Board of Directors” by Directors & Boards magazine and the Guarantor was named by National Business Daily as one of the listed companies with the best corporate governance. From 2011 to 2013, the Guarantor received A grade from the Shenzhen Stock Exchange in its evaluation of the disclosure system of listing companies.

### ***Dedicated and experienced senior management with global vision***

The Group’s success is critically-hinged on the sound leadership and vision of its directors and senior management as well as its highly motivated and proficient staff. Most of the Guarantor’s senior management members average over 25 years of experience in the PRC automotive and equipment manufacturing industry. Such long-term service in the industry provides the Group with a wealth of industry knowledge, stable management, a continuous platform to drive through management’s initiatives and promotes operational excellence. The Guarantor’s management has strong execution capabilities which successfully led the Group to navigate through various technological reform and innovation, economic cycles and industry developments over the past 30 years. The management team is open to learning advanced management systems from other leading companies and to integrating the industry’s best practices with Guarantor’s existing advantages. This enables the Group to continuously improve its management and operational efficiency. In addition, the management has had the vision to expand the Group’s business globally, entrenching the Group in different local industries in the global markets.

### ***Highly motivated staff leading to continuous operational efficiency improvement***

The Group’s corporate culture promotes innovation and entrepreneurship. The Group places significant emphasis on recruiting and retaining talents and rolled out a plan to attract outstanding senior management and personnel. During the year ended 31 December 2014, the Group invested approximately RMB21 million on the provision of trainings at various levels which focused on developing middle and senior management staff members, enhancing international language development of our top management staff members, exchanges with overseas subsidiaries and training of marketing staff members. In addition, the Group regularly reviews and raises salaries and incentives for high-performers to encourage its employees to strive for excellence.

## **BUSINESS STRATEGIES**

With complete automotive and machineries as flagship products and powertrain systems as core technologies, the Group strives to develop into a world-leading international manufacture group and to become one of the world’s top 500 enterprises in the future. The Group intends to adopt the following strategies to achieve this goal:

### **Leverage its leading market position in the automotive and equipment manufacturing sector to achieve further business expansion and diversification**

The Group intends to leverage its leading market position and strong R&D capabilities in the powertrain system areas to carry on further business expansion and diversification. To achieve this goal,



the Group will be more focused on developing hydraulic technologies and products in addition to its automotive and equipment manufacturing business. The Group will also strengthen its sales and production capacities to capture opportunities in the overseas markets with growth potentials to enhance its brand awareness globally. Furthermore, the Group will strive to develop its aftermarket business to gradually transform into an integrated automotive and equipment provider. The Group believes that this strategy can further leverage on its global operational excellence, enhance global integration and share of overhead and other resources to improve profitability.

By further integrating and consolidating KION's business and resources, the Group expects to have greater access to KION's world-leading research capabilities of forklift truck technologies, extensive sales networks, strong customer base and brand recognition in Europe and elsewhere in the world. The Group believes that it will be able to fully combine the competitive advantage of KION's global value chain with its local strengths and capabilities to promote the implementation of the Group's expansion strategy.

### **Increase the Group's global brand recognition by further implementation of globalization strategies**

The Group strives to leverage the best resources from overseas markets to build a global value chain that allows it to successfully expand in both emerging and developed economies around the world. The Group has established diesel engine manufacturing bases and facilities in countries such as India and France to serve the local markets. It has also set up more than 30 overseas representative offices, more than 300 service stations, 10 automobile part centres and 20 direct sales outlets outside of China to directly interact with customers in different regions. In addition, the Group has taken efforts to explore new growth opportunities in east Africa and will continue to expand in other selected emerging countries with large growth potentials. The Group believes that this strategy will help it expand its revenue base, increase its brand awareness globally and streamline the process for supply, distribution and sales to benefit fully from the economies of scale.

### **Enhance technological leadership through demand-driven innovations with focus on core technologies**

The Group is committed to innovation and actively promoting industry development, which is driven by two core principles: customer satisfaction and technology upgrade. These two core principles underpin the Group's execution of a successful customer-driven technological innovation framework. The Group plans to maintain its investment in R&D activities each year and will increase sharing and cooperation of technologies and R&D resources within the Group, including KION. The Group's research will continue to focus on enhancing the performance and efficiency of its powertrain products as well as expanding the downstream application of Linde's hydraulic technologies. The Group also strives to attract and retain its R&D talents, and continuously encourage collaboration across different functions, processes and departments at its representative offices.

### **Continue to improve operational efficiency through management improvement and construction of information system**

The Group will continue to improve management capability and efficiency in major elements of its operations from R&D to manufacturing, distribution and customer support. The Group's key initiatives include:

- in R&D, enhancing the integrated product development process to improve productivity further and shorten the development cycle. This ensures that technical innovations have clear customer relevance and can be commercialised in a short period of time with a reasonable rate of return;
- in supply chain management, employing advanced information system for data management and continuing to streamline the supply chain management process to enhance cross-platform coordination, maximise cost synergy and ensure increasing cash-flow;

- in operations, extending its integrated transformation pilot project to other selected countries; and
- in sales and services, promoting project-centred operations, and piloting pre-sales and post-sales alignment at the project level. The Group will ensure that cross-segment sales and service delivery efforts are properly scheduled to achieve higher customer satisfaction and revenue assurance;

The Group intends to delegate more responsibility and authority to field units to achieve faster and more efficient customer response and turn-around time. Through central management and supervision at the back offices while empowering field offices with authority and delegation of responsibility, the Group seeks to further streamline its operational efficiency and maintain quality of service.

### **Continue to enhance strategic cooperation with customers to establish mutually beneficial collaboration and achieve sustainable industry development**

The Group strives to establish mutually beneficial collaboration with its customers and other industry players and to achieve more sustainable development. The Group believes that working more closely with its customers mutually amplifies and complements their respective strength and creates increased value, building a healthy “win-win” ecosystem. In addition, the Group intends to enhance collaboration with other industry players to develop its differentiated capabilities. The Group expects that information sharing may be achieved through such collaboration which will allow it to stay aligned with the industry development. In the meantime, the Group will continue to leverage its leading industry position to cooperate with key authorities, agencies and associations to develop industry standards and policies for driving overall industry development and integrating into vertical industries.

### **Continue to maintain prudent financial management**

The Guarantor believes that a prudent financial management system can reduce operational and financial risks and help achieve long-term sustainable growth. The Group will continue to implement and enhance its prudent financial management system with well-defined policies and guidelines, among others:

- stringent financial reporting and control system that emphasises centralized management and administration, consistent controlling policies and full compliance with legal and regulatory requirements;
- prudent investment policy that targets to achieve balance between assets and liabilities, between investment return and risk taking, and between principal business and venture investment;
- fully leveraging diversified financing channels (such as dual-listing platforms, access to debt capital markets and cross-border financing channels) under centralized management to optimize capital structure and secure sufficient working capital;
- prudent policies to maintain a balance between cash, receivables and inventories to control liquidity risk including periodic reviews of customer credit profile and improve inventory turnover; and
- centrally managed hedging policy, which promotes natural hedges under close monitor to mitigate interest rate and foreign exchange risk.

## HISTORY AND DEVELOPMENT

The following are the milestone events and certain key honors and awards the Group received since its inception.

<b>1946</b>	Weifang Diesel was established, which was one of the first diesel engine manufacturers in China.
<b>1950's-1980's</b>	From the 1950's to the early 1980's Weifang Diesel developed and manufactured various medium speed diesel engines with an output of 51kW-99kW.
<b>1984</b>	In 1984, the State Development and Planning Commission and the State Economic Planning Commission selected Weifang Diesel as a designated manufacturer for the development and manufacture of Steyr WD615 diesel engines and diesel engines for heavy-duty trucks.
<b>1989-2000's</b>	<p>From 1989 to the early 2000's, Weifang Diesel designed, developed and manufactured various models of WD615 and WD618 across a range of domestic and international emission standards.</p> <p>In 1999, Weifang Diesel acquired Sichuan Changjiang Diesel, increasing its production capacity of diesel engines.</p>
<b>2002</b>	On 23 December 2002, the Guarantor was established by a contribution of cash and operating assets relating to the manufacture and sale of WD615 and WD618 engines from Weifang Diesel, and cash investments from other promoters.
<b>2004</b>	On 11 March 2004, the Guarantor was listed on the Main Board of the Stock Exchange of Hong Kong Limited (stock code 2338) as the first H-share listed company in the PRC internal-combustion engine industry.
<b>2005</b>	<p>In March 2005, the Guarantor introduced its first EURO III compliant high-power diesel engine, the Landking.</p> <p>In August 2005, Weichai Power acquired Torch Automobile and further diversified its business portfolio.</p>
<b>2007</b>	On 30 April 2007, the Guarantor was listed on the Shenzhen Stock Exchange as the first H-share to A-share listed company in China's securities market.
<b>2009</b>	In 2009, the Group acquired French Military Engine Manufacturer Baudouin, which became the Group's wholly-owned subsidiary.
<b>2012</b>	<p>In March 2012, the Guarantor introduced the first high-power HPDI Nature Gas Engine in China.</p> <p>In December 2012, the Group signed strategic cooperation agreement with KION and acquired a 70.0 per cent. equity interest in Linde Hydraulics.</p>
<b>2013</b>	On 28 June 2013, KION was listed on the Frankfurt Stock Exchange.
<b>2014</b>	On 12 June 2014, KION became a consolidated subsidiary of the Group.
<b>2015</b>	In March 2015, the Guarantor further increased its shareholding in KION to 38.25 per cent.

## Strategic Cooperation with KION

On 31 August 2012, the Guarantor entered into a strategic industrial cooperation (the “**Strategic Cooperation**”) with KION, which was then controlled by Superlift, which was in turn owned by certain investment funds advised by affiliates of The Goldman Sachs Group, Inc. and entities advised by or affiliated with KKR & Co. L.P. Pursuant to this cooperation arrangement, (i) the Guarantor acquired an initial 25.0 per cent. interest in KION Holding 1 GmbH (the predecessor of KION) through a capital increase by Weichai Lux, (ii) Weichai Lux acquired 70.0 per cent. interest in Linde Hydraulics, (iii) KION Holding 1 GmbH spined off the assets and operations of its hydraulics business (except the axle business, a plant located in the Czech Republic and certain other minor assets transferred from Linde Material Handling GmbH to Linde Hydraulics, and (iv) a strategic collaboration agreement was executed which provided for a close cooperation in the field of material handling and hydraulic drive technology between the parties. The remaining 30.0 per cent. interest in Linde Hydraulics was held by KION through Linde Material Handling GmbH.

The Guarantor and KION further agreed that Weichai Lux was entitled to increase its interest in KION through a capital increase to 30.0 per cent. (on a fully diluted basis) immediately before the completion of an initial public offering by KION (the “**KION Option**”). Weichai Lux also received an option to acquire an additional 3.3 per cent. interest in KION (on a fully diluted basis) from Superlift (the “**Superlift Option**”). In June 2013 and 2014, Weichai Lux exercised the KION Option and the Superlift Option, respectively, to increase its shareholding to an ultimate 33.0 per cent., making itself the second largest shareholder of KION following Superlift who then held 34.5 per cent.

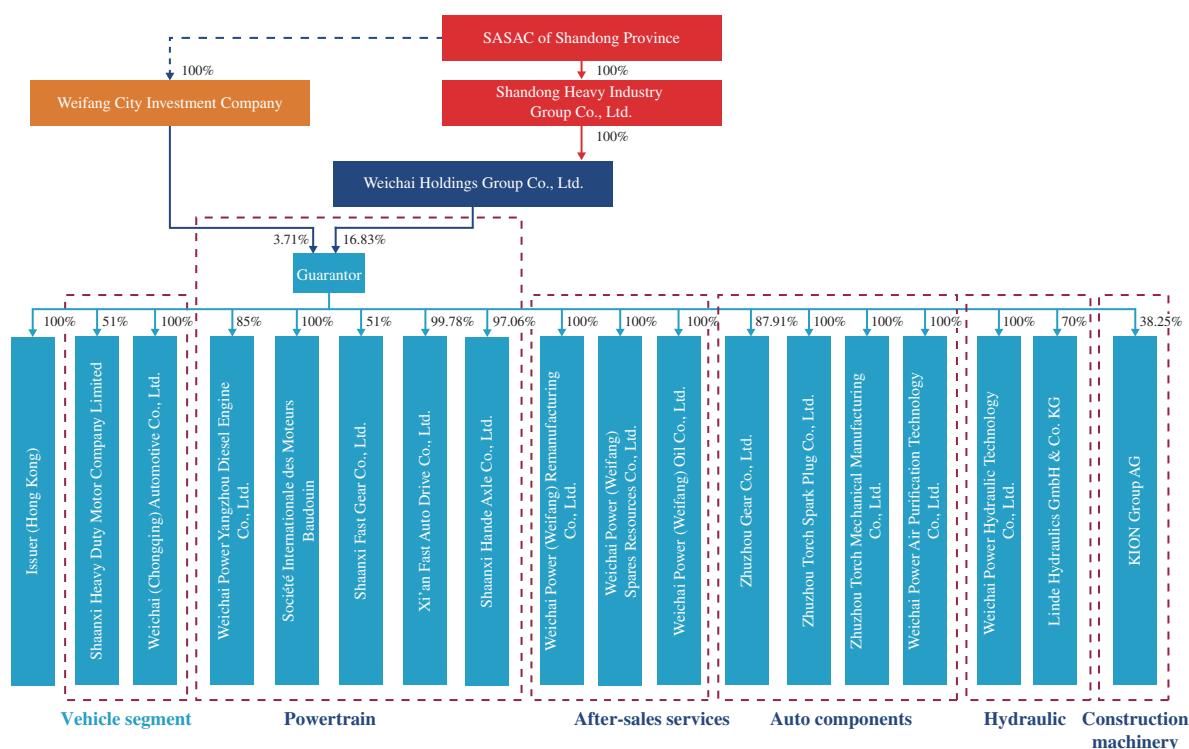
In June 2014, Superlift completed its disposal of 7.6 per cent. of the shares of KION (the “**Disposal**”), subsequent to which Superlift’s equity interest in KION decreased from 34.5 per cent. to 26.9 per cent. As a result, Weichai Lux who then directly held 33.3 per cent. of KION became its single largest shareholder. According to the voting arrangements provided in the KION shareholders’ agreement relating to the Strategic Cooperation, subject to Superlift’s and Weichai Lux’s respective nomination rights of the shareholder representatives of the supervisory board, Superlift would vote at the general meetings of KION in accordance with the voting decision of Weichai Lux in respect of certain specified fundamental matters. Those matters include the appropriation of profits, the discharge of members of the management board and the supervisory board of KION, the approval of management matters as required by the management board of KION (to the extent that such matter is not a reserved matter requiring unanimous consent of Weichai Lux and Superlift under the KION Shareholders’ Agreement), the approval of management matters which have been previously rejected by the supervisory board of KION, and the election of the members of the supervisory board of KION.

As Superlift was contractually obligated to vote at the general meetings of KION in accordance with the voting decisions made by Weichai Lux in respect of the said fundamental matters following the Disposal, Weichai Lux had control over 60.2 per cent. of the voting rights of KION in those respects and the Guarantor considers that it had obtained effective control over KION since 12 June 2014. Pursuant to the “Accounting Standard for Business Enterprises No. 33 – Consolidated Financial Statements” (企業會計準則第33號 – 合併財務報表), following the Disposal, KION was accounted for and consolidated into the consolidated financial statements of the Guarantor as a subsidiary.

On 27 March 2015, Weichai Lux entered into an agreement to acquire additional 4,900,000 shares of KION, representing 4.95 per cent. of the issued share capital of KION. Upon the completion of this acquisition, the Guarantor’s equity interest in KION was increased to 38.25 per cent.

## CORPORATE STRUCTURE

The following chart sets forth a simplified organizational structure of the Group as at 30 June 2015:



## THE GROUP'S PRINCIPAL PRODUCTS

### Overview

The Group develops, manufactures and distributes heavy-duty diesel engines with a wide range of applications, including engines used for trucks, passenger vehicles, vessels, construction and agriculture machinery and power generators. The Group also engages in the manufacturing, assembling and sale of heavy-duty trucks, forklift trucks, gearboxes, axles, hydraulic controlling parts and other automotive and equipment parts and components in China, Europe and many other major international markets. The Group's diversified product portfolio allows it to cater to differentiated needs of its customers in the automotive industry. Through the effective implementation of its business strategies for product development and capital management over the years, the Group has become one of the top automotive and equipment manufacturers with strong and vertically integrated production capabilities in the PRC automotive and equipment manufacturing industry.

The Group organizes and manages its operating businesses and reports its operating results by segments. They include (i) manufacturing and sale of diesel engines and related parts, (ii) manufacturing and sale of automobiles and major automobile components other than diesel engines, (iii) manufacturing and sale of other automobile components, (iv) provision of import and export services, and (v) forklift trucks production and warehousing technology services.

The following table sets forth a breakdown of the Group's revenue by operating segments and their contribution in the Group's total revenue, after eliminating inter-segment sales, for the periods indicated:

	Year ended 31 December						Six months ended 30 June			
	2012		2013		2014		2014		2015	
	Revenue	Percentage of Total	Revenue	Percentage of Total	Revenue	Percentage of Total	Revenue	Percentage of Total	Revenue	Percentage of Total
	(RMB in millions)		(RMB in millions)		(RMB in millions)		(RMB in millions)		(RMB in millions)	
Diesel engines . . . .	17,480.5	36.3	22,709.1	38.9	22,352.0	28.1	13,203.6	38.7	7,066.5	19.4
Automobiles and other major automobile components . . . .	29,566.1	61.4	32,428.3	55.6	34,617.4	43.5	19,251.5	56.4	11,524.1	31.6
Other components . .	1,061.9	2.2	3,093.0	5.3	2,575.5	3.2	1,613.1	4.7	1,027.9	2.8
Import and export services . . . . .	56.9	0.1	81.3	0.1	117.0	0.1	43.3	0.1	54.4	0.1
Forklift trucks and warehouses technology services <sup>(1)</sup> . . . . .	—	—	—	—	19,975.2	25.1	—	—	16,782.4	46.0
<b>Total . . . . .</b>	<b>48,165.4</b>	<b>100.0</b>	<b>58,311.7</b>	<b>100.0</b>	<b>79,637.2</b>	<b>100.0</b>	<b>34,111.4</b>	<b>100.0</b>	<b>36,455.3</b>	<b>100.0</b>

- (1) In June 2014, the Guarantor became the controlling shareholder of KION, a forklift truck manufacturer based in Germany. Pursuant to the Accounting Standard for Business Enterprises No. 33 — Consolidated Financial Statements, KION has been accounted for and consolidated into the consolidated financial statements of the Guarantor as a subsidiary since its acquisition by the Guarantor, and the consolidated financial information of the Guarantor has been affected by the financial performance of KION. See note VI.1 to the Guarantor's audited consolidated financial statement for the year ended 31 December 2014 and "— History and Development — Strategic Cooperation with KION." Given the impact of the account consolidation, the Guarantor's consolidated financial information in 2014 may not be used to compare with its consolidated financial results in prior years. See "Risk Factors — Risks Relating to the Group's Businesses — The Guarantor's consolidated financial information in 2014 and beyond is not comparable with prior years due to its acquisition of the controlling interest in KION."

## Diesel Engines

Diesel engines are the key products of the Group. As at 30 June 2015, the Group manufactured and sold more than 17 series of diesel engines for which the Group has obtained necessary regulatory clearance, including eight models of heavy-duty engines in various displacement ranges, between 8.8L and 40L (inclusive); two models of medium-duty engines between 4.8L and 7.5L (inclusive) and seven models of light-duty engines between 2.1L and 4.1L (inclusive). An additional five models have been developed pending the launch of compatible vehicles and machines. For the three years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2014 and 2015, the Group sold approximately 308,000 units, approximately 389,000 units, approximately 362,000 units, approximately 221,000 units and approximately 98,000 units of engines, respectively. The Group operates this business segment mainly through the Guarantor and its subsidiaries.

The Group intends to strengthen its competitiveness across all current engine platforms with a focus on heavy-duty engines, which are relatively higher margin products compared to light-duty engines. The Group also plans to focus on manufacturing high quality and high performance/price ratio diesel engines with low fuel consumption, emissions and noise that target the mid- to high-end engine markets, which are relatively higher margin products compared to traditional mechanical diesel engines. All vehicles installed with the Group's engines have met the current mandatory China National IV emission standard and Phase II of the Fuel Consumption Limits, Beijing V emission standard for the sales in Beijing or the equivalent overseas standards.



The following table sets forth certain details of the key series of the Group's engine products:

Products	Key Specifications (Displacement, Power, Torque)	Applicable Types of Vehicles	Emission Standards	Fuel Consumption Standards	Product Launch Year
WP10 . . .	Displacement 9.7L; Power 228-276kw; Rated speed 1900, 2200rpm; Maximum torque: 1650Nm	truck, passenger vehicle, construction machinery, power generator, vessel	EURO IV-V	188gkwh	1988
WP12 . . .	Displacement 11.5L, Power 247-353kw, Rated speed 1900rpm, Maximum torque 1960Nm	truck, passenger vehicle, construction machinery, power generator, vessel	EURO IV-V	196gkwh	2006
WP13 . . .	Displacement 12.5L, Power 353-405kw, Rated speed 1900rpm, Maximum torque 2300Nm	truck, passenger vehicle, construction machinery, power generator, vessel	EURO IV-V	185gkwh	2013
WP7 . . . .	Displacement 7.5L, Power 154-220kw, Rated speed 2100rpm, Maximum torque 1250Nm	truck, passenger vehicle, construction machinery, power generator, vessel	EURO IV-V	195gkwh	2009
WP5 . . . .	Displacement 5L, Power 117-162kw, Rated speed 2100rpm, Maximum torque 850Nm	truck, passenger vehicle, construction machinery, power generator, vessel	EURO IV-V	195gkwh	2009

The following table sets forth the sales volume of the Group's engines by displacement range based on the Group's internal data, after eliminating inter-segment sales, for the periods indicated:

	Year ended 31 December			Six months ended 30 June	
	2012	2013	2014	2014	2015
	(unit)	(unit)	(unit)	(unit)	(unit)
<b>Diesel engines used in</b>					
Heavy-duty trucks. . . . .	207,490	279,987	271,317	168,334	64,871
Construction Machinery . . . . .	72,519	82,372	61,475	39,125	20,886
Passenger vehicles. . . . .	22,469	21,044	22,603	10,101	9,340
Vessel . . . . .	3,297	3,135	1,885	920	656
Industrial Power . . . . .	1,907	2,158	1,303	702	537
Others . . . . .	—	441	2,988	1,609	1,610
<b>Total . . . . .</b>	<b>307,682</b>	<b>389,137</b>	<b>361,571</b>	<b>220,791</b>	<b>97,900</b>

As a world-leading and whole-series engine manufacturer and supplier, the Group's diesel engine products apply to a wide range of products. The following table sets forth the Group's list of engines by application:

<b>Engines by Application</b>	<b>Series</b>
Trucks . . . . .	WP2.1E40, WP3E40, WP3.7E40, WP4.1E40, WP7E42, WP9HE40, WP10HE40, WP10E40, WP12E40 and WP13E40
Construction Machinery . . .	WP2.7, WP3, WP3.2, WP4.1, WP7, WP9H, WP10, WD10, WD12, WP12, Landking WP12 and WP13
Passenger Vehicles . . . . .	WP2.1E40, WP3E40, WP3E46, WP3.7E40, WP4.1E40, WP5E41, WP7E43, WP10E40, WP10E43 and WP12E40
Vessel . . . . .	WP7, WD10, WP10, WD12, WP12, WP13, 6M26, 6M26.3, 6M33, 8M26, 12M26, 12M26.3, 12M33
Industrial Power (Generator-Drive) . . . . .	WP2.1, WP3, WP4.1, WP10, WP12, WP13, M26 and M33
Agriculture . . . . .	WP2.7, WP3, WP3.2, WP4.1, WP7, WP10 and WP12

### ***Engines for use in Trucks***

*Overview.* The Group offers a diversified product portfolio of truck diesel engines, ranging from heavy-duty truck engines, medium-duty truck engines, medium truck engines to light truck engines. The Group was the largest supplier of diesel engines and gearboxes used in heavy-duty trucks in China in terms of its sales in 2014, according to the CAAM. For the three years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2014 and 2015, the Group sold 207,490 units, 279,987 units, 271,317 units, 168,334 units and 64,871 units of diesel engines for use in heavy-duty trucks, respectively.

*Competition.* In 2014, the Group had a high market share in the heavy-duty truck engine market in China, mainly competing with Yuchai and Cummings. The Guarantor believes that the Group's engines used for heavy-duty trucks stand out for their wide-range series, high reliability, high brand recognition and mature technology compared to its competitors. Faced with increasingly intensive competition, the Group endeavours to improve the performance and functionality of its engines used for heavy-duty trucks to maintain its current market share and leading position, as its customers are becoming focused on product features such as utility, fuel economy, environmental friendliness and design.

### ***Engines for use in Construction Machinery***

*Overview.* The Group manufactures and sells engines used for a variety of construction machinery, such as loaders, excavators, bulldozers, forklifts, agricultural machinery and roller and graders. According to the CCMA in 2014, the Group was the largest supplier of diesel engines used in wheel loaders with a load capacity of five tonnes in China in terms of sales volume in 2014. For the three years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2014 and 2015, the Group sold 72,519 units, 82,372 units, 61,475 units, 39,125 units and 20,886 units of diesel engines for use in construction machinery, respectively.

*Competition.* The Group has maintained a leading position in this sector. With the enhanced reliability of its WP10 engines which are increasingly used for wheel loaders, the Group anticipates an increase in its market share of engines used for wheel loaders with a load capacity of three tonnes. It expects to maintain its current share in the market of engines for use in construction machinery and also plans to develop light-duty engine products and explore the market of engines used for forklift trucks.

### ***Engines for use in Passenger Vehicles***

*Overview.* For the three years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2014 and 2015, the Group sold 22,469 units, 21,044 units, 22,603 units, 10,101 units and 9,340 units of diesel engines for use in passenger vehicles. The Group is the second largest supplier of diesel engines used in large-sized and medium-sized passenger vehicles measured by sales in 2014, according to the CAAM. Along with an increasing concern over the safety of vehicles, passenger bus industry imposes more stringent safety requirements. Meanwhile, an increase in fuel price at the time also leads to further increase in the cost of using vehicles. Therefore, the Group's research and development of its engines used for passenger vehicles have been focused on developing safe, fuel economy and technically reliable products.

*Competition.* The Group mainly competes with Yuchai in engines for use in passenger vehicles. Due to the Group's recent entry into the relevant market, its strength has yet to produce full advantage. However, it is gaining recognition by virtue of the reliability and fuel economy of its products. The Guarantor believes that its market share in the passenger vehicles market will gradually increase with the introduction of WP9 engine and its brand image built over the years.

### ***Engines for use in Vessels***

*Overview.* The Group manufactures a diverse portfolio of high-speed and medium-speed vessel engines, primarily including WP12C, WD12(618), WD10 (615) for use in the fishing boats, high-speed boats, passenger ships and engineering vessels as main engines, electric propulsion engines or auxiliary engines. For the three years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2014 and 2015, the Group sold 3,297 units, 3,135 units, 1,885 units, 920 units and 656 units of diesel engines for use in vessels, respectively.

*Competition.* The Group mainly competes with Yuchai in the Chinese domestic high-speed vessel engine market. Leveraging the fuel economy and after-sale services of its Steyr series products (with displacements below 12L), the Group enjoys significant brand recognition and satisfaction among its customers. With further development of its competitive strengths, the Group expects to gain further share in the high-speed vessel market.

### ***Engines for use in Industrial Power***

*Overview.* Leveraging its global research and development centres and cutting-edge technology, the Group has created a new generation of industrial power engines to satisfy the power demand of six major industrial market segments, namely, engines for land-based power generation, engines for marine power generation, engines for marine emergency power generation, power engines for passenger vehicles and power engines for air compressors. For the three years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2014 and 2015, the Group sold approximately 1,907 units, 2,158 units, 1,303 units, 702 units and 537 units of diesel engines for use in industrial power during the relevant period, respectively.

*Competition.* In the domestic market for power generation engines, the Group's main competitor is Dongfeng Cummins Engine Co., Ltd. (東風康明斯發動機有限公司). The Group's power generation engines have advantages in terms of volume, weight and fuel consumption. The Group intends to promote its brand recognition in this segment and capture business opportunities associated with the PRC government's national "Strong Maritime Country (海洋強國)" strategy and "One Belt and One Road" (一帶一路) strategy to gain further market share in the future.

## ***Aftermarket Business***

The Group has developed a well-established aftermarket business, which mainly include the supply of engine accessories, oil products and the provision of reconstructing services. The Group is developing a service platform for aftermarket business, including a service chain of calling centres to respond to service demands, send maintenance workers, provide services, inquire and order accessories through an online accessories catalogue, provide sales rebate and customer feedback. The Revenue from aftermarket business constitute approximately 20.0 per cent. of the Group's total revenue in 2014. Revenue from KION's aftermarket business is RMB9.16 billion, accounting for approximately 45.9 per cent. of KION's total revenue in 2014.

***Accessories.*** The Group mainly operates the supply of accessories through Weichai Power (Weifang) Spare Parts and Resources Co., Ltd. (濰柴動力(濰坊)備品資源有限公司), a wholly-owned subsidiary of the Group. It is the only platform whereby the Group provides original Weichai engine accessories to the domestic market. Leveraging its widely-recognised Weichai Power brand and based on its advanced information management system, as well as the strong support from its technology services team, the Group has developed a unique and dynamic Weichai accessories sales and services network with strong growth potential through its distribution channel management model by way of franchising. Currently, the Group has 52 general agents which are authorised for their respective regional accessories sales in various provinces, regions and cities in China. It has approximately 4,500 designated Weichai repair services centres (which are at the same time authorised accessories sales agents) across the country, with the capability of providing convenient and efficient accessories purchase services for its clients.

***Oil Products.*** The Group operates this business primarily through Weichai Power (Weifang) Oil Co., Ltd. (濰柴動力(濰坊)油品有限公司) ("**Weichai Oil**"), a wholly owned subsidiary of the Group. Weichai Oil focuses mainly on the provision of oil products for the Group. Weichai Oil products include motor lubricating oil, gear oil, gas engine lubricating oil, antifreeze and other products. Weichai Oil products are recognised for superior fuel economy, low emissions and engine protection and performance enhancement. As at the 30 June 2015, the Group had 59 oil centres and 734 oil charge centres in China.

## ***Reconstructing Services***

The Group sells reconstructed products with the same quality and service level as new products. Weichai Power (Weifang) Reconstruction Co. Ltd. (濰柴動力(濰坊)再製造有限公司) was established in April 2008 by the Guarantor and is one of the first 14 automotive components reconstructing enterprises recognised by the NDRC. It primarily engages in the reconstructing of engine and engine components and parts. In 2014, the sales volume of reconstructed engines is 12,100 units, representing an increase of 8.3 per cent. over the sales volume in 2013.

## **Automobiles and Other Major Automobile Components**

### ***Heavy-duty Trucks***

#### ***Overview***

The Group manufactures and sells a diverse portfolio of self-branded heavy-duty trucks in more than 90 countries around the world, which primarily consist of tractors, dump trucks, cement mixers and transport trucks. For the three years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2014 and 2015, the Group sold approximately 80,500 units, 85,800 units, 91,800 units, 49,500 units and 27,900 units of heavy-duty trucks, respectively.

The Group manufactures and sells heavy-duty trucks through Shaanxi Zhongqi, a subsidiary of the Guarantor. Shaanxi Zhongqi is one of the Top 500 Enterprises in China and the largest manufacturer of new-energy commercial vehicle in Northwest China. In 2014, Shaanxi Zhongqi was ranked fifth for sales

in the domestic heavy-duty truck industry. Shaanxi Zhongqi has a national standard technology research and development centre, including a post-doctorate research position. It has also established the only Heavy-duty Truck New Energy R&D and Application Lab in the domestic heavy-duty truck industry. Many of the projects undertaken by Shaanxi Zhongqi have been listed in the PRC government's National 12th Five-Year 863 Project and it has a comprehensive research and development platform and support system for its products. Shaanxi Zhongqi was first to introduce a pure-electric port tractor in China and maintains an industry-leading position in respect of new energy heavy-duty trucks technology.

#### *Description of Key Products*

The Group now manufactures two major series of heavy-duty trucks under the brand “DeLong” (德龍) and the brand “AoLong” (奧龍), which include several sub-series such as DeLong Tractor, DeLong Dumper, DeLong Cargo, DeLong Cement Mixer, AoLong Tractor and AoLong Dumper. DeLong M3000 series products, especially the green intelligent slag car, are very popular in the market. DeLong F3000 high-end heavy-duty truck is a new product equipped with the original MAN technology, and has been selected as the exclusive racing truck in National Truck Race by the organizing committee.

#### **DeLong F2000 Tractor Characteristics**

<b>Characteristics</b>	<b>Range of specifications</b>
Number of basic models . . . . .	5
Engine types . . . . .	WP10.290/336/336N and WP12.336N/430N/460N
Engine power . . . . .	1900 – 2200 PS
Trailing capacity for tractor trucks . . . . .	32.2 – 40.0 tonnes
Maximum speed . . . . .	110 km/h

#### **DeLong F3000 Tractor Characteristics**

<b>Characteristics</b>	<b>Range of specifications</b>
Number of basic models . . . . .	4
Engine types . . . . .	WP10.290/310/336/375, WP12.336N/375N and ISME34530/385 30
Engine power . . . . .	350 – 450 PS
Trailing capacity for tractor trucks . . . . .	3.4 – 4.0 tonnes
Maximum speed . . . . .	130 km/h

#### **DeLong F2000 Dumper Characteristics**

<b>Characteristics</b>	<b>Range of specifications</b>
Number of basic models . . . . .	6
Engine types . . . . .	WP10.270/290/336 and WP12.336N/375N
Engine power . . . . .	270 – 375 PS
Capacity . . . . .	12.4 – 15.9 tonnes

#### **DeLong F2000 LNG Dumper Characteristics**

<b>Characteristics</b>	<b>Range of specifications</b>
Number of basic models . . . . .	2
Engine types . . . . .	WP12NG350E30 and WP12NG380E30
Engine power . . . . .	350 – 380 PS
Capacity . . . . .	12.5 – 15.1 tonnes

### DeLong F2000 Cargo Characteristics

Characteristics	Range of specifications
Number of basic models . . . . .	2
Engine types . . . . .	WP10.330/336/336N and WP12.336N/375N
Engine power . . . . .	300 – 380 PS
GVWR for cargo trucks . . . . .	12.0 – 16.3 tonnes
Maximum speed . . . . .	100 km/h

### Delong Cement Mixer Characteristics

Characteristics	Range of specifications
Number of basic models . . . . .	3
Engine types . . . . .	WP10.290/336/375 and WP12.336/375
Engine power . . . . .	290 – 375 PS
Trailing capacity for tractor trucks . . . . .	11.2 – 14.4 tonnes

### AoLong Tractor Characteristics

Characteristics	Range of specifications
Number of basic models . . . . .	6
Engine types . . . . .	WP10.270/290/336/375 and WP12.336N/375N
Engine power . . . . .	270 – 375 PS
Trailing capacity for tractor trucks . . . . .	32.2 – 40.0 tonnes
Maximum speed . . . . .	99 km/h

### AoLong Dumper Characteristics

Characteristics	Range of specifications
Number of basic models . . . . .	6
Engine types . . . . .	WP10.270/290/336
Engine power . . . . .	370 – 336 PS
Capacity . . . . .	12.4 – 17.0 tonnes

### Competition

The PRC heavy-duty truck manufacturing industry is highly concentrated and competitive. The Group faces competition from other PRC manufacturers, such as Sinotruk and Beiqi Foton, and non-PRC manufacturers. Foreign heavy-duty truck manufacturers that have formed Sino-foreign joint ventures in China to produce heavy-duty trucks or have established technological collaborative relationships with local manufactures include Volvo Truck Corporation, Nissan Motor Co., Ltd. and Isuzu Motors Limited. Intense competition in the heavy-duty truck industry in China has increased pricing pressure as well as generated incentive for heavy-duty truck manufacturers in China to hasten technological innovations.

The Guarantor believes that the principal factors affecting competition in the Chinese heavy-duty truck market are research and development, product quality, pricing, brand recognition, customers' delivery schedules, responsiveness to design specifications of customers, distribution channels and capabilities, and customer services. To further improve its competitiveness, the Group plans to strengthen its research and development capabilities, diversify and upgrade its product lines, increase quality and cost control, further promote its brand names through advertising and improved after-sale services.

### Gearboxes for Heavy-duty Trucks

The Group manufactures heavy-duty gearboxes mainly through the Guarantor's subsidiaries, namely, Fast Gear and Zhuzhou Gear Co., Ltd. (株洲齒輪有限責任公司) ("Zhuzhou Gear"). During the



years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2014 and 2015, the Group sold approximately 452,000 units, 565,500 units, 620,000 units, 390,000 units and 229,300 units of heavy-duty gearboxes, respectively.

Fast Gear now possesses an aggregate annual production capacity of 897,600 units of gearboxes. The automotive transmission products of Fast Gear range from four gears to twenty-four gears and are suitable for use in a wide range of vehicles, including heavy-duty trucks, large passenger vehicles, medium- to light-duty trucks, construction vehicles and low-speed transport and other vehicle types with input torque from 400 Nm to 3,000 Nm. Fast Gear has been selected by more than 150 domestic OEMs as a designated gearbox supplier and its products have been exported to more than ten countries in the world.

Zhuzhou Gear has established a gearbox production platform for the manufacture of four series of transmission products, including gearboxes used for mini-auto, passenger cars, high-end light-duty trucks and light-duty passenger vehicles and new energy reducer. Zhuzhou Gear's transmissions cover the torque range from 80 Nm to 500 Nm and its competitive strengths include high cost performance, low noise and excellent gear shifting performance.

### ***Axles***

The Group manufactures and sells axles through Hande Axle, one of its subsidiaries jointly established by the Guarantor and Shaanxi Automotive on 23 March 2003. Hande Axle is classified as a high-tech enterprise, which has two plants in Xi'an and Baoji with over 3,800 employees, including more than 600 engineers and technicians. Hande Axle is a designated supplier of axles for PRC military equipment manufacturers and other well-known domestic manufacturers of heavy-duty trucks and passenger vehicles.

Hande Axle's products can be used in a wide range of vehicles, including heavy-duty and medium-duty trucks, passenger vehicles and engineering vehicles and SUVs. Its axle products mainly consist of four major series with 76 varieties and 2,700 models, which include a 5.5T-16T steering front axle, 10T-35T double reduction drive axle, 9T-13T single reduction drive axle, 5T-13T steering front drive axle and 5T-16T trailer bridge. By virtue of its unique technical advantages and strong load capacity and torque transmission capability, Hande Axle's double reduction drive axle and single reduction drive axle products are considered best-in-class in the PRC domestic market.

### **Other Components**

Apart from the production and sale of diesel engines for trucks and construction machinery, heavy-duty trucks and gearboxes, the Group is also engaged in the production and sales of engine parts and components and other truck parts and components such as spark plugs, gears, chassis, air-conditioner compressors, etc. For the three years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2014 and 2015, revenue from manufacturing and sales of other components was RMB1,061.9 million, RMB3,093.0 million, RMB2,575.5 million, RMB1,613.1 million and RMB1,027.9 million, respectively.

### ***Spark Plugs***

The Group manufactures and sells spark plugs mainly through its subsidiary Zhuzhou Torch Sparkplugs Co., Ltd. (株洲湘火炬火花塞有限公司) ("ZTSP") which was established in 1961 as a state-owned company. ZTSP has been listed on the Shenzhen Stock Exchange under the stock code "SZ0549" in 1993.

The spark plug products sold under ZTSP's brand name consist of 21 series and more than 200 models which are widely applied to automotive, motorcycles and small-sized gasoline engines. ZTSP possesses industry-leading technology to manufacture platinum spark plugs, iridium-platinum spark plugs, multi-ground electrode spark plugs, V-cut centre-electrode spark plugs, surface-sparking plugs, nickel-copper spark plugs, V-groove centre-electrode spark plugs. ZTSP has also established an industry-leading spark plugs R&D institution, and its R&D work for high-end products has achieved the world leading level. ZTSP is one of the few companies who have obtained the production technology of iridium-platinum spark plugs and the only company in China.

### ***Gears***

The Group operates gear production primarily through Zhuzhou Gear. Zhuzhou Gear has been selected as China's Top 100 Auto Parts Suppliers (中國百佳汽車零部件供應商) by China Automotive News, and it has also participated in drafting the China Association of Gear Manufacturers (中國齒輪製造商協會) standard. Zhuzhou Gear has established three product platforms consist of axle gears, gearboxes and special type drives.

### ***Piston Pins***

The Group manufactures and sells piston pins through Zhuzhou Torch Mechanical Manufacturing Co., Ltd. (株洲湘火炬機械製造有限責任公司) ("**Zhuzhou Torch Mechanical**"). Zhuzhou Torch Mechanical's products include gas and diesel engine piston pins, valve tappets, special sharpened pins and steering knuckle kingpins. It has been selected as an exclusive supplier by various engine manufacturers and has established long-term cooperative relationships with a number of industry leaders, including Yuchai and Xichai. It has also been recognised and designated as "Excellence Supplier" and "Zero Defect and Inspection-Free Product" by Yuchai, Xichai, and other OEMs. Zhuzhou Torch Mechanical's products have been exported to North America, Europe and other countries. Zhuzhou Torch Mechanical is equipped with advanced production line and equipment, such as a AICHELIN continuous heat treatment furnace, heat treatment production line, a German MIKROSA high precision hollow grinding machine and inspection equipment.

### ***Hydraulic Controlling Parts***

The Group designs, manufactures and sells a variety of hydraulic controlling parts, such as pumps, motors, CVTs, valves and power transmissions. It operates this business primarily through Linde Hydraulics and its subsidiaries and affiliates in Europe and China. Linde Hydraulics, whose operation can be traced back to 1904, is based in Aschaffenburg, Germany. It is a global developer and supplier of modular drive systems consisting of hydraulics, electrical engineering and electronics and has approximately 1,400 employees located in four production bases in Germany and oversea offices in Europe, United States and China, became a subsidiary of the Guarantor in 2012. See "— History and Development — Strategic Cooperation with KION."

As a leading technology provider in the field of high-pressure hydraulics, Linde Hydraulics produces the hydraulic systems that set the standard in terms of significantly reducing fuel consumption and carbon dioxide emission. Its product range comprises hydraulic pumps and motors, valves, electronic controls, peripheral devices, rotary drives and electric motors. Linde Hydraulics has established cooperative partner relationships with and is the supplier of a number of reputable manufacturers of mobile working machinery, including construction, mining, agricultural, forestry and municipal utility machines, as well as manufacturers of industrial machinery.

## **Forklift Trucks and Warehouses Technology Services**

### ***Overview***

The Group's forklift trucks and warehouses technology services business is operated by KION and its subsidiaries in Europe. KION is one of the largest manufacturers of industrial forklift trucks in the world and operates its business in more than 100 countries globally. It manufactures and sells a wide range of products including warehouse and counter-balance forklift trucks with both internal combustion engines (“**IC-trucks**”) and electric motors (“**E-trucks**”) across the premium, value and economy segments.

In June 2014, the Guarantor became the single largest shareholder of KION and acquired a controlling interest in the voting rights of KION. Since then, KION has been accounted for and consolidated into the consolidated financial statements of the Guarantor as a subsidiary. On 27 March 2015, the Guarantor, through Weichai Lux, entered into an agreement to acquire additional 4,900,000 shares of KION, representing 4.95 per cent. of the issued share capital of KION. Upon the completion of this acquisition, the Group's shareholding in KION was increased to 38.25 per cent. See “— History and Development — Strategic Cooperation with KION.”

In addition to traditional sales, KION provides financing services to customers purchasing KION's new forklift trucks. After the financing period, KION also provides leasing services to accommodate customers' requirements. KION's warehouses technology services include professional services, fleet data management, automation control and internal logistics services.

For the year ended 31 December 2014 and the six months ended 30 June 2015, revenue from the operation of KION's business was RMB19,975.2 million and RMB16,782.4 million, respectively, representing 25.1 per cent. and 46.0 per cent. of the Group's total revenue, respectively. As at 31 December 2014, assets in an amount of RMB39,652.1 million, or 32.4 per cent. of the Group's total assets, was attributable to the Group's forklift trucks and related services business.

KION's shares are listed on the Frankfurt Stock Exchange under the stock code “KGX.”

### ***Major Brands***

KION operates this business under two global brands, namely Linde and STILL and under its four regional brands, Fenwick (France), OM STILL (Italy), Baoli (mainly China and certain growth markets) and Voltas (India).

The strengths of Linde and Fenwick are evidenced by leaders in their leading technology innovation capability. In the past three years, KION launched a number of new products, such as a Linde brand hydrogen fuel-cell powered truck, Fenwick brand products and a new generation of E-trucks for the European market. KION has introduced a new online module for truck data management, which enables data collection, retrieval and analysis on the locations of the vehicle fleets allowing customers to track where and how their truck fleets are being used. KION is also one of the main manufacturers of hydraulic components and hydrostatic drives that are used both in its own trucks and in the products of other manufacturers and OEMs in the construction, agricultural and forestry sectors.

#### ***Linde***

Linde offers the full product range including E-trucks, IC-trucks, heavy-duty trucks and warehouse trucks as well as a full range of related services.

#### ***Fenwick***

In France, Linde industrial trucks are sold under the Fenwick brand. The product and services range is identical to the Linde product range, but is offered under a different brand.

## *Baoli*

Baoli is KION's core brand focused on the economy segment, mainly targeting China and growth markets including South Asia, South and Central America and Eastern Europe. Baoli also distributes products in the Middle East and Africa. The Baoli product range is focused on IC-trucks as the most important product category in the Chinese market. E-trucks and warehouse trucks have recently been added to Baoli's portfolio.

## *STILL*

In addition to the Group's core products and related service offerings within the STILL brand, which include forklifts, warehouse trucks and tow tractors, STILL segment provides cutting-edge material flow management services. The Group has positioned the STILL brand as a leading provider of intelligent intra-logistics solutions and tools, providing an integrated solution for logistic end-markets.

## *OM STILL*

OM STILL is one of the market leaders for industrial trucks in Italy in terms of unit sales and focuses on the Italian domestic market with a long established and strong presence in this market, where STILL industrial trucks are offered under the "OM STILL" brand.

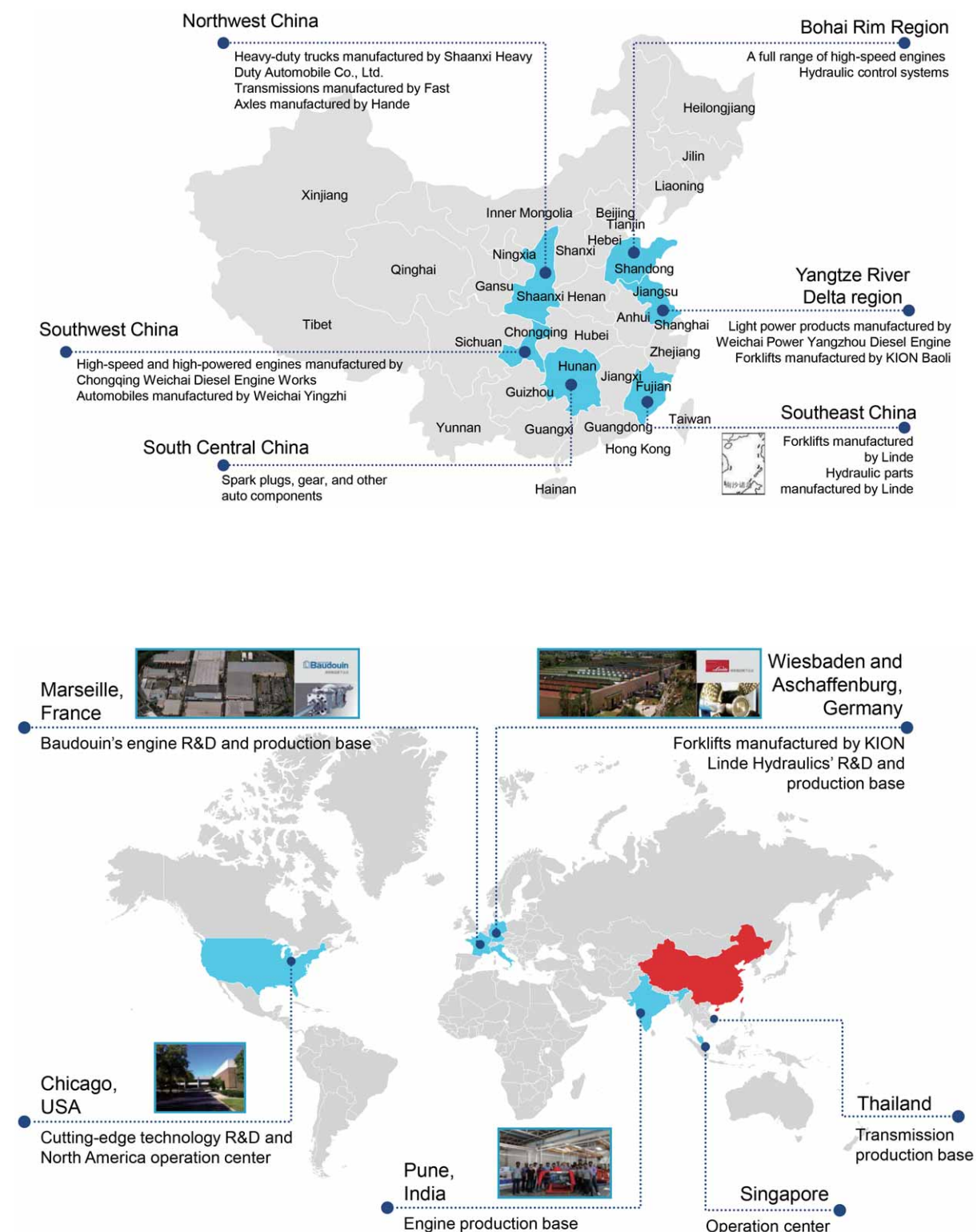
## **PRODUCTION**

The Group has established global production capabilities in China, covering a wide range of products and services in the automotive manufacturing business. In addition to KION's established global presence, the Group currently has eight manufacturing bases globally, including:

- a Weifang-centred manufacturing base focusing on all-series engine production;
- a Xi'an-centred manufacturing base focusing on heavy-duty truck and transmission system production;
- a Chongqing-centred manufacturing base focusing on large-horsepower engine and automobile production;
- a Zhuzhou-centred manufacturing base focusing on automotive electronics and parts production;
- a Yangzhou-centred manufacturing base focusing on light-duty vehicle engine production; and
- two manufacturing bases focusing on diesel engines in India and France.
- a manufacturing base focusing on transmission products in Thailand.

As at 31 December 2014, the Group had a total designed heavy-duty engine production capacity of approximately 525,000 units per year and a total designed heavy-duty truck production capacity of approximately 160,000 units per year.

The following maps set forth the locations of the Group's domestic and overseas manufacturing bases, operation and service centres as at the date of this Offering Circular:



The following table sets forth the designed production capacity and actual production volume (in approximate amounts) of the Group's production facilities for its primary products as at the dates and during the periods indicated:

	As at 31 December/Year ended 31 December				As at 30 June/Six months ended 30 June	
	2013		2014		2015	
	Production Capacity	Actual Output	Production Capacity	Actual Output	Production Capacity	Actual Output
	(unit)	(unit)	(unit)	(unit)	(unit)	(unit)
Heavy-duty Engines . . . .	525,000	405,000	525,000	350,000	262,500	89,000
Heavy-duty Trucks . . . .	160,000	99,000	160,000	101,000	80,000	41,000
Gearboxes . . . . .	858,000	593,000	897,600	589,000	448,800	217,000

## SUPPLY OF RAW MATERIAL AND COMPONENTS

The Group's production requires steel, aluminium ingots, furnace materials such as cast iron, scrap steel, sand and coke, and chemicals as raw materials and a number of parts and components. The Group outsources certain engine components such as high pressure common rail systems, turbo chargers, motors, crankshaft, connecting rods, pistons, spark plugs, pumps, and camshafts. The Group manufactures some of the parts and components in-house to control their quality and sources majority of its raw material and components from both independent third party suppliers in China and others from its related companies. Its suppliers include many well-known parts and components suppliers such as Bosch Group. These reputable suppliers provide the Group with a reliable supply of quality components, such as high pressure common rail systems, which are crucial to the functionality and performance of the Group's engine products. The Group maintains a good and stable relationship with its suppliers in general. A majority of the Group's suppliers of the raw materials for engine production have worked with the Group for over 15 years and the Group has entered into strategic alliance with Bosch Group.

The Group maintains a pool of pre-approved suppliers that meet its quality standards. It normally selects suppliers based on their quality assurance, prices, technological capabilities, production capacities and delivery time in order to ensure competitive terms and reliability of supply.

The Group normally enters into framework agreements with its suppliers on an annual basis at the beginning of each year, which provide for the types and models of components the Group requires during the year. The Group places its orders through Weichai Power ISP supplier management system on monthly and daily basis, which provide for, among others, the unit price and the quantity of components procured under the contracts. The Group's suppliers normally grant it a credit term ranging from 30 to 150 days.

## INVENTORY MANAGEMENT

The Group's inventories include materials in transit, raw materials, work in progress, finished goods, materials under entrusted processing, self-made semi-finished goods, turnover materials and second-hand vehicles. The Group conducts regular assessments on its inventories. The Group generally manufactures its products and purchases engine components and other raw materials according to its annual, monthly and daily manufacturing plans which are determined by confirmed purchase orders as well as projected sales. The Group normally holds a trading fair with its customers and distributors to exchange information about the market and anticipated sales at the beginning of each year, and such information is taken into consideration for the Group to make plans for production and sales in the coming year.



The Group's customers normally enter into a one-year supply contract and place their orders on a monthly and daily basis. The Group arrange its daily production plan according to the online orders and inventory management system monitoring its product sales information and inventory level. The Group's warehousing facilities include a main engine and accessory products warehouse in Weifang, 14 main engine warehouses located close to many of the Group's large customers and over 60 accessory warehouses to ensure timely delivery of its products and to manage its standing inventory levels. The Group also has a quota system to control its inventory levels for main engine and accessories. The Group has established an online inventory control system tracking in-coming and out-going inventory.

## **LOGISTICS**

In most cases, the Group engages independent third-party logistics companies to deliver its products to its customers, with the logistics companies bearing the risks associated with the delivery. Occasionally, the Group's customers choose to take delivery of products from the Group's facilities and bear the transportation costs themselves. The Group also established warehouses near the locations of its major customers to shorten the delivery time to its customers. During the three years ended 31 December 2012, 2013 and 2014 and six months ended 30 June 2015, the Group did not experience any material disruption in the delivery of its products and the Group did not suffer any loss or pay any compensation as a result of delays in delivery or poor handling by the independent third-party logistics companies.

The Group has stringent criteria for the selection of independent third-party logistics companies, such as market reputation, business scale, track record and cost. The Group evaluates their performance on a yearly basis. The engagement of independent third-party logistics companies to deliver the Group's products to its customers allows the Group to reduce its capital investment in establishing its own logistics team and reduce the risk of liability for transportation accidents, delivery delays and loss. Historically, the Groups has not encountered any difficulty on the delivering its products.

For the three years ended 31 December 31, 2012, 2013 and 2014 and the six months ended 30 June 2014 and 2015, the Group's total freight and packaging costs were RMB624.7 million, RMB637.1 million, RMB683.8 million, RMB197.6 million and RMB390.7 million, respectively, accounting for 25.7 per cent., 20.2 per cent., 13.4 per cent., 12.8 per cent. and 13.6 per cent. of its total selling and distribution expenses for the same periods, respectively.

## **RESEARCH AND DEVELOPMENT**

The Group believes research and development is the cornerstone of its competitiveness, growth and development. The Group focuses on designing and developing new models of engines and automotive equipment based on market demands and trends as well as improving the performance and functionality of their existing product models. The Group has 12 R&D centres and more than 4,400 R&D specialists in China, Germany, the United States and France. The Group actively collaborates with key research institutions and universities to drive technology innovation and development, such as Tsinghua University and Massachusetts Institute of Technology. By leveraging its leading research and development platform and resources, the Group has undertaken more than 40 provincial-level and above R&D projects, including several projects falling within the scope of the "863 Projects" (which represents China's highest level of technology research and development projects) and participated in the formation of more than 45 industry and national standards. Since 2010, the Group had 137 new product inventions and successfully developed engine models that were able to meet the requirements of the China National III, IV and V emission standards before the relevant standards were released. The Group's high-speed and high-power "Landking" and WP7 series engines have achieved compliance with the China National V emission standard and have achieved market-leading performance in terms of fuel economy, technical reliability and eco-friendliness.

The Group has won numerous prestigious national awards since its inception. See “— Awards” for the detail information of awards the Group received. Notably, in recent five years, the Group was awarded government grant to support a number of its research and development projects. In addition, in 2004 the Group became one of the first domestic engine manufacturers to obtain ISO/TS16949 quality management system accreditation. The Group has also achieved the honours of being the third group of innovative enterprises by Ministry of Science and Technology and SASAC, Science Technology Prize of Chinese Machinery Industry jointed awarded by Ministry of Science of Technology and China Machinery Industry Federation, a “National High Technology Enterprise” by Department of Science & Technology of Shandong province, “Top Ten Self-innovative Brand in Shandong Machinery Industry,” and 2014 “National Innovative Prize for E-Business Integration.” For the three years ended 31 December 31, 2012, 2013 and 2014 and the six months ended 30 June 2014 and 2015, the Group’s R&D expenses amounted to RMB1,996.3 million, RMB2,517.4 million, RMB3,355.7 million, RMB1,420.9 million and RMB1,477.2 million, respectively, which accounted for 4.1 per cent., 4.3 per cent., 4.2 per cent., 4.2 per cent. and 4.1 per cent., respectively, of its revenue for the same periods.

### **In-house Research and Development Capabilities**

The Group undertakes a majority of its research and development activities in-house. The Group performs thorough market analysis and feasibility studies before commencing any product research and development project and focuses on products that have the potential to gain widespread market acceptance or become the best among similar classes of products on the market. The Group reaches out to potential customers early in the product development stage and communicates with its customers on a regular basis to understand their needs. The Group’s R&D activities focus on developing six important capabilities, namely, advanced technical research ability, production collaborative design ability, performance development ability, reliability development ability, experimental verification ability and CAE computer stimulation ability. Leveraging on its R&D experience the Group has developed a R&D system with 21 subjects and 848 standards, which is with a higher level than national, industrial and customers’ standards and covering the whole process of the product development.

The Group has more than 7,100 technicians including approximately 4,400 R&D specialists. The Group’s research and development personnel have years of relevant industry experience in mechanical engineering, internal combustion and other related areas. The Group believes that its research and development personnel have deep understanding of the PRC automotive and equipment manufacturing industry and regulatory environment. The Group’s research facilities are equipped with advanced design software, equipment and instruments from leading international machinery, auto parts and automotive manufacturers to strengthen its research and development capabilities and to improve the performance of its products in areas such as power, fuel consumption, emissions and reliability. The Group has entered into confidentiality agreements with its research and development personnel that secure its rights to relevant intellectual property developed by them during their term of employment.

The Group’s research and development track record has been acknowledged by the PRC government and the Group has received government funding in recognition of these proven capabilities. For the three years ended 31 December 31, 2012, 2013 and 2014 and the six months ended 30 June 2014 and 2015, the Group recognised government grant of RMB153.4 million, RMB124.5 million, RMB151.9 million, RMB57.0 million and RMB28.0 million, respectively, in the form of government funding or subsidies in relation to various research and development projects to enhance its competitiveness in its industry and to promote its new products.

### **Collaborations with Other Institutions**

In addition to its independent product development, historically the Group has also entered into long-term collaboration arrangements with leading international machinery, auto parts and automotive manufacturers, consulting firms and prestigious universities, such as AVL, Steyr, Ricardo plc, Tsinghua University and Massachusetts Institute of Technology. to develop new technologies to improve the performance of its products in areas such as fuel consumption, emissions and reliability. Normally, the

intellectual property rights developed during the process, if independently developed by one party, are owned by that party, and if jointly developed, are jointly owned by the Group and its research partners. The Group plans to increase its collaborations with its existing research partners as well as new research partners. The Group believes these collaborations will help it to further strengthen its research and development capabilities and expand its product portfolio and pipeline.

- Some of the Group's important R&D projects include the following: Development of software applications for electric-controlled engine systems;
- Development of electric-controlled high pressure fuel injection technology for the Group's M26 series electric-controlled diesel engines and RA series diesel engines;
- Development of hybrid power systems for bulldozers;
- Study on the adoption of Exhaust Gas Recirculation by WP10 two-valve diesel engines, reaching Euro IV standards;
- Development of M3000 and C/LNG series automobiles.

## **CUSTOMERS**

The Group sells its products to OEMs, distributors and other customers worldwide, which include automotive manufacturers, automotive components companies and heavy-machinery manufacturers. The Group maintains a stable relationship with its customers with an average of 10.5-years relationship with its top ten customers. Since 2013, the Group has further strengthened its strategic cooperative relationship with some of the top automobile and heavy machinery manufacturers in the world.

### **Supply Agreement**

Once the Group becomes a selected engine supplier, it normally enters into a one-year supply agreement with its customer at the beginning of the year. Its supply agreements are normally on a non-exclusive basis. The key terms of the supply agreement generally include but are not limited to the prices of its products, estimated annual purchases, warranty, credit period and return policy. The Group's customers provide it with an estimate of their annual purchases at the beginning of the year and place orders with it on a periodic basis.

The Group trades with its customers primarily on credit terms, and generally requires prepayments or cash on delivery for new customers. Credit period is generally one to six months, extending up to six months for major customers.

### **Warranty Policy**

The Group provides warranties on its products to all of its customers. For the three years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2014 and 2015, the Group's after-sales and product return fee amounted to RMB1,054.6 million, RMB1,397.3 million, RMB1,068.1 million, RMB657.0 million and RMB198.1 million, respectively.

### **Product Return Policy**

The Group's product return policy only allows products to be returned due to product defects as assessed and agreed upon by its quality control team. During the three years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2015, the Group did not receive any material product returns or make any large-scale product recalls due to any quality defects, which would have a material adverse impact on its business and results and operations.

## Strategic Alliances with Key Customers

The Group entered into strategic alliance with several key customers. The following table sets forth the Group's recent cooperation with its key customers:

Customers with Strategic Alliances	Signing Date of Latest Strategic Cooperation Agreement
Anhui Jianghuai Automobile Co., Ltd. . . . .	December 2013
FOTON Motors Group . . . . .	May 2014
Dayun Automotive Group Co. Ltd. . . . .	June 2014
Guangdong Provincial Communication Group Company Limited . .	August 2014
Bosch Group . . . . .	September 2014
Xuzhou Construction Machinery Group . . . . .	September 2014
Foshan Shunde Transportation Co., Ltd . . . . .	November 2014
Beiben Truck . . . . .	March 2015
Caterpillar Inc. . . . .	April 2015
CNPC Transportation Company Limited. . . . .	June 2015

## SALES AND MARKETING

The Group sells its engine products through a combination of direct sales and dealership to its end customers. For the engine products, the Group has set up a service network consists of 4,500 special maintenance service centres in China, 33 overseas offices and more than 300 overseas service stations. Additionally, the Group has recently contracted with 10 accessories centre and 20 franchise stores overseas. The Group sells its heavy-duty trucks mainly through automotive dealers and agents in China and overseas automotive dealers for the sales to the other countries. The Group's heavy-duty truck sales network currently constitutes approximately 420 dealers in China and approximately 50 general dealers overseas. The Group directly sells its gearbox products to the automotive manufacturers.

The Group's sales team consisted of sales personnel with experience in the automotive and engine industries and are familiar with industry practice and trends. By virtue of its high quality products, state-of-the-art technology and broad distribution and service network, the Group's engine products and heavy-duty trucks are sold to more than 100 and more than 90 countries, respectively.

The Group exports its products through Shandong Weichai Import and Export Co., Ltd. (山東濰柴進出口有限公司) and third-party dealers in more than 90 countries and areas. The Group has established operating centres in Chicago in United State and Singapore and production bases in Marseilles in France, Frankfurt in Germany and Pune in India. Recently, the Group actively tap new markets, for example, the Guarantor and Shaanxi Zhongqi jointly expand to Angola market. Hande Axle made breakthrough in Southeast Asia market. In 2014, the Group's overseas sales accounted for approximately 25.5 per cent. of its total revenue.

## Pricing

The Group determines and adjusts its product prices on the basis of market supply and demand, production costs, pricing of comparable products in the market and prevailing market conditions. Pricing is considered in the product development stage when the Group proposes its products' prices to relevant customers. The Group may price its products at a premium for its reputation and product quality when competing with other domestic manufacturers. For products facing intense competition, the Group prices its products to remain competitive against comparable products in the market and to obtain new market share. The Group strives to maintain its competitiveness through providing high-quality products and aftersales services. The Group conducts periodic reviews of its pricing policy.

## **Customer Service**

The Group provides a comprehensive before- and after-sales customer services. The Group works closely with its customers and potential customers to understand their needs and offer advice to them to help them select the products that are suitable to their requirements and specifications. The Group offers after-sales services to its customers with “5P”, namely professional service, professional parts, professional oil, professional technological product and professional remanufacture.

The Group offers on-site and off-site technical support through over its 4,500 special maintenance service centres, overseas offices and authorized third-party service stations in both China and overseas. The Group also established an online platform for after-sale services. This large service station network ensures that the Group’s customers are able to optimize their use of its products. The Group’s customer service strategy also enables it to obtain feedback from its customers and potential customers, which in turn helps it to introduce new products or improve its existing products to better meet their customers’ diversified needs.

## **QUALITY CONTROL**

The Group believes that effective quality control is critical to maintaining the quality of its products and maintaining its reputation and success. The Group endeavours to ensure that its products consistently meet high industry standards and requirements. It has obtained GJB9001B certification and ISO/TS16949 certification for its quality management systems in 1995 and 2004, respectively, which indicates its compliance with internationally recognised standards for quality control. The Group has established a strict quality control system to monitor and control each stage of its production process, including raw material and components procurement, manufacturing and inspection of finished products, to ensure the quality of the final products. The Group also strives to improve its quality control system and practice by engaging outside consultants. At each stage of the production process, dedicated quality inspectors are assigned to inspect each process according to pre-determined standards and inspection conditions and to record inspection results. As a result of its stringent quality assurance system, the Group has not experienced any significant product returns, received any material complaints regarding quality or recalled any of its products during the three years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2015.

## **INTELLECTUAL PROPERTY**

The Group values the importance of intellectual property rights to its business and is committed to the development and protection of its intellectual property rights. As at 30 June 2015, the Group globally had more than 2,500 registered patents and approximately 1,500 registered trademarks relating to its engine, heavy-duty truck and gearbox products. Moreover, the Group has obtained four copyright registration certificates and seven computer software registration certificates.

The validity period for the Group’s utility patents is ten years and the validity period for its invention patents is 20 years, starting from the date the relevant application is filed. All of these patents were issued in China. A patent holder in the PRC enjoys the exclusive right to exclude others from using, licensing and otherwise exploiting the patent in China.

The Group enjoys significant brand recognition in the PRC automotive and equipment manufacturing industry, for example, “Weichai Power Engine,” “Fast Gear,” “Hande Axle” and “Shanqi Heavy Duty Truck” products have been recognised as “Chinese Famous Products” and “Well-known Trademarks in China” by the Trademark Bureau of the State Administration For Industry and Commerce of the PRC. Under PRC law, the Group has the exclusive right to use a trademark for products and services that it has registered with the PRC Trademark Office of the SAIC. Trademark registration in the PRC is valid for ten years, starting from the day the registration is approved. If the Group believes that a third party has infringed upon the exclusive right of its registered trademarks, it may, through appropriate administrative and civil procedures, institute proceedings to request an injunction from the relevant

authority or resolution of the infringement through consultation. The relevant authority can also impose fines, and confiscate or destroy the infringing products or equipment used to manufacture the infringing products.

During the three years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2015, the Group was not aware of any infringement of its intellectual property rights, including incidents involving counterfeit or imitation products, which had a material adverse effect on its business.

Some of the Group's manufacturing methods or processes involve unpatented, proprietary technology, processes, know-how or data. With respect to such proprietary know-how that is not patentable and processes for which patents are difficult to enforce, the Group relies on trade secret protection and confidentiality agreements in order to protect its interests. All of its research and development personnel have entered into confidentiality, non-competition and proprietary information agreements with the Group. These agreements require such employees to assign to the Group all of their inventions, designs and technologies that they may develop during their periods of employment. See "Risk Factors — Risks Relating to the Group's Businesses — Measures to protect the Group's intellectual property rights against infringement may not be adequate and the Group may be exposed to infringement claims."

## COMPETITION

In each of its operating segments, the Group competes with a number of other domestic and international manufacturers and distributors that produce and sell similar products, primarily including engines, heavy-duty trucks, axles, gearboxes and hydraulic controlling parts as well as customers that no longer wants to out-source its production. The Group's products compete mainly on the basis of performance, speed of delivery, customer support and price, fuel economy, eco-friendliness and other technical features. For the competition environment and industry information for each of the Group's primary products, see "— Products."

General factors affecting the development of the Group's business include the following:

- The PRC economy's growth rate has slowed down in recent years and competition in the engine and vehicle manufacturing industry is becoming increasingly intensive. Influenced by a decrease in the investment growth rate, overcapacity in certain industries and other macro-economic factors, the downward pressure for the PRC economy has been strong. Production capacity for industries related to the Group has been growing in recent years, while demand remains weak and cost pressure is increasing. Complete machinery and whole vehicle manufacturers are producing engines on their own and there is clear a trend for vertical integration and greater difficulty to maintain market share. The Group is facing pressure in maintaining its market share among major engine manufacturers and the competition in full-series and large displacement engines market is especially intensive.
- Industry policies and regulatory requirements are becoming more stringent in China. With the gradual enhancement and implementation of the PRC's environmental protection laws, the market's expectation towards products are increasing and same is true for automotive equipment manufacturers' cost of operation. Further, the accelerating upgrade of emission standards and their strict enforcement will result in the "survival of the fittest" and expansion of market share of the industry leaders.



- Long-term favorable factors will support continued growth in the automotive and equipment manufacturing industry. Benefiting from and driven by factors such as urbanization and development in marine industry, related industries such as passenger vehicles, power generation, marine and agricultural machinery will continue to grow. Moreover, implementation of the “One Belt and One Road” national development strategy, establishment of free trade zone and regional economic and trade cooperation together with the development of emerging economies will drive the demand, exportation and development of PRC automotive and machinery industry.

To meet the challenges and seize the opportunities, the Group plans to take the following initiatives and strategic development plans:

- The Group intends to establish a balanced business structure. Through a series of structural adjustments, the Group will transform its industry structure from one that is driven by domestic Chinese investment to one driven by both domestic investment and consumption. The Group will adjust its regional structure to move from a domestic-oriented focus towards both a domestic and international focus. The Group also intends to optimize the economic cycle and life cycle of its respective business segments. These structural adjustments will strengthen the Group’s capabilities to protect itself against risks and volatility.
- The Group intends to actively develop strategic emerging industries. Based on KION’s and Linde Hydraulics’ platforms, the Group will further explore high-end equipment manufacturing industry and develop new points of growth for the economy.
- Third, the Group intends to capture business opportunities arising from the PRC government’s national development plans, such as the “One Belt and One Road” strategy, development of the Yangtze River Economic Zone and the “Development of West Regions” plan, etc.
- The Group will enhance its technology innovation ability and further strengthen its information technology support. The Group will establish an effective incentive mechanism to encourage innovation and promote development in certain of its key technologies.
- The Group intends to further enhance its international business.

## **ENVIRONMENTAL PROTECTION**

The Group is subject to extensive national and local environmental protection regulations in China and other jurisdictions where it operates its businesses, primarily Europe.

Under the relevant PRC laws, the Group is not allowed to start any projects until it has obtained the required approvals from relevant environmental authorities and such authorities are satisfied with its environmental impact assessments. Under the Environmental Impact Appraisal Law of the PRC (《中華人民共和國環境影響評價法》) effective from 1 September 2003, the Group must submit environmental impact assessment reports to the Ministry of Environmental Protection at the relevant national, provincial or local levels with respect to any environmentally sensitive projects, which, as set forth in the catalogue published by the Ministry of Environmental Protection, include engine and equipment production. For any environmentally sensitive project, the Group must engage a qualified environmental appraiser to assess the environmental impact of such project and prepare a report for submission to the relevant environmental authorities. In addition, PRC laws do not permit any environmentally sensitive project to begin construction until the government regulators are satisfied with the environmental impact assessment. Upon completion of the construction project, the Group is required to apply for inspection of the completed project with the relevant environmental protection authority. The Group engages qualified agencies to prepare relevant environmental impact assessment documents. As at the date of this Offering

Circular, the Group has obtained the required approvals from relevant environmental protection authorities, passed relevant inspections, obtained the necessary construction permits and complied with the terms of such permits.

The Group's operations generate pollutants, which primarily include exhaust fumes, solid waste, waste oil and water and noise. Under PRC laws, the Group must obtain the relevant emission permits and is required to discharge only the pollutants of the types and quantities specified in the emission permits. As at the date of this Offering Circular, except for Shaanxi Automotive and Hande Axle, Group has obtained necessary pollutant discharge permits and complied with applicable PRC laws and regulations in treating and disposing of these pollutants. The Group believes the pollutions discharged are within the permitted emissions standards and will not have any material impact on the environment. The Group strives to reduce the environmental impact from its products and production processes and has adopted a number of measures to achieve this objective.

In Germany, permits are required, inter alia, under the Federal Emissions Control Act ("**BImSchG**") and the Federal Water Act. Many of these permits impose specific requirements relating to, among others, the prevention of air pollution, noise control, the production, possession and handling of waste, including hazardous waste, the use of public water resources and the discharge of wastewater as well as the storage and handling of hazardous substances and occupational health and safety. If a permit under the BImSchG is not required, the construction and use of buildings require a specific building permit under applicable building and zoning laws. In addition, the Group's business operations are subject to regulation under the Federal Act on Soil Protection ("**BBodSchG**"), which requires it to take adequate precautions against soil contamination as well as the state water acts and further state laws applicable to contamination of soil and water (including groundwater). Where soil or water contamination was caused by the Group, or is present on sites the Group currently owns or uses or previously abandoned, the Group may be obliged to carry out investigations or implement remediation measures. It may be held responsible under the BBodSchG irrespective of any fault or negligence on its part.

During the three years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2015, the Group complied with applicable environmental protection laws and regulations in all material respects, and it has not received any warning, sanctions or fines imposed by the environmental authorities in China or other jurisdictions for incidents of non-compliance with respect to its production facilities.

## **HEALTH AND SAFETY COMPLIANCE**

Pursuant to national and local health and safety laws and regulations in China, the Group is required to ensure a safe production and working environment for its employees by providing them with adequate protective clothing and gear, safety education and training and having dedicated safety management personnel, among other requirements. In addition, operators of some of the Group's heavy equipment must undergo special training and obtain special work permits. In order to comply with such laws and regulations, the Group has developed and implemented comprehensive safety guidelines. The Group has also provided safety training for all of its personnel and has ensured that the operators of the heavy equipment have undergone the required special training. Moreover, the Group has obtained ISO14001 Certification for its environmental management systems and ISO18000 Certification for its occupational health and safety management system.

During the three years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2015, the Group has complied with all applicable state and local health and safety laws and regulations in all material respects. As at the date of this Offering Circular, the Group is not aware of any material violation relating to environmental health and safety. As at the date of this Offering Circular, there were no outstanding claims from the employees or their families against the Group. As a result of the accidents, the Group added protective parts to the machinery to prevent human errors. The Group will also continue its employee safety training and enforce its safety guidelines to avoid occurrence of similar incidents. The Group did not suffer any government investigation or penalty as a result of the above incidents. See "Risk Factors — Risks Relating to the Group's Businesses — The Group is subject to safety and health laws and regulations and the production operations entail significant risks of workplace injury or fatality."

## **EMPLOYEES**

The Group operates its automotive and equipment manufacturing business globally. As at 30 June 2015, the Group had approximately 62,000 employees, including approximately 23,000 employees of KION.

For the three years ended 31 December, 2012, 2013 and 2014 and the six months ended 30 June 2014 and 2015, the Group incurred total staff remuneration (including salaries, benefits and allowances) of RMB3,495.5 million, RMB4,522.0 million, RMB10,362.8 million, RMB2,476.6 million and RMB6,818.4 million, respectively.

### **Training and Remuneration**

The Group places significant emphasis on staff training and development. The Group invests in continuing education and training programs for its management personnel and other employees with a view to constantly upgrading their skills and knowledge. The Group's staff training is either conducted internally by its management and various department heads or externally by training providers. In addition, the Group sends its manufacturing personnel to other industry-leading automotive engine manufacturers to observe and gain experience and techniques. The Group also provides regular training programs for its sales and after-sales personnel which include promotional skills, operational knowledge and product knowledge training, all of which seek to improve their sales and after-sales skills to better serve its customers. The Group conducts periodic performance reviews for all of its employees and their salaries and bonuses are performance-based.

### **Employee Relations**

The Group believes it has maintained a good working relationship with its personnel. The Group has not experienced any strikes or significant labour disputes that have materially affected its business, financial condition or results of operations during the three years ended 31 December 2012, 2013 and 2014 and six months ended 30 June 2015.

There are different organizations to represent the interests of employees within KION, including the local works councils, the German combined works council, which has additional powers in accordance with a collective bargaining agreement pursuant to Section 3, Paragraph 1, No 3 German Works Constitution Act, and the European works council. In Germany, KION has entered into umbrella collective bargaining agreements with the unions for the workers of the metal industry, and it enters into specific agreements with the works councils. KION interacts with these councils and with the respective unions in a cooperative and solution-oriented manner.

### **Employee Benefits**

In accordance with applicable PRC laws and regulations, the Group makes contributions to social security insurance funds (including pension plans, medical insurance, work-related injury insurance, unemployment insurance, and maternity insurance) and housing funds for its employees. As at the date of this Offering Circular, the Group has complied with all statutory social insurance and housing fund obligations applicable to it under PRC laws and regulations in all material aspects.

## **AWARDS**

The following are certain key accolades and awards the Group received since its inception.

- The Group's "Weichai Power Engine" "Fast Gear," "Hande Axle" and "Shanqi Heavy Duty Truck" have been recognised as "China Top Brand" (中國名牌產品) by the General Administration of Quality Supervision, Inspection and Quarantine of the PRC (國家質量監督檢疫總局) and "Well-known Trademarks in China" (中國馳名商標) by the State Administration for Industry & Commerce of the PRC.

- In 2007, the Group won the China Quality Prize (全國質量獎) by China Association for Quality.
- In 2011, the Group was awarded as National Innovative Company (國家創新型企業) by Ministry of Science and Technology.
- In November 2011, the Group's WP10/WP12 series heavy-duty high-speed engine and its related key technology was awarded the Outstanding Award for Science and Technology Progress of China Machinery Industry by China Machinery Industry Federation, which was the first outstanding award granted in the internal-combustion engine industry in China.
- In September 2011, the Group was ranked No. 93 among Top 500 Enterprises of China (中國企業500強) and No. 35 among Top 500 Manufacturing Enterprises of China (中國製造業500強) jointly by China Enterprise Confederation and China Enterprise Directors Association.
- In 2013, the Group's "Key Technology and Industrialisation of Heavy-model High Speed Diesel Engine" project was awarded a Second Honour at the National Science and Technology Progress Awards (國家科學技術進步獎) by the State Council of the PRC.
- In 2014, Weichai Power and its several subsidiaries were awarded the certificates of China Auto Parts Suppliers 100 Best (全國百家優秀汽車零部件供應商) by China Automotive News. Weichai Power and Fast Gear were awarded of this certificate in 11 consecutive years.
- In 2014, the Group was ranked No. 8 among the Top 500 Enterprises in Engineering Industry in China (中國機械工業500強) by the CCMA. This is the seventh consecutive year when the Group was among top ten of this ranking.
- In 2014, the Group was ranked No. 151 among Top 500 Enterprises of China (中國企業500強), No. 63 among the Top 500 Manufacturing Enterprises of China (中國製造業500強) and No. 53 among the Top 100 Multinational Companies in China (中國100大跨國公司) by jointly by China Enterprise Confederation and China Enterprise Directors Association.
- In 2015, Weichai Power was ranked No. 70 among Top 500 Enterprises in China by Fortune Magazine was listed on the China's 500 Most Valuable Brands of 2015 by the World Brand Lab as well.

## INSURANCE

In China, the Group carries property-all-risks insurance and machinery damage insurance. Property-all-risks insurance covers the Group's fixed assets, properties held for investing purpose, construction projects in progress and inventories against damage caused by accidents. Machinery damage insurance covers valuable machines and equipment against damage caused by design, installation or operation failures. In addition, all of the Group's subsidiaries as well maintain their own insurance policies independent of the Group. The Group does not maintain any product liability insurance arising from the manufacture and sale of its products in China. The Group also does not carry any business interruption insurance for losses or damages arising from accidents relating to its operations. To minimize its product liability risk, the Group has instituted stringent quality control measures in order to avoid or reduce the incidence of product defects. See "— Quality Control."

In Europe, the Group has insurance through various insurance policies, covering employer's liability, product liability, environmental liability, business interruption insurance, and property and transport insurance. The Group has also taken out a directors' and officers' liability insurance policy.

The Group believes that its current insurance policies provide sufficient coverage of the risks to which it may be exposed, relating to loss of or damage to its equipment, inventory and goods-in-transit and claims from its employees, and are comparable to other manufacturers in the industry in China and in Europe whose business operations and size are similar to it. The Group cannot, however, be ruled out that it could suffer damages that are not covered by the existing insurance policies or that exceed the coverage limits set in these policies. Furthermore, there is no guarantee that the Group will be able to obtain adequate insurance cover at appropriate terms in the future. See “Risk Factors — Risks Relating to the Group’s Businesses — The Group’s insurance coverage may not be sufficient to cover the risks related to the operations or any losses.”

## **LEGAL PROCEEDINGS**

Members of the Group are from time to time involved in legal proceedings with its suppliers, contractors, customers, employees and other third-party entities concerning matters arising in the ordinary course of its business. Claims may be brought against the Group for liabilities for defective products, personal injuries, damage to or destruction of property, breaches of warranty, termination of contracts or delayed payments to its suppliers or subcontractors. See “Risk Factors — Risks Relating to the Group’s Businesses — The Group is subject to litigation risks.”

During the three years ended 31 December 2012, 2013 and 2014 and the six months ended 30 June 2015, the Group was not involved in any litigation, arbitration or administrative proceeding that, individually or in the aggregate, could have had a material adverse effect on its business, financial condition or results of operations, and as at the date of this Offering Circular, there was no existing or threatened litigation, arbitration or administrative proceeding against it that, individually or in aggregate, could have a material adverse effect on its business, financial condition or results of operations.

## DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

### DIRECTORS

The Guarantor's board of directors currently consists of 13 directors, including five executive directors, three non-executive directors and five independent non-executive directors. The directors are elected at the general meeting of the shareholders of the Guarantor for a term of three years, renewable upon re-election and re-appointment. The functions and duties conferred on the board of directors include, convening the general meeting and reporting its work to the general meeting, implementing the resolutions of the general meeting, determining the Guarantor's business plans and investment plans, preparing the Guarantor's annual budgets and final accounts, preparing the Guarantor's proposals for dividend and bonus distributions and for the increase or reduction of capital, and exercising other powers, functions and duties as conferred by the articles of association of the Guarantor.

The following table sets forth the members of the Guarantor's board of directors as at the date of this Offering Circular:

Name	Age	Position
Tan Xuguang (譚旭光)	54	Chairman and executive director
Zhang Quan (張泉)	52	Executive director
Xu Xinyu (徐新玉)	52	Executive director
Li Dakai (李大開)	62	Executive director
Sun Shaojun (孫少軍)	50	Executive director
Wang Yuepu (王曰普)	53	Non-executive director
Jiang Kui (江奎)	51	Non-executive director
Gordon Riske	58	Non-executive director
Loh Yih (盧毅)	51	Independent non-executive director
Zhang Zhenhua (張振華)	73	Independent non-executive director
Zhang Zhong (張忠)	47	Independent non-executive director
Wang Gongyong (王貢勇)	43	Independent non-executive director
Ning Xiangdong (寧向東)	50	Independent non-executive director

### Executive Directors

**Mr. Tan Xuguang (譚旭光)**, 54, is the chairman and the chief executive officer of the Guarantor. Mr. Tan is also the chairman of Shandong Heavy Industry Group Co., Ltd. (山東重工集團有限公司) ("Shandong Heavy Industry"), Weichai Group Holdings Limited (濰柴控股集團有限公司), Shaanxi Zhongqi and Fast Gear, and the supervisor of KION. Mr. Tan joined Weifang Diesel in 1977 and had held the position of chairman and general manager of Shandong Weichai Import and Export Co., Ltd., general manager of Weifang Diesel, chairman of Torch Automobile, chairman of Weichai Heavy-duty Machinery Co., Ltd. (濰柴重機股份有限公司) and chairman of Beiqi Foton Motor Co., Ltd. (北京福田汽車股份有限公司). Mr. Tan was appointed as a Representative of the Tenth, Eleventh and Twelfth National People's Congress of the PRC (第十屆、十一屆、十二屆全國人大代表), respectively, and was honoured the National Labour Model (全國勞動模範), the Gold Award of the 4th Yuan Baohua Enterprise Management (第四屆袁寶華企業管理金獎), CCTV 2005 China Economic Annual Figure (CCTV中國經濟年度十大經濟人物) and CCTV 2010 China Economic Annual Figure. Mr. Tan is a senior economist and holds a doctoral degree in engineering.

**Mr. Zhang Quan (張泉)**, 52, is an executive director and executive president of the Guarantor. Mr. Zhang is also a director of Weichai Group Holdings Limited, Weichai Heavy-duty Machinery Co., Ltd. and Beiqi Foton Motor Co., Ltd. Mr. Zhang joined Weifang Diesel in 1986 and had held the position of director of the quality control department and the marketing department of Weifang Diesel. Mr. Zhang is a senior economist and holds a bachelor's degree in engineering and a master's degree in business administration.



**Mr. Xu Xinyu (徐新玉)**, 52, is an executive director and executive president of the Guarantor. Mr. Xu is also a director of Weichai Group Holdings Limited, Weichai Power Hong Kong International Development Co., Limited (濰柴動力(香港)國際發展有限公司), Weichai Lux and Ferretti International Holding S.p.A. Mr. Xu joined Weifang Diesel in 1986 and had held the position of deputy general manager of Shandong Weichai Import and Export Co., Ltd., deputy general manager and executive deputy general manager of Weifang Diesel, director of Torch Automobile and chairman of Weichai Power (Weifang) Investment Co., Ltd. (濰柴動力(濰坊)投資有限公司), Weichai Power (Shanghai) Technology Development Co., Ltd. (濰柴動力(上海)科技發展有限公司) and Weichai Power (Beijing) International Resources Investment Co., Ltd. (濰柴動力(北京)國際資源投資有限公司). Mr. Xu is a senior economist and holds a bachelor's degree in science and a master's degree in business administration.

**Mr. Li Dakai (李大開)**, 62, is an executive director and executive president of the Guarantor. Mr. Li is also the chairman and party committee secretary of Fast Group and a vice chairman of Fast Gear. Mr. Li had held the position of director of the product design department, chief economist and general manager of Shaanxi Auto Gear General Works (陝西汽車齒輪總廠), director and vice president of Torch Automobile, and director and general manager of Fast Gear. Mr. Li was honoured National Labour Model and entitled to special government allowance from the State Council as a selected specialist with outstanding contribution (享受國務院特殊津貼專家). Mr. Li was also appointed as a Representative of the Eleventh National People's Congress of the PRC and member of the Standing Committee of Xi'an Municipal People's Congress (西安市人民常委會委員). Mr. Li is a researcher-grade senior engineer and holds a bachelor's degree.

**Mr. Sun Shaojun (孫少軍)**, 50, is an executive director and executive president of the Guarantor. Mr. Sun is also a director of Weichai Group Holdings Limited and Weichai Heavy-duty Machinery Co., Ltd. Mr. Sun joined Weifang Diesel in 1988 and had held the position of supervisor of the engineering department, the chief engineer of Weifang Diesel and director of Torch Automobile. He was appointed as Taishan Mountain scholar by Shandong Provincial Government (山東省人民政府泰山學者特聘專家). Mr. Sun is a researcher-grade senior engineer and holds a doctoral degree in engineering.

#### **Non-executive Directors**

**Mr. Wang Yuepu (王曰普)**, 53, is a non-executive director of the Guarantor. Mr. Wang is also the party secretary, chairman and general manager of Weifang Investment Company (濰坊市投資公司) and a director of Weichai Heavy-duty Machinery Co., Ltd. Mr. Wang had held the position of division head of the investment division of Weifang City Planning Commission (濰坊市計劃委員會), deputy director of the Weifang City Electric Power Construction Office (濰坊市電力建設辦公室) and deputy general manager of Weifang Investment Company. Mr. Wang is a senior economist and holds a master's degree in business administration.

**Mr. Jiang Kui (江奎)**, 51, is a non-executive director of the Guarantor. Mr. Jiang is also a director and the general manager of Shandong Heavy Industry Group Co., Ltd. and a supervisor of KION. Mr. Jiang held the position of deputy general manager of the assembly department and engineer of Shandong Bulldozer General Factory (山東推土機總廠), deputy general manager of Shantui Import and Export Company (山推進出口公司), deputy director, director of the manufacturing department, deputy general manager and director of Shantui Engineering Machinery Co., Ltd. (山推工程機械股份有限公司), deputy general manager of Shandong Engineering Machinery Group Co., Ltd. (山東工程機械集團有限公司), deputy general manager and vice chairman of Weichai Group Holdings Limited and chairman of Shanzhong Jianji Co., Ltd. (山重建機有限公司). Mr. Jiang is a senior engineer and holds a master's degree in business administration.

**Mr. Gordon Riske**, 58, is a non-executive director of the Guarantor. Mr. Riske is also the chief executive officer of KION, KION Material Handling GmbH, Linda Material Handling GmbH and STILL GmbH. Mr. Riske had held the position of chief executive officer of KUKA Roboter GmbH and chairman of Deutz AG in Cologne, Germany. Mr. Riske holds a degree in electronic engineering and a bachelor's degree in business administration.

## Independent Non-executive Directors

**Mr. Loh Yih (盧毅)**, 51, is an independent non-executive director of the Guarantor. Mr. Loh is also a partner of MGF Capital Group, an executive chairman of Linair Technologies Limited, a company whose shares are listed on the Singapore Exchange, an independent director and the chairman of the audit committee of Ban Leong Technologies Limited, a company whose shares are listed on the Singapore Exchange, and an independent director and member of the audit committee of International Press Softcom Limited, a company whose shares are listed on the Singapore Exchange. Mr. Loh worked in Ernst & Young and West Merchant Bank, and had held the position of senior manager of the capital market investment department of the Standard Chartered Merchant Bank and president of Netplus Communications Pte Ltd. Mr. Loh is a Chartered Financial Analyst and holds an accounting degree from the National University of Singapore.

**Mr. Zhang Zhenhua (張振華)**, 73, is an independent non-executive director of the Guarantor. Mr. Zhang is also a professor and a supervisor of graduate students of University of Shanghai for Science & Technology (上海理工大學). Mr. Zhang had held the position of chief engineer of Shaanxi Automobile Manufactory (陝西汽車製造廠), deputy chief engineer of China National Heavy Duty Truck Group Corp. Ltd. (中國重型汽車集團公司), supervisor of the technical centre and manager of the technical department of Shanghai Automotive Industrial (Group) Company (上海汽車工業(集團)公司), general manager (Chinese Representative) of Pan Asia Technical Automotive Centre Co. Ltd (泛亞汽車技術中心有限公司), consultant of Shanghai Automotive Passenger Car Technical Centre (上汽乘用車技術中心) and consultant of the commercial vehicle department and the technical centre of SAIC Motor Commercial Vehicle Co., Ltd. (上海汽車商用車有限公司). Mr. Zhang is a professoriate senior engineer and holds a bachelor's degree in automotive from Tsinghua University (清華大學).

**Mr. Zhang Zhong (張忠)**, 47, is an independent non-executive director of the Guarantor. Mr. Zhang is also a lawyer and partner of Beijing Zhonglun Law Firm (北京市中倫律師事務所) and independent director of Konka Group Co., Ltd. (康佳集團股份有限公司) and Jilin Gpro Titanium Industry Co., Ltd. (吉林金浦鈦業股份有限公司). Mr. Zhang had held the position of independent director of Huolinhe Opencut Coal Industry Corporation Limited of Inner Mongolia (內蒙古霍林河露天煤業股份有限公司) and Zhengzhou Sino-Crystal Diamond Co., Ltd. (鄭州華晶金剛石股份有限公司). Mr. Zhang holds a master's degree in laws from the Renmin University of China (中國人民大學).

**Mr. Wang Gongyong (王貢勇)**, 43, is an independent non-executive director of the Guarantor. Mr. Wang is also a partner of ShineWing Certified Public Accountants (信永中和會計師事務所) and an independent director of Sunvim Group Co., Ltd. (孚日集團股份有限公司). Mr. Wang held the position of independent director of Jilin Liyuan Precision Manufacturing Co., Ltd. (吉林利源精製股份有限公司). He is a certified public accountant of the PRC, a certified asset valuer, a senior auditor, a senior accountant and a member of the Certified Public Accountant Industry Leader (Reserve) Scheme. Mr. Wang holds a master's degree in business administration from Shandong University (山東大學).

**Mr. Ning Xiangdong (寧向東)**, 50, is an independent non-executive director of the Guarantor. Mr. Ning is also a professor and doctoral tutor of Tsinghua University School of Economics and Management (清華大學經濟管理學院), an executive director of the Corporate Governance Research Center of Tsinghua University (清華大學公司治理研究中心) and an independent director of China Southern Airlines Company Limited (中國南方航空股份有限公司), Aerospace Hi-Tech Holding Group Co., Ltd. (航太科技控股集團股份有限公司), Sichuan Changhong Electric Co., Ltd. (四川長虹電器股份有限公司) and Yango Group Co., Ltd. (陽光城集團股份有限公司). Mr. Ning had held the position of independent director in various listed companies, including Datang Telecom Technology Co., Ltd. (大唐電信科技股份有限公司), Shantui Engineering Machinery Co., Ltd., GoerTek Inc. (歌爾聲學股份有限公司) and Hong Yuan Securities Co., Ltd. (宏源證券股份有限公司). Mr. Ning holds a doctoral degree in quantitative economics from Tsinghua University.

## SUPERVISORS

The Company Law of the PRC requires a joint stock company with limited liability to establish a supervisory committee and this requirement has been incorporated into the articles of association of the Guarantor. The supervisory committee is responsible for monitoring the Guarantor's financial matters and overseeing the actions of the board of directors and the management of the Guarantor. The supervisory committee currently consists of three supervisors, one of which is the shareholders' representative who may be elected and removed by the shareholders in a general meeting and one of which is a representative of the employees and was elected by them. One of the three supervisors is an external supervisor, who is not employed at any executive position in the Guarantor. The term of service of the supervisors is three years, renewable upon re-election and re-appointment. The functions and powers conferred on the supervisory committee include, attending the meetings of the board of directors, examining the Guarantor's financial affairs, balance sheets, income statements, business reports, dividend distribution proposals and other financial information proposed at general meetings by the directors from time to time and overseeing the actions of the board of directors and other senior management personnel of the Guarantor in carrying out their duties.

The following table sets forth the Guarantor's supervisors as at the date of this Offering Circular:

Name	Age	Position
Lu Wenwu (魯文武) . . . . .	51	Chairman of the supervisory committee
Jiang Jianfang (蔣建芳) . . . . .	53	Supervisor
Ma Changhai (馬常海) . . . . .	41	Employee representative supervisor

**Mr. Lu Wenwu (魯文武)**, 51, is the chairman of the supervisory committee of the Guarantor. Mr. Lu is also the chairman of the Labour Union, a director of the party committee working department and the staff career development centre of the Guarantor, and a supervisor of Weichai Group Holdings Limited. Mr. Lu joined Weifang Diesel in 1982 and had held the position of deputy general manager of the 615 Factory and Medium-speed Machine Factory, and deputy director of the Human Resources of Weichai Diesel, as well as general manager of the 615 Factory and No. 1 Factory, and director of the production department of the Guarantor. Mr. Lu is a senior political engineer and holds a bachelor's degree.

**Ms. Jiang Jianfang (蔣建芳)**, 53, is a supervisor of the Guarantor. Ms. Jiang is also a deputy director of the audit and risk control department of Guangxi Liugong Group Company Limited (廣西柳工集團有限公司) and a supervisor of Guangxi Liugong Machinery Company Limited (廣西柳工機械股份有限公司). Ms. Jiang had held the position of deputy chief of the financial audit committee, deputy director of the risk control department and deputy director of the audit department of Guangxi Liugong Group Company Limited. Ms. Jiang is an accountant.

**Mr. Ma Changhai (馬常海)**, 41, is an employee representative supervisor of the Guarantor. Mr. Ma is also the administrative officer of the Guarantor, the deputy administrative officer of the Hong Kong office of the Guarantor, a director of the Issuer, Weichai Power (Hong Kong) International Development Co., Ltd. (濰柴動力(香港)國際發展有限公司), and Weichai Power (Beijing) International Resource Investment Co., Ltd. (濰柴動力(北京)國際資源投資有限公司). Mr. Ma joined Weifang Diesel in 1997 and had held the position of deputy manager of the administration department and officer of the administrative office of external affairs of Shandong Weichai Import and Export Co., Ltd. He is a political engineer and holds a bachelor's degree.

## SENIOR MANAGEMENT

The following table sets forth the Guarantor's management as at the date of this Offering Circular:

Name	Age	Position
Tan Xu Guang (譚旭光) . . . . .	54	Chief executive officer
Zhang Quan (張泉) . . . . .	52	Executive officer
Xu Xinyu (徐新玉) . . . . .	52	Executive officer and authorised representative
Li Dakai (李大開) . . . . .	62	Executive officer
Sun Shaojun (孫少軍) . . . . .	50	Executive officer
Kwong Kwan Tong (鄭焜堂) . . . . .	49	Chief financial officer, company secretary and authorised representative
Dai Lixin (戴立新) . . . . .	48	Vice president and secretary of the board
Feng Gang (馮剛) . . . . .	51	Vice president
Tong Dehui (佟德輝) . . . . .	51	Vice president
Zhou Chongyi (周崇義) . . . . .	51	Vice president
Li Shaohua (李紹華) . . . . .	50	Vice president
Ren Bingbing (任冰冰) . . . . .	50	Vice president
Ding Yingdong (丁迎東) . . . . .	47	Vice president
Hu Haoyan (胡浩然) . . . . .	60	Vice president

**Mr. Tan Xuguang (譚旭光)**, 54, is the chief executive officer and chairman of the Guarantor. For Mr. Tan's biography, see "Directors" above.

**Mr. Zhang Quan (張泉)**, 52, is an executive president and executive director of the Guarantor. For Mr. Zhang's biography, see "Directors" above.

**Mr. Xu Xinyu (徐新玉)**, 52, is an executive president, authorised representative and executive director of the Guarantor. For Mr. Xu's biography, see "Directors" above.

**Mr. Li Dakai (李大開)**, 62, is an executive president and executive director of the Guarantor. For Mr. Li's biography, see "Directors" above.

**Mr. Sun Shaojun (孫少軍)**, 50, is an executive president and executive director of the Guarantor. For Mr. Sun's biography, see "Directors" above.

**Mr. Kwong Kwan Tong (鄭焜堂)**, 49, is the chief financial officer, company secretary and an authorised representative of the Guarantor. Mr. Kwong joined the Guarantor in 2013. He has worked for a number of companies listed on The Stock Exchange of Hong Kong Limited and has over 25 years' experience in the accounting and financial management fields. Mr. Kwong is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants and the Chartered Institute of Management Accountants. Mr. Kwong obtained a diploma in accountancy from the Morrison Hill Technical Institute (摩理臣山工業學院) in Hong Kong in 1987.

**Mr. Dai Lixin (戴立新)**, 48, is a vice president, the secretary of the board and a director of the securities department of the Guarantor. Mr. Dai joined Weifang Diesel in 1987 and had held the position of deputy director of the treasury department of Weifang Diesel. Mr. Dai is an economist and holds a bachelor's degree.

**Mr. Feng Gang (馮剛)**, 51, is a vice president of the Guarantor. Mr. Feng had held the position of manager, assistant to general manager and executive deputy general manager of the technology service department, and executive deputy director of the marketing management department of Weifang Diesel Engine Works Sales Co., Ltd. (濰坊柴油機廠銷售總公司). He is an engineer and holds a bachelor's degree in engineering.

**Mr. Tong Dehui (佟德輝)**, 51, is a vice president and deputy chief engineer of the Guarantor. Mr. Tong had held the position of supervisor and assistant supervisor of the laboratory of engineering department of Weifang Diesel, and was appointed as "Taishan Mountain scholar specialist" by Shandong Provincial Government. Mr. Tong is a researcher-grade senior engineer and holds a doctoral degree in engineering.

**Mr. Zhou Chongyi (周崇義)**, 51, is a vice president of the Guarantor and a director of the Shanghai research and development centre of the Guarantor. Mr. Zhou is also the deputy general manager of Shaanxi Zhongqi. Mr. Zhou had held the position of deputy supervisor of the engineering department and deputy chief engineer of China National Heavy Duty Truck Group Corp, Ltd. (中國重型汽車集團公司), and deputy chief engineer of Shanghai Huizhong Automobile Manufacturing Co. Ltd. (上海匯眾汽車製造有限公司). Mr. Zhou is a senior engineer and holds an EMBA degree.

**Mr. Li Shaohua (李紹華)**, 50, is a vice president of the Guarantor. Mr. Li Ren joined the Guarantor in 1987 and had held the position of deputy general manager of the marketing department of the head office, director of the application engineering department and assistant to the president of the Guarantor. Mr. Li is a senior engineer and holds a bachelor's degree in engineering.

**Ms. Ren Bingbing (任冰冰)**, 50, is a vice president of the Guarantor. Ms. Ren joined the Guarantor in 1987 and had held the position of deputy general manager of the procurement management department and assistant to president of the Guarantor. She is a senior economist and holds a master's degree in economics.

**Mr. Ding Yingdong (丁迎東)**, 47, is a vice president of the Guarantor. Mr. Ding joined Weifang Diesel in 1990 and had held the position of deputy director of the corporate planning department and director of the human resources department of Weifang Diesel, director of the human resources department, the corporate management department and the operation management department, assistant to president and supervisor of the Guarantor and supervisor of Weichai Group Holdings Limited. Mr. Ding is a senior economist. He holds the qualification of senior manager of corporate human resources and a bachelor's degree in engineering.

**Mr. Hu Haoyan (胡浩然)**, 60, is a vice president of the Guarantor. Mr. Hu joined the Guarantor in 2014 and had held the position of adjunct assistant professor of Ohio State University, senior engineer, engineering manager and senior engineering manager of Jacobs Vehicle Systems, Inc., senior engineering manager of Detroit Diesel Corporation, engineering manager of Caterpillar Inc. and chief scientist of Eaton Corporation plc. Mr. Hu holds a doctoral degree in mechanical engineering from the Massachusetts Institute of Technology and is a post-doctoral researcher.

## COMPANY SECRETARY

**Mr. Kwong Kwan Tong**, 49, is the Guarantor's secretary, chief financial officer and an authorised representative of the Guarantor. For Mr. Kwong's biography, see "Senior Management" above.

## BOARD COMMITTEES

The Guarantor has established four committees of its board of directors, including an audit committee, a remuneration committee, a nomination committee and a strategic development and investment committee. The committees operate in accordance with terms of reference established by the board of directors.



## **Audit Committee**

The responsibilities of the Guarantor's audit committee include, among others:

- supervising the Guarantor's internal audit system and its implementation;
- reviewing the Guarantor's internal control system as well as auditing the major connected transactions;
- proposing the engagement or removal of external auditor;
- communicating between the internal auditor and the external auditor; and
- reviewing of financial information of the Guarantor and the disclosure thereof.

The audit committee currently consists of five independent non-executive directors of the Guarantor, being Mr. Wang Gongyong, Mr. Loh Yih, Mr. Zhang Zhenhua, Mr Zhang Zhong and Mr. Ning Xiangdong. As Mr. Wang Gongyong has the appropriate professional qualifications and experience in financial matters, he acts as the chairman of the audit committee.

## **Remuneration Committee**

The responsibilities of the remuneration committee include, among others:

- making recommendation to the board of directors of the remuneration packages and terms of employment of directors, supervisors and senior management of the Guarantor; and
- determining the relevant remuneration policy for directors, supervisors and senior management of the Guarantor and matters relating to their participation in incentive schemes operated by the Guarantor.

The remuneration committee currently consists of one executive director and two independent non-executive directors of the Guarantor, being Mr. Tan Xuguang, Mr. Loh Yih and Mr. Zhang Zhong (chairman of the remuneration committee).

## **Nomination Committee**

The responsibilities of the nomination committee include, among others:

- identifying qualified candidates to fill the board of directors' membership whenever such vacancy arises;
- nominating such candidates for the board of directors to consider;
- regularly reviewing the composition of the board of directors; and
- making suggestions as to any change in the membership of the board of directors that may be required.

The nomination committee currently consists of one executive director and three independent non-executive directors of the Guarantor, being Mr. Xu Xinyu, Mr. Zhang Zhenhua, Mr. Zhang Zhong (chairman of the nomination committee) and Mr. Wang Gongyong.



## Strategic Development and Investment Committee

The responsibilities of the strategic development and investment committee include, among others:

- examining and reviewing the Guarantor's strategic plans;
- monitoring the implementation of strategic planning; and
- facilitating timely adjustments to the Guarantor's strategies and governance structure.

The strategic development and investment committee currently consists of five executive directors, one non-executive director and one independent non-executive director of the Guarantor, being Mr. Tan Xuguang (chairman of the board and the strategic development and investment committee), Mr. Zhang Quan, Xu Xinyu, Mr. Li Dakai, Mr. Sun Shaojun, Mr. Wang Yepu and Mr. Zhang Zhenhua.

## DIRECTORS AND SUPERVISOR'S COMPENSATIONS

Directors and supervisors of the Guarantor receive compensations in the form of salaries, retirement plan contributions, and other allowances and benefits. The Guarantor does not provide any retirement plan or retirement scheme contributions for those directors and supervisors who are not employees of the Guarantor.

The aggregate amount of salaries and other allowances, retirement benefits scheme contributions and benefits in kind paid by the Guarantor to its directors and supervisors for the years ended 31 December 2012, 2013 and 2014 was approximately RMB5.7 million, RMB7.2 million and RMB7.0 million, respectively.

Save as disclosed above, no other payments have been paid or are payable to the directors by the Guarantor in respect of the three years ended 31 December 2014.

## SHARES HELD BY DIRECTORS, SUPERVISORS

The following table sets forth information regarding the share held or beneficially owned by the directors of the Guarantor as at 30 June 2015:

Name	Capacity	Number of shares directly or indirectly held	Percentage of the issued share capacity of the Guarantor <sup>(1)</sup>
Tan Xuguang . . . . .	Beneficial owner	14,710,649 <sup>(2)</sup>	0.74 per cent.
Zhang Quan . . . . .	Beneficial owner	3,421,081 <sup>(2)</sup>	0.17 per cent.
Xu Xinyu . . . . .	Beneficial owner	3,421,081 <sup>(2)</sup>	0.17 per cent.
Sun Shaojun . . . . .	Beneficial owner	3,421,081 <sup>(2)</sup>	0.17 per cent.

(1) Calculated based on the total number of shares outstanding as at 30 June 2015, which was 1,999,309,639 shares.

(2) These shares were derived from the previous domestic shares of the Guarantor. The domestic shares were ordinary shares issued by the Guarantor, with a Renminbi-denominated par value of RMB1.00 each, which were subscribed for and paid up in Renminbi or credited as fully paid up. These shares became A shares of the Guarantor upon the A share listing of the Guarantor on the Shenzhen Stock Exchange.

The following table sets forth information regarding the share held or beneficially owned by the supervisors of the Guarantor as at 30 June 2015:

<b>Name</b>	<b>Capacity</b>	<b>Number of shares directly or indirectly held</b>	<b>Percentage of the issued share capacity of the Guarantor <sup>(1)</sup></b>
Lu Wenwu . . . . .	Beneficial owner	150,000	0.008 per cent.

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- (1) Calculated based on the total number of shares outstanding as at 30 June 2015, which was 1,999,309,639 shares.
- (2) All the shares held or beneficially owned by the supervisors mentioned in above table are A shares of the Guarantor listing on the Shenzhen Stock Exchange.

The following table sets forth information regarding the directors' interests in the share of associated corporations of the Guarantor as at 30 June 2015:

<b>Name of director</b>	<b>Name of associated corporation</b>	<b>Nature of interest</b>	<b>Class and number of securities interested or deemed to be interested</b>	<b>Approximate percentage interest in the entire issued share capital of associated corporations</b>
Gordon Riske <sup>(1)</sup> . . .	KION	Beneficial owner	227,350 shares	0.23 per cent.
		Interest held by spouse	3,000 shares	0.003 per cent.

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- (1) Gordon Riske, a non-executive director of the Guarantor, was the beneficial owner of 227,350 shares in KION and he was also deemed to be interested in 3,000 shares in KION which were beneficially held by his wife, Ms. Benita Riske.

Save for as disclosed above, to the best knowledge of the Guarantor's directors, none of the Guarantor's directors or supervisors holds any interest in the shares of the Guarantor as at 30 June 2015.

## PRINCIPAL SHAREHOLDERS

The following table sets forth the information regarding the beneficial ownership of the Guarantor's shares as at 30 June 2015 by each person known to the Guarantor to beneficially own 5.0 per cent. or more of the Guarantor's issued and outstanding shares:

Principal Shareholder	Capacity	Percentage of issued share capital <sup>(3)</sup>
Weichai Group . . . . .	Beneficial owner <sup>(1)</sup>	16.83 per cent.
Shandong Heavy Industry Group Co., Ltd. <sup>(2)</sup> . . . . .	Held by controlled corporation	16.83 per cent.
Shandong SASAC <sup>(2)</sup> . . . . .	Held by controlled corporation	16.83 per cent.

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- (1) Beneficial ownership is determined by and includes the power to direct the voting or the disposition of the securities or to receive the economic benefit of the ownership of the securities.
- (2) 16.83 per cent. of the equity interest of the Guarantor is owned by Weichai Group (formerly known as Weifang Diesel Engine Works), which in turn is wholly owned by Shandong SASAC through Shandong Heavy Industry Group Co., Ltd., the equity interest of which wholly and directly owned by Shandong SASAC.
- (3) The calculation is based on the number of total issued share as at 30 June 2015. The Guarantor's issued shares are divided into A shares and H shares. A shares are listed on the Shenzhen Stock Exchange and H shares are listed on the Hong Kong Stock Exchange. Weichai Group holds only the Guarantor's A shares as at the date of this Offering Circular.

## RELATED PARTY TRANSACTIONS

The following discussion describes certain material related party transactions between the members of the Group and the companies with whom they are affiliated. Each of the Group's related party transactions was entered into in the ordinary course of business, on fair and reasonable commercial terms, in its interests and the interests of its shareholders.

As a listed company on the Hong Kong Stock Exchange, the Guarantor is subject to the requirements of Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) which require certain “connected transactions” with “connected persons” be approved by a company's independent shareholders. Each of the Group's related party transactions disclosed hereunder that constitutes a connected transaction within the meaning of the Listing Rules requiring shareholder approval has been so approved, or otherwise exempted from compliance under Chapter 14A of the Listing Rules.

### MAJOR RELATED PARTY TRANSACTIONS

The table below sets forth the Group's related party transactions for the period indicated.

	Year ended 31 December			Six months ended 30 June
	2012	2013	2014	2015
	(RMB in millions)			
<b>Transaction of Goods and Services with Related Parties<sup>(1)</sup></b>				
Purchase of goods from related parties (excluding tax) . . . . .	5,533.7	8,227.2	9,631.0	3,014.7
Receiving services from related parties . . . . .	482.7	515.3	459.5	272.6
Sale of goods to related parties (excluding tax) . . . . .	6,550.1	6,230.7	7,490.6	2,625.0
Rendering services to related parties . . . . .	53.8	73.6	48.9	20.2
<b>Leasing with Related Parties<sup>(2)</sup></b>				
As lessor . . . . .	32.1	39.9	58.2	32.5
As lessee . . . . .	70.8	84.6	83.0	29.1
<b>Transfer of Assets with Related Parties<sup>(3)</sup></b>				
Purchase of fixed assets . . . . .	3.1	0.4	4.6	0.3
Sale of fixed assets . . . . .	—	19.3	11.8	0.1
<b>Total . . . . .</b>	<b>12,726.3</b>	<b>15,191.0</b>	<b>17,787.6</b>	<b>5,994.5</b>

(1) During the years ended 31 December 2012, 2013 and 2014, the prices for the Group's sale of goods and rendering of services to related parties as well as purchase of goods and receiving services from related parties were determined with reference to market rates.

(2) During the years ended 31 December 2012, 2013 and 2014, the prices for the Group's leasing with related parties were determined with reference to market rates.

(3) During the years ended 31 December 2012, 2013 and 2014, the Group's purchase and sale of fixed assets from and to related parties were on prices determined with reference to market rates.

**Purchase of diesel engine parts and components, gas, scrap metals, materials, diesel engines and related products and processing services by the Guarantor and its subsidiaries from Weichai Holdings and its associates.**

Weichai Holdings is the direct and controlling shareholder of the Guarantor. Pursuant to the purchase and processing services agreement entered into between the Guarantor, Weichai Holdings and Chongqing Weichai on 27 November 2008 (as amended and supplemented by various supplemental agreements, collectively referred to as the “**Weichai Purchase and Processing Services Agreement**”),

- (i) the Guarantor and its subsidiaries have agreed to purchase diesel engine parts and components, gas, scrap metals, materials, diesel engines and related products from Weichai Holdings and its associates at market prices; and
- (ii) Weichai Holdings and its associates have agreed to provide processing services to the Guarantor and its subsidiaries with respect to certain semi-finished diesel engine parts at fees determined based on the relevant market prices.

The above mentioned transactions are settled by the parties on a monthly basis. Upon the expiry of the Weichai Purchase and Processing Services Agreement on 31 December 2016, the parties shall have an option to renew the agreement for a term of three years on a mutually agreed basis.

The approved annual cap for the above mentioned purchases made and services received from Weichai Holdings and its associates for the year ended 31 December 2014 is RMB300 million. In the year ended 31 December 2014, the total purchases made and processing services received by the Guarantor and its subsidiaries from Weichai Holdings and its associates amounted to RMB268.6 million.

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

Weichai Holdings directly holds a controlling interest in the Guarantor and Weichai Heavy Machinery. The Guarantor and Weichai Holdings entered into a framework agreement on 17 November 2003 (as supplemented by various supplemental agreements, collectively referred to as the “**Weichai Holdings Framework Agreement**”). The rights and obligations of Weichai Holdings in the Weichai Holdings Framework Agreement were assumed by Weichai Heavy Machinery pursuant to the supplemental framework agreement entered into between the Guarantor and Weichai Heavy Machinery on 29 August 2013.

Pursuant to the Weichai Holdings Framework Agreement, the Guarantor and/or its subsidiaries have agreed to sell certain diesel engines and related products to Weichai Heavy Machinery and/or its associates at market prices and settled on a monthly basis for a term ended 31 December 2018. Upon the expiry of the Weichai Holdings Framework Agreement, the parties have an option to extend the term for another three years on a mutually agreed basis.

The approved annual cap for the above mentioned sales of diesel engines and related products to Weichai Heavy Machinery and/or its associates for the year ended 31 December 2014 is RMB620 million. In the year ended 31 December 2014, the total sales of diesel engines and related products made by the Guarantor to Weichai Heavy Machinery and/or its associates amounted to RMB279.1 million.

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

Pursuant to the purchase and processing services agreement entered into between the Guarantor and Weichai Resources and Weichai Heavy Machinery on 27 November 2008 (as supplemented by various supplemental agreements, collectively referred to as the “**Weichai Resources Purchase and Processing Services Agreement**”),

- (i) the Guarantor and/or other members of the Group have agreed to purchase from Weichai Heavy Machinery and/or its associates diesel engine parts and components, steel and scrap metal, materials, diesel engines and related products; and
- (ii) Weichai Heavy Machinery and/or its associates have agreed to provide processing and labour services to the Guarantor and/or other members of the Group with respect to the above mentioned diesel engine parts and components.

The above mentioned purchases and processing services are transacted at market prices and settled on a monthly basis for a term ending 31 December 2016. Upon the expiry of the Weichai Resources Purchase and Processing Services Agreement, the parties have an option to extend the term for another three years on a mutually agreed basis.

The approved annual cap for the above mentioned purchases made and processing services received from Weichai Heavy Machinery and/or its associates for the year ended 31 December 2014 is RMB790 million. In the year ended 31 December 2014, the total purchases made and processing services received by the Guarantor and other members of the Group from Weichai Heavy Machinery and its associates amounted to RMB282.7 million.

**Sale of parts and components of transmissions and related products by Fast Gear to Fast Gear Automotive Transmission.**

The Guarantor and Fast Gear Automotive Transmission currently owns 51 per cent. and 49 per cent., respectively of the equity interest of Fast Gear. Pursuant to the parts and components sale agreement entered into between Fast Gear and Fast Gear Automotive Transmission on 1 August 2007 (as amended and supplemented by various supplemental agreements, collectively referred to as the “**Parts and Components Sale Agreement**”), Fast Gear has agreed to sell Fast Gear Automotive Transmission certain parts and components of transmissions, namely, gearboxes, to Fast Gear Automotive Transmission at market prices and settled every two to three months for a term ending 31 December 2015. Upon the expiry of the Parts and Components Sale Agreement, the parties shall have an option to renew the agreement for a term of three years on a mutually agreed basis.

The approved annual cap for the above mentioned sales of parts and components of transmissions to Fast Gear Automotive Transmission for the year ended 31 December 2014 is RMB4.1 billion. In the year ended 31 December 2014, the total sales of parts and components of transmissions made by Fast Gear to Fast Gear Automotive Transmission amounted to RMB1,606.9 million.

**Purchase of parts and components of transmissions and related products by Fast Gear from Fast Gear Automotive Transmission.**

Pursuant to the parts and components purchase agreement entered into between Fast Gear and Fast Gear Automotive Transmission on 1 August 2007 (as amended and supplemented by various supplemental agreements, collectively referred to as the “**Parts and Components Purchase Agreement**”), Fast Gear has agreed to purchase certain parts and components of transmissions and gears, namely, power take off assemblies and castings, from Fast Gear Automotive Transmission at market prices and settled every two to three months for a term ending 31 December 2015. Upon the expiry of the



Parts and Components Purchase Agreement, the parties shall have an option to renew the agreement for a term of three years on a mutually agreed basis.

The approved annual cap for the above mentioned purchase of parts and components of transmissions from Fast Gear Automotive Transmission for the year ended 31 December 2014 is RMB4.3 billion. In the year ended 31 December 2014, the total purchases of parts and components of transmissions made by Fast Gear from Fast Gear Automotive Transmission amounted to RMB2,628.3 million.

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

The Guarantor and Shaanxi Automotive. currently owns 51 per cent. and 49 per cent., respectively of the equity interest of Shaanxi Zhongqi. Pursuant to the vehicles, parts and components and raw materials sale and heat processing services agreement entered into between Shaanxi Zhongqi and certain other subsidiaries of the Guarantor as suppliers (the “**Shaanxi Suppliers**”) and Shaanxi Automotive and its associates as customers (the “**Shaanxi Customers**”) on 1 August 2007 (as supplemented by various supplemental agreements, collectively referred to as the “**Shaanxi Sale and Processing Services Agreement**”), the Shaanxi Suppliers have agreed to sell certain vehicles and parts and components of vehicles, raw materials and related products, and provide the relevant services to the Shaanxi Customers at market prices and settled by the parties every one to three months for a term ending 31 December 2015. Upon the expiry of the Shaanxi Sale and Processing Services Agreement, the parties shall have an option to renew the agreement for a term of three years on a mutually agreed basis.

Pursuant to the latest supplemental agreement dated 29 April 2014, Shaanxi Zhongqi and its subsidiaries and Weichai Power Freshen Air Technology Co., Ltd. (潍柴动力空气净化科技有限公司) (“**Weichai Freshen Air**,” a subsidiary of the Guarantor) (as the case may be) shall sell certain vehicles, parts and components of vehicles, raw materials and related products and to provide the relevant services to Shaanxi Automotive and its associates on the same terms for a term of three years ending 31 December 2016. Upon the expiry of the above mentioned supplemental agreement, the parties have an option to renew the term for another three years on a mutually agreed basis. In addition, Shaanxi Zhongqi shall sell certain vehicles to certain associates of Shaanxi Automotive at market price (i) through certain third party agents and settled within three months; or (ii) directly, with an upfront payment of 30 per cent. of the sale price of the vehicles and the remainder settled on a quarterly basis within two years.

The approved annual cap for the above mentioned sales of vehicles, parts and components, raw materials and related products and provision of the relevant services to Shaanxi Automotive and its associates for the year ended 31 December 2014 is RMB4.8 billion. In the year ended 31 December 2014, the total sales of vehicles, parts and components, raw materials and related products and provision of the relevant services by Shaanxi Zhongqi and its subsidiaries and Weichai Freshen Air to Shaanxi Automotive and its associates amounted to RMB2,342.3 million.

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

Pursuant to the parts and components and scrap steel purchase agreement entered into between Shaanxi Zhongqi and certain other subsidiaries of the Guarantor as buyers (the “**Shaanxi Buyers**”) and certain associates of Shaanxi Automotive as sellers (the “**Shaanxi Sellers**”) on 1 August 2007 (as supplemented by various supplemental agreements, collectively referred to as the “**Parts and Components and Scrap Steel Purchase Agreement**”), the Shaanxi Buyers have agreed to purchase certain parts and components of vehicles, scrap steel and related products from the Shaanxi Sellers at market prices and settled by the parties every one to three months for a term ending 31 December 2016. Upon the expiry of the Parts and Components and Scrap Steel Purchase Agreement, the parties shall have an option to renew the agreement for a term of three years on a mutually agreed basis.

Pursuant to the latest supplemental agreement dated 29 April 2014, Shaanxi Zhongqi and its subsidiaries shall purchase certain parts and components of vehicles, scrap steel and related products and labour services from Shaanxi Automotive and/or its associates on the same terms for a term of three years ending 31 December 2016. Upon the expiry of the above mentioned supplemental agreement, the parties have an option to renew the term for another three years on a mutually agreed basis.

The approved annual cap for the above mentioned purchases of parts and components of vehicles and scrap steel from Shaanxi Automotive and its associates for the year ended 31 December 2014 is RMB5.8 billion. In the year ended 31 December 2014, the total purchases of parts and components of vehicles, scrap steel and related products and labour services made by Shaanxi Zhongqi and its subsidiaries from Shaanxi Automotive and its associates amounted to RMB1,875.3 million.

**Provision of financial services to the Guarantor and its subsidiaries by Shandong Heavy Industry Group Finance Co., Ltd. (山東重工集團財務有限公司) (“Shandong Heavy Industry Group Finance”).**

Shandong Heavy Industry Group Finance is a subsidiary of Shandong Heavy Industrial, who beneficially owns 100 per cent. of the equity interest of Weichai Holdings. Pursuant to the financial services agreement entered into between the Guarantor and Shandong Heavy Industry Group Finance on 21 March 2013 (the “**Shandong Finance Financial Services Agreement**”), Shandong Heavy Industry Group Finance has agreed to provide, inter alia, certain deposit services to the Guarantor and its subsidiaries in accordance with the terms and conditions stated therein with a term of three years.

Upon the expiry of the Shandong Finance Financial Services Agreement, the parties shall have an option to renew the agreement for a term of three years on a mutually agreed basis. Shandong Heavy Industry Group Finance shall provide certain deposit services to the Group, the principal terms of which are as follows:

- (i) the interest rate for the deposit of the Group’s funds with Shandong Heavy Industry Group Finance shall, subject to the compliance of the relevant requirements of the People’s Bank of China, be no less than the highest interest rate for the same type of deposit offered by the major commercial banks for the same period; and
- (ii) the maximum daily balance (including interests) of the Group’s deposit with Shandong Heavy Industry Group Finance shall not exceed RMB9 billion from 30 June 2013 to 29 June 2014, RMB10.8 billion from 30 June 2014 to 29 June 2015, and RMB13 billion from 30 June 2015 to 29 June 2016.

During the year ended 2013, the period from 1 January 2014 to 29 June 2014 and the period from 30 June 2014 to 31 December 2014, the maximum daily balance (including interests) of the Group’s deposit in Shandong Heavy Industry Group Finance was RMB5,445.6 million, RMB8,933.5 million and RMB10,780,0 million.

**Supply of base engines, gas engine parts and related products by the Guarantor and its subsidiaries and associates to Weichai Power Westport New Energy Engine Co., Ltd. (濰柴西港新能源動力有限公司) (“Weichai Westport”).**

Pursuant to the framework supply agreement entered into between the Guarantor, Weichai Power (Weifang) Reproduction Company Limited (“**Weichai Reproduction**”) and Weichai Resources and Weichai Westport on 25 December 2012 (the “**Weichai Westport Supply Agreement**”), each of the Guarantor, Weichai Resources and Weichai Reproduction has agreed to supply certain base engines, gas engine parts and related products to Weichai Westport, at market prices and/or prices agreed according to the principle of fairness and reasonableness and settled on a monthly basis for a term from 25 December 2012 to 31 December 2014. Upon the expiry of the Weichai Westport Supply Agreement, the parties have an option to extend the term for three years on a mutually agreed basis.

The annual cap for the above mentioned supply of certain base engines, gas engine parts and related products is RMB2.8 billion. In the year ended 31 December 2014, the total supply of base engines, gas engine parts and related products by the Guarantor (and its subsidiaries) to Weichai Westport amounted to RMB1,977.8 million.

Pursuant to the supplemental agreement to the Weichai Westport Supply Agreement dated 8 December 2014 entered into between the Guarantor and certain of its subsidiaries, each of the Guarantor and its subsidiaries and/or its associates shall supply certain base engines, gas engine parts, utility and labour services, technology development services and related products and services to Weichai Westport at market prices and/or prices agreed according to the principle of fairness and reasonableness and settled on a monthly basis for a term from 1 January 2015 to 31 December 2017. Upon the expiry of the above mentioned supplemental agreement, the parties have an option to extend the term for three years on a mutually agreed basis.

**Purchase of gas engines, gas engine parts and related products by the Guarantor and its subsidiaries and associates from Weichai Westport.**

Pursuant to the framework purchase agreement entered into between the Guarantor, Weichai Reproduction and Weichai Resources and Weichai Westport on 25 December 2012 (the “**Weichai Westport Framework Agreement**”), each of the Guarantor, Weichai Reproduction and Weichai Resources has agreed to purchase certain gas engines, gas engine parts and related products from Weichai Westport at market prices and/or prices agreed according to the principle of fairness and reasonableness and settled on a monthly basis for a term from 25 December 2012 to 31 December 2014. Upon the expiry of the Weichai Westport Framework Agreement, the parties have an option to extend the term for three years on a mutually agreed basis.

The annual cap for the above mentioned purchase of gas engines, gas engine parts and related products is RMB5.5 billion. In the year ended 31 December 2014, the total purchase of gas engines, gas engine parts and related products by the Guarantor (and its subsidiaries) from Weichai Westport amounted to RMB3,735.5 million.

Pursuant to the supplemental agreement to the Weichai Westport Supply Agreement dated 8 December 2014 entered into between the Guarantor and its certain subsidiaries, each of the Guarantor and its subsidiaries and/or its associates shall purchase certain gas engines, gas engine parts, labour services and related products and services from Weichai Westport at market prices and/or prices agreed according to the principle of fairness and reasonableness and settled on a monthly basis for a term from 1 January 2015 to 31 December 2017. Upon the expiry of the above mentioned supplemental agreement, the parties have an option to extend the term for three years on a mutually agreed basis.

## PRC REGULATIONS

*This section summarises the principal PRC laws and regulations which are relevant to the Group's business and operations and the provision of the Guarantee by the Guarantor. As this is a summary, it does not contain a detailed or comprehensive analysis of the PRC laws and regulations which are relevant in the context of the offering of the Bonds.*

### THE PRC LEGAL SYSTEM

The PRC legal system is based on the Constitution of the PRC (《中華人民共和國憲法》) (“**PRC Constitution**”) and is made up of written laws, regulations, directives and local laws and laws resulting from international treaties entered into by the PRC government. In general, PRC court judgments do not constitute legally binding precedents, although they are used for the judicial reference and guidance.

The National People's Congress of the PRC (the “**NPC**”) and the Standing Committee of the NPC are empowered by the PRC Constitution to exercise the legislative power of the State. The NPC has the power to amend the PRC Constitution and enact and amend basic laws governing State agencies and civil, criminal and other matters. The Standing Committee of the NPC is empowered to enact and amend all laws except for the laws that are required to be enacted and amended by the NPC.

The State Council is the highest organ of the state administration and has the power to enact administrative rules and regulations based on the PRC Constitution and laws. The ministries and commissions of the State Council are also vested with the power to issue orders, directives and regulations within the jurisdiction of their respective departments. All administrative rules, regulations, directives and orders promulgated by the State Council and its ministries and commissions must be consistent with the PRC Constitution and the national laws enacted by the NPC. In the event that a conflict arises, the Standing Committee of the NPC has the power to annul administrative rules, regulations, directives and orders.

At the regional level, the provincial and municipal congresses and their respective standing committees may enact local rules and regulations and the people's governments may promulgate administrative rules and directives applicable to their own administrative areas. These local rules and regulations must not be inconsistent with the PRC Constitution, the national laws and the administrative rules and regulations promulgated by the State Council.

The State Council, provincial and municipal governments may also enact or issue rules, regulations or directives in new areas of the law for experimental purposes or in order to enforce the law. After gaining sufficient experience with experimental measures, the State Council may submit legislative proposals to be considered by the NPC or the Standing Committee of the NPC for enactment at the national level.

The PRC Constitution vests the power to interpret laws in the Standing Committee of the NPC. The Supreme People's Court, in addition to its power to give general interpretation on the application of laws in judicial proceedings, also has the power to interpret specific cases. The State Council and its ministries and commissions are also vested with the power to interpret rules and regulations that they have promulgated. At the regional level, the power to interpret regional rules and regulations is vested in the regional legislative and administrative bodies which promulgated such laws.

### THE PRC JUDICIAL SYSTEM

Under the PRC Constitution and the Law of Organization of the People's Courts of the PRC (《中華人民共和國人民法院組織法》), the judicial system consists of the Supreme People's Court, the local courts, military courts and other special courts.

The local courts are comprised of the basic courts, the intermediate courts and the higher courts. The basic courts are further divided into civil, criminal, economic, administrative and other divisions. The

intermediate courts have divisions similar to those of the basic courts, and are further divided into other special divisions, such as the intellectual property division. The higher level courts supervise the basic and intermediate courts. The people's procuratorates also have the power to exercise legal supervision over the litigation proceedings of courts of the same level and lower levels. The Supreme People's Court is the highest judicial organ of the PRC. It supervises the administration of justice by all other courts.

The courts employ a "second instance as final" appellate system. A party may appeal against a judgment or ruling of a local court to the court at the next higher level. Second judgments or rulings given at the next higher level and the first judgments or rulings given by the Supreme People's Court are final. First judgments or rulings of the Supreme People's Court are also final. If, however, the Supreme People's Court or a court at a higher level finds an error in a legally effective judgment which has been given by any court at a lower level, or the president of a court finds an error in a legally effective judgment which has been given in the court over which he presides, the case may then be retried in accordance with the judicial supervision procedures.

The Civil Procedure Law of the PRC (《中華人民共和國民事訴訟法》) (the "**Civil Procedure Law**"), which was adopted on 9 April 1991 and amended on 28 October 2007 and 31 August 2012, respectively, sets forth the criteria for instituting a civil action, the jurisdiction of the courts, the procedures to be followed for conducting a civil action and the procedures for enforcement of a civil judgment or ruling. All parties to a civil action conducted within the PRC must comply with the Civil Procedure Law. Generally, a civil case is initially heard by a local court of the municipality or province in which the defendant resides. The parties to a contract may, by express agreement, select a jurisdiction where civil actions may be brought, provided that the jurisdiction is either the plaintiff's or the defendant's place of residence, the place of execution or implementation of the contract or the place of the object of the contract. However, such selection cannot violate the stipulations of grade jurisdiction and exclusive jurisdiction in any case.

A foreign individual or enterprise generally has the same litigation rights and obligations as a citizen or legal person of the PRC. If a foreign country's judicial system limits the litigation rights of PRC citizens and enterprises, the PRC courts may apply the same limitations to the citizens and enterprises of that foreign country within the PRC. If any party to a civil action refuses to comply with a judgment or ruling made by a court or an award granted by an arbitration panel in the PRC, the aggrieved party may apply to the court to request for enforcement of the judgment, ruling or award. The time limit imposed on the right to apply for such enforcement is two years. If a person fails to satisfy a judgment made by the court within the stipulated time, the court will, upon application by any party to the action, mandatorily enforce the judgment.

A party seeking to enforce a judgment or ruling of a court against a party who is not located within the PRC and does not own any property in the PRC may apply to a foreign court with proper jurisdiction for recognition and enforcement of the judgment or ruling. A foreign judgment or ruling may also be recognised and enforced by a PRC court in accordance with the PRC enforcement procedures if the PRC has entered into, or acceded to, an international treaty with the relevant foreign country, which provides for such recognition and enforcement, or if the judgment or ruling satisfies the court's examination in accordance with the principle of reciprocity, unless the court finds that the recognition or enforcement of such judgment or ruling will result in a violation of the basic legal principles of the PRC, its sovereignty or security, or for reasons of social and public interests.

## **FOREIGN EXCHANGE CONTROLS**

The lawful currency of the PRC is the Renminbi, which is subject to foreign exchange controls and is not freely convertible into foreign exchange at this time. SAFE, under the authority of PBOC, is empowered with the functions of administering all matters relating to foreign exchange, including the enforcement of foreign exchange control regulations.

Prior to 31 December 1993, a quota system was used for the management of foreign currency. Any enterprise requiring foreign currency was required to obtain a quota from the local SAFE office before it



could convert Renminbi into foreign currency through the PBOC or other designated banks. Such conversion had to be effected at the official rate prescribed by SAFE on a daily basis. Renminbi could also be converted into foreign currency at swap centre. The exchange rates used by swap centres were largely determined by the demand for, and supply of, the foreign currency and the Renminbi requirements of enterprises in the PRC. Any enterprise that wished to buy or sell foreign currency at a swap centre had to obtain the prior approval of SAFE.

On 28 December 1993, PBOC, under the authority of the State Council, promulgated the Notice on Deepening the Reform of the Foreign Exchange Administration System (《關於進一步改革外匯管理體制的通知》), effective from 1 January 1994. The notice announced the abolition of the foreign exchange quota system, the implementation of conditional convertibility of Renminbi in current account items, the establishment of the system of settlement and payment of foreign exchange by banks, and the unification of the official Renminbi exchange rate and the market rate for Renminbi established at swap centres. On 26 March 1994, PBOC promulgated the Provisional Regulations for the Administration of Settlement, Sale and Payment of Foreign Exchange (《結匯、售匯及付匯管理暫行規定》) (the “**Provisional Regulations**”), which set out detailed provisions regulating the trading of foreign exchange by enterprises, economic organisations and social organisations in the PRC.

On 1 January 1994, the former dual exchange rate system for Renminbi was abolished and replaced by a controlled floating exchange rate system, which was determined by demand and supply of Renminbi. Pursuant to such system, PBOC set and published the daily Renminbi-U.S. dollar exchange rate. Such exchange rate was determined with reference to the transaction price for Renminbi-U.S. dollar in the inter-bank foreign exchange market on the previous day. Also, PBOC, with reference to exchange rates in the international foreign exchange market, announced the exchange rates of Renminbi against other major foreign currencies. In foreign exchange transactions, designated foreign exchange banks may, within a specified range, freely determine the applicable exchange rate in accordance with the rate announced by PBOC.

On 29 January 1996, the State Council promulgated the Regulations for the Administration of Foreign Exchange of the PRC (《中華人民共和國外匯管理條例》) (the “**Foreign Exchange Regulations**”) which became effective from 1 April 1996. The Foreign Exchange Regulations classifies all international payments and transfers into current account items and capital account items. Most current account items are subject to the approval by relevant banks that are duly authorised by SAFE to do so, while capital account items are still subject to SAFE approval directly. The Foreign Exchange Regulations was subsequently amended on 14 January 1997. Such amendment affirms that the State shall not restrict international current account payments and transfers. On 1 August 2008, the Foreign Exchange Regulations were further amended pursuant to a resolution of the State Council of China and came into effect on 5 August 2008 (the “**New Forex Regulation**”). Under the New Forex Regulation, foreign currency received under current account by onshore entities will not be asked to be settled into Renminbi automatically, while foreign currency under capital account may also be maintained upon approval. The Renminbi will be convertible for current account items (including the distribution of dividends, interest and royalties payments, and trade and service-related foreign exchange transactions) upon presentation of valid receipts and proof certifying the purposes of the conversion of Renminbi into foreign currency to the designated foreign exchange banks. Conversion of Renminbi into foreign exchange and remittance of foreign exchange funds outside of the PRC for capital account items, like direct investment, loan, loan guarantee, securities investment, capital contribution and repatriation of investment, is still subject to restriction, and prior approval from SAFE or its competent branch.

On 20 June 1996, PBOC promulgated the Regulations for Administration of Settlement, Sale and Payment of Foreign Exchange (《結匯、售匯及付匯管理規定》) (the “**Settlement Regulations**”) which became effective on 1 July 1996. The Settlement Regulations superseded the Provisional Regulations and abolished the remaining restrictions on convertibility of foreign exchange in respect of current account items while retaining the existing restrictions on foreign exchange transactions in respect of capital account items. Domestic entities seeking to enter into foreign exchange transactions are required to open up foreign exchange accounts for current account or capital account transactions, as the case may be, at



banks involved in foreign exchange business. Interest payments for foreign debt may be made from a foreign exchange account of a domestic entity or using foreign exchange purchased at designated foreign exchange banks after the verification of the bona fide nature of the transaction by SAFE. Domestic entities may apply to SAFE for approval to purchase foreign exchange by presenting valid documents required by the Settlement Regulations for repayment of foreign debt principal and such payment can be made upon the approval of SAFE.

On 25 October 1998, PBOC and SAFE promulgated the Notice Concerning the Discontinuance of Foreign Exchange Swapping Business (《關於停辦外匯調劑業務的通知》) pursuant to which and with effect from 1 December 1998, all foreign exchange swapping business in the PRC for foreign-invested enterprises shall be discontinued, while the trading of foreign exchange by foreign-invested enterprises shall be regulated under the system for the settlement and sale of foreign exchange applicable to banks.

On 21 July 2005, PBOC announced that, beginning from 21 July 2005, the PRC will implement a regulated and managed floating exchange rate system based on market supply and demand and by reference to a basket of currencies. The Renminbi exchange rate is no longer pegged to the U.S. dollar only. PBOC will announce the closing price of a foreign currency such as the U.S. dollar traded against the Renminbi in the inter-bank foreign exchange market after the closing of the market on each business day, setting the central parity for trading of the Renminbi on the following business day.

## **RULES FOR CROSS-BORDER RENMINBI BUSINESS**

On 5 July 2013, PBOC issued the Notice on Simplifying the Procedures for Cross-border Renminbi Business and Improving the Relevant Policies (《關於簡化跨境人民幣業務流程和完善有關政策的通知》) (the “**2013 PBOC Notice**”) to simplify the cross border Renminbi settlement under the current account, extend the financing term of the RMB account of the overseas participating account to one year, and regulate the domestic nonfinancial institutions Renminbi offshore lending business and the provision of overseas Renminbi guarantees and other services. The 2013 PBOC Notice encourages the domestic bank to carry out cross-border Renminbi financing business and the domestic non-financial institutions may apply to the domestic bank for its overseas Renminbi lending or financing settlement business.

According to the 2013 PBOC Notice, PBOC does not set limits for the qualification and guaranteed amount of domestic non-financial institutions engaging in the cross-border guarantee business, and if necessary, such domestic non-financial institutions may apply for registration certificate with local PBOC branch for such guarantee business.

## **REGULATIONS AND POLICIES REGARDING AUTOMOTIVE INDUSTRY**

### **The Policy on Automotive Industry Development (《汽車產業發展政策》)**

On 21 May 2004, the NDRC promulgated the Policy on Automotive Industry Development (《汽車產業發展政策》) (the “**Policy**”), which replaced the old automotive industry development policy issued in 1994 and was further amended on 15 August 2009, as an overall guideline for the automotive industry (including the engines industry and the automotive components and parts industry) in China. The Policy contains provisions relating to, among other things, the PRC automotive industry’s technology policies, structural adjustments, market access administration, trademarks, product development, spare parts sales and other relevant sub-industries, distribution networks, investment administration, import administration, and automotive consumption. One of the Policy’s stated aims is to develop the PRC automotive industry into a strong pillar of the PRC national economy.

According to the Policy, China encourages OEMs to further specialize in production and gradually change their internal parts manufacturing units into independent and specialized parts and components manufacturing enterprises.

According to the Policy, China supports engine manufacturers and automotive parts and component manufacturers in establishing product research institutions to form innovative and self-development

capabilities. Investment amount in the construction of research facilities of self-development products shall be tax-deductible as long as such investment complies with the relevant tax provisions on promotion of enterprise technological progress and China continues to support large automotive parts and components manufacturers to develop parts and components assembly with proprietary intellectual property and at an advanced level.

According to the Policy, China encourages the automotive industry, in combination with the requirements of the strategy of state energy source structural adjustment and emission standards, to conduct research and industrialize new types of power, such as electric cars, batteries used to power vehicles, and focus on the development of hybrid vehicle technology and diesel engine technology. China will take measures in scientific and technological research, technological transformation, industrialization of new technologies and promoting the production and use of hybrid vehicles.

According to the Policy, enterprises that produce engines, components and parts shall register the self-owned trademarks of the commodities and services of their enterprises, in accordance with the PRC Trademark Law (《中華人民共和國商標法》). The state encourages enterprises to plan for the development and protection of brands, and to make efforts to implement brand-operation strategies.

### **The Restructuring and Rejuvenation Programme of the Automotive Industry (《汽車產業調整和振興規劃》)**

On 20 March 2009, the State Council issued the Restructuring and Rejuvenation Programme of the Automotive Industry (《汽車產業調整和振興規劃》) (the “**Programme**”), which specifies certain objectives, policies and measures in relation to the automotive industry.

One of the objectives the Programme provided is to boost the restructuring of the automotive industry. The key automotive parts and components manufacturers are encouraged to expand their scale through merger, acquisition and reorganization, and to increase their market share in the domestic and overseas markets.

According to the Programme, China will make more investments in technological progress and innovation to develop key parts and assemblies which will fill domestic vacancies, build platforms for research, development and testing of common technologies of automobiles and spare parts, as well as develop new-energy automotive and special spare parts. Particularly, China aims at achieving the realization of technological independence of key spare parts in engine, transmission, steering system, braking system, drive train system, suspension system and vehicle bus control system, and urges technologies of special spare parts of new-energy automobiles reaching international advanced level. China will provide support on the industrialization of power modules of new-energy automobiles, the upgrade of technologies of internal combustion engines, the industrialization of advanced transmission, the industrialization of key spare parts, and the establishment of independent public testing agencies and automotive key spare part technology centres featured in the organic integration of “production, education and research.”

### **Other Provisions Regarding Automobiles**

On 28 June 2012, the State Council issued the Plan for the Development of Energy-saving and New Energy Automotive Industry (2012-2020) (《節能與新能源汽車產業發展規劃 (2012-2020)》), pure electric driving force shall be regarded as the main strategic direction for the development of new energy automobiles and the transformation of the automotive industry. At present, China will focus on the promotion of pure electric driving automobiles and plug-in hybrid automobiles, and popularize non-plug-in hybrid automobiles and automobiles with energy-saving internal combustion engine to improve the overall technical proficiency of China’s automotive industry.

According to the Automotive Trade Policies (《汽車貿易政策》) issued by MOFCOM on 10 August 2005, China encourages the trade of automotive components (including engine components) to develop into large scale, good brand and networked industry by way of franchise and chain operation. A supplier or dealer of automobiles or automotive components shall intensify the quality management and improve the product quality as well as service quality. No supplier or dealer of automobiles or automotive components may supply or sell any automotive component that fails to comply with the relevant laws, administrative regulations, compulsory standards and the requirements of compulsory product certification of the state. A supplier of automobiles or automotive parts shall inform the general public of the name list of franchised dealers of automotive parts whose accreditation has been granted or abolished on a periodic basis.

According to the China Technologies Category of Encouraged Import (《中國鼓勵引進技術目錄》) jointly formulated by MOFCOM and State Administration of Taxation on 18 December 2006, China encourages enterprises to introduce foreign advanced and applicable technologies into China, such as the design technology, developing technology and product technology in relation to advanced engines.

On 23 February 2012, MOFCOM issued the 12th Five-year Development Plan of Import & Export Electrical and High-tech Products (《機電和高新技術產品進出口“十二五”發展規劃》), providing that China will actively promote bilateral mutual recognition of results of test on automotive products and strengthen the construction of the national export bases for automotive vehicles and components. According to the Plan, automobile was listed as one of the key industries and the enterprises in key industries are encouraged to establish and improve the overseas marketing and sale service network.

In addition, enterprises which engage in manufacturing special vehicles and trailers within the territory of the PRC for domestic use and special vehicle products manufactured thereby shall be in compliance with the provisions of Administrative Rules on the Entry of Special Vehicle & Trailer Manufacturers and Products (《專用汽車和掛車生產企業及產品准入管理規則》) promulgated by the Ministry of Industry and Information Technology of the PRC (the “MIIT”) on 18 June 2009.

According to the Provisions on the Registration of Motor Vehicles (《機動車登記規定》) issued on 30 April 2004 and revised on 27 May 2008 by the Ministry of Public Security and other related laws and regulations, China practices the system of motor vehicle registration. All motor vehicles shall be registered with the traffic administration department of the public security authorities before they can be driven on roads.

In addition, China has adopted a number of national and local regulatory measures regulating motor vehicles and drivers, including but not limited to the Highway Law of the PRC (《中華人民共和國公路法》), the Law of Road Traffic Safety of the PRC (《中華人民共和國道路交通安全法》), and the Administrative Rules on Highway Driving of Overloading Vehicle (《超限運輸車輛行駛公路管理規定》).

## **REGULATIONS REGARDING ENGINE PRODUCTION**

### **Production License**

According to the Administrative Regulations of the PRC on Production Licenses for Industrial Products (《中華人民共和國工業產品生產授權管理條例》), which was promulgated by the No. 440 Order of the State Council on 9 July 2005 and came into force as at 1 September 2005, and the Measures for the Implementation of the Administrative Regulations of the PRC on Production Licenses for Industrial Products (《中華人民共和國工業產品生產授權管理條例實施辦法》), which was promulgated by the General Administration of Quality Supervision, Inspection and Quarantine and came into effect on 1 November 2005 and amended on 21 April 2010, internal combustion engines, such as diesel engines and universal gas engines, are placed in the “Catalogue of Implementation of Production License Management for Industrial Products (《實行生產許可證制度管理的產品目錄》). Any enterprise that has not obtained a production license for a product listed in such catalogue shall be prohibited from producing the relevant product. No entity or individual may sell or use in the course of business activities any product listed in the Catalogue for which it has not obtained a production license.

Where an enterprise produces any product listed in the aforesaid catalogue without applying for a production license in accordance with these regulations, the government department responsible for production licenses for industrial products shall order it to stop production, confiscate any illegally produced products, and fine the enterprise between one and three times the value of illegally produced products. Any illegal gains shall be confiscated and where the circumstances constitute a crime, criminal liability shall be pursued in accordance with the law.

Any enterprise that seeks to obtain a production license shall meet the following requirements: (i) have a business license; (ii) have professional and technical personnel required for the products it produces; (iii) have production, inspection and quarantine facilities suitable for the products it produces; (iv) have technical and technological documents relating to the products it produces; (v) established a sound and effective quality control system and a system of responsibilities; (vi) have products that comply with relevant national standards, industrial standards and requirements designed to ensure personal health and the safety of personnel and property; and (vii) in compliance with state industrial policy provisions and not be involved in activities such as the use of any outdated technique, high energy costs, pollution of the environment, or the wastage of resources, prohibited by state proclamation or in which investment is prohibited.

The period of validity of a production license shall be five years. During that period, enterprises shall ensure product quality consistency and conformity and submit periodic reports to the department responsible for production licenses for industrial products within the relevant province, autonomous region or municipality directly under the central government.

The State Council department responsible for production licenses for industrial products and the local departments responsible for production licenses for industrial products at or above the county level shall supervise and examine enterprises on a periodic or ad hoc basis. Where it is necessary to inspect a product, the relevant department shall carry out the inspection on the basis of the relevant provisions of the PRC Law on Products Quality.

### ***Products Quality Law of the PRC***

According to the Products Quality Law of the PRC (《中華人民共和國產品質量法》), which was passed on the 30th Session of the Standing Committee of the 7th National People's Congress on 22 February 1993, revised by the 16th Session of the Standing Committee of the 9th National People's Congress on 8 July 2000, and came into effect on 1 September 2000, producers and salespeople should establish a completed and internal management system for the product quality, strictly implement post-oriented quality regulations, quality liabilities stipulations and the corresponding measures for their assessment. Products should pass the quality assessment and those without passing the quality assessment should not pretend to have passed such assessment.

China encourages the use of scientific quality management and advanced scientific technology and promotes that the quality of products should reach and be above the industry standard, the state standard and the international standard.

China also carries out a quality accreditation system for enterprises according to the global quality management standard. Enterprises can apply, of their own will, for the quality certificate from the accreditation institutions that are approved by the quality supervision division of the State Council or approved by the division authorized by the quality supervision division of the State Council.

The quality of products should satisfy the following requirements: (i) no unreasonable risks of personal and property safety, and reaching the state standard and industry standard of securing personal health, personal safety and property safety (if any); (ii) have the functions that the products should have, except for the defect that have been explained; (iii) reach the standards that are stated on the products or its packing and meet the quality stated by product illustration and sample.

For the producers and salespeople who have violated the PRC Law on Products Quality, supervision division of quality technology can order them to cease their production and sale, forfeit the products that are illegally produced and sold, impose a fine on them, forfeit their gains from illegal operation and suspend their business license (as the case may be). If the violation is criminal, the producers and salesmen shall bear criminal responsibility.

In addition, according to the Provisions on the Administration of Recall of Defective Auto Products (缺陷汽車產品召回管理規定), jointly promulgated by the General Administration of Quality Supervision, Inspection and Quarantine (國家品質監督檢驗檢疫總局), the NDRC, the MOFCOM and the General Administration of Customs (海關總署) on 12 March 2004, the manufacturers or importers of automotive products shall recall the defective automotive products they have produced or imported according to the provisions therein, and bear the expenses for eliminating the defects and the necessary transportation fees.

### ***Standardization Law of the PRC***

According to Standardization Law of the PRC (《中華人民共和國標準化法》) (the “**Standardization Law**”), which was passed on the 5th Session of the Standing Committee of the 7th National People’s Congress on 29 December 1988 and came into effect on 1 April 1989, technical requirements for industry products, environmental protection and engineering constructions are required to meet the relevant national standards and trade standards of China. National standards and trade standards are divided into compulsory standards and recommendatory standards. Any entities and individuals that engage in scientific research, production and operation must strictly implement compulsory standards. The production, sale or import of any product that does not conform to compulsory standards shall be handled by the relevant administrative authorities in accordance with the Standardization Law. Where the Standardization Law is silent on such handling, the local SAIC may confiscate the products and any illegal income derived therefrom and impose a fine. In circumstances where serious consequences are incurred and the offence constitutes a crime, the liabilities for responsible personnel may be investigated and established in accordance with law. With respect to products for which national or trade standards have been formulated, enterprises may apply to the standardization administration department under the State Council for product quality certification.

Standards for the discharge of pollutants concerning environmental protection and standards for environmental quality are regulated as the compulsory standards. The compulsory standards we complied with include standards such as Technical Specification for No-board Diagnostic (OBD) System of Compression Ignition and Gas Fuelled Positive Ignition Engines of Vehicles (車用壓燃式、氣體燃料點燃式發動機與汽車車載診斷(OBD)系統技術要求) and Durability of Emission Control Systems of Compression Ignition and Gas Fuelled Positive Ignition Engines of Vehicles (用壓燃式、氣體燃料點燃式發動機與汽車排放控制系統耐久技術要求) both of which are issued by the Ministry of Environmental Protection of the PRC.

In addition, according to the Procedures of the Ministry of Machinery Industry on the Administration of the Standardization of the Automotive Industry (機械部關於汽車標準化管理辦法) issued on January 16, 1996, where the recommendatory standards have been adopted by the enterprises, stipulated as a basis in the contracts or regulated by provisions of the governmental department as the compulsive obligations, these recommendatory standards will be enforceable within the enterprise between the parties of contracts or to the extent the said provisions provide.

### ***The Production Safety Law of the PRC***

According to the Production Safety Law of the PRC (《中華人民共和國安全生產法》), which was adopted at the 28th session of the Standing Committee of the 9th National People’s Congress of the PRC on 29 June 2002 and amended on 27 August 2009, the State Administration of Work Safety (國家安全生產監督管理總局) is in charge of the overall administration of production safety. The production and business operation entities shall set up prominent safety warning marks at the production or business



operation sites that have substantial dangerous elements or on the relevant facilities or equipment. The designing, manufacturing, installation, using, checking, maintenance, reforming and claiming as useless of safety equipment shall be in conformity with the national standards or industrial standards.

The safety facilities of the newly built or rebuilt or expanded engineering projects of the production and business operation entities (hereinafter referred to as construction projects as a general term) shall be designed, built and put into production and use at the same time as the principal part of the projects. The investment in safety facilities shall be included in the budgetary estimates of the construction projects concerned.

## **REGULATIONS REGARDING OVERSEAS INVESTMENT, FINANCING AND ACQUISITION ACTIVITIES**

### **NDRC Supervision**

According to the Measures for the Administration of Approval and Filing of Overseas Investment Projects (《境外投資項目核准暫行管理辦法》) effective from 8 May 2014 and amended on 27 December 2014, the procedure of approval and filing shall be respectively applied to different overseas investment projects. Specifically, if the amount of the investment made by the Chinese party is US\$1 billion or more, or if the project is related to the sensitive countries, regions or industries, regardless of the investment amount, the projects shall be subject to the approval of NDRC. If the amount of the investment made by the Chinese party is US\$2 billion or more, and the project is related to the sensitive countries, areas or industries, the projects shall be subject to the examination of NDRC and then shall be reported to the State Council for the approval. Other than the projects specified above, the other projects shall be subject to the filing with the competent governmental body.

Specifically, overseas investment projects carried out by enterprises under central management, or those carried out by local enterprises in which the amount of Chinese investment reaches or exceeds US\$300 million shall be subject to the filing with NDRC. Those carried out by local enterprises in which the amount of Chinese investment is below US\$300 million shall be subject to the filing with competent investment departments of the provincial government.

Investment projects to be carried out in Hong Kong and/or the Macau Special Administrative Region shall be governed by the Measures for the Administration of Approval and Filing of Overseas Investment Projects.

According to the Notice on the Administrative Reform for the Registration of Offshore Debt Issuances (國家發展改革委關於推進企業發行外債備案登記制管理改革的通知) (the “**NDRC Notice**”), which was issued by the NDRC on 14 September 2015 and came into effect on the same day, if a PRC enterprise or an offshore enterprise controlled by a PRC enterprise wishes to issue bonds outside of the PRC with a maturity of more than one year, such enterprise must in advance of issuing such bonds, file certain prescribed documents with the NDRC and procure a registration certificate from the NDRC in respect of such issue. According to the NDRC Notice, the NDRC is expected to issue a decision on the submission within seven working days after it accepts the submission. The Guarantor submitted the application for the registration of foreign debt to the NDRC on 17 September 2015. The Guarantor is also required to report certain details of the Bonds to the NDRC within ten working days after the closing date of the offering. The Guarantor has been advised by its PRC legal advisors that there are no foreseeable obstacles to the completion of the registration so long as all relevant documents have been duly submitted to the NDRC.

### **MOFCOM Supervision**

MOFCOM issued the new version of the Overseas Investment Administration Rules (《境外投資管理辦法》) on 6 September 2014, effective from 6 October 2014 (the “**New Overseas Investment Rules**”). Under the New Overseas Investment Rules, a domestic enterprise intending to carry out any overseas



investment shall report to the competent department of commerce for verification or filing and the competent department of commerce shall, with regard to an enterprise so verified or filed, issue thereto an Enterprise Overseas Investment Certificate (企業境外投資證書). If two or more enterprises make joint investment to establish an overseas enterprise, the larger (or largest) shareholder shall be responsible for the verification or filing procedure after obtaining written consent of other investing parties.

An enterprise that intends to invest in a sensitive country or region or a sensitive industry shall apply for the verification by MOFCOM. “Sensitive countries and regions” mean those countries without a diplomatic relationship with the PRC, or subject to the UNSC sanctions or otherwise under the list of verified countries and regions published by MOFCOM from time to time. “Sensitive industries” mean those industries involving the products and technologies which are restricted from being exported, or affecting the interests of more than one country (or region). In accordance with the New Overseas Investment Rules, a central enterprise shall apply to MOFCOM for verification and MOFCOM shall, within 20 working days after accepting such application, decide whether or not the verification is granted. For a local enterprise, it shall apply through the provincial department of commerce to MOFCOM for such verification. The provincial department of commerce shall give a preliminary opinion within 15 working days after accepting such local enterprise’s application and submit all application documents to MOFCOM, while MOFCOM shall decide whether or not the verification is granted within 15 working days of receipt of such preliminary opinion from the provincial department of commerce. Upon verification, the Enterprise Overseas Investment Certificate shall be issued to the investing enterprise by MOFCOM.

Other than those overseas investments subject to MOFCOM verification as described above, all other overseas investments are subject to a filing procedure. The investing enterprise shall complete the filing form through the Overseas Investment Management System (境外投資管理系統), an online system maintained by MOFCOM and print out a copy of such filing form for stamping with the company chop, and then submit such stamped filing form together with a copy of its business licence, for filing at MOFCOM (for a central enterprise (中央企業)) or the provincial department of commerce (for a local enterprise) respectively. MOFCOM or the provincial department of commerce shall accept the filing and issue the Enterprise Overseas Investment Certificate within three working days of receipt of such filing form.

The investing enterprise must carry out the investment within two years of the date of the relevant Enterprise Overseas Investment Certificate, otherwise such certificate will automatically become invalid and a new filing or verification application has to be made by the investing enterprise. In addition, if any item specified in such certificate is changed, the investing enterprise shall make the change of registration at MOFCOM or the provincial department of commerce (as the case may be).

If an overseas invested company carries out a re-investment activity offshore, the investing enterprise shall report such re-investment activity to MOFCOM or the provincial department of commerce (as the case may be) after the legal process of the investment is completed offshore. The investing enterprise shall complete and print out a copy of the Overseas Chinese-invested Enterprise Re-investment Report Form (境外中資企業再投資報告表) from the Overseas Investment Management System and stamp and submit such form to MOFCOM or the provincial department of commerce.

The New Overseas Investment Rules specifically provide that an overseas invested company cannot use the words of “China” (“中國” or “中華”) in its name, unless otherwise approved.

### **Foreign Exchange Administration**

According to the Circular of the State Administration of Foreign Exchange on Promulgating the Administrative Provisions on Foreign Exchange of the Outbound Direct Investments of Domestic Institutions (《國家外匯管理局關於進一步改進和調整直接投資外匯管理政策的通知》), corporations, enterprises or other economic organisations (domestic investors) that have been permitted to make outbound investment shall go through the procedures of registration to the Foreign Exchange Bureau (外

匯管理機構). The Foreign Exchange Bureau shall issue the Foreign Exchange Registration Certificate (外匯登記證) for overseas direct investment or an IC card to the domestic institution. The domestic institution shall go through the formalities for outward remittance of funds for overseas direct investment at a designated foreign exchange bank by presenting the approval document issued by the department in charge of overseas direct investment and the Foreign Exchange Registration Certificate for overseas direct investment. The scope of foreign exchange funds for overseas direct investment of domestic institutions includes their own foreign exchange funds, domestic loans in foreign currencies in compliance with relevant provisions, foreign exchange purchased with Renminbi, material objects, intangible assets and other foreign exchange funds approved by the Foreign Exchange Bureaus for overseas direct investment. The profits gained from overseas direct investment of domestic institutions may be deposited in overseas banks and used for overseas direct investment.

### **State-owned Assets Supervision**

The Interim Measures for Administration of Overseas State-owned Property Rights of Central Enterprises (《中央企業境外國有產權管理暫行辦法》) and the Interim Measures for the Supervision and Administration of Overseas State-owned Assets of Central Enterprises (《中央企業境外國有資產監督管理暫行辦法》) also apply to overseas investment projects. Where overseas enterprises wholly owned or controlled by central enterprises or their subsidiaries at all levels conduct economic activities such as transferring or acquiring properties, making non-monetary contribution, changing the state-owned shareholding in non-listed companies, consolidation, division, dissolution or liquidation, they shall appoint a professional agency with the corresponding qualifications, professional experiences and good reputation to evaluate or assess the subject matters, and the evaluation items or valuation results shall be submitted to SASAC for record-filing or approval (as the case may be).

Pursuant to the Interim Measures for Administration of Overseas State-owned Property Right of Central Enterprises, the central enterprise shall, in a unified way, apply for property right registration with the SASAC, where any of the following events take places in connection with a central enterprise or its subsidiaries at all levels:

- (i) where an overseas enterprise is established by way of investment, division or consolidation, or the property right of an overseas enterprise is obtained for the first time by way of acquisition or equity investment;
- (ii) where any change occurs to an overseas enterprise's basic information including its name, registration place, registered capital and the main business scope, or the overseas enterprise's property right information changes due to any changes in the capital contributors, amount of capital contributions and proportions of capital contributions;
- (iii) where an overseas enterprise no longer keeps state-owned property right due to dissolution, bankruptcy, or property right transfer and capital reduction; or
- (iv) other circumstances in which property right registration needs to be made.

## **TAXATION IN THE PRC**

### **Enterprise Income Tax**

Prior to 1 January 2008, under the then applicable PRC law and regulations, entities established in the PRC were generally subject to a 33 per cent. enterprise income tax (“EIT”). However, entities that satisfied certain conditions enjoyed preferential tax treatment. In accordance with the tax laws and regulations effective until 31 December 2007, foreign invested manufacturing enterprises scheduled to operate for a period not less than ten years were exempted from paying state income tax for two years starting from its first profit making year and were allowed a 50 per cent. reduction in its tax rate in the third, fourth and fifth years (“**two-year exemption and three-year reduction by half**”).

On 16 March 2007, the NPC enacted the EIT Law, which, together with its related implementation rules issued by the State Council on 6 December 2007, became effective on 1 January 2008. The EIT law imposes a single uniform income tax rate of 25 per cent. on all Chinese enterprises, including foreign invested enterprises, and eliminates or modifies most of the tax exemptions, reductions and preferential treatments available under the previous tax laws and regulations. On 26 December 2007, the State Council issued a Notice on the Implementation of the Transitional Preferential Tax Policies (《國務院關於實施企業所得稅過渡優惠政策的通知》). Further, as at 1 January 2008, the enterprises that previously enjoyed “two-year exemption and three-year reduction by half” of EIT and other preferential treatments in the form of tax deductions and exemptions within specified periods may, after the implementation of the EIT law, continue to enjoy the relevant preferential treatments until the expiration of the time period. However, if such an enterprise has not enjoyed the preferential treatments yet because of its failure to make profits, its preferential time period shall be calculated from 2008.

After the implementation of the EIT law, the preferential tax treatment for encouraged enterprises located in western China and certain industry-oriented tax incentives are still available. Pursuant to the Notice on Tax Policy Issues Concerning Further Implementing the Western China Development Strategy, effective from 1 January 2011, the enterprises within the state-encouraged industry located in western China are taxed at a preferential income tax rate of 15 per cent. for years from 1 January 2011 to 31 December 2020.

### **Value Added Tax**

According to the Interim Regulations on the Value-added Tax of the PRC (《中華人民共和國增值稅暫行條例》) (the “**Interim VAT Regulation**”) which was revised by the State Council on 5 November 2008 and came into effect on 1 January 2009, and the Detailed Implementation Rules of the Tentative Regulations on the Value-added Tax of the PRC (《中華人民共和國增值稅暫行條例實施辦法》) promulgated by the PRC Ministry of Finance which came into effect on 1 January 2009 and was amended on 28 October 2011, organisations or individuals who sell commodities, provide processing, repairing or replacement services, or import commodities within the PRC’s territories are subject to value-added tax (“VAT”), and shall pay the VAT accordingly. In respect of the sale and import of goods or provision of processing, repairing and replacing services by the taxpayer, the VAT rate is 17 per cent., while for the sale and import of particular commodities listed on the Interim VAT Regulation by the taxpayer, the VAT rate is 13 per cent. and for the export of applicable commodities by the taxpayer, the VAT rate is zero unless otherwise provided by the State Council.

### **Municipal Maintenance Tax**

Under the Interim Regulations of the PRC on Municipal Maintenance Tax (《中華人民共和國城市維護建設稅暫行條例》) promulgated by the State Council in 1985 a taxpayer whether an individual or otherwise, of consumption tax, VAT or business tax shall be required to pay municipal maintenance tax. The tax rate shall be 7 per cent. for a taxpayer whose domicile is in an urban area, 5 per cent. for a taxpayer whose domicile is in a county or a town and 1 per cent. for a taxpayer whose domicile is not in any urban area or county or town.

And according to the Notice on Unifying the Municipal Maintenance Tax and Education Surcharge System of Domestic Enterprises Foreign-Invested Enterprises and Individuals (《國務院關於統一內外資企業和個人城市維護建設稅和教育費附加制度的通知》) issued by the State Council on 18 October 2010, the municipal maintenance tax becomes applicable to foreign-invested enterprises as at 1 December 2010.

### **Education Surcharge**

Under the Interim Provisions on Imposition of Education Surcharge (《徵收教育費附加的暫行稅條例》) promulgated by the State Council on 28 April 1986 and as amended on 7 June 1990, 20 August 2005 and 8 January 2011, a taxpayer whether an individual or otherwise of consumption tax, VAT or business

tax shall pay an education surcharge unless such obliged taxpayer is instead required to pay a rural area education surcharge as provided by the Notice of the State Council on Raising Funds for Schools in Rural Areas.

And according to the Notice on Unifying the Municipal Maintenance Tax and Education Surcharge System of Domestic Enterprises Foreign-invested Enterprises and Individuals as issued by the State Council on 18 October 2010, the education surcharge becomes applicable to foreign-invested enterprises as at 1 December 2010.

## ENVIRONMENTAL PROTECTION LAWS

China adopted its Environmental Protection Law of the PRC (《中華人民共和國環境保護法》) (the “**Environmental Protection Law**”) in 1989, and the State Council and the Ministry of Environmental Protection promulgate regulations as required from time to time. The Environmental Protection Law addresses issues relating to environmental quality, waste disposal and emissions, including air, water and noise emissions. On 11 August 2013, the State Council released a guideline titled “Opinions of the State Council on Accelerating the Development of Energy-Saving and Environmental Protection Industries” (《國務院關於加快發展迴圈經濟的若干意見》). According to the document, the government is upgrading the environmental sector to a key industry by 2015 and the sector is expected to grow at the rate of 15 per cent. annually. The government announced that it would fund through investments, tax breaks and direct subsidies, environmental protection industries across a range of technologies addressing air, water and soil pollution including energy saving products, electrical vehicles and pollution monitoring. On 19 November 2014, the State Council unveiled a new Energy Development Strategy Action Plan (2014-2020) (《能源發展戰略行動計畫(2014-2020年)》) focusing on the development of renewables and limiting its primary energy consumption growth rate to 3.5 per cent. per year until 2020. Premier Li Keqiang in his 2015 annual policy report acknowledged the concern over environmental pollution and stated that the Chinese government would implement an action plan to conserve energy, reduce emissions and improve the environment such as promoting the use of new-energy vehicles, improving the quality of fuel and prohibiting the use of commercial vehicles registered prior to the end of 2005.

Amendments to the 1989 Environmental Protection Law were proposed in order to achieve these aims which were passed by Standing Committee of the NPC on 24 April 2014 and came into effect on 1 January 2015. The new amendments provide for increased fines against polluting companies, detention of negligent executives, protection for whistle-blowers and penalties for officials who fail to enforce laws. Environmental regulations have not had a material impact on the Group’s results of operations. The Group expects that environmental standards and their enforcement in China will, as in many other countries, become more stringent over time, especially as technical advances make achievement of higher standards more feasible. The Group has built an air filter system to reduce the level of dust and fumes resulting from its production of diesel engines.

As at July 2013, the China National IV emission standards for diesel engines was effective throughout China, and strict enforcement of the standards commenced nationwide on 1 January 2015. In an effort to combat increasing air pollution, the China National V emission standards for natural gas engines were implemented throughout China on 1 January 2013. In addition, the Chinese government has mandated that all new registrations in Beijing of diesel engine vehicles for use in public transit and light-duty gasoline powered engine vehicles must comply with the China National V emission standards with effect from 1 February 2013 and 1 March 2013, respectively.

The Group produces diesel engines compliant with China National IV and V emission standards and also has the ability to produce certain diesel compliant with China National VI emission standards, as well as develop alternative fuels and environmentally friendly hybrid engines with improved fuel efficiency. The Group also produces diesel engines compliant with Tier 2 emission standards and has the ability to produce diesel engines compliant with Tier 3 emission standards for use in non-road machinery. See “Risk Factors — Risks Relating to The Group’s Businesses — The Group may fail to comply with present or future applicable environmental laws and regulations.” The Group is subject to Chinese

national and local environmental protection regulations which currently impose fees for the discharge of waste substances, require the payment of fines for pollution, and provide for the closure by the Chinese government of any facility that fails to comply with orders requiring the Group to cease or improve upon certain activities causing environmental damage. Due to the nature of its business, the Group produces certain amounts of waste water, gas, and solid waste materials during the course of its production. The Group believes its environmental protection facilities and systems are adequate for it to comply with the existing national, provincial and local environmental protection regulations. However, Chinese national, provincial or local authorities may impose additional or more stringent regulations which would require additional expenditure on environmental matters or changes in the Group's processes or systems.

On 29 November 1998, the State Council promulgated the Regulations on the Administration of Environmental Protection of Construction Project (《建設項目環境保護管理條例》). On 28 October 2002, the Standing Committee promulgated the Law on Appraising of Environment Impact of the PRC (《中華人民共和國環境影響評價法》) which became effective on 1 September 2003. According to the aforesaid laws, the construction units responsible for the construction projects must submit corresponding environmental impact appraisal documents to the relevant administrative departments of environmental protection for examination and approval; where the construction project is governed by an industrial authority, the environmental impact appraisal documents shall be pre-reviewed by the industrial authority before submitting to the competent administrative department of environment protection for examination and approval. If the construction units fail to submit the aforesaid environmental impact appraisal documents according to the applicable PRC laws and regulations, or if the documents are not approved after examination by the relevant administrative departments, the departments responsible for examination and approving the relevant construction projects shall not approve such projects and the construction units shall not commence the construction. Meanwhile, the environmental protection facilities for the pollution prevention and control at a construction project shall be designed, built and commissioned together with the main part. No permission shall be given for a construction project to be commissioned until its installations for (the prevention and control of pollution) are examined and assessed to be up to standard by the relevant administrative department of the environmental protection that is responsible for examining and approving the environmental impact statement of the applicant.

Under the amended Law on Prevention of Environmental Pollution Caused by Solid Waste of the PRC (《中華人民共和國固體廢物污染環境防治法》), which was promulgated on 30 October 1995 and last amended on 24 April 2015, entities and individuals that collect, store, transport, utilise or dispose of solid waste must take precautions against the spread, loss, and leakage of such solid waste or adopt such other measures to prevent such solid waste from polluting the environment.

## CROSS-BORDER GUARANTEE REGULATIONS

On 12 May 2014, the SAFE promulgated the Notice concerning the Foreign Exchange Administration Rules on Cross-Border Guarantees (跨境擔保外匯管理規定的通知) and the relevant implementation guidelines (collectively the “**Cross-Border Guarantee Regulations**”). The Cross-Border Guarantee Regulations, which came into force on 1 June 2014, replace twelve other regulations regarding cross-border security and introduce a number of significant changes, including: (i) abolishing prior SAFE approval and quota requirements for cross-border security; (ii) requiring SAFE registration for two specific types of cross-border security only; (iii) removing eligibility requirements for providers of cross-border security; (iv) the validity of any cross-border security agreement is no longer subject to SAFE approval, registration, filing, and any other SAFE administrative requirements; and (v) removing SAFE verification requirement for performance of cross-border security. A cross-border guarantee is a form of security under the Cross-Border Guarantee Regulations. The Cross-Border Guarantee Regulations classify cross-border security into three types:

- Nei Bao Wai Dai (內保外貸) (“**NBWD**”): security/guarantee provided by an onshore security provider for a debt owing by an offshore debtor to an offshore creditor.
- Wai Bao Nei Dai (外保內貸) (“**WBND**”): security/guarantee provided by an offshore security provider for a debt owing by an onshore debtor to an onshore creditor.



- Other Types of Cross-border Security (其他形式跨境擔保): any cross-border security/guarantee other than NBWD and WBND.

In respect of NBWD, in the case where the onshore security provider is a non-financial institution, it shall conduct a registration of the relevant security/guarantee with local SAFE within 15 working days after its execution (or 15 working days after the date of any change to the security). The funds borrowed offshore shall not be directly or indirectly repatriated to or used onshore by means of loans, equity investments or securities investments without prior approval from local SAFE. The onshore security provider can pay to the offshore creditor directly (by effecting remittance through an onshore bank) where the NBWD has been registered with local SAFE. In addition, if any onshore security provider under a NBWD provides any security or guarantee for an offshore bond issuance, the offshore issuer's equity shares must be fully or partially held directly or indirectly by the onshore security provider. Moreover, if the proceeds from any such offshore bond issuance are to be applied towards any offshore project(s), the onshore entity must hold equity interests in such projects and all requisite approvals, registrations, records, or confirmations in respect of the offshore project(s) must have been obtained from or made with the competent authorities subject to PRC Laws.

The Guarantor will unconditionally and irrevocably guarantee the due payment of all sums expressed to be payable by the Issuer under the Bonds and the Trust Deed. The Guarantor's obligations in respect of the Bonds and the Trust Deed (the "**Guarantee**") are contained in the Deed of Guarantee. The Deed of Guarantee will be executed by the Guarantor on or before the Issue Date. The Deed of Guarantee does not require any pre-approval from SAFE under the Cross-Border Guarantee Regulations and shall be binding and effective upon execution.

The Guarantor is required to submit the Deed of Guarantee to the local SAFE for registration within 15 working days after its execution. The SAFE registration is merely a post signing registration requirement, which is not a condition to the effectiveness of the Guarantee.

Under the Cross-Border Guarantee Regulations, the local SAFE will go through a procedural review (as opposed to a substantive approval process) of the Guarantor's application for registration. Pending completion of the review, the local SAFE will issue a registration notice or record to the Guarantor to confirm the completion of the registration. The Guarantor has been advised by its PRC legal advisors that there are no foreseeable obstacles to the completion of the registration so long as all relevant documents have been duly submitted to SAFE.

Under the Cross-Border Guarantee Regulations:

- non-registration does not render the Guarantee ineffective or invalid under PRC law although SAFE may impose penalties on the Guarantor if registration is not carried out within the stipulated time frame of 15 working days; and
- there may be logistical hurdles at the time of remittance (if any cross-border payment is to be made by the Guarantor under the Guarantee) as domestic banks may require evidence of SAFE registration in order to effect such remittance, although this does not affect the validity of the Guarantee itself.

The Terms and Conditions of the Bonds provide that upon completion by the Guarantor of registration of the Guarantee with the Shandong Branch of SAFE, the Guarantor shall deliver an officer's certificate to the Trustee in the form set forth in the Trust Deed attaching a copy of the relevant certificate of registration from the Shandong Branch of SAFE and certifying that such copy is true and correct upon completion of such registration (the "**Registration Records**") on or before the date following 90 Shandong Business Days (as defined in Condition 5(d) of the Terms and Conditions of the Bonds) after the Issue Date (the "**SAFE Completion Deadline**"). If the Guarantor fails to complete the SAFE registration and deliver the Registration Records to the Trustee before the SAFE Completion Deadline,



the Bondholders will have a put option to require the Issuer to redeem all but not some of the Bonds held by them at their principal amount together with accrued interest (see Condition 5(d) of the Terms and Conditions of the Bonds).

A domestic non-financial institution may provide Renminbi guarantee for external parties in accordance with the Property Law of the People's Republic of China, the Guarantee Law of the PRC and other relevant laws. According to 2013 PBOC Notice, where the domestic non-financial institution uses Renminbi to perform its obligations as a guarantor of external guarantees, the relevant domestic bank shall process Renminbi settlement for the said institution after examining the authenticity of relevant transactions, and submit relevant information to the cross-border Renminbi receipt and payment information management system. The domestic non-financial institution may also directly pay the funds for performance of its obligations as the guarantor with the Renminbi funds retained overseas.

## **LABOR PROTECTION**

The PRC Labour Contract Law (《中華人民共和國勞動合同法》) was promulgated on 29 June 2007 and became effective on 1 January 2008, as amended on 28 December 2012, and the PRC Labour Contract Law Implementation Rules (《中華人民共和國勞動合同法實施條例》) was promulgated on 18 September 2008. These labour laws and rules set out specific provisions in relation to the execution, contents and terms of employment contracts and the rights and obligations of employees and employers. To establish an employment relationship, a written employment contract shall be signed. In the event that no written employment contract was signed at the time that an employment relationship is formed, a written employment contract shall be signed within one month after the date on which the employer first engaged the employee.

Employers in China are required to contribute, on behalf of their employees, to a number of social security funds, including funds for basic pension insurance, unemployment insurance, basic medical insurance, work-related injury insurance, maternity insurance, and housing provident funds. These payments are made to local administrative authorities and an employer who fails to contribute may be fined and be ordered to make-up for the missed contributions. The various laws and regulations that govern the employers' obligation to contribute to the social security funds include PRC Social Insurance Law (《中華人民共和國社會保險法》), which were promulgated by the Standing Committee of the NPC on 28 October 2010 and became effective 1 July 2011; the Interim Regulations on the Collection and Payment of Social Security Funds (《社會保險費徵繳暫行條例》), which were promulgated by the State Council and became effective on 22 January 1999; the Interim Measures concerning the Maternity Insurance (《企業職工生育保險試行辦法》), which were promulgated by the Ministry of Labour on 14 December 1994 and became effective on 1 January 1995; the Regulations on Occupational Injury Insurance (《工傷保險條例》), which were promulgated by the State Council on 27 April 2003 and became effective on 1 January 2004 and then amended on 20 December 2010; and the Regulations on Management of the Housing Provident Fund (《住房公積金管理條例》), which were promulgated and became effective on 3 April 1999 and then amended on 24 March 2002.

## TAXATION

*The following summary of certain tax consequences relating to the Bonds is based upon applicable laws, rules and regulations in effect as at the date of this Offering Circular, all of which are subject to change (possibly with retroactive effect). This discussion does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Bonds and does not purport to deal with consequences applicable to all categories of investors, some of which may be subject to special rules. Persons considering the purchase of Bonds should consult their own tax advisors concerning the tax consequences of the purchase, ownership and disposition of Bonds, including any possible consequences under the laws of their country of citizenship, residence or domicile.*

### PRC

#### ***EIT Law***

Pursuant to the EIT Law, enterprises that are established under laws of foreign countries and regions whose “de facto management bodies” are within the territory of the PRC may be deemed by the relevant PRC tax authorities to be PRC tax resident enterprises for the purpose of the EIT Law and required to pay enterprise income tax at the rate of 25 per cent. in respect of their income sourced from both within and outside China. If the relevant PRC tax authorities decide, in accordance with applicable tax rules and regulations, that the “de facto management body” of the Issuer is within the territory of the PRC, the Issuer may be held to be a PRC tax resident enterprise for the purpose of the EIT Law and be subject to enterprise income tax at the rate of 25 per cent. on its income sourced from both within and outside PRC.

The EIT Law imposes withholding tax at the rate of 10 per cent. on PRC-source income paid to a “non-PRC resident enterprise” that does not have an establishment or place of business in China or that has an establishment or place of business in China but the relevant income is not effectively connected therewith. Pursuant to these provisions of the EIT Law, in the event the Issuer is considered a PRC resident enterprise by the PRC tax authorities in the future, interest payable to non-PRC resident enterprise holders of the Bonds may be treated as income derived from sources within China and be subject to PRC withholding tax at a rate of up to 10 per cent., and any gains realised on the transfer of the Bonds by holders who are deemed under the EIT Law as non-PRC resident enterprises may be subject to PRC tax at a rate of 10 per cent. if such gains are regarded as income derived from sources within the PRC. In addition, if the Issuer is considered a PRC resident enterprise by the PRC tax authorities in the future, interest payable to non-PRC resident individual holders of the Bonds may be treated as income derived from sources within China and be subject to PRC withholding tax at a rate of up to 20 per cent. There is uncertainty as to whether the gains derived from the transfer of the Bonds by individual holders who are not PRC residents will be regarded as PRC-sourced income if the Issuer is considered a PRC resident. If such gain is considered as PRC-sourced income and the Issuer is considered a PRC resident, this gain will be subject to PRC individual income tax. If interest or gains by non-PRC resident enterprises or individual Bondholders are subject to PRC income tax, the 10 per cent. enterprise income tax rate and 20 per cent. individual income tax rate will apply respectively unless there is an applicable tax treaty or arrangement that reduces or exempts such income tax. The taxable income on the transfer of the Bonds will be the balance of the total income obtained from the transfer of the Bonds minus all costs and expenses that are permitted under PRC tax laws to be deducted from the income. According to an arrangement between Mainland China and Hong Kong for the avoidance of double taxation, Bondholders who are Hong Kong residents, including both enterprise holders and individual holders, will be exempted from PRC income tax on capital gains derived from a sale or exchange of the Bonds. As confirmed by the Issuer, as at the date of this Offering Circular, the Issuer has not been given notice or informed by the PRC tax authorities that it is considered as a PRC tax resident enterprise for the purpose of the EIT Law, nor has it sought clarification from the PRC tax authorities in this regard. On that basis, non-PRC resident holders of the Bonds would not be subject to income tax imposed by any governmental authority in the PRC in respect of the holding of the Bonds or any repayment of principal and payment of interest made thereon. However, there is no assurance that the Issuer will not be treated as a PRC tax resident enterprise under the EIT Law and related implementation regulations in the future.

### ***Stamp Duty***

No PRC stamp tax will be chargeable upon the issue or transfer of a Bond to the extent that the register of holders of the Bonds is maintained outside mainland China. The Issuer intends to maintain the register of holders of the Bonds outside mainland China.

### **Hong Kong**

#### ***Withholding tax***

No withholding tax is payable in Hong Kong in respect of payments of principal or interest on the Bonds or in respect of any capital gains arising from the sale of the Bonds.

#### ***Profits tax***

Hong Kong profits tax is chargeable on every person carrying on a trade, profession or business in Hong Kong in respect of profits arising in or derived from Hong Kong from such trade, profession or business(excluding profits arising from the sale of capital assets).

Under the Inland Revenue Ordinance (Cap. 112) of Hong Kong (the “**Inland Revenue Ordinance**”) as it is currently applied by the Inland Revenue Department, interest on the Bonds may be deemed to be profits arising in or derived from Hong Kong from a trade, professional or business carried on in Hong Kong in the following circumstances:

- (a) interest on the Bonds is received by or accrues to a financial institution (as defined in the Inland Revenue Ordinance) and arises through or from the carrying on by the financial institution of its business in Hong Kong; or
- (b) interest on the Bonds is derived from Hong Kong and is received by or accrues to a company carrying on a trade, profession or business in Hong Kong; or
- (c) interest on the Bonds is derived from Hong Kong and is received by or accrues to a person other than a company (such as a partnership), carrying on a trade, profession or business in Hong Kong and is in respect of the funds of the trade, profession or business.

Sums derived from the sale, disposal or redemption of the Bonds will be subject to Hong Kong profits tax where received by or accrued to a person, other than a financial institution, who carries on a trade, profession or business in Hong Kong and the sum has a Hong Kong source. The source of such sums will generally be determined by having regard to the manner in which the Bonds are acquired and disposed of.

Sums received by or accrued to a financial institution by way of gains or profits arising through or from the carrying on by the financial institution of its business in Hong Kong from the sale, disposal and redemption of the Bonds will be subject to profits tax.

If the Bonds are qualified as short or medium term debt instruments (as defined in the Inland Revenue Ordinance), profits tax will be assessable at one-half of the standard profits tax rate.

### ***Stamp duty***

No Hong Kong stamp duty will be chargeable upon the issue or transfer of a Bond (for so long as the register of Bondholder is maintained outside Hong Kong).

### ***Estate duty***

No Hong Kong estate duty is payable in respect of the Bonds.

## EU Savings Directive

Under Council Directive 2003/48/EC on the taxation of savings income (the “**Savings Directive**”), Member States are required to provide to the tax authorities of other Member States details of certain payments of interest or similar income paid or secured by a person established in a Member State to or for the benefit of an individual resident in another Member State or certain limited types of entities established in another Member State. For a transitional period, Austria is required (unless during that period it elects otherwise) to operate a withholding system in relation to such payments.

The end of the transitional period is dependent upon the conclusion of certain other agreements relating to information exchange with certain other countries. A number of non-EU countries and territories have adopted similar measures (either provision of information or transitional withholding).

On 24 March 2014, the Council of the European Union adopted a Council Directive amending and broadening the scope of the requirements described above (the “**Amending Directive**”). Member States are required to apply these new requirements from 1 January 2017. The changes will expand the range of payments covered by the Savings Directive, in particular to include additional types of income payable on securities. The Amending Directive will also expand the circumstances in which payments that indirectly benefit an individual resident in a Member State must be reported. This approach will apply to payments made to, or secured for, persons, entities or legal arrangements (including trusts) where certain conditions are satisfied, and may in some cases apply where the person, entity or arrangement is established or effectively managed outside of the European Union.

The European Commission has proposed that the Savings Directive should be repealed, generally with effect from 1 January 2016, in order to avoid overlap with Council Directive 2011/16/EU on administrative cooperation in the field of taxation (as amended by Council Directive 2014/107/EU), pursuant to which Member States will be required to apply new measures on mandatory automatic exchange of information, generally with effect from 1 January 2016. The proposal also provides that, if it proceeds, Member States will not be required to apply the new requirements of the Amending Directive.

Investors who are in any doubt as to their position should consult their professional advisers.

### ***Proposed Financial Transactions Tax (“FTT”)***

On 14 February 2013, the European Commission published a proposal (the “**Commission’s Proposal**”) for a Directive for a common financial transactions tax in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the “**Participating Member States**”).

The Commission’s Proposal has very broad scope and could, if introduced, apply to certain dealings in the Bonds (including secondary market transactions) in certain circumstances.

Under the Commission’s Proposal, the FTT could apply in certain circumstances to persons both within and outside of the Participating Member States. Generally, it would apply to certain dealings in the Bonds where at least one party is a financial institution, and at least one party is established in a Participating Member State. A financial institution may be, or be deemed to be, “established” in a Participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a Participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a Participating Member State.

The FTT proposal remains subject to negotiation between the Participating Member States. Joint Statements issued by Participating Member State indicate an intention to implement the FTT by 1 January 2016. It may however be altered prior to any implementation, the timing of which remains unclear. Additional EU Member States may decide to participate. Prospective holders of the Bonds are advised to seek their own professional advice in relation to the FTT.

## DESCRIPTION OF CERTAIN MATERIAL DIFFERENCES BETWEEN THE PRC GAAP AND IFRS

*The consolidated financial statements of the Guarantor included in this Offering Circular have been prepared and presented in accordance with the PRC GAAP. The PRC GAAP is substantially in line with IFRS, except for certain modifications between the PRC GAAP and IFRS, which might be relevant to the financial information of Company included herein.*

*The following is a general summary of certain differences between the PRC GAAP and IFRS as applicable to the Guarantor. The differences identified below are limited to those significant differences that are appropriate to the Guarantor's financial statements. Since the summary is not meant to be exhaustive, there can be no assurance regarding the completeness of the summary. The Guarantor has not prepared a complete reconciliation of the consolidated financial information and related footnote disclosure between the PRC GAAP and IFRS and has not quantified such differences. Had any such quantification or reconciliation been undertaken by the Guarantor, other potentially significant accounting and disclosure differences may be required that are not identified below. Additionally, no attempt has been made to identify possible future differences between the PRC GAAP and IFRS as a result of prescribed changes in accounting standard. Regulatory bodies that promulgate the PRC GAAP and IFRS have significant projects ongoing that could affect future comparisons such as this one. Finally, no attempt has been made to identify future differences between the PRC GAAP and IFRS that may affect the financial information as a result of transactions or events that may occur in the future. Accordingly, no assurance is provided that the following summary of differences between the PRC GAAP and IFRS is complete.*

*In making an investment decision, prospective investors must rely upon their own examination of the Issuer, the Guarantor, the Group, the terms of the offering and other disclosure contained herein. Prospective investors should consult their own professional advisors for an understanding of the differences between the PRC GAAP and IFRS and/or between the PRC GAAP and other generally accepted accounting principles, and how those differences might affect the financial information contained herein.*

### **Land Use Right**

Under PRC GAAP, the Land use right in China with lease period generally within 70 years is accounted and presented as intangible assets unless those classified as investment property.

However, under IFRS, the Land use right in China is accounted and presented as prepaid land lease payment unless those classified as investment property.

### **Provision for Production Safety Expenses**

Under PRC GAAP, in accordance to relevant regulations in the PRC, production safety expenses are appropriated to a special reserve in equity with amount thereof determined based on certain formulas and charged to the costs of related products or services. When the expenses have incurred which have not resulted in fixed assets, such expenses shall be offset against the special reserve; when the expenses have incurred and have resulted in fixed assets, they shall be recognised in construction in progress and transferred to fixed assets when the assets are ready for the intended use. Same amount as the expenditure will be offset against the special reserve and recorded as accumulated depreciation at the same time.

Pursuant to IFRS, production safety expenditures not related to fixed assets shall be recognised in cost of related products or services as and when incurred. Production safety expenditures related to fixed assets shall be capitalised as cost of fixed assets as and when incurred, and depreciated according to relevant accounting policies of the Group.

## SUBSCRIPTION AND SALE

The Issuer and the Guarantor have entered into a subscription agreement with the Sole Global Coordinator and the Joint Lead Managers dated 23 September 2015 (the “**Subscription Agreement**”), pursuant to which and subject to certain conditions contained therein, the Issuer has agreed to sell to the Joint Lead Managers, and the Joint Lead Managers have agreed to subscribe and pay for, severally but not jointly or to procure subscribers to subscribe and pay for, the aggregate principal amount of the Bonds indicated in the following table.

	<b>Principal amount of the Bonds to be subscribed</b>
	(US\$)
Barclays Bank PLC .....	360,000,000
The Hongkong and Shanghai Banking Corporation Limited .....	4,000,000
Goldman Sachs (Asia) L.L.C. ....	4,000,000
BOCI Asia Limited .....	32,000,000
<b>Total</b> .....	<b>400,000,000</b>

The Subscription Agreement provides that the Issuer and the Guarantor will jointly and severally indemnify the Joint Lead Managers and their respective affiliates against certain liabilities in connection with the offer and sale of the Bonds. The Subscription Agreement provides that the obligations of the Joint Lead Managers are subject to certain conditions precedent, and entitles the Joint Lead Managers to terminate it in certain circumstances prior to payment being made to the Issuer.

The Joint Lead Managers initially propose to offer the Bonds for resale at the issue price that appears on the cover of this Offering Circular. After the initial offering, the Joint Lead Managers may change the offering price and any other selling terms. The Joint Lead Managers may offer and sell the Bonds through certain of their affiliates. The Issuer and the Guarantor will pay the Joint Lead Managers’ customary fees and commissions in connection with the offering and will reimburse the Joint Lead Managers’ for certain expenses incurred in connection with the offering.

The Joint Lead Managers and certain of their respective subsidiaries or affiliates have performed certain investment banking and advisory services for, and entered into certain commercial banking transactions with, the Issuer, the Guarantor and/or their respective subsidiaries, from time to time, for which they have received customary fees and expenses. The Joint Lead Managers and their respective subsidiaries or affiliates may, from time to time, engage in transactions with and perform services for the Issuer, the Guarantor and/or their respective subsidiaries in the ordinary course of business.

The Joint Lead Managers or their respective affiliates may purchase the Bonds and allocate the Bonds for asset management and/or proprietary purposes but not with a view to distribution. The Joint Lead Managers or their respective affiliates may enter into transactions, including credit derivatives, such as asset swaps, repackaging and credit default swaps relating to the Bonds and/or other securities of the Issuer or the Guarantor or their respective subsidiaries or associates at the same time as the offer and sale of the Bonds or in secondary market transactions. Such transactions may be carried out as bilateral trades with selected counterparties and separately from any existing sale or resale of the Bonds to which this Offering Circular relates (notwithstanding that such selected counterparties may also be purchasers of the Bonds).



In connection with the issue of the Bonds, Barclays Bank PLC, as the Stabilising Manager (or persons acting on behalf of the Stabilising Manager) may over-allot the Bonds or effect transactions with a view to supporting the price of the Bonds at a level higher than that which might otherwise prevail, but in so doing, the Stabilising Manager shall act as principal and not as agent of the Issuer. However, there is no assurance that the Stabilising Manager (or persons acting on behalf of the Stabilising Manager) will undertake stabilisation action. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the Bonds is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the Bonds and 60 days after the date of the allotment of the Bonds. Such stabilisation shall be conducted in accordance with all applicable laws and rules. Any loss or profit sustained as a consequence of any such over-allotment or stabilisation shall be for the account of the Joint Lead Managers.

## **General**

The Bonds are a new issue of securities with no established trading market. No assurance can be given as to the liquidity of, or any trading market for, the Bonds.

The distribution of this Offering Circular or any offering material and the offering, sale or delivery of the Bonds is restricted by law in certain jurisdictions. Therefore, persons who may come into possession of this Offering Circular or any offering material are advised to consult with their own legal advisers as to what restrictions may be applicable to them and to observe such restrictions. This Offering Circular may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised.

No action has been taken or will be taken in any jurisdiction that would permit a public offering of the Bonds, or possession or distribution of this Offering Circular or any amendment or supplement thereto or any other offering or publicity material relating to the Bonds, in any country or jurisdiction where action for that purpose is required.

If a jurisdiction requires that an offering of the Bonds be made by a licensed broker or dealer and the Joint Lead Managers or any of their affiliates is a licensed broker or dealer in that jurisdiction, such offering shall be deemed to be made by the Joint Lead Managers or such affiliate on behalf of the Issuer in such jurisdiction.

## **United States**

Neither the Bonds nor the Guarantee have been and will not be registered under the Securities Act and may not be offered or sold within the United States. The Bonds and the Guarantee are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the Securities Act.

## **European Economic Area**

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a “**Relevant Member State**”), each Joint Lead Manager represents and agrees that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State, it has not made and will not make an offer of the Bonds which are the subject of the offering contemplated by this Offering Circular to the public in that Relevant Member State other than:

- (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive; or
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of the Bonds shall require the Issuer or any Joint Lead Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression “**an offer of Bonds to the public**” in relation to any Bonds in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Bonds to be offered so as to enable an investor to decide to purchase or subscribe the Bonds, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State, the expression “**Prospectus Directive**” means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in the Relevant Member State.

## Italy

The offering of the Bonds has not been registered pursuant to Italian securities legislation and, accordingly, no Bonds may be offered, sold or delivered, nor may copies of this Offering Circular or of any other document relating to the Bonds be distributed in the Republic of Italy, except:

- (i) to qualified investors (*investitori qualificati*), as defined pursuant to Article 100 of Legislative Decree No. 58 of 24 February 1998, as amended (the “**Financial Services Act**”) and Article 34-ter, first paragraph, letter (b) of CONSOB Regulation No. 11971 of 14 May 1999, as amended from time to time (“**Regulation No. 11971**”); or
- (ii) in other circumstances which are exempted from the rules on public offerings pursuant to Article 100 of the Financial Services Act and Article 34-ter of Regulation No. 11971.

Any offer, sale or delivery of the Bonds or distribution of copies of this Offering Circular or any other document relating to the Bonds in the Republic of Italy under (i) or (ii) above must be:

- (a) made by an investment firm, bank or financial intermediary permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007 (as amended from time to time) and Legislative Decree No. 385 of 1 September 1993, as amended (the “**Banking Act**”); and
- (b) in compliance with Article 129 of the Banking Act, as amended, and the implementing guidelines of the Bank of Italy, as amended from time to time, pursuant to which the Bank of Italy may request information on the issue or the offer of securities in the Republic of Italy; and
- (c) in compliance with any other applicable laws and regulations or requirement imposed by CONSOB or other Italian authority.

## United Kingdom

The Joint Lead Managers have represented, warranted and agreed:

- (a) they have only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the “**FSMA**”)) received by them in connection with the issue or sale of any Bonds in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and
- (b) they have complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Bonds in, from or otherwise involving the United Kingdom.

## Singapore

The Joint Lead Managers have acknowledged that this Offering Circular has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, the Joint Lead Managers have represented, warranted and agreed that it has not offered or sold any Bonds or caused such Bond to be made the subject of an invitation for subscription or purchase and will not offer or sell such Bonds or cause such Bonds to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of such Bonds, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”), (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where Bonds are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries’ rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Bonds pursuant to an offer made under Section 275 of the SFA except:

- (i) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
- (ii) where no consideration is or will be given for the transfer;
- (iii) where the transfer is by operation of law;
- (iv) as specified in Section 276(7) of the SFA; or
- (v) as specified in Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore.

## Hong Kong

The Joint Lead Managers have represented and agreed that:

- (a) they have not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Bonds other than (i) to professional investors as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance or (ii) in other circumstances which do not result in the document being a prospectus as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance; and

- (b) they have not issued or had in their possession for the purposes of issue and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Bonds, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Bonds which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance.

## **Japan**

The Joint Lead Managers have represented, warranted and undertaken that the Bonds have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (the “**Financial Instruments and Exchange Law**”) and that it has not, directly or indirectly, offered or sold and will not, directly or indirectly, offer or sell any Bonds in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Law and other applicable laws and regulations of Japan.

## **The PRC**

The Joint Lead Managers have represented, warranted and agreed that the Bonds are not being offered or sold and may not be offered or sold, directly or indirectly, in the PRC (for such purposes, not including the Hong Kong and Macau Special Administrative Regions or Taiwan) as part of the initial distribution of the Bonds, except as permitted by the securities laws of the PRC.

## GENERAL INFORMATION

1. **Clearing Systems:** The Bonds have been accepted for clearance through Euroclear and Clearstream under Common Code 129453583 and ISIN XS1294535833.
2. **Authorisations:** The Issuer has obtained all necessary consents, approvals and authorisations in connection with the issue of and performance of its obligations under the Bonds, the Trust Deed, the Agency Agreement, and the Deed of Guarantee. The issue of the Bonds was authorised by resolutions of the board of director of the Issuer passed on 10 September 2015. An application has been made by the Guarantor in accordance with NDRC Notice. The Guarantor intends to complete the registration in accordance with the NDRC Notice as soon as practicable. Except for the NDRC registration, the Guarantor has obtained all consents, approvals and authorisations in connection with the giving of the Guarantee of the Bonds and the performance of its obligations under the Trust Deed, the Agency Agreement and the Deed of Guarantee. The giving of the Guarantee of the Bonds was authorised by resolutions of the board of directors of the Guarantor passed on 13 July 2015 and by the general meeting of shareholders on 27 August 2015.
3. **No Material Adverse Change:** Except as disclosed in this Offering Circular, there has been no material adverse change since 30 June 2015 in the financial or trading position, prospects or results of operations of the Issuer, the Guarantor or the Group.
4. **Litigation:** None of the Issuer, the Guarantor or any member of the Group is involved in any litigation or arbitration proceedings, which the Issuer, the Guarantor or the Group, as the case may be, believes are material in the context of the Bonds and the giving of the Guarantee of the Bonds and, so far as the Issuer, the Guarantor or the Group is aware, no such litigation or arbitration proceedings are pending or threatened which are material in the context of the Bonds and the giving of the Guarantee of the Bonds.
5. **Listing of the Bonds:** Approval in-principle has been received from SGX-ST for the listing and quotation of the Bonds on the SGX-ST. For so long as the Bonds are listed on the SGX-ST and the rules of the SGX-ST so require, in the event that the Global Certificate is exchanged for definitive certificates, the Issuer will appoint and maintain a paying agent in Singapore, where definitive certificates may be presented or surrendered for payment or redemption. In addition, in the event that the Global Certificate is exchanged for definitive certificates, an announcement of such exchange will be made by or on behalf of the Issuer through the SGX-ST and such announcement will include all material information with respect to the delivery of the definitive certificates, including details of the paying agent in Singapore. The Bonds will be traded on the SGX-ST in a minimum board lot size of US\$200,000 for as long as the Bonds are listed on the SGX-ST and the rules of the SGX-ST so require.
6. **Available Documents:** As long as any Bond is outstanding, copies of the following documents will be available for inspection during normal business hours at the specified office of the Paying Agent at Level 30, HSBC Main Building, 1 Queen's Road Central, Hong Kong:
  - (a) articles of association (or equivalent) of the Issuer and the Guarantor;
  - (b) copies of the audited consolidated financial statements of the Guarantor for the year ended 31 December 2013 and for the year ended 31 December 2014 and the unaudited interim consolidated financial statements of the Guarantor for the six months ended 30 June 2015;
  - (c) the Agency Agreement;
  - (d) the Trust Deed; and
  - (e) the Deed of Guarantee.

7. **Independent Auditors:** The Guarantor's consolidated financial statements for the year ended 31 December 2013 and for the year ended 31 December 2014 have been audited by E&Y, the independent auditors of the Guarantor. The Guarantor's consolidated financial statements for the six months ended 30 June 2015 have been reviewed by E&Y, the independent auditors of the Guarantor.
8. **Auditor's Consent:** E&Y has given and not withdrawn its written consent to the reproduction of its audit report dated 28 March 2014 on the Guarantor's consolidated financial statements for the year ended 31 December 2013, its audit report dated 30 March 2015 on the Guarantor's consolidated financial statements for the year ended 31 December 2014 and its review report dated 27 August 2015 on the Guarantor's consolidated financial statements for the six months ended 30 June 2015 in this Offering Circular and with references to its name in the form and context in which they appear.



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## Auditors' Review Report

## 審閱報告



Ernst & Young Hua Ming (2015) Zhuan Zi No. 60729920\_B07

安永華明(2015)專字第60729920\_B07號

To the Shareholders of Weichai Power Co., Ltd.:

濰柴動力股份有限公司全體股東：

We have reviewed the accompanying interim financial statements of Weichai Power Co., Ltd. which comprise the consolidated and company balance sheets as at 30 June 2015, the consolidated and company income statements, statement of changes in equity and cash flow statement for January-June 2015 and notes to the financial statements. The management of Weichai Power Co., Ltd. is responsible for the preparation of these interim financial statements. Our responsibility is to issue our review report on these interim financial statements based on our review.

我們審閱了後附的濰柴動力股份有限公司的中期財務報表，包括2015年6月30日合併及公司的資產負債表，2015年1-6月的合併及公司的利潤表、股東權益變動表和現金流量表以及財務報表附註。這些中期財務報表的編製是濰柴動力股份有限公司管理層的責任，我們的責任是在實施審閱工作的基礎上對這些中期財務報表出具審閱報告。

We conducted our review in accordance with the Review Standard for Chinese Certified Public Accountants No. 2101 Review of Financial Statements. The standard requires us to plan and conduct a review to obtain limited assurance as to whether the interim financial statements are free from material misstatement. A review is limited primarily to inquiries of company personnel and performing analytical procedures on the data. A review provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

我們按照《中國註冊會計師審閱準則第2101號—財務報表審閱》的規定執行了審閱業務。該準則要求我們計劃和實施審閱工作，以對中期財務報表是否不存在重大錯報獲取有限保證。審閱主要限於詢問公司有關人員和對財務數據實施分析程序，提供的保證程度低於審計。我們沒有實施審計，因而不發表審計意見。

Based on our review, nothing has come to our attention that causes us to believe that the interim financial statements are not prepared in accordance with the requirement in Accounting Standards for Business Enterprises – No. 32.

根據我們的審閱，我們沒有注意到任何事項使我們相信上述中期財務報表沒有在所有重大方面按照《企業會計準則第32號—中期財務報告》的要求編製。

Ernst & Young Hua Ming LLP  
Beijing, PRC

安永華明會計師事務所(特殊普通合夥)  
中國北京

Chinese Certified Public Accountant:  
**Zhang Fei**  
Chinese Certified Public Accountant:  
**You Jin**

中國註冊會計師：  
**張飛**  
中國註冊會計師：  
**游瑾**

27 August 2015

2015年8月27日

## Consolidated Balance Sheet

30 June 2015 (Expressed in Renminbi Yuan)

## 合併資產負債表

2015年6月30日(人民幣元)

ASSETS	資產	Note V 附註五	30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Current assets	流動資產			
Cash and cash equivalents	貨幣資金	1	22,120,837,738.85	24,434,414,214.89
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	2	22,389,004.10	66,996,021.60
Notes receivable	應收票據	3	10,252,234,679.19	13,780,880,376.52
Accounts receivable	應收賬款	4	10,395,709,850.28	9,660,031,602.65
Prepayments	預付款項	5	570,186,229.49	487,985,072.32
Interests receivable	應收利息	6	139,006,064.67	134,246,230.24
Dividends receivable	應收股利	7	25,528,566.80	3,040,000.00
Other receivables	其他應收款	8	740,695,790.42	871,642,626.76
Inventories	存貨	9	13,160,511,649.97	12,614,740,002.08
Classified as held-for-sale assets	劃分為持有待售的資產	10	35,770,735.32	35,770,735.32
Non-current assets due within one year	一年內到期的非流動資產	11	1,122,816,456.00	1,509,870,834.00
Other current assets	其他流動資產	12	1,140,314,706.98	772,177,588.25
Total current assets	流動資產合計		59,726,001,472.07	64,371,795,304.63
Non-current assets	非流動資產			
Available -for-sale financial assets	可供出售金融資產	13	545,517,665.51	431,617,288.51
Long-term receivables	長期應收款	14	2,959,812,916.60	2,574,098,089.20
Long-term equity investments	長期股權投資	15	1,491,694,230.58	1,477,725,658.30
Investment property	投資性房地產	16	592,751,797.75	522,163,315.32
Fixed assets	固定資產	17	22,698,491,068.20	23,509,392,694.25
Construction in progress	在建工程	18	3,058,897,979.09	3,421,243,155.61
Materials used in construction	工程物資		687,692.29	2,692.31
Disposal of fixed assets	固定資產清理		2,132,140.68	1,965,332.73
Intangible assets	無形資產	19	12,646,725,315.85	13,842,471,750.91
Development expenditure	開發支出	20	477,311,949.76	533,706,390.76
Goodwill	商譽	21	7,234,097,649.29	7,774,054,477.18
Long-term prepaid expenses	長期待攤費用	22	257,077,902.49	168,785,139.70
Deferred tax assets	遞延所得稅資產		3,275,429,822.93	3,453,989,113.43
Other non-current assets	其他非流動資產	23	204,191,911.35	172,564,779.00
Total non-current assets	非流動資產合計		55,444,820,042.37	57,883,779,877.21
Total assets	資產總計		115,170,821,514.44	122,255,575,181.84

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Principal in charge of accounting:

主管會計工作負責人：

Head of accounting department:

會計機構負責人：

Tan Xuguang  
譚旭光Kwong Kwan Tong  
鄺焜堂Wang Junwei  
王俊偉

## Consolidated Balance Sheet (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 合併資產負債表(續)

2015年6月30日(人民幣元)

LIABILITIES AND EQUITY	負債和股東權益	Note V 附註五	30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Current liabilities	流動負債			
Short-term loans	短期借款	24	4,161,707,790.15	2,765,864,402.35
Financial liabilities at fair value through profit or loss	以公允價值計量且其 變動計入當期損益 的金融負債	25	124,022,304.70	76,807,591.20
Notes payable	應付票據	26	6,644,024,276.00	10,867,683,844.51
Accounts payable	應付賬款	27	15,173,542,800.94	15,922,080,225.78
Advances from customers	預收款項	28	1,411,293,211.37	1,479,206,814.82
Payroll payable	應付職工薪酬	29	2,869,006,620.07	3,115,024,045.45
Taxes payable	應交稅費	30	1,205,880,045.49	1,249,956,877.43
Interests payable	應付利息	31	210,197,039.13	196,311,317.66
Dividends payable	應付股利	32	291,758,447.43	34,772,276.45
Other payables	其他應付款	33	3,763,711,394.85	4,235,819,685.51
Non-current liabilities due within one year	一年內到期的非流動負債	34	5,477,862,601.76	5,634,124,985.20
Other current liabilities	其他流動負債	35	2,024,643,393.76	2,482,364,929.13
Total current liabilities	流動負債合計		43,357,649,925.65	48,060,016,995.49
Non-current liabilities	非流動負債			
Long-term borrowings	長期借款	36	6,717,149,202.20	7,271,880,584.20
Bonds payable	應付債券	37	4,726,183,850.47	5,834,582,252.32
Long-term payables	長期應付款	38	5,895,869,048.30	5,185,606,146.40
Long-term payroll payable	長期應付職工薪酬	39	6,356,262,007.82	7,073,983,911.20
Special payables	專項應付款	40	43,000,000.00	43,000,000.00
Accruals and provisions	預計負債	41	392,477,387.00	444,249,381.60
Deferred income	遞延收益	42	2,060,907,177.01	1,983,761,896.93
Deferred tax liabilities	遞延所得稅負債		3,971,397,724.12	4,384,956,540.33
Other non-current liabilities	其他非流動負債		114,982,441.32	31,649,140.04
Total non-current liabilities	非流動負債合計		30,278,228,838.24	32,253,669,853.02
Total liabilities	負債總計		73,635,878,763.89	80,313,686,848.51

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Principal in charge of accounting:

主管會計工作負責人：

Head of accounting department:

會計機構負責人：

Tan Xuguang

譚旭光

Kwong Kwan Tong

鄭焜堂

Wang Junwei

王俊偉

## Consolidated Balance Sheet (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 合併資產負債表(續)

2015年6月30日(人民幣元)

LIABILITIES AND EQUITY (Continued)	負債和股東權益(續)	Note V 附註五	30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Shareholders' equity	股東權益			
Share capital	股本	43	1,999,309,639.00	1,999,309,639.00
Capital reserve	資本公積	44	209,900,265.42	1,288,252,938.51
Other comprehensive income	其他綜合收益	45	(451,349,031.64)	(388,485,902.69)
Special reserve	專項儲備	46	65,829,550.69	51,026,772.11
Surplus reserve	盈餘公積	47	3,051,742,591.19	3,051,742,591.19
Retained earnings	未分配利潤	48	27,066,784,607.55	26,397,531,915.03
Total equity attributable to the shareholders of the parent	歸屬於母公司股東權益合計		31,942,217,622.21	32,399,377,953.15
Minority interests	少數股東權益		9,592,725,128.34	9,542,510,380.18
Total shareholders' equity	股東權益合計		41,534,942,750.55	41,941,888,333.33
Total liabilities and shareholders' equity	負債和股東權益總計		115,170,821,514.44	122,255,575,181.84

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Wang Junwei

王俊偉

## Consolidated Income Statement

January to June 2015 (Expressed in Renminbi Yuan)

## 合併利潤表

2015年1-6月(人民幣元)

		Note V	January to June 2015 2015年1-6月 (Unaudited) (未經審核)	January to June 2014 2014年1-6月 (Unaudited) (未經審核)
Revenue	營業收入	49	36,455,259,868.68	34,111,434,568.32
Less: Cost of sales	減：營業成本	49	28,028,944,784.66	27,143,799,729.80
Taxes and surcharges	營業税金及附加	50	96,052,633.89	146,790,621.00
Distribution and selling expenses	銷售費用	51	2,870,010,696.32	1,543,287,260.29
General and administrative expenses	管理費用	52	3,556,548,533.74	2,078,454,681.26
Financial expenses	財務費用	53	183,034,068.43	104,747,315.66
Impairment loss of assets	資產減值損失	54	192,603,210.24	273,454,327.04
Add: Gains and losses on fair value changes	加：公允價值變動損益	55	(9,163,435.00)	(150,137,868.78)
Investment income	投資收益	56	100,744,461.39	1,743,670,915.56
Incl: Share of profit of associates and jointly-controlled enterprises	其中：對聯營企業和合營企業的投資收益		66,804,707.15	94,884,597.49
Operating profit	營業利潤		1,619,646,967.79	4,414,433,680.05
Add: Non-operating income	加：營業外收入	57	219,634,183.48	74,116,130.10
Incl: Gain on disposal of non-current assets	其中：非流動資產處置利得		26,139,266.14	1,246,684.75
Less: Non-operating expenses	減：營業外支出	58	96,963,421.27	12,397,585.18
Incl: Loss on disposal of non-current assets	其中：非流動資產處置損失		14,763,360.50	6,156,044.70
Total profit	利潤總額	59	1,742,317,730.00	4,476,152,224.97
Less: Income tax expense	減：所得稅費用	60	436,181,443.41	481,695,914.07
Net profit	淨利潤		1,306,136,286.59	3,994,456,310.90
Net profit attributable to the shareholders of the parent	歸屬於母公司股東的淨利潤		969,149,138.37	3,764,836,231.86
Minority interests	少數股東損益		336,987,148.22	229,620,079.04

Details of dividends payable and proposed to be paid during the period are disclosed in Note V.48 and Note XIII to these financial statements.

本期應付及建議派付股息之詳情於財務報表附註五、48及附註十三披露。

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Wang Junwei

王俊偉



## Consolidated Income Statement (Continued)

January to June 2015 (Expressed in Renminbi Yuan)

## 合併利潤表 (續)

2015年1-6月(人民幣元)

	Note V 附註五	January to June 2015 2015年1-6月 (Unaudited) (未經審核)	January to June 2014 2014年1-6月 (Unaudited) (未經審核)
Net other comprehensive income after tax	其他綜合收益的稅後淨額		
Net other comprehensive income attributable to shareholders of the parent after tax	歸屬於母公司股東的 其他綜合收益的稅後淨額	(62,863,128.95)	(160,348,224.24)
Those other comprehensive income not to be reclassified into profit or loss in subsequent periods	以後不能重分類進損益的 其他綜合收益		
Changes arising from re-measuring net assets or net liabilities of defined benefit plan	重新計量設定受益計劃 淨負債或淨資產的變動	70,669,720.12	—
Share of investee's other comprehensive income not to be reclassified into profit or loss using the equity method	權益法下在被投資單位 不能重分類進損益的 其他綜合收益中所享有的 份額	—	(162,692,384.76)
Those other comprehensive income to be reclassified into profit or loss in subsequent periods	以後將重分類進損益的 其他綜合收益		
Share of investee's other comprehensive income to be reclassified into profit or loss using the equity method	權益法下在被投資單位 將重分類進損益的 其他綜合收益中所享有的 份額	(87,328.44)	37,789,447.00
Change of fair value of available-for-sale financial assets	可供出售金融資產 公允價值變動	87,380,000.00	—
Effective portion of cashflow from hedging instrument	現金流量套期工具的 有效部分	(15,796,243.61)	—
Exchange differences on foreign currency translation	外幣財務報表折算差額	(205,029,277.02)	(35,445,286.48)
Net other comprehensive income attributable to minority owners after tax	歸屬於少數股東的其他綜合 收益的稅後淨額	120,048,918.54	(2,471,923.47)
Total comprehensive income	綜合收益總額	1,363,322,076.18	3,831,636,163.19
Incl:	其中：		
Total comprehensive income attributable to the shareholders of the parent	歸屬於母公司股東的綜合 收益總額	906,286,009.42	3,604,488,007.62
Total comprehensive income attributable to minority owners	歸屬於少數股東的綜合 收益總額	457,036,066.76	227,148,155.57
Earnings per share	每股收益	61	
Basic earnings per share	基本每股收益	0.24	0.94
Diluted earnings per share	稀釋每股收益	0.24	0.94

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:  
法定代表人：Principal in charge of accounting:  
主管會計工作負責人：Head of accounting department:  
會計機構負責人：Tan Xuguang  
譚旭光Kwong Kwan Tong  
鄭焜堂Wang Junwei  
王俊偉

# Consolidated Statement of Changes in Equity

January to June 2015 (Expressed in Renminbi Yuan)

# 合併股東權益變動表

2015年1-6月(人民幣元)

		Equity attributable to shareholders of the parent										
		歸屬於母公司股東權益										
(Unaudited)		Note V	Share capital	Capital reserve	Other comprehensive income	Special reserve	Surplus reserve	Retained earnings	Subtotal	Minority interests	Total equity	
(未經審核)		附註五	股本	資本公積	其他綜合收益	專項儲備	盈餘公積	未分配利潤	小計	股東權益少數	股東權益合計	
I.	At beginning of period, before adjustment	一、	調整前本期期初餘額	1,999,309,639.00	1,288,252,938.51	(342,209,472.70)	51,026,772.11	3,051,742,591.19	26,419,607,056.45	32,467,729,524.56	8,386,683,156.04	40,854,412,680.60
	1. Adjustment for purchase price allocation of business combination	1.	企業合併對價分攤調整	-	-	(46,276,429.99)	-	-	(22,075,141.42)	(68,351,571.41)	1,155,827,224.14	1,087,475,652.73
II.	At beginning of period, after adjustment	二、	調整後本期期初餘額	1,999,309,639.00	1,288,252,938.51	(388,485,902.69)	51,026,772.11	3,051,742,591.19	26,397,531,915.03	32,399,377,953.15	9,542,510,380.18	41,941,888,333.33
III.	Movements in current period	三、	本期增減變動金額									
	(I) Total comprehensive income	(一)	綜合收益總額	-	-	(62,863,128.95)	-	-	969,149,138.37	906,286,009.42	457,036,066.76	1,363,322,076.18
	(II) Capital injection and reduction from shareholders	(二)	股東投入和減少資本									
	1. Capital injection from shareholders	1.	股東投入資本	-	-	-	-	-	-	-	18,758,428.75	18,758,428.75
	2. Amount of share-based payment taken to owners' equity	2.	股份支付計入所有者權益的金額	-	296,934.25	-	-	-	-	296,934.25	479,364.45	776,298.70
	3. Acquisition of minority interests	3.	收購少數股東權益	44	(1,078,649,607.34)	-	-	-	-	(1,078,649,607.34)	(208,523,246.02)	(1,287,172,853.36)
(III)	Profit appropriation	(三)	利潤分配									
	1. Distribution to owners	1.	對股東的分配	48	-	-	-	-	(299,896,445.85)	(299,896,445.85)	(225,059,398.69)	(524,955,844.54)
(IV)	Special reserve	(四)	專項儲備									
	1. Appropriation during the period	1.	本期提取	46	-	-	31,138,547.57	-	-	31,138,547.57	16,220,125.63	47,358,673.20
	2. Used during the period	2.	本期使用	46	-	-	(16,335,768.99)	-	-	(16,335,768.99)	(8,696,592.72)	(25,032,361.71)
IV.	At end of period	四、	本期期末餘額	1,999,309,639.00	209,900,265.42	(451,349,031.64)	65,829,550.69	3,051,742,591.19	27,066,784,607.55	31,942,217,622.21	9,592,725,128.34	41,534,942,750.55

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Wang Junwei

王俊偉

# Consolidated Statement of Changes in Equity (Continued)

January to June 2014 (Expressed in Renminbi Yuan)

# 合併股東權益變動表 (續)

2014年1-6月(人民幣元)

Equity attributable to shareholders of the parent											
歸屬於母公司股東權益											
(Unaudited)		Note V	Share capital	Capital reserve	Other comprehensive income	Special reserve	Surplus reserve	Retained earnings	Subtotal	Minority interests	Total equity
(未經審核)		附註五	股本	資本公積	其他綜合收益	專項儲備	盈餘公積	未分配利潤	小計	股東權益	合計
I.	At beginning of period	一、	1,999,309,639.00	758,458,887.62	(17,960,938.21)	35,605,889.68	2,683,223,334.61	22,264,536,818.92	27,723,173,631.62	6,604,137,739.77	34,327,311,371.39
II.	Movements in current period	二、									
(I)	Total comprehensive income	(一)	-	-	(160,348,224.24)	-	-	3,764,836,231.86	3,604,488,007.62	227,148,155.57	3,831,636,163.19
(II)	Capital injection and reduction from shareholders	(二)									
1.	Capital injection from shareholders	1.	-	-	-	-	-	-	-	495,732,886.00	495,732,886.00
2.	Minority interests arising from acquisition	2.	-	-	-	-	-	-	-	1,819,630,417.92	1,819,630,417.92
3.	Acquisition of minority interests	3.	44	(150,732,575.09)	-	-	-	(150,732,575.09)	(120,504,582.29)	(271,237,157.38)	(271,237,157.38)
4.	Others	4.	44	46,520,039.18	-	-	-	-	46,520,039.18	-	46,520,039.18
(III)	Profit appropriation	(三)									
1.	Distribution to owners	1.	48	-	-	-	-	(299,896,445.85)	(299,896,445.85)	-	(299,896,445.85)
(IV)	Special reserve	(四)									
1.	Appropriation during the period	1.	46	-	-	28,414,816.11	-	-	28,414,816.11	14,585,233.11	43,000,049.22
2.	Used during the period	2.	46	-	-	(17,201,943.72)	-	-	(17,201,943.72)	(8,829,408.14)	(26,031,351.86)
(V)	Others	(五)									
1.	Put options in relation to minority interests	1.	44	639,999,051.88	-	-	-	-	-	-	639,999,051.88
III.	At end of period	三、	1,999,309,639.00	1,294,245,403.59	(178,309,162.45)	46,818,762.07	2,683,223,334.61	25,729,476,604.93	31,574,764,581.75	9,031,900,441.94	40,606,665,023.69

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Wang Junwei

王俊偉

## Consolidated Cash Flow Statement

January to June 2015 (Expressed in Renminbi Yuan)

## 合併現金流量表

2015年1-6月(人民幣元)

		Note V 附註五	January to June 2015 2015年1-6月 (Unaudited) (未經審核)	January to June 2014 2014年1-6月 (Unaudited) (未經審核)
I. CASH FLOWS FROM OPERATING ACTIVITIES	一、經營活動產生的現金流量			
Cash received from sales of goods or rendering of services	銷售商品、提供勞務收到的現金		36,634,743,199.53	21,200,151,754.97
Refunds of taxes	收到的稅費返還		180,529,707.47	154,939,433.90
Other cash received relating to operating activities	收到其他與經營活動有關的現金	62	437,778,818.46	456,371,169.05
Subtotal of cash inflows from operating activities	經營活動現金流入小計		37,253,051,725.46	21,811,462,357.92
Cash paid for goods and services	購買商品、接受勞務支付的現金		23,252,024,940.75	14,173,369,728.85
Cash paid to and on behalf of employees	支付給職工以及為職工支付的現金		6,361,564,567.00	2,538,607,093.78
Cash paid for all types of taxes	支付的各項稅費		1,745,336,372.42	2,207,309,421.19
Other cash paid relating to operating activities	支付其他與經營活動有關的現金	62	4,366,366,898.99	2,203,972,979.14
Subtotal of cash outflows from operating activities	經營活動現金流出小計		35,725,292,779.16	21,123,259,222.96
Net cash flows from operating activities	經營活動產生的現金流量淨額	63	1,527,758,946.30	688,203,134.96
II. CASH FLOWS FROM INVESTING ACTIVITIES	二、投資活動使用的現金流量			
Cash received from sale of investments	收回投資收到的現金		3,000,000.00	50,000,000.00
Cash received from return on investments	取得投資收益收到的現金		76,925,284.83	98,973,772.65
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	63	47,394,059.61	—
Net cash received from disposal of fixed assets, intangible assets and other long-term assets	處置固定資產、無形資產和其他長期資產收回的現金淨額		344,209,554.44	630,278.96
Other cash received relating to investing activities	收到其他與投資活動有關的現金	62	49,862,642.60	1,217,462,120.87
Subtotal of cash inflows from investing activities	投資活動現金流入小計		521,391,541.48	1,367,066,172.48
Cash paid for acquisition of fixed assets, intangible assets and other long-term assets	購建固定資產、無形資產和其他長期資產支付的現金		2,051,627,219.95	717,399,184.35
Cash paid for acquisition of investments	投資支付的現金		103,326,869.99	1,097,137,945.32
Subtotal of cash outflows from investing activities	投資活動現金流出小計		2,154,954,089.94	1,814,537,129.67
Net cash flows from investing activities	投資活動使用的現金流量淨額		(1,633,562,548.46)	(447,470,957.19)

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:  
法定代表人：Principal in charge of accounting:  
主管會計工作負責人：Head of accounting department:  
會計機構負責人：Tan Xuguang  
譚旭光Kwong Kwan Tong  
鄭焜堂Wang Junwei  
王俊偉

## Consolidated Cash Flow Statement (Continued)

January to June 2015 (Expressed in Renminbi Yuan)

## 合併現金流量表(續)

2015年1-6月(人民幣元)

		Note V 附註五	January to June 2015 2015年1-6月 (Unaudited) (未經審核)	January to June 2014 2014年1-6月 (Unaudited) (未經審核)
III. CASH FLOWS (USED IN)/FROM FINANCING ACTIVITIES	三、籌資活動(使用)/產生的現金流量			
Cash received from capital contributions	吸收投資收到的現金		18,758,428.75	495,732,886.00
Incl: Cash received by subsidiaries from capital contributions of minority owners	其中:子公司吸收少數股東投資收到的現金		18,758,428.75	495,732,886.00
Cash received from borrowings	取得借款收到的現金		7,047,612,195.20	627,785,309.90
Cash received from issuance of bonds	發行債券收到的現金		—	—
Other cash received relating to financing activities	收到其他與籌資活動有關的現金	62	93,268,650.92	—
Subtotal of cash inflows from financing activities	籌資活動現金流入小計		7,159,639,274.87	1,123,518,195.90
Cash repayments of borrowings	償還債務支付的現金		5,653,421,303.40	455,092,455.38
Cash paid for distribution of dividends or profits and for interest expenses	分配股利、利潤或償付利息支付的現金		674,111,635.12	382,285,910.96
Incl: Cash paid to minority owners for distribution of dividends or profits by subsidiaries	其中:子公司支付給少數股東的股利、利潤		383,456,454.58	176,065,689.95
Other cash paid relating to financing activities	支付其他與籌資活動有關的現金	62	1,395,358,601.93	15,784,702.16
Subtotal of cash outflows from financing activities	籌資活動現金流出小計		7,722,891,540.45	853,163,068.50
Net cash flows (used in)/from financing activities	籌資活動(使用)/產生的現金流量淨額		(563,252,265.58)	270,355,127.40
IV. EFFECT OF CHANGES IN EXCHANGE RATE ON CASH	四、匯率變動對現金的影響		(69,496,482.87)	(18,241,733.92)
V. NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	五、現金及現金等價物淨(減少)/增加額		(738,552,350.61)	492,845,571.25
Add: Cash and cash equivalents at beginning of period	加:期初現金及現金等價物餘額		20,494,618,118.42	16,596,941,296.20
VI. CASH AND CASH EQUIVALENTS AT END OF PERIOD	六、期末現金及現金等價物餘額	63	19,756,065,767.81	17,089,786,867.45

The financial statements have been signed by:

財務報表由以下人士簽署:

Legal Representative:

法定代表人:

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人:

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人:

Wang Junwei

王俊偉

## Company Balance Sheet

30 June 2015 (Expressed in Renminbi Yuan)

## 公司資產負債表

2015年6月30日(人民幣元)

ASSETS	資產	Note XV 附註十五	30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Current assets	流動資產			
Cash and cash equivalents	貨幣資金	1	12,701,058,850.82	13,471,590,469.50
Notes receivable	應收票據	2	6,873,042,033.86	9,387,204,158.36
Accounts receivable	應收賬款	3	959,785,345.04	1,026,365,645.31
Prepayments	預付款項		59,836,658.53	52,697,084.17
Interests receivable	應收利息		138,112,977.67	133,399,138.89
Dividends receivable	應收股利		6,602,978.72	34,167,062.06
Other receivables	其他應收款	4	1,870,613,830.83	1,863,144,593.87
Inventories	存貨	5	1,740,938,908.23	1,952,477,318.55
Other current assets	其他流動資產		498,088,850.89	—
Total current assets	流動資產合計		24,848,080,434.59	27,921,045,470.71
Non-current assets	非流動資產			
Available-for-sale financial assets	可供出售金融資產		384,880,000.00	282,080,000.00
Long-term equity investments	長期股權投資	6,7	10,073,803,386.24	10,055,462,694.26
Investment property	投資性房地產	8	1,156,884,857.95	993,797,538.54
Fixed assets	固定資產	9	2,568,908,756.72	2,620,753,452.52
Construction in progress	在建工程		1,432,144,123.37	1,680,803,418.53
Disposal of fixed assets	固定資產清理		271,185.57	244,955.71
Intangible assets	無形資產	10	332,696,920.19	335,448,373.29
Goodwill	商譽		579,145,043.76	579,145,043.76
Long-term prepaid expense	長期待攤費用		5,812,336.00	7,057,834.00
Deferred tax assets	遞延所得稅資產		241,502,273.32	319,596,572.97
Other non-current assets	其他非流動資產		474,169,944.59	383,161,196.00
Total non-current assets	非流動資產合計		17,250,218,827.71	17,257,551,079.58
Total assets	資產總計		42,098,299,262.30	45,178,596,550.29

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Principal in charge of accounting:

主管會計工作負責人：

Head of accounting department:

會計機構負責人：

Tan Xuguang

譚旭光

Kwong Kwan Tong

鄭焜堂

Wang Junwei

王俊偉



## Company Balance Sheet (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 公司資產負債表(續)

2015年6月30日(人民幣元)

LIABILITIES AND EQUITY	負債和股東權益	Note XV 附註十五	30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Current liabilities	流動負債			
Notes payable	應付票據		3,598,205,687.50	6,095,957,306.04
Accounts payable	應付賬款		3,305,647,129.02	4,426,815,259.81
Advances from customers	預收款項		106,228,475.18	35,614,863.96
Payroll payable	應付職工薪酬	11	580,183,960.42	542,818,361.66
Taxes payable	應交稅費	12	12,870,769.47	183,907,771.93
Interests payable	應付利息		72,508,333.49	32,958,333.47
Dividend payable	應付股利		286,896,445.85	—
Other payables	其他應付款		1,896,490,064.30	2,098,746,409.80
Other current liabilities	其他流動負債	13	564,010,595.83	722,824,200.00
Total current liabilities	流動負債合計		10,423,041,461.06	14,139,642,506.67
Non-current liabilities	非流動負債			
Bonds payable	應付債券		1,399,583,892.71	1,398,219,228.23
Long term payroll payable	長期應付職工薪酬		25,652,708.61	15,815,305.29
Special payables	專項應付款		20,000,000.00	20,000,000.00
Deferred income	遞延收益	14	254,618,968.86	259,363,246.49
Total non-current liabilities	非流動負債合計		1,699,855,570.18	1,693,397,780.01
Total liabilities	負債合計		12,122,897,031.24	15,833,040,286.68
Shareholders' equity	股東權益			
Share capital	股本		1,999,309,639.00	1,999,309,639.00
Capital reserve	資本公積		1,011,431,890.64	1,011,431,890.64
Other comprehensive income	其他綜合收益		135,320,000.00	47,940,000.00
Special reserve	專項儲備		37,553,054.52	31,283,539.94
Surplus reserve	盈餘公積		3,051,742,591.19	3,051,742,591.19
Retained earnings	未分配利潤		23,740,045,055.71	23,203,848,602.84
Total shareholders' equity	股東權益合計		29,975,402,231.06	29,345,556,263.61
Total liabilities and shareholders' equity	負債和股東權益總計		42,098,299,262.30	45,178,596,550.29

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Principal in charge of accounting:

主管會計工作負責人：

Head of accounting department:

會計機構負責人：

Tan Xuguang

譚旭光

Kwong Kwan Tong

鄭焜堂

Wang Junwei

王俊偉

## Company Income Statement

January to June 2015 (Expressed in Renminbi Yuan)

## 公司利潤表

2015年1-6月(人民幣元)

		Note XV 附註十五	January to June 2015 2015年1-6月 (Unaudited) (未經審核)	January to June 2014 2014年1-6月 (Unaudited) (未經審核)
Revenue	營業收入	15	6,735,199,082.09	13,766,604,152.49
Less: Cost of sales	減：營業成本	15	5,179,554,626.68	9,689,981,479.84
Taxes and surcharges	營業稅金及附加		38,453,264.20	86,062,623.12
Distribution and selling expenses	銷售費用		224,609,685.92	544,314,799.75
General and administrative expenses	管理費用		686,471,132.58	917,859,211.84
Finance expenses	財務費用		(79,257,580.68)	(31,978,303.31)
Impairment loss of assets	資產減值損失		(3,865,780.28)	77,421,690.85
Add: Investment income	加：投資收益	16	223,274,540.60	101,549,790.57
Incl: Share of profit of associates and jointly-controlled enterprises	其中：對聯營企業和合營企業的投資收益		15,415,407.47	5,250,690.81
Operating profit	營業利潤		912,508,274.27	2,584,492,440.97
Add: Non-operating income	加：營業外收入		9,958,078.32	4,264,998.69
Incl: Gain on disposal of non-current assets	其中：非流動資產處置利得		351,408.77	448,161.89
Less: Non-operating expenses	減：營業外支出		73,050.50	1,811,052.28
Incl: Loss on disposal of non-current assets	其中：非流動資產處置損失		8,578.28	131,212.28
Total profit	利潤總額	17	922,393,302.09	2,586,946,387.38
Less: Income tax expenses	減：所得稅費用	18	86,300,403.37	357,730,360.35
Net profit	淨利潤		836,092,898.72	2,229,216,027.03
Net other comprehensive income after tax	其他綜合收益的稅後淨額			
Net other comprehensive income attributable to shareholders of the parent after tax	歸屬於母公司股東的其他綜合收益的稅後淨額		87,380,000.00	—
Those other comprehensive income to be reclassified into profit or loss change of fair value of available-for-sale financial assets	以後將重分類進損益的其他綜合收益可供出售金融資產公允價值變動		87,380,000.00	—
Total comprehensive income	綜合收益總額		923,472,898.72	2,229,216,027.03

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Wang Junwei

王俊偉

# Company Statement of Changes in Equity 公司股東權益變動表

January to June 2015 (Expressed in Renminbi Yuan)

2015年1-6月(人民幣元)

(Unaudited) (未經審核)		Share capital 股本	Capital reserve 資本公積	Other comprehensive income 其他綜合收益	Special reserve 專項儲備	Surplus reserve 盈餘公積	Retained earnings 未分配利潤	Total equity 股東權益合計	
I.	At beginning of period	一、本年期初餘額	1,999,309,639.00	1,011,431,890.64	47,940,000.00	31,283,539.94	3,051,742,591.19	23,203,848,602.84	29,345,556,263.61
II.	Movements in current period	二、本期增減變動金額							
(I)	Total comprehensive income	(一) 綜合收益總額	-	-	87,380,000.00	-	-	836,092,898.72	923,472,898.72
(II)	Profit appropriation	(二) 利潤分配							
1.	Distribution to owners	1. 對股東的分配	-	-	-	-	(299,896,445.85)	(299,896,445.85)	
(III)	Special reserve	(三) 專項儲備							
1.	Appropriation during the period	1. 本期提取	-	-	-	8,566,760.99	-	-	8,566,760.99
2.	Used during the period	2. 本期使用	-	-	-	(2,297,246.41)	-	-	(2,297,246.41)
III.	At end of period	三、本期末餘額	1,999,309,639.00	1,011,431,890.64	135,320,000.00	37,553,054.52	3,051,742,591.19	23,740,045,055.71	29,975,402,231.06

January to June 2014 (Expressed in Renminbi Yuan)

2014年1-6月(人民幣元)

(Unaudited) (未經審核)		Share capital 股本	Capital reserve 資本公積	Other comprehensive income 其他綜合收益	Special reserve 專項儲備	Surplus reserve 盈餘公積	Retained earnings 未分配利潤	Total equity 股東權益合計	
I.	At beginning of period	一、本年期初餘額	1,999,309,639.00	1,010,975,033.38	8,500,000.00	21,319,709.95	2,683,223,334.61	20,387,002,703.39	26,110,330,420.33
II.	Movements in current period	二、本期增減變動金額							
(I)	Total comprehensive income	(一) 綜合收益總額	-	-	-	-	2,229,216,027.03	2,229,216,027.03	
(II)	Profit appropriation	(二) 利潤分配							
1.	Distribution to owners	1. 對股東的分配	-	-	-	-	(299,896,445.85)	(299,896,445.85)	
(III)	Special reserve	(三) 專項儲備							
1.	Appropriation during the period	1. 本期提取	-	-	-	8,494,374.78	-	-	8,494,374.78
2.	Used during the period	2. 本期使用	-	-	-	(2,811,177.55)	-	-	(2,811,177.55)
III.	At end of period	三、本期末餘額	1,999,309,639.00	1,010,975,033.38	8,500,000.00	27,002,907.18	2,683,223,334.61	22,316,322,284.57	28,045,333,198.74

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Wang Junwei

王俊偉

## Company Cash Flow Statement

January to June 2015 (Expressed in Renminbi Yuan)

## 公司現金流量表

2015年1-6月(人民幣元)

		Note XV 附註十五	January to June 2015 2015年1-6月 (Unaudited) (未經審核)	January to June 2014 2014年1-6月 (Unaudited) (未經審核)
I.	CASH FLOWS FROM OPERATING ACTIVITIES	一、經營活動產生的現金流量		
	Cash received from sales of goods or rendering of services	銷售商品、提供勞務收到的現金	9,486,776,859.24	10,302,825,381.83
	Other cash received relating to operating activities	收到其他與經營活動有關的現金	316,630,009.23	321,905,398.30
	Subtotal of cash inflows from operating activities	經營活動現金流入小計	9,803,406,868.47	10,624,730,780.13
	Cash paid for goods and services	購買商品、接受勞務支付的現金	8,480,169,492.98	8,298,784,774.60
	Cash paid to and on behalf of employees	支付給職工以及為職工支付的現金	492,669,869.13	640,734,579.37
	Cash paid for all types of taxes	支付的各項稅費	548,590,706.21	1,159,555,646.15
	Other cash paid relating to operating activities	支付其他與經營活動有關的現金	483,539,693.86	402,051,395.62
	Subtotal of cash outflows from operating activities	經營活動現金流出小計	10,004,969,762.18	10,501,126,395.74
	Net cash flows (used in)/from operating activities	經營活動(使用)/產生的現金流量淨額	19 (201,562,893.71)	123,604,384.39
II.	CASH FLOWS USED IN INVESTING ACTIVITIES	二、投資活動使用的現金流量		
	Cash received from sale of investments	收回投資收到的現金	70,000,000.00	—
	Cash received from return on investments	取得投資收益收到的現金	224,195,465.32	67,009,108.44
	Net cash received from disposal of subsidiaries and other business entities	處置子公司及其他營業單位收到的現金淨額	49,893,098.00	—
	Net cash received from disposal of fixed assets, intangible assets and other long-term assets	處置固定資產、無形資產和其他長期資產收回的現金淨額	—	64,228.80
	Other cash received relating to investing activities	收到其他與投資活動有關的現金	—	38,232,850.00
	Subtotal of cash inflows from investing activities	投資活動現金流入小計	344,088,563.32	105,306,187.24
	Cash paid for acquisition of fixed assets, intangible assets and other long-term assets	購建固定資產、無形資產和其他長期資產支付的現金	253,854,976.48	64,093,630.47
	Cash paid for acquisition of investments	投資支付的現金	632,297,213.95	865,279,060.00
	Subtotal of cash outflows from investing activities	投資活動現金流出小計	886,152,190.43	929,372,690.47
	Net cash flows used in investing activities	投資活動使用的現金流量淨額	(542,063,627.11)	(824,066,503.23)

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:  
法定代表人：Principal in charge of accounting:  
主管會計工作負責人：Head of accounting department:  
會計機構負責人：Tan Xuguang  
譚旭光Kwong Kwan Tong  
鄭焜堂Wang Junwei  
王俊偉

## Company Cash Flow Statement (Continued)

January to June 2015 (Expressed in Renminbi Yuan)

## 公司現金流量表(續)

2015年1-6月(人民幣元)

		Note XV 附註十五	January to June 2015 2015年1-6月 (Unaudited) (未經審核)	January to June 2014 2014年1-6月 (Unaudited) (未經審核)
III. CASH FLOWS USED IN FINANCING ACTIVITIES	三、籌資活動使用的現金流量			
Other cash paid relating to financing activities	支付其他與籌資活動有關的現金		10,835,481.60	15,665,820.00
Subtotal of cash outflows from financing activities	籌資活動現金流出小計		10,835,481.60	15,665,820.00
Net cash flows used in financing activities	籌資活動使用的現金流量淨額		(10,835,481.60)	(15,665,820.00)
IV. EFFECT OF CHANGES IN EXCHANGE RATE ON CASH	四、匯率變動對現金的影響		(9,516.10)	12,954.63
V. NET DECREASE IN CASH AND CASH EQUIVALENTS	五、現金及現金等價物淨減少		(754,471,518.52)	(716,114,984.21)
Add: Cash and cash equivalents at beginning of period	加：期初現金及現金等價物餘額		13,418,614,444.43	11,252,295,276.97
VI. CASH AND CASH EQUIVALENTS AT END OF PERIOD	六、期末現金及現金等價物餘額	20	12,664,142,925.91	10,536,180,292.76

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Wang Junwei

王俊偉

# Notes to Financial Statements

30 June 2015 (Expressed in Renminbi Yuan)

## I. Corporate Background

Weichai Power Co., Ltd. (the "Company") is a joint stock company limited by shares incorporated in Shandong, the People's Republic of China. It was established on 23 December 2002.

The RMB ordinary A shares and overseas listed foreign H shares issued by the Company were listed on the Shenzhen Stock Exchange and The Stock Exchange of Hong Kong Limited, respectively. The registered address of the Company's headquarters is 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province. The Company operates in the transportation equipment manufacturing industry. The approved scope of operations of the Company covers: Design, development, production, sale, repair, import and export of diesel engines and auxiliary products; automobile (except sedans), automobile axle and components, gear boxes and components and other automobile components, hydraulic pumps, hydraulic motors, hydraulic valves, gears and gear transmission devices, ancillary casting and casting products of hydraulic components; technical consultation and technical services; leasing of self-owned houses; sale of steel; business management service; forklift trucks and warehouses technology services (should hold operating permit(s) for operations requiring administrative permission).

Weichai Group Holdings Limited and Shandong Heavy Industry Group Co., Ltd., established in the PRC, are the parent company and ultimate parent company of the Group respectively.

These interim financial statements were approved by the board of directors of the Company on 27 August 2015.

The consolidation scope of consolidated financial statements is determined on the basis of control. Please refer to Note VI for changes this year.

# 財務報表附註

2015年6月30日(人民幣元)

## 一、本公司基本情況

濰柴動力股份有限公司(「本公司」)是一家在中華人民共和國山東省註冊的股份有限公司，於2002年12月23日成立。

本公司所發行人民幣普通A股及境外上市外資H股已分別在深圳證券交易所和香港聯合交易所有限公司上市。本公司總部註冊地址位於山東省濰坊市高新技術產業開發區福壽東街197號甲。本公司所屬行業為交通運輸設備製造業。經核准的經營範圍為：柴油機及配套產品，汽車(小轎車除外)，汽車車橋及零部件，汽車變速器及零部件以及其他汽車零部件，液壓泵、液壓馬達、液壓閥門、齒輪和齒輪傳動裝置、液壓元件附屬鑄件和鑄造品的設計、開發、生產、銷售、維修、進出口；技術諮詢和技術服務；自有房租租賃、鋼材銷售、企業管理服務；叉車及倉庫技術服務(涉及行政許可的憑許可證經營)。

本集團的母公司和最終母公司為於中國成立的濰柴控股集團有限公司和山東重工集團有限公司。

本中期財務報表業經本公司董事會於2015年8月27日決議批准。

合併財務報表的合併範圍以控制為基礎確定，本期變化情況參見附註六。



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

**II. Preparation basis of the financial statements**

These interim financial statements have been prepared in accordance with Accounting Standards for Business Enterprises – No. 32 Interim Financial Reporting issued by the Ministry of Finance (the “MOF”).

These interim financial statements include selected explanatory notes, which are provided for easy understanding of the Group’s important events and transactions leading to its financial position and change of results of operations since the financial statements for the year 2014. These selected notes do not include all information and disclosures required under the Accounting Standards for Business Enterprises for a full set of financial statements. As such, these statements shall be read in conjunction with the financial statements for the year 2014.

The interim financial statements are presented on a going concern basis.

There are no significant uncertainties which would otherwise affect the Company’s ability for its going concerns in the next 12 months as from the date hereof.

Other than certain financial instruments and held-for-sale assets, these financial statements have been prepared at historical costs. Non-current assets classified as held-for-sale and assets under disposal group classified as held-to-sale are carried at the lower of fair value less foreseeable expenses or original carrying amount upon satisfying conditions for held-for-sale. If the assets are impaired, corresponding provisions for impairment shall be made according to relevant provisions.

**III. Significant Accounting Policies and Accounting Estimates****1. Accounting year**

The accounting year of the Group is from 1 January to 31 December of each calendar year. This accounting period is from 1 January to 30 June.

## 財務報表附註(續)

2015年6月30日(人民幣元)

**二、財務報表的編製基礎**

本中期財務報表根據財政部頒佈的《企業會計準則第32號——中期財務報告》的要求編製。

本中期財務報表包括選取的說明性附註，這些附註有助於理解本集團自2014年度財務報表以來財務狀況和業績變化的重要事件和交易。這些選取的附註不包括根據企業會計準則的要求而編製一套完整的財務報表所需的所有信息和披露內容，因此需要和本集團2014年度財務報表一並閱讀。

本中期財務報表以持續經營為基礎列報。

自本報告期末起至未來12個月，本公司不存在影響持續經營能力的重大不確定事項。

編製本財務報表時，除某些金融工具及持有待售資產外，均以歷史成本為計價原則。劃分為持有待售的非流動資產及劃分為持有待售的處置組中的資產，按公允價值減去預計費用後的金額，以及符合持有待售條件時的原賬面價值，取兩者孰低計價。資產如果發生減值，則按照相關規定計提相應的減值準備。

**三、重要會計政策及會計估計****1. 會計期間**

本集團會計年度採用公曆年度，即每年自1月1日起至12月31日止。本會計期間為自1月1日至6月30日止。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

**III. Significant Accounting Policies and Accounting Estimates (Continued)****2. Functional currency**

The functional currency of the Company and the currency used in preparing the financial statements were Renminbi. The amounts in the financial statements were denominated in Renminbi, unless otherwise stated.

The subsidiaries, jointly controlled enterprises and associates of the Company may determine their own functional currencies based on the major economic environment in which they operate the business. In preparation of financial statements, their functional currencies shall be translated into RMB.

**3. Business combination**

A business combination is a transaction or event that brings together two or more separate entities into one reporting entity. Business combinations are classified into business combinations involving entities under common control and business combinations not involving entities under common control.

**Business combinations involving entities under common control**

A business combination involving entities under common control is a business combination in which all of the combining entities are ultimately controlled by the same party or parties both before and after the combination, and that control is not transitory. For a business combination involving entities under common control, the party that, on the combination date, obtains control of another entity participating in the combination is the absorbing party, while that other entity participating in the combination is a party being absorbed. Combination date is the date on which the absorbing party effectively obtains control of the party being absorbed.

Assets and liabilities that are obtained by the absorbing party in a business combination involving entities under common control, including goodwill arising from the acquisition of the party being absorbed by the ultimate controller, shall be accounted for on the basis of the carrying amounts on the financial statements of the ultimate controller at the combination date. The difference between the carrying amount of the net assets obtained and the carrying amount of the consideration paid for the combination (or the aggregate face value of shares issued as consideration) shall be adjusted to share premium under capital reserve. If the capital reserve is not sufficient to absorb the difference, any excess shall be adjusted against retained earnings.

## 財務報表附註(續)

2015年6月30日(人民幣元)

**三、重要會計政策及會計估計(續)****2. 記賬本位幣**

本公司記賬本位幣和編製本中期財務報表所採用的貨幣均為人民幣。除有特別說明外，均以人民幣元為單位表示。

本公司下屬子公司、合營企業及聯營企業，根據其經營所處的主要經濟環境自行決定其記賬本位幣，編製財務報表時折算為人民幣。

**3. 企業合併**

企業合併，是指將兩個或兩個以上單獨的企業合併形成一個報告主體的交易或事項。企業合併分為同一控制下企業合併和非同一控制下企業合併。

**同一控制下企業合併**

參與合併的企業在合併前後均受同一方或相同的多方最終控制，且該控制並非暫時性的，為同一控制下的企業合併。同一控制下的企業合併，在合併日取得對其他參與合併企業控制權的一方為合併方，參與合併的其他企業為被合併方。合併日，是指合併方實際取得對被合併方控制權的日期。

合併方在同一控制下企業合併中取得的資產和負債(包括最終控制方收購被合併方而形成的商譽)，按合併日在最終控制方財務報表中的賬面價值為基礎進行相關會計處理。合併方取得的淨資產賬面價值與支付的合併對價的賬面價值(或發行股份面值總額)的差額，調整資本公積中的股本溢價，不足沖減的則調整留存收益。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

**III. Significant Accounting Policies and Accounting Estimates (Continued)****3. Business combination (Continued)**

Business combinations not involving entities under common control

A business combination not involving entities under common control is a business combination in which all of the combining entities are not ultimately controlled by the same party or parties both before and after the combination. For a business combination not involving entities under common control, the party that, on the acquisition date, obtains control of another entity participating in the combination is the acquirer, while that other entity participating in the combination is the acquiree. Acquisition date refers to the date on which the acquirer effectively obtains control of the acquiree.

The acquirer shall measure the acquiree's identifiable assets, liabilities and contingent liabilities acquired in the business combination not involving entities under common control at their fair values on the acquisition date.

The excess of the sum of the consideration paid (or equities securities issued) for business combination and equity interests in the acquiree held prior to the date of acquisition over the share of the attributable net identifiable assets of the acquiree, measured at fair value, was recognized as goodwill, which is subsequently measured at cost less cumulative impairment loss. In case the fair value of the sum of the consideration paid (or equities securities issued) and equity interests in the acquiree held prior to the date of acquisition is less than the fair value of the share of the attributable net identifiable assets of the acquiree, a review of the measurement of the fair values of the identifiable assets, liabilities and contingent liabilities, the consideration paid for the combination (or equities securities issued) and the equity interests in the acquiree held prior to the date of acquisition is conducted. If the review indicates that the fair value of the sum of the consideration paid (or equities securities issued) and equity interests in the acquiree held prior to the date of acquisition is indeed less than the fair value of the share of the attributable net identifiable assets of the acquiree, the difference is recognized in current profit or loss.

## 財務報表附註(續)

2015年6月30日(人民幣元)

**三、重要會計政策及會計估計(續)****3. 企業合併(續)**

非同一控制下的企業合併

參與合併的企業在合併前後不受同一方或相同的多方最終控制的，為非同一控制下的企業合併。非同一控制下的企業合併，在購買日取得對其他參與合併企業控制權的一方為購買方，參與合併的其他企業為被購買方。購買日，是指購買方實際取得對被購買方控制權的日期。

非同一控制下企業合併中所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。

支付的合併對價的公允價值(或發行的權益性證券的公允價值)與購買日之前持有的被購買方的股權的公允價值之和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，並以成本減去累計減值損失進行後續計量。支付的合併對價的公允價值(或發行的權益性證券的公允價值)與購買日之前持有的被購買方的股權的公允價值之和小於合併中取得的被購買方可辨認淨資產公允價值份額的，首先對取得的被購買方各項可辨認資產、負債及或有負債的公允價值以及支付的合併對價的公允價值(或發行的權益性證券的公允價值)及購買日之前持有的被購買方的股權的公允價值的計量進行覆核，覆核後支付的合併對價的公允價值(或發行的權益性證券的公允價值)與購買日之前持有的被購買方的股權的公允價值之和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，其差額計入當期損益。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

**III. Significant Accounting Policies and Accounting Estimates (Continued)****3. Business combination (Continued)**

Business combinations not involving entities under common control (Continued)

For a business combination involving enterprises not under common control and achieved in stages, the Group remeasures its previously-held equity interest in the acquiree to its fair value at the acquisition date. The difference between the fair value and the carrying amount is recognized as investment income for the current period; the amount recognized in other comprehensive income using the equity method and relating to the previously-held equity interest in the acquiree shall be accounted for in accordance with the same accounting treatment for direct disposal of relevant asset or liability by investee. Movement of other owners' equity (excluding net profit or loss, other comprehensive income and profit distribution) shall be transferred to profit or loss for the current period to which the acquisition date belongs.

**4. Consolidated financial statements**

The consolidation scope of consolidated financial statements is determined on the basis of control, including the financial statements for the half year ended 30 June 2015 of the Company and all of its subsidiaries. A subsidiary is an entity that is controlled by the Company, including separable parts of an enterprise or investee and structured entities controlled by the Company etc.

In preparation of consolidated financial statements, the subsidiaries use the same accounting period and accounting policies as those of the Company. When the accounting policies of a subsidiary are different from those of the Company, the Company shall make adjustments to the financial statements of the subsidiary based on its own accounting policies. All intra-group assets, liabilities, equity, income, expenses and cash flows resulting from intra-group transactions are eliminated on consolidation in full.

Where the amount of losses of a subsidiary attributable to the minority shareholders in the current period exceeds their share of the opening balance of owner's equity of the subsidiary, the excess shall be allocated against minority interests.

## 財務報表附註 (續)

2015年6月30日(人民幣元)

**三、重要會計政策及會計估計 (續)****3. 企業合併(續)**

非同一控制下的企業合併(續)

通過多次交易分步實現非同一控制下企業合併的，對於購買日之前持有的被購買方的股權，按照該股權在購買日的公允價值進行重新計量，公允價值與其賬面價值的差額計入當期投資收益；購買日之前持有的被購買方的股權涉及權益法核算下的其他綜合收益的，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，除淨損益、其他綜合收益和利潤分配外的其他股東權益變動，轉為購買日所屬當期損益。

**4. 合併財務報表**

合併財務報表的合併範圍以控制為基礎確定，包括本公司及全部子公司截至2015年6月30日止半年度的財務報表。子公司，是指被本公司控制的主體(含企業、被投資單位中可分割的部分，以及本公司所控制的結構化主體等)。

編製合併財務報表時，子公司採用與本公司一致的期間和會計政策，對子公司可能存在的與本公司不一致的會計政策，已按照本公司的會計政策調整一致。本集團內部各公司之間的所有交易產生的資產、負債、權益、收入、費用和現金流量於合併時全額抵銷。

子公司少數股東分擔的當期虧損超過了少數股東在該子公司期初股東權益中所享有的份額的，其餘額仍沖減少數股東權益。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

**III. Significant Accounting Policies and Accounting Estimates (Continued)****4. Consolidated financial statements (Continued)**

For subsidiaries acquired through business combinations not involving entities under common control, the operating results and cash flows of the acquiree shall be included in the consolidated financial statements, from the day on which the Group gains control, till the Group ceases the control of it. While preparing the consolidated financial statements, the acquirer shall adjust the subsidiary's financial statements, on the basis of the fair values of the identifiable assets, liabilities and contingent liabilities recognized on the acquisition date.

For subsidiaries acquired through business combinations involving entities under common control, the operating results and cash flows of the acquiree shall be included in the consolidated financial statements from the beginning of the period in which the combination occurs. While preparing the comparative financial statements, adjustments are made to related items in the financial statements for the prior period as if the reporting entity established through combination has been existing since the ultimate controller begins to exercise control.

The Group's control over an investee is re-assessed if change in relevant facts and situations causes changes in one or more of the control substances.

Where there is no loss of control, the change in minority interests is accounted for as equity transaction.

**5. Classification of joint arrangements and joint operation**

Joint arrangements are in the form of joint operation or jointly-controlled enterprise. A joint operation is a joint arrangement under which the joint venture parties are entitled to assets and undertake liabilities under the arrangement. A jointly-controlled enterprise is a joint arrangement under which the joint venture parties are only entitled to the net assets under such arrangement.

The following items should be recognised by a joint venture party in relation to its share of profit in the joint operation: solely held assets, as well as jointly held assets according to its share; solely assumed liabilities, as well as jointly assumed liabilities according to its share; income derived from its entitled share of production of the joint operation; income derived from the sales of production of the joint operation according to its share; solely incurred expenses, as well as expenses incurred by the joint operation according to its share.

## 財務報表附註(續)

2015年6月30日(人民幣元)

**三、重要會計政策及會計估計(續)****4. 合併財務報表(續)**

對於通過非同一控制下的企業合併取得的子公司，被購買方的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，直至本集團對其控制權終止。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。

對於通過同一控制下的企業合併取得的子公司，被合併方的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，對前期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實施控制時一直存在。

如果相關事實和情況的變化導致對控制要素中的一項或多項發生變化的，本集團重新評估是否控制被投資方。

不喪失控制權情況下，少數股東權益發生變化作為權益性交易。

**5. 合營安排分類及共同經營**

合營安排分為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。

合營方確認其與共同經營中利益份額相關的下列項目：確認單獨所持有的資產，以及按其份額確認共同持有的資產；確認單獨所承擔的負債，以及按其份額確認共同承擔的負債；確認出售其享有的共同經營產出份額所產生的收入；按其份額確認共同經營因出售產出所產生的收入；確認單獨所發生的費用，以及按其份額確認共同經營發生的費用。



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 6. Cash and cash equivalents

Cash comprises the Group's cash on hand and deposits that can be readily withdrawn on demand. Cash equivalents are short-term, highly liquid investments held by the Group, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

## 7. Foreign currency operations and foreign currency translation

The Group translates the amount of foreign currency transactions occurred into its functional currency.

Foreign currency transactions are recorded, on initial recognition, in the functional currency, by applying to the foreign currency amount the spot exchange rate prevailing on the transaction dates. At the balance sheet date, foreign currency monetary items are translated using the spot exchange rate prevailing on the balance sheet date. All the resulting differences on settlement and monetary item translation are taken to profit or loss in the current period, except for those relating to foreign currency borrowings specifically for construction and acquisition of qualifying assets, which are capitalized in accordance with the principle of capitalization of borrowing costs. Non-monetary foreign currency items measured at historical cost shall still be translated at the spot exchange rate prevailing on the transaction date, and the amount denominated in the functional currency is not changed. Non-monetary foreign currency items measured at fair value are translated at the spot exchange rate prevailing at the date on which the fair values are determined. The difference thus resulted are recognized in profit or loss for the current period or as other comprehensive income based on the nature of the non-monetary items.

For foreign operations, the Group translates their functional currency amounts into RMB in preparing the financial statements as follows: asset and liability items in the balance sheet are translated using the spot exchange rate at the balance sheet date, and equity items other than "retained earnings" are translated using the spot exchange rate at the date of transactions; revenue and expense items in the income statement are translated using the average exchange rate for the period during which the transactions occur. The resulting foreign currency exchange differences in the financial statement are recognized in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognized in the profit or loss for the current period. If the disposal only involves a portion of a particular foreign operation, the amount is recognized on a pro-rata basis.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 6. 現金及現金等價物

現金，是指本集團的庫存現金以及可以隨時用於支付的存款；現金等價物，是指本集團持有的期限短、流動性強、易於轉換為已知金額的現金、價值變動風險很小的投資。

## 7. 外幣業務和外幣報表折算

本集團對於發生的外幣交易，將外幣金額折算為記賬本位幣金額。

外幣交易在初始確認時，採用交易發生日的即期匯率將外幣金額折算為記賬本位幣金額。於資產負債表日，對於外幣貨幣性項目採用資產負債表日即期匯率折算，由此產生的結算和貨幣性項目折算差額，除屬於與購建符合資本化條件的資產相關的外幣專門借款產生的差額按照借款費用資本化的原則處理之外，均計入當期損益。以歷史成本計量的外幣非貨幣性項目，仍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，由此產生的差額根據非貨幣性項目的性質計入當期損益或其他綜合收益。

對於境外經營，本集團在編製財務報表時將其記賬本位幣折算為人民幣：對資產負債表中的資產和負債項目，採用資產負債表日的即期匯率折算，股東權益項目除「未分配利潤」項目外，其他項目採用發生時的即期匯率折算；利潤表中的收入和費用項目，採用交易發生當期平均匯率折算。按照上述折算產生的外幣財務報表折算差額，確認為其他綜合收益。處置境外經營時，將與該境外經營相關的其他綜合收益轉入處置當期損益，部分處置按處置比例計算。



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 7. Foreign currency operations and foreign currency translation (Continued)

Foreign currency cash flows and the cash flows of foreign subsidiaries are translated using the average exchange rate for the period during which the cash flows occur. The effect of exchange rate changes on cash is separately presented as an adjustment item in the cash flow statement.

## 8. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

## Recognition and Derecognition of Financial Instruments

The Group recognizes a financial asset or a financial liability when it becomes a party to the contractual provisions of a financial instrument.

The Group derecognizes a financial asset (or part of a financial asset, or part of a group of similar financial assets), i.e. writes off the financial asset from the account and balance sheet, when the following conditions are met:

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

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 7. 外幣業務和外幣報表折算(續)

外幣現金流量以及境外子公司現金流量，採用現金流量發生當期平均匯率折算。匯率變動對現金影響額作為調節項目，在現金流量表單獨列報。

## 8. 金融工具

金融工具，是指形成一個企業的金融資產，並形成其他單位的金融負債或權益工具的合同。

## 金融工具的確認和終止確認

本集團於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(a)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(b)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。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 8. Financial instruments (Continued)

## Recognition and Derecognition of Financial Instruments (Continued)

If the underlying obligation of a financial liability has been discharged or cancelled or has expired, the financial liability is derecognized. If an existing financial liability is replaced by the same creditor with a new financial liability that has substantially different terms, or if the terms of an existing financial liability are substantially revised, such replacement or revision is accounted for as the derecognition of the original liability and the recognition of a new liability, and the resulting difference is recognized in profit or loss for the current period.

Regular way purchase or sale of financial assets are recognized and derecognized using trade date accounting. Regular way purchase or sale of financial assets refers to that the financial assets are delivered to or by the Group under the terms of a contract within a period as specified by law or general practice. The trade date is the date on which the Group undertakes to buy or sell a financial asset.

## Classification and Measurement of Financial Assets

Financial assets are, on initial recognition, classified into the following categories: financial assets at fair value through profit or loss, held-to-maturity investments, loans and receivables, available-for-sale financial assets and derivatives designated as effective hedging instruments. A financial asset is recognized initially at fair value. In the case of financial assets at fair value through profit or loss, relevant transaction costs are directly charged to the profit and loss of the current period; transaction costs relating to financial assets of other categories are included in the amount initially recognized.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 8. 金融工具(續)

## 金融工具的確認和終止確認(續)

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。常規方式買賣金融資產，是指按照合同條款的約定，在法規或通行慣例規定的期限內收取或交付金融資產。交易日，是指本集團承諾買入或賣出金融資產的日期。

## 金融資產分類和計量

本集團的金融資產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資產、持有至到期投資、貸款和應收款項、可供出售金融資產、被指定為有效套期工具的衍生工具。金融資產在初始確認時以公允價值計量。對於以公允價值計量且其變動計入當期損益的金融資產，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。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 8. Financial instruments (Continued)

## Classification and Measurement of Financial Assets (Continued)

The subsequent measurement of a financial asset is determined by its category:

*Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss include financial assets at fair value through profit or loss and those designated upon initial recognition as financial assets at fair value through profit or loss. A financial asset at fair value through profit or loss is the financial asset that meets one of the following conditions: the financial asset is acquired for the purpose of selling it in a short term; the financial asset is a part of a portfolio of identifiable financial instruments that are collectively managed, and there is objective evidence indicating that the enterprise recently manages this portfolio for the purpose of short-term profits; the financial asset is a derivative, except for a derivative that is designated as an effective hedging instrument, or a financial guarantee contract, or a derivative that is linked to and must be settled by delivery of an unquoted equity investment (without a quoted price from an active market) whose fair value cannot be reliably measured. For such kind of financial assets, fair values are adopted for subsequent measurement. All the realized or unrealized gains or losses on these financial assets are recognized in profit or loss for the current period. Dividend income or interest income related to financial assets at fair value through profit or loss is charged to profit or loss for the current period.

*Held-to-maturity investments*

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity date that the Group has the positive intention and ability to hold to maturity. Such kind of financial assets are subsequently measured at amortized cost using the effective interest method. Gains or losses arising from amortization or impairment and derecognition are recognized in profit or loss for the current period.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 8. 金融工具(續)

## 金融資產分類和計量(續)

金融資產的後續計量取決於其分類：

*以公允價值計量且其變動計入當期損益的金融資產*

以公允價值計量且其變動計入當期損益的金融資產，包括以公允價值計量且其變動計入當期損益的金融資產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資產。以公允價值計量且其變動計入當期損益的金融資產是指滿足下列條件之一的金融資產：取得該金融資產的目的是為了在短期內出售；屬於進行集中管理的可辨認金融工具組合的一部分，且有客觀證據表明企業近期採用短期獲利方式對該組合進行管理；屬於衍生工具，但是，被指定且為有效套期工具的衍生工具、屬於財務擔保合同的衍生工具、與在活躍市場中沒有報價且其公允價值不能可靠計量的權益工具投資掛鉤並須通過交付該權益工具結算的衍生工具除外。對於此類金融資產，採用公允價值進行後續計量，所有已實現和未實現的損益均計入當期損益。與以公允價值計量且其變動計入當期損益的金融資產相關的股利或利息收入，計入當期損益。

*持有至到期投資*

持有至到期投資，是指到期日固定、回收金額固定或可確定，且本集團有明確意圖和能力持有至到期的非衍生金融資產。對於此類金融資產，採用實際利率法，按照攤餘成本進行後續計量，其攤銷或減值以及終止確認產生的利得或損失，均計入當期損益。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 8. Financial instruments (Continued)

Classification and Measurement of Financial Assets  
(Continued)*Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such kind of financial assets are subsequently measured at amortized cost using the effective interest method. Gains or losses arising from amortization or impairment are recognized in profit or loss for the current period.

*Available-for-sale financial assets*

Available-for-sale financial assets are those non-derivative financial assets that are on initial recognition designated as available for sale or are not classified as any of the aforesaid categories. After initial recognition, available-for-sale financial assets are measured at fair value. The discount/premium is amortized using effective interest method and recognized as interest income or expense. Changes in the fair value of an available-for-sale financial asset is recognized as other comprehensive income in capital reserve, except for impairment losses and exchange differences resulted from monetary financial assets, until the financial asset is derecognized or determined to be impaired, at which time the accumulated gain or loss is transferred to profit or loss for the current period. Dividends or interest income relating to an available-for-sale financial asset are recognized in profit or loss for the current period.

Investments in equity investments, which do not have quoted prices in an active market and whose fair values cannot be reliably measured, are measured at cost.

## Classification and Measurement of Financial Liabilities

The Group's financial liabilities are, on initial recognition, classified into financial liabilities at fair value through profit or loss, other financial liabilities or derivatives designated as effective hedging instruments. For financial liabilities at fair value through profit or loss, relevant transaction costs are directly recognized in profit or loss for the current period, and transaction costs relating to other financial liabilities are included in the initial recognition amounts.

## 財務報表附註 (續)

2015年6月30日(人民幣元)

三、重要會計政策及會計估計  
(續)

## 8. 金融工具(續)

## 金融資產分類和計量(續)

*貸款和應收款項*

貸款和應收款項，是指在活躍市場中沒有報價、回收金額固定或可確定的非衍生金融資產。對於此類金融資產，採用實際利率法，按照攤餘成本進行後續計量，其攤銷或減值產生的利得或損失，均計入當期損益。

*可供出售金融資產*

可供出售金融資產，是指初始確認時即指定為可供出售的非衍生金融資產，以及除上述金融資產類別以外的金融資產。對於此類金融資產，採用公允價值進行後續計量。其折價或溢價採用實際利率法進行攤銷並確認為利息收入或費用。除減值損失及外幣貨幣性金融資產的匯兌差額確認為當期損益外，可供出售金融資產的公允價值變動作為其他綜合收益確認，直到該金融資產終止確認或發生減值時，其累計利得或損失轉入當期損益。與可供出售金融資產相關的股利或利息收入，計入當期損益。

對於在活躍市場中沒有報價且其公允價值不能可靠計量的權益工具投資，按成本計量。

## 金融負債分類和計量

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、其他金融負債、被指定為有效套期工具的衍生工具。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，其他金融負債的相關交易費用計入其初始確認金額。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 8. Financial instruments (Continued)

## Classification and Measurement of Financial Liabilities (Continued)

The subsequent measurement of a financial liability is determined by its category:

*Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and those designated upon initial recognition as financial liabilities at fair value through profit or loss. A financial liability held for trading is the financial liability that meets one of the following conditions: the financial liability is assumed for the purpose of repurchasing it in a short term; the financial liability is a part of a portfolio of identifiable financial instruments that are collectively managed, and there is objective evidence indicating that the enterprise recently manages this portfolio for the purpose of short-term profits; the financial liability is a derivative, except for a derivative that is designated as effective hedging instrument, or a financial guarantee contract, or a derivative that is linked to and must be settled by delivery of an unquoted equity investment (without a quoted price from an active market) whose fair value cannot be reliably measured. For such kind of financial liabilities, fair values are adopted for subsequent measurement. All the realized or unrealized gains or losses on these financial liabilities are recognized in profit or loss for the current period.

*Other financial liabilities*

After initial recognition, such kind of financial liabilities are measured at amortized costs by using the effective interest method.

## Elimination of financial instruments

The net amount after eliminating financial assets and financial liabilities is presented in the balance sheet if the following conditions are satisfied: A lawful right exists for eliminating recognized amounts, and such lawful right is currently enforceable; it is planned that the financial assets and financial liabilities are to be netted against each other, or that they are to be realized and settled simultaneously.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 8. 金融工具(續)

## 金融負債分類和計量(續)

金融負債的後續計量取決於其分類：

*以公允價值計量且其變動計入當期損益的金融負債*

以公允價值計量且其變動計入當期損益的金融負債，包括交易性金融負債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。交易性金融負債是指滿足下列條件之一的金融負債：承擔該金融負債的目的是為了在近期內回購；屬於進行集中管理的可辨認金融工具組合的一部分，且有客觀證據表明企業近期採用短期獲利方式對該組合進行管理；屬於衍生工具，但是，被指定且為有效套期工具的衍生工具、屬於財務擔保合同的衍生工具、與在活躍市場中沒有報價且其公允價值不能可靠計量的權益工具投資掛鉤並須通過交付該權益工具結算的衍生工具除外。對於此類金融負債，按照公允價值進行後續計量，所有已實現和未實現的損益均計入當期損益。

*其他金融負債*

對於此類金融負債，採用實際利率法，按照攤餘成本進行後續計量。

## 金融工具抵銷

同時滿足下列條件的，金融資產和金融負債以相互抵銷後的淨額在資產負債表內列示：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；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。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 8. Financial instruments (Continued)

## Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to settle a debt or assume a liability to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are measured, on initial recognition, at fair value. For financial guarantee contracts that are not designated as financial liabilities at fair value through profit or loss, they are, after initial recognition, subsequently measured at the higher of: the amount of the best estimate of the expenditure required to settle the present obligation at the balance sheet date; and the amount initially recognized less the accumulated amortization determined according to the principles of revenue recognition.

## Derivative Financial Instruments

The Group uses derivative financial instruments such as forward currency contracts and interest rate swaps to hedge its risks associated with foreign currency and interest rate fluctuations. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. A financial derivative that is linked to and must be settled by delivery of an unquoted equity instrument (without a quoted price in an active market) whose fair value cannot be reliably measured is measured at cost.

Any gains or losses arising from changes in fair value of derivatives are taken directly to profit or loss for the current period, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income and later reclassified to profit or loss when the hedged item affects profit or loss.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 8. 金融工具(續)

## 財務擔保合同

財務擔保合同，是指保證人和債權人約定，當債務人不履行債務時，保證人按照約定履行債務或者承擔責任的合同。財務擔保合同在初始確認為負債時按照公允價值計量，不屬於指定為以公允價值計量且其變動計入當期損益的金融負債的財務擔保合同，在初始確認後，按照資產負債表日履行相關現時義務所需支出的當前最佳估計數確定的金額，和初始確認金額扣除按照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。

## 衍生金融工具

本集團使用衍生金融工具，例如以遠期外匯合同和利率互換，分別對匯率風險和利率風險進行套期保值。衍生金融工具初始以衍生交易合同簽訂當日的公允價值進行計量，並以其公允價值進行後續計量。公允價值為正數的衍生金融工具確認為一項資產，公允價值為負數的確認為一項負債。但對於在活躍市場中沒有報價且其公允價值不能可靠計量的權益工具掛鉤並須通過交付該權益工具結算的衍生金融工具，按成本計量。

除現金流量套期中屬於有效套期的部分計入其他綜合收益並於被套期項目影響損益時轉出計入當期損益之外，衍生工具公允價值變動而產生的利得或損失，直接計入當期損益。



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

**III. Significant Accounting Policies and Accounting Estimates (Continued)****8. Financial instruments (Continued)***Impairment of Financial Assets*

The Group assesses at the balance sheet date the carrying amount of every financial asset. If there is objective evidence indicating a financial asset may be impaired, a provision is provided for the impairment. Objective evidence that a financial asset is impaired is one or more events that occur after the initial recognition of the asset and have an impact (which can be reliably estimated) on the expected future cash flows of the financial asset. Where there arises any of the following objective evidences indicating that accounts receivable have been impaired, an impairment provision will be made: a serious financial difficulty occurs to the debtor; the debtor breaches any of the contractual stipulations (such as he fails to pay or delays the payment of interests or the principal); the debtor will probably go bankrupt or carry out other financial reorganisations; other objective evidences show that the accounts receivable are impaired.

*Financial assets carried at amortized cost*

If an impairment on a financial asset has incurred, the carrying amount of the asset is reduced to the present value of expected future cash flows (excluding future credit losses that have not been incurred) and such reduction is taken to profit or loss for the current period. The present value of expected future cash flows is discounted at the financial asset's original effective interest rate (i.e. effective interest rate computed on initial recognition) and includes the value of any related collateral. Where floating interest rate is adopted, the discount rate for determining the present value of future cash flow shall be equal to the prevailing effective rate which is contractually stipulated. Interest income upon impairment is recognized at a rate equal to the discount rate used for discounting future cashflow upon recognition of impairment loss.

## 財務報表附註 (續)

2015年6月30日(人民幣元)

**三、重要會計政策及會計估計 (續)****8. 金融工具(續)***金融資產減值*

本集團於資產負債表日對金融資產的賬面價值進行檢查，有客觀證據表明該金融資產發生減值的，計提減值準備。表明金融資產發生減值的客觀證據，是指金融資產初始確認後實際發生的、對該金融資產的預計未來現金流量有影響，且企業能夠對該影響進行可靠計量的事項。金融資產發生減值的客觀證據，包括發行人或債務人發生嚴重財務困難、債務人違反合同條款(如償付利息或本金發生違約或逾期等)、債務人很可能倒閉或進行其他財務重組，以及公開的數據顯示預計未來現金流量確已減少且可計量。

*以攤餘成本計量的金融資產*

發生減值時，將該金融資產的賬面通過備抵項目價值減記至預計未來現金流量(不包括尚未發生的未來信用損失)現值，減記金額計入當期損益。預計未來現金流量現值，按照該金融資產原實際利率(即初始確認時計算確定的實際利率)折現確定，並考慮相關擔保物的價值。對於浮動利率，在計算未來現金流量現值時採用合同規定的現行實際利率作為折現率。減值後利息收入按照確定減值損失時對未來現金流量進行折現採用的折現率作為利率計算確認。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 8. Financial instruments (Continued)

## Impairment of Financial Assets (Continued)

*Financial assets carried at amortized cost (Continued)*

For a financial asset that is individually significant, the asset is individually assessed for impairment, and the amount of impairment loss is recognized in profit or loss for the current period if there is objective evidence of impairment. For a financial asset that is not individually significant, it is included in a group of financial assets with similar credit risk characteristics and collectively assessed for impairment. If no impairment incurs for an individually assessed financial asset (whether the financial asset is individually significant or not individually significant), it is included in a group of financial assets with similar credit risk characteristics and collectively assessed for impairment. Assets for which an impairment loss is individually recognized is not included in a group of financial assets with similar credit risk characteristics and collectively assessed for impairment.

If, subsequent to the Group's recognition of an impairment loss on a financial asset carried at amortized cost, there is objective evidence of a recovery in value of the financial asset and the recovery can be related to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed and recognized in profit or loss for the current period. However, the reversal shall not result in a carrying amount of the financial asset that exceeds what the amortized cost would have been had the impairment loss not been recognized at the date the impairment is reversed.

*Available-for-sale financial assets*

If there is objective evidence that an available-for-sale asset is impaired, the accumulated loss arising from decline in fair value previously recognized in other comprehensive income is removed and recognized in profit or loss. The accumulated loss that removed from other comprehensive income is the difference between the acquisition cost (net of any principal repayment and amortization) and the current fair value, less any impairment loss on the financial asset previously recognized in profit or loss.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 8. 金融工具(續)

## 金融資產減值(續)

*以攤餘成本計量的金融資產(續)*

對單項金額重大的金融資產單獨進行減值測試，如有客觀證據表明其已發生減值，確認減值損失，計入當期損益。對單項金額不重大的金融資產，包括在具有類似信用風險特徵的金融資產組合中進行減值測試或單獨進行減值測試。單獨測試未發生減值的金融資產(包括單項金額重大和不重大的金融資產)，包括在具有類似信用風險特徵的金融資產組合中再進行減值測試。已單項確認減值損失的金融資產，不包括在具有類似信用風險特徵的金融資產組合中進行減值測試。

本集團對以攤餘成本計量的金融資產確認減值損失後，如有客觀證據表明該金融資產價值已恢復，且客觀上與確認該損失後發生的事項有關，原確認的減值損失予以轉回，計入當期損益。但是，該轉回後的賬面價值不超過假定不計提減值準備情況下該金融資產在轉回日的攤餘成本。

*可供出售金融資產*

如果有客觀證據表明該金融資產發生減值，原計入其他綜合收益的因公允價值下降形成的累計損失，予以轉出，計入當期損益。該轉出的累計損失，為可供出售金融資產的初始取得成本扣除已收回本金和已攤銷金額、當前公允價值和原已計入損益的減值損失後的餘額。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 8. Financial instruments (Continued)

## Impairment of Financial Assets (Continued)

## Available-for-sale financial assets (Continued)

Objective evidence indicating that available-for-sale equity investment is impaired include significant or prolonged decline in fair value. Judgments shall be made in distinguishing "significant" and "prolonged". "Significant" is judged by the extent of fair value below its cost and "prolonged" is judged by the length of period where fair value falls below its cost. Where objective evidence of impairment exists, the accumulated loss of the transfer is represented by the balance of acquisition cost after deduction of the current fair value and impairment loss previously charged to profit and loss. The impairment loss on an available-for-sale equity investment is not reversed through profit or loss, and any increase of fair value that occurs after the impairment is recognized directly in other comprehensive income.

The determination of what is "significant" and "prolonged" requires judgment. The Group takes into account, among other factors, the extent and duration of the period of the fair value being lower than cost, in such determination.

If, after an impairment loss has been recognized on an available-for-sale debt instrument, the fair value of the debt instrument increases in a subsequent period and the increase can be objectively related to an event occurring after the original impairment loss was recognized, the original impairment loss is reversed with the amount of the reversal recognized in profit or loss for the current period.

## Financial assets carried at cost

If there is objective evidence that such a financial asset is impaired, the difference between its carrying amount and the present value of expected future cash flows which are discounted at the current market yield rate of similar financial assets is recognized as an impairment loss in profit or loss for the current period. Once an impairment loss is recognized, it is not reversed.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 8. 金融工具(續)

## 金融資產減值(續)

## 可供出售金融資產(續)

可供出售權益工具投資發生減值的客觀證據，包括公允價值發生嚴重或非暫時性下跌。「嚴重」根據公允價值低於成本的程度進行判斷，「非暫時性」根據公允價值低於成本的期間長短進行判斷。存在發生減值的客觀證據的，轉出的累計損失，為取得成本扣除當前公允價值和原已計入損益的減值損失後的餘額。可供出售權益工具投資發生的減值損失，不通過損益轉回，減值之後發生的公允價值增加直接在其他綜合收益中確認。

在確定何謂「嚴重」或「非暫時性」時，需要進行判斷。本集團根據公允價值低於成本的程度或期間長短，結合其他因素進行判斷。

對於已確認減值損失的可供出售債務工具，在隨後的會計期間公允價值已上升且客觀上與確認原減值損失確認後發生的事項有關的，原確認的減值損失予以轉回，計入當期損益。

## 以成本計量的金融資產

如果有客觀證據表明該金融資產發生減值，將該金融資產的賬面價值，與按照類似金融資產當時市場收益率對未來現金流量折現確定的現值之間的差額，確認為減值損失，計入當期損益。發生的減值損失一經確認，不再轉回。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 8. Financial instruments (Continued)

## Transfer of Financial Assets

If the Group transfers substantially all the risks and rewards of ownership of the financial asset to the transferee, the Group derecognizes the financial asset; if the Group retains substantially all the risks and rewards of ownership of the financial asset, the Group does not derecognize the financial asset.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, it is accounted for as follows: if the Group has not retained control, it derecognizes the financial asset and recognizes any resulting assets or liabilities; if the Group has retained control, it continues to recognize the financial asset to the extent of its continuing involvement in the transferred financial asset and recognizes the relevant liability.

For ongoing involvement by way of provision of financial guarantee in respect of the transferred financial assets, the assets arising from such involvement is recognized as the lower of the carrying amount of the financial assets and the amount of the financial guarantee. Amount of financial guarantee refers to the maximum amount to be repayable on demand among the considerations received.

## 9. Receivables

## (1) Receivables Which Are Individually Significant and for Which Provision for Bad Debt Is Recognized Separately

In judging receivables which are individually significant, the Group takes into account accounts receivables and other receivables due from individual customers, risks specific to particular customers, risks specific to particular countries, interest on long-term receivables and the extent of guaranteed portion of receivables etc. Receivables which are individually significant are tested for impairment individually. When objective evidence indicates that the receivable has been impaired, bad debt provision is made based on the shortfall of the present value of future cash flow as compared to its carrying amount, and is charged to profit and loss for the current period.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 8. 金融工具(續)

## 金融資產轉移

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。

本集團既沒有轉移也沒有保留金融資產所有權上幾乎所有的風險和報酬的，分別下列情況處理：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。

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。

## 9. 應收款項

## (1) 單項金額重大並單獨計提壞賬準備的應收款項

本集團在判斷單項金額重大的應收款項時，會考慮單個客戶應收賬款和其他應收款餘額、特定客戶風險、特定國家風險、長期應收款利息及應收款項被擔保部分等因素。本集團對單項金額重大的應收款項單獨進行減值測試。當存在客觀證據表明該應收款項發生減值的，本集團根據其未來現金流量現值低於其賬面價值的差額，計提壞賬準備，計入當期損益。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 9. Receivables (Continued)

- (2) Receivables for Which Provision for Bad Debt Is Recognized by Group With Distinctive Credit Risk Characteristics

Other than receivables for which provision for bad debts has been recognized individually, provision for bad debt is recognized by group based on the actual loss rate of identical or similar group in prior year or with similar distinctive credit risk characteristics, taking into account the current situation.

Other than business segments located overseas, the grouping of receivables is based on their ages which are taken as a distinctive credit risk characteristic. Ageing analysis is conducted to determine the provision for bad debt for trade receivables and other receivables, at the following percentages:

Age	賬齡	Percentage provided for 計提比例
Within 1 year	1年以內	5%
1-2 years	1至2年	15%
2-3 years	2至3年	30%
3-4 years	3至4年	50%
4-5 years	4至5年	80%
Over 5 years	5年以上	100%

For business segments located overseas, grouping of receivables is based on their overdue ages which are taken as a distinctive credit risk characteristic.

If objective evidence shows a recovery in value of the receivables, the original bad debt provision can be reversed and carried through profit and loss in the current period.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 9. 應收款項(續)

- (2) 按信用風險特徵組合計提壞賬準備的應收款項

除已單獨計提壞賬準備的應收款項外，根據以前年度與之相同或相類似的、具有類似信用風險特徵的應收款項組合的實際損失率為基礎，結合現時情況確定應計提的壞賬準備。

除位於境外的某板塊業務外，本集團以賬齡作為信用風險特徵確定應收款項組合，並採用賬齡分析法對應收賬款和其他應收款計提壞賬準備比例如下：

本集團對位於境外的某板塊業務，以逾期賬齡作為信用風險特徵確定應收款項組合。

如有客觀證據表明應收款項的價值已經恢復，則原確認的壞賬準備予以轉回，計入當期損益。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 9. Receivables (Continued)

- (3) Receivables Which Are Not Individually Significant But Provision for Bad Debt Is Recognized Separately
- For receivables which are not individually significant but objective evidence shows that the impairment has occurred, bad debt provision will be made according to the difference between the present value of future cash flows and its carrying amounts and will be carried through profit and loss for the current period.

If clear evidence indicates that the receivables are indeed not recoverable, such as in case of cancellation, bankruptcy or insolvency of the debtor or its serious cash flow problem, then it is recognized as a bad debt and written off for bad debt provision already made.

## 10. Inventories

Inventories include materials in transit, raw materials, work in progress, finished goods, materials under entrusted processing, self made semi-finished goods, turnover materials and second-hand vehicles etc.

Inventories are initially carried at cost. Cost of inventories comprises all costs of purchase, costs of conversion and other costs. The actual cost of inventories transferred out is assigned by using weighted average method, first-in-first-out method or specific identification method. Low value consumables are amortized by using immediate write-off method.

The Groups adopts perpetual inventory system.

At the balance sheet date, inventories are measured at the lower of cost and net realizable value. If the cost of inventories is higher than the net realizable value, a provision for decline in value of inventories is recognized in profit or loss for the current period. If factors that previously resulted in the provision for decline in value of inventories no longer exist, so that the net realizable value is higher than the carrying amount, the amount of the write-down is reversed. The reversal is limited to the amount originally provided for the decline in value of inventories. The amount of the reversal is recognized in profit or loss for the current period.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 9. 應收款項(續)

- (3) 單項金額不重大但單獨計提壞賬準備的應收款項
- 本集團對於單項金額不重大但存在客觀證據表明該應收款項發生減值的，本集團根據其未來現金流量現值低於其賬面價值的差額，計提壞賬準備，計入當期損益。

對於有確鑿證據表明應收款項確實無法收回時，如債務單位已撤銷、破產、資不抵債、現金流量嚴重不足等，確認為壞賬，並沖銷已計提的壞賬準備。

## 10. 存貨

存貨包括在途物資、原材料、在產品、產成品、委托加工材料、自製半成品、周轉材料和二手車等。

存貨按照成本進行初始計量。存貨成本包括採購成本、加工成本和其他成本。發出存貨，採用加權平均法、先進先出法或個別計價法確定其實際成本。低值易耗品採用一次轉銷法進行攤銷。

存貨的盤存制度採用永續盤存制。

於資產負債表日，存貨按照成本與可變現淨值孰低計量，對成本高於可變現淨值的，計提存貨跌價準備，計入當期損益。如果以前計提存貨跌價準備的影響因素已經消失，使得存貨的可變現淨值高於其賬面價值，則在已計提的存貨跌價準備金額內，將以前減記的金額予以恢復，轉回的金額計入當期損益。



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 10. Inventories (Continued)

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale and relevant taxes. The provision for decline in value of inventories is made on an individual basis or a category basis.

## 11. Classified as held-for-sale assets

Except for financial assets and deferred tax assets, corporate constituents (or non-current assets) are classified as held-for-sale if the following conditions are satisfied:

- (1) The constituent (or non-current asset) shall be ready for immediate sale merely under customary terms for this kind of constituent in its existing conditions;
- (2) Resolution has been made by the Group concerning the disposition of such constituent (or non-current asset) and, if required, shareholders' approval have been obtained;
- (3) Irrevocable transfer agreement has been entered into with transferee;
- (4) The transfer will be completed within one year.

Individual assets or disposal groups of non-current assets classified as held-for-sale are not subject to depreciation or amortization. They are measured at fair value less cost of disposal, but such amount shall not exceed the original carrying amount during a period where the conditions precedent to being held-for-sale are satisfied. The excess of the original carrying amount over fair value less cost of disposal shall be taken to profit and loss for the current period as loss on impairment of assets.

## 12. Long-term equity investments

Long-term equity investments include equity investments in subsidiaries, jointly controlled enterprises and associates.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 10. 存貨(續)

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。計提存貨跌價準備時按單個存貨項目或類別計提。

## 11. 劃分為持有待售的資產

同時滿足以下條件的企業組成部分(或非流動資產)，除金融資產、遞延所得稅資產之外，本集團將其劃分為持有待售：

- (1) 該組成部分(或非流動資產)必須在其當前狀況下僅根據出售此類組成部分的慣常條款即可立即出售；
- (2) 本集團已經就處置該組成部分(或非流動資產)作出決議，如按規定需得到股東批准的，已經取得股東大會的批准；
- (3) 已經與受讓方簽訂了不可撤銷的轉讓協議；
- (4) 該項轉讓將在一年內完成。

劃分為持有待售的非流動資產的單項資產和處置組，不計提折舊或攤銷，按照公允價值減去處置費用後的金額計量，但不得超過符合持有待售條件時的原賬面價值。原賬面價值高於公允價值減去處置費用後的差額，作為資產減值損失計入當期損益。

## 12. 長期股權投資

長期股權投資包括對子公司、合營企業和聯營企業的權益性投資。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 12. Long-term equity investments (Continued)

A long-term equity investment is initially recorded at its initial investment cost on acquisition. For a long-term equity investment acquired under business combination involving entities under common control, the initial investment cost is determined as the initial investment cost of the long-term equity investment is the carrying value of the absorbing party's share of the owner's equity of the party being absorbed as of the date of business combination on the consolidated financial statements of the ultimate controller. The difference between the initial investment cost and the carrying value of the consideration for combination is adjusted to capital reserve (or charged against retained earnings if there is any shortfall). Other comprehensive income held prior to the acquisition date is accounted for on the same basis as where the assets or liabilities are directly disposed of by the investee in disposing of such assets or liabilities. Owners' equity recognized as a result of changes in other owners' equity of the investee other than net gains and losses, other comprehensive income and profit appropriation is taken to profit and loss for the current period upon the disposal of such investment. In particular, those which remain as long-term equity investments upon disposal are carried forward in proportion, and those which are converted to financial instruments upon disposal are carried forward in full. For a long-term equity investment acquired through a business combination involving entities not under common control, the initial investment cost is the cost of business combination (Business combination involving entities not under common control which is achieved after multiple transactions, the initial investment cost is the sum of carrying value of equity investments of the acquiree held prior to the date of acquisition and the addition to investment cost on the date of acquisition). Cost of business combination includes the sum of fair values of the assets given, liabilities incurred or assumed, and equity securities issued by the acquirer. Other comprehensive income recognized on equity method held prior to the date of acquisition is accounted for on the same basis as where the assets or liabilities are directly disposed of by the investee in disposing of such assets or liabilities. Accumulated fair value change of equity investments held prior to the date of acquisition being taken to other comprehensive income as financial instrument is taken to profit or loss for the current period under cost method. Long-term equity investments acquired by means other than business combination, initial investment cost is determined as follows: for a long-term equity investment acquired by paying cash, the initial investment cost is the actual purchase price paid and those costs, taxes and other necessary expenditures directly attributable to the acquisition of the long-term equity investment; for a long-term equity investment acquired by the issue of equity securities, the initial investment cost is the fair value of the equity securities issued. For a long-term equity investment acquired by the swap of non-monetary assets, initial investment cost is determined based on Accounting Standard for Business Enterprises No. 7 – Swap of Non-monetary Assets. For a long-term equity investment acquired by way of debt restructuring, initial investment cost is determined based on Accounting Standard for Business Enterprises No. 12 – Debt Restructuring.

## 財務報表附註 (續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計 (續)

## 12. 長期股權投資 (續)

長期股權投資在取得時以初始投資成本進行初始計量。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所有者權益在最終控制方合併財務報表中的賬面價值的份額作為初始投資成本；初始投資成本與合併對價賬面價值之間差額，調整資本公積（不足沖減的，沖減留存收益）；合併日之前的其他綜合收益，在處置該項投資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股東權益變動而確認的股東權益，在處置該項投資時轉入當期損益；其中，處置後仍為長期股權投資的按比例結轉，處置後轉換為金融工具的則全額結轉。通過非同一控制下的企業合併取得的，以合併成本作為初始投資成本（通過多次交易分步實現非同一控制下的企業合併的，以購買日之前所持被購買方的股權投資的賬面價值與購買日新增投資成本之和作為初始投資成本），合併成本包括購買方付出的資產、發生或承擔的負債、發行的權益性證券的公允價值之和；購買日之前持有的因採用權益法核算而確認的其他綜合收益，在處置該項投資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；購買日之前持有的股權投資作為金融工具計入其他綜合收益的累計公允價值變動在改按成本法核算時轉入當期損益。除企業合併形成的長期股權投資以外方式取得的長期股權投資，按照下列方法確定初始投資成本：支付現金取得的，以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；發行權益性證券取得的，以發行權益性證券的公允價值作為初始投資成本。通過非貨幣性資產交換取得的，按照《企業會計準則第7號—非貨幣性資產交換》確定初始投資成本；通過債務重組取得的，按照《企業會計準則第12號—債務重組》確定初始投資成本。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 12. Long-term equity investments (Continued)

For a long-term equity investment where the Company can exercise control over the investee, the Company uses the cost method in the Company's financial statements. Control refers to the power over an investee, and exposure, or rights, to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect the amount of the investor's returns.

Under the cost method, the long-term equity investment is measured at its initial investment cost. For addition or reduction of investments, the cost of long-term equity investments is adjusted. Cash dividend or profit distribution declared by an investee is recognized as profit or loss in the current period.

The equity method is adopted for a long-term equity investment when the Group holds joint control, or exercises significant influence on the investee. Joint control refers to the contractually-agreed shared control over an arrangement and related activities under such arrangement shall be decided upon with the unanimous consent of the parties sharing control. Significant influence is the power to participate in the financial and operating policy decisions of the investee but cannot control or jointly control with other parties over the formulation of those policies.

Under the equity method, where the initial investment cost of a long-term equity investment exceeds the investing entity's interest in the fair values of the investee's identifiable net assets at the acquisition date, the excess is included in the initial investment cost. Where the initial investment cost is less than the investing entity's interest in the fair values of the investee's identifiable net assets at the acquisition date, the difference is charged to profit or loss for the current period, and the cost of the long-term equity investment is adjusted accordingly.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 12. 長期股權投資(續)

本公司能夠對被投資單位實施控制的長期股權投資，在本公司個別財務報表中採用成本法核算。控制，是指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回報金額。

採用成本法時，長期股權投資按初始投資成本計價。追加或收回投資的，調整長期股權投資的成本。被投資單位宣告分派的現金股利或利潤，確認為當期投資收益。

本集團對被投資單位具有共同控制或重大影響的，長期股權投資採用權益法核算。共同控制，是指按照相關約定對某項安排所共有的控制，並且該安排的相關活動必須經過分享控制權的參與方一致同意後才能決策。重大影響，是指對被投資單位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。

採用權益法時，長期股權投資的初始投資成本大於投資時應享有被投資單位可辨認淨資產公允價值份額的，歸入長期股權投資的初始投資成本；長期股權投資的初始投資成本小於投資時應享有被投資單位可辨認淨資產公允價值份額的，其差額計入當期損益，同時調整長期股權投資的成本。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

**III. Significant Accounting Policies and Accounting Estimates (Continued)****12. Long-term equity investments (Continued)**

Under the equity method, the Group recognizes its share of the net profits or losses and other comprehensive income made by the investee as investment income or losses and other comprehensive income after the acquisition of the long-term equity investments, and adjusts the carrying amount of the investment accordingly. The Group recognizes its share of the investee's net profits or losses after making appropriate adjustments to the investee's net profits based on the fair value of the investee's identifiable assets at the acquisition date, using the Group's accounting policies and periods, and eliminating the portion of the profits or losses arising from internal transactions with its jointly controlled enterprises and associates, attributable to the investing entity according to its share ratio (but impairment losses for assets arising from internal transactions shall be recognized in full). The carrying amount of the investment is reduced accordingly based on the Group's share of any profit distributions or cash dividends declared by the investee. The Group's share of net losses of the investee is recognized to the extent the carrying amount of the investment together with any long-term interests that in substance form part of its net investment in the investee is reduced to zero, except that the Group has incurred obligations to assume additional losses. The Group adjusts the carrying amount of the long-term equity investment for any changes in owners' equity of the investee (other than net profits or losses, other comprehensive income and profit distribution) and includes the corresponding adjustments in the shareholders' equity.

## 財務報表附註 (續)

2015年6月30日(人民幣元)

**三、重要會計政策及會計估計 (續)****12. 長期股權投資 (續)**

採用權益法時，取得長期股權投資後，按照應享有或應分擔的被投資單位實現的淨損益和其他綜合收益的份額，分別確認投資損益和其他綜合收益並調整長期股權投資的賬面價值。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，並抵消與聯營企業及合營企業之間發生的內部交易損益按照應享有的比例計算歸屬於投資方的部分(但內部交易損失屬於資產減值損失的，應全額確認)，對被投資單位的淨利潤進行調整後確認，但投出或出售的資產構成業務的除外。按照被投資單位宣告分派的利潤或現金股利計算應享有的部分，相應減少長期股權投資的賬面價值。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。對於被投資單位除淨損益、其他綜合收益和利潤分配以外股東權益的其他變動，調整長期股權投資的賬面價值並計入股東權益。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

**III. Significant Accounting Policies and Accounting Estimates (Continued)****12. Long-term equity investments (Continued)**

On disposal of the long-term equity investments, the difference between book value and market price is recognized in profit or loss for the current period. For long-term equity investments under equity method, when the use of the equity method is discontinued, other comprehensive income previously accounted for under the equity method shall be dealt with on the same basis as if the relevant assets or liabilities were disposed of directly by the investee. Shareholders' equity recognised as a result of changes in shareholders' equity other than the net-off of profit and loss, other comprehensive income and profit allocation of the investee shall be transferred in full to current profit and loss. If the equity method remains in use, other comprehensive income previously accounted for under the equity method shall be dealt with on the same basis as if the relevant assets or liabilities were disposed of directly by the investee and transferred to current profit and loss on a pro-rata basis. Shareholders' equity recognised as a result of changes in shareholders' equity other than the net-off of profit and loss, other comprehensive income and profit allocation of the investee shall be transferred to current profit and loss on a pro-rata basis.

**13. Investment property**

Investment property is property held to earn rentals or for capital appreciation or both. Investment property includes a land use right that is leased out and a building that is leased out.

An investment property is measured initially at its cost. If the economic benefits relating to an investment property will probably flow in and the cost can be reliably measured, subsequent costs incurred for the property is included in the cost of the investment property. Otherwise, subsequent costs are recognized in profit or loss for the period in which they are incurred.

## 財務報表附註(續)

2015年6月30日(人民幣元)

**三、重要會計政策及會計估計(續)****12. 長期股權投資(續)**

處置長期股權投資，其賬面價值與實際取得價款的差額，計入當期損益。採用權益法核算的長期股權投資，終止採用權益法的，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股東權益變動而確認的股東權益，全部轉入當期損益；仍採用權益法的，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進行會計處理並按比例轉入當期損益，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股東權益變動而確認的股東權益按相應的比例轉入當期損益。

**13. 投資性房地產**

投資性房地產，是指為賺取租金或資本增值，或兩者兼有而持有的房地產，包括已出租的土地使用權、已出租的建築物。

投資性房地產按照成本進行初始計量。與投資性房地產有關的後續支出，如果與該資產有關的經濟利益很可能流入且其成本能夠可靠地計量，則計入投資性房地產成本。否則，於發生時計入當期損益。



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 13. Investment property (Continued)

The Group uses the cost model for subsequent measurement of its investment property. Depreciation or amortization is calculated on the straight-line basis over its useful life, as follows:

Item	項目	Estimated useful lives (years) 預計使用壽命(年)	Estimated net residual value rate (%) 預計淨殘值率(%)	Annual depreciation rate (%) 年折舊率(%)
Land use rights	土地所有權	48.5–50年	0	2.00–2.06
Houses and buildings	房屋及建築物	14.5–30年	0–5	3.17–6.90

## 14. Fixed assets

A fixed asset is recognized only when the economic benefits associated with the asset will probably flow to the Group and the cost of the asset can be measured reliably. Subsequent expenditure incurred for a fixed asset that meet the recognition criteria shall be included in the cost of the fixed asset, and the carrying amount of the component of the fixed asset that is replaced shall be derecognized. Otherwise, such expenditure shall be recognized in profit or loss for the period in which they are incurred.

Fixed assets are initially measured at cost. The cost of a purchased fixed asset comprises the purchase price, relevant taxes and any directly attributable expenditure for bringing the asset to working condition for its intended use. Other than fixed assets arising from the use and appropriation of safety funds, special reserve offset against the cost of fixed assets, and equivalent amounts of accumulated depreciation recognized; and certain equipment of the parent company, and machinery and equipment of certain subsidiaries namely Weichai America Corp., Shaanxi Fast Gear Co., Ltd., Baoji Fast Gear Co., Ltd. and Xi'an Fast Auto Drive Co., Ltd., for which double-declining balance method is used for depreciation, the straight line method is adopted for the depreciation of other fixed assets.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 13. 投資性房地產(續)

本集團採用成本模式對投資性房地產進行後續計量，在其使用壽命內採用直線法計提折舊或攤銷。列示如下：

## 14. 固定資產

固定資產僅在與其有關的經濟利益很可能流入本集團，且其成本能夠可靠地計量時才予以確認。與固定資產有關的後續支出，符合該確認條件的，計入固定資產成本，並終止確認被替換部分的賬面價值；否則，於發生時計入當期損益。

固定資產按照成本進行初始計量。購置固定資產的成本包括購買價款，相關稅費，以及為使固定資產達到預定可使用狀態前所發生的可直接歸屬於該項資產的其他支出。除使用提取的安全生產費形成的固定資產，按照形成固定資產的成本沖減專項儲備，並確認相同金額的累計折舊；以及母公司部分設備、子公司濰柴北美公司、陝西法士特齒輪有限公司、寶雞法士特齒輪有限公司及西安法士特汽車傳動有限公司的機器設備折舊採用雙倍餘額遞減法之外，其他固定資產折舊均採用直線法。



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 14. Fixed assets (Continued)

The expected useful lives, net residual value rates and annual depreciation rates of fixed assets are presented as follows:

Item	項目	Estimated useful lives (years) 預計使用壽命(年)	Estimated net residual value rate (%) 預計淨殘值率(%)	Annual depreciation rate (%) 年折舊率(%)
Land use rights	土地所有權	Indefinite 無期限	0	0
Houses and buildings	房屋及建築物	10–50	0–5	1.90–10.00
Machinery and equipment	機器設備	3–15	0–5	6.33–33.33
Vehicles	運輸工具	4–10	0–5	9.50–25.00
Electronic equipment	電子設備	2–15	0–5	6.33–50.00
Other equipment	其他設備	2–15	0–5	6.33–50.00
Forklift trucks and equipment leased out (long-term)	租出的叉車及設備(長期)	2–15	0	6.67–50.00
Forklift trucks and equipment leased out (short-term)	租出的叉車及設備(短期)	2–15	0	6.67–50.00

## Forklift trucks and equipment leased out (long-term)

If the risks and rewards of the leased assets remains with the company as the lessor under an operating lease, the assets are reported as a separate item in the balance sheet and, being measured at cost and are depreciated. To fund leases, industrial trucks are generally sold to leasing companies. The industrial trucks are then leased back to companies in the KION GROUP AG (head lease), who sub-lease them to external end customers (described below as “sale and leaseback sub-leases”). These long-term leases generally have a term of four to five years. If, in the case of sale and leaseback sub-leases, the risks and rewards incidental to the head lease are substantially borne by KION GROUP AG and are not transferred to the end customers, the corresponding assets are reported as forklift trucks and equipment leased out (long-term) under fixed assets. However, if substantially the risks and rewards incidental to the head lease are transferred to the end customers, a corresponding lease receivable is recognized. In both cases, the funding items for these long-term customer leases, which are funded for terms that match those of the leases, are recognized as lease liabilities.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 14. 固定資產(續)

各類固定資產的原始預計使用壽命、淨殘值率及年折舊率列示如下：

## 租出的叉車及設備(長期)

在經營租賃的情況下，公司作為出租人保留了租賃資產相關的風險與報酬，相關資產在財務報表附註中單獨披露，租賃資產以成本計量，並計提折舊。為滿足融資需求，公司通常將工業叉車銷售給第三方租賃公司，然後再租回到本公司之子集團KION GROUP AG內部的公司(首次租賃)，再轉租給外部最終用戶(以下稱為「售後租回再轉租」)，租賃期通常為4到5年。如果售後租回再轉租的首次租賃的風險報酬仍然由KION GROUP AG承擔，同時也未通過轉租轉移給最終客戶，則相應資產列示為固定資產項下的租出的叉車及設備(長期)。如果風險報酬轉移給了最終客戶，則確認相應應收租賃款項。上述兩種情況下，與租賃期相匹配的長期租賃融資項目確認為租賃負債。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 14. Fixed assets (Continued)

Forklift trucks and equipment leased out (short-term)

Forklift trucks and equipment leased out (short-term) arises from short-term rental transactions as well as the sale of industrial trucks in relation to which significant risks and rewards remain with the Company ("sale with risk").

In the case of short-term rentals, Linde Material Handling Ltd ("LMH") and STILL Materials Handling Ltd ("STILL") under KION GROUP AG, a subsidiary group under the Company rent industrial trucks to customers directly. Short-term rental agreements usually have a term within one year. The significant risks and rewards remain with the aforesaid companies. The industrial trucks are carried at cost and depreciated over the normal useful life, depending on the product group.

In an indirect leasing arrangement, industrial trucks are sold to finance partners who then enter into leases with end customers. If LMH and STILL provide material residual value guarantees or a customer default guarantee ("sale with risk"), the trucks are recognized as assets in the balance sheet at their cost on the date of the sale and written down to their guaranteed residual value, or zero, on a straight-line basis over the period until the customer default guarantee expires. If the Company provides a residual value guarantee, an amount equivalent to the residual value obligation is recognized under financial liabilities.

For fixed assets leased in under finance lease, depreciation for leased assets is provided for using policy similar to that applied to selfowned fixed assets. When it can be reasonably determined that the ownership of a leased asset will be obtained at the end of the lease term, it is depreciated over the period of expected use; otherwise, the lease asset is depreciated over the shorter period of the lease term and its useful life.

The Group reviews the useful life and estimated net residual value of a fixed asset and the depreciation method applied at least at each year-end, and make adjustments if necessary.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 14. 固定資產(續)

租出的叉車及設備(短期)

租出的叉車及設備(短期)產生於短期租賃交易和主要風險報酬仍由公司承擔的售出工業叉車(保留風險銷售)。

在短期租賃情況下，本公司之子集團 KION GROUP AG 下屬子分部 Linde Material Handling (「LMH」) 和 STILL Materials Handling Ltd (「STILL」) 直接銷售給最終客戶，租賃期通常為1年以內，主要風險和報酬仍由上述公司承擔。工業叉車按成本計量，在正常使用年限內進行攤銷，使用年限取決於所屬的產品類別。

在間接租賃協議情況下，工業叉車銷售給金融合作夥伴，再由金融合作夥伴租賃給最終客戶。如果 LMH 和 STILL 承擔主要的擔保餘額或違約風險保證(保留風險銷售)，則上述租出資產在出售時確認為資產負債表的資產項目，則按成本計量，並在違約風險保證到期前按直線法折舊到擔保餘值或者零。對於公司提供的餘值擔保，義務被確認為金融負債。

以融資租賃方式租入的固定資產採用與自有固定資產一致的政策計提租賃資產折舊。能夠合理確定租賃期屆滿時取得租賃資產所有權的，在租賃資產使用壽命內計提折舊，無法合理確定租賃期屆滿能夠取得租賃資產所有權的，在租賃期與租賃資產使用壽命兩者中較短的期間內計提折舊。

本集團至少於每年年度終了，對固定資產的使用壽命、預計淨殘值和折舊方法進行覆核，必要時進行調整。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

**III. Significant Accounting Policies and Accounting Estimates (Continued)****15. Construction in progress**

The cost of construction in progress is determined according to the actual expenditure incurred for the construction, including all necessary construction expenditure incurred during the construction period, borrowing costs that shall be capitalized before the construction gets ready for its intended use and other relevant expenses.

A construction in progress is transferred to fixed asset when the asset is ready for its intended use.

**16. Borrowing costs**

Borrowing costs are interest and other costs incurred by the Group in connection with the borrowing of the funds. Borrowing costs include interest, amortization of discounts or premiums related to borrowings, ancillary costs incurred in connection with the arrangement of borrowings, and exchange differences arising from foreign currency borrowings.

The borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized. The amounts of other borrowing costs incurred are recognized as an expense in the period in which they are incurred. Qualifying assets are assets (fixed assets, investment property and inventories, etc.) that necessarily take a substantial period of time for acquisition, construction or production to get ready for their intended use or sale.

## 財務報表附註(續)

2015年6月30日(人民幣元)

**三、重要會計政策及會計估計(續)****15. 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時轉入固定資產。

**16. 借款費用**

借款費用，是指本集團因借款而發生的利息及其他相關成本，包括借款利息、折價或者溢價的攤銷、輔助費用以及因外幣借款而發生的匯兌差額等。

可直接歸屬於符合資本化條件的資產的購建或者生產的借款費用，予以資本化，其他借款費用計入當期損益。符合資本化條件的資產，是指需要經過相當長時間的購建或者生產活動才能達到預定可使用或者可銷售狀態的固定資產、投資性房地產和存貨等資產。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 16. Borrowing costs (Continued)

The capitalization of borrowing costs commences only when all of the following conditions are satisfied:

- (1) expenditures for the asset are being incurred;
- (2) borrowing costs are being incurred;
- (3) activities relating to the acquisition, construction or production of the asset that are necessary to prepare the asset for its intended use or sale have commenced.

Capitalization of borrowing costs ceases when the qualifying asset being acquired, constructed or produced becomes ready for its intended use or sale. Any borrowing costs subsequently incurred are recognized as an expense in the period in which they are incurred.

During the capitalization period, the amount of interest to be capitalized for each accounting period shall be determined as follows:

- (1) where funds are borrowed for a specific purpose, the amount of interest to be capitalized is the actual interest expense incurred on that borrowing for the period less any bank interest earned from depositing the borrowed funds before being used on the asset or any investment income on the temporary investment of those funds.
- (2) where funds are borrowed for a general purpose, the amount of interest to be capitalized on such borrowings is determined by applying a weighted average interest rate to the weighted average of the excess amounts of accumulated expenditure on the asset over and above the amounts of specific-purpose borrowings.

Capitalization of borrowing costs is suspended during periods in which the acquisition, construction or production of a qualifying asset is interrupted by activities other than those necessary to prepare the asset for its intended use or sale, when the interruption is for a continuous period of more than 3 months. Borrowing costs incurred during these periods are recognized as an expense for the current period until the acquisition, construction or production is resumed.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 16. 借款費用(續)

借款費用同時滿足下列條件的，才能開始資本化：

- (1) 資產支出已經發生；
- (2) 借款費用已經發生；
- (3) 為使資產達到預定可使用或者可銷售狀態所必要的購建或者生產活動已經開始。

購建或者生產符合資本化條件的資產達到預定可使用或者可銷售狀態時，借款費用停止資本化。之後發生的借款費用計入當期損益。

在資本化期間內，每一會計期間的利息資本化金額，按照下列方法確定：

- (1) 專門借款以當期實際發生的利息費用，減去暫時性的存款利息收入或投資收益後的金額確定。
- (2) 佔用的一般借款，根據累計資產支出超過專門借款部分的資產支出加權平均數乘以所佔用一般借款的加權平均利率計算確定。

符合資本化條件的資產在購建或者生產過程中，發生除達到預定可使用或者可銷售狀態必要的程序之外的非正常中斷、且中斷時間連續超過3個月的，暫停借款費用的資本化。在中斷期間發生的借款費用確認為費用，計入當期損益，直至資產的購建或者生產活動重新開始。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 17. Intangible assets

An intangible asset shall be recognized only when it is probable that the economic benefit associated with the asset will flow to the Group and the cost of the asset can be measured reliably. Intangible assets are measured initially at cost. However, intangible assets acquired in a business combination with a fair value that can be measured reliably are recognized separately as intangible assets and measured at the fair value.

The useful life of an intangible asset is determined according to the period over which it is expected to generate economic benefits for the Group. An intangible asset is regarded as having an indefinite useful life when there is no foreseeable limit to the period over which the asset is expected to generate economic benefits for the Group.

The original useful lives of the intangible assets are as follows:

		Useful life (years) 使用壽命(年)
Technology know-how	專有技術	3–20
Land use rights	土地使用權	30–50
Computer software	計算機軟件	2–10
License	特許權	3–15
Orders on hand	在手訂單	1–25
Customer relationship	客戶關係	2–17
Intangible assets arising from in-house research and development	內部研發形成無形資產	5–7
Others	其他	3–10
Trademark rights	商標使用權	Indefinite 不確定

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 17. 無形資產

無形資產僅在與其有關的經濟利益很可能流入本集團，且其成本能夠可靠地計量時才予以確認，並以成本進行初始計量。但企業合併中取得的無形資產，其公允價值能夠可靠地計量的，即單獨確認為無形資產並按照公允價值計量。

無形資產按照其能為本集團帶來經濟利益的期限確定使用壽命，無法預見其為本集團帶來經濟利益期限的作為使用壽命不確定的無形資產。

各項無形資產的原始使用壽命如下：

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 17. Intangible assets (Continued)

Land use rights that are acquired by the Group are generally accounted for as intangible assets. Buildings, such as plants that are developed and constructed by the Group, and relevant land use rights and buildings, are accounted for as intangible assets and fixed assets, respectively. Payments for the land and buildings acquired are allocated between the land use rights and the buildings; if they cannot be reasonably allocated, all of the land use rights and buildings are accounted for as fixed assets.

An intangible asset with a finite useful life is amortized using the straight-line method over its useful life. For an intangible asset with a finite useful life, the Group reviews the useful life and amortization method at least at each year-end and makes adjustment if necessary.

An intangible asset with an indefinite useful life are tested for impairment at least once every year, irrespective of whether there is any indication that the asset may be impaired. This category of intangible assets will not be amortized and will be reviewed every accounting period based on its useful life. If there are evidence indicates that its useful life is limited, the asset will be accounted for in accordance to the policy for intangible asset with definite useful life stated above.

The Group classifies the expenditure on an internal research and development project into expenditure on the research phase and expenditure on the development phase. Expenditure on the research phase is recognized in profit or loss for the period in which it is incurred. Expenditure on the development phase is capitalized when the Group can demonstrate all of the following: (i) the technical feasibility of completing the intangible asset so that it will be available for use or sale; (ii) the intention to complete the intangible asset and use or sell it; (iii) how the intangible asset will generate probable future economic benefits. Among other things, the Group can demonstrate the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the usefulness of the intangible asset; (iv) the availability of adequate technical, financial and other resources to complete the development and the ability to use or sell the intangible asset; and (v) its ability to measure reliably the expenditure attributable to the intangible asset during its development. Expenditure in the development phase that does not meet the above criteria is recognized in profit or loss for the period in which it is incurred.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 17. 無形資產(續)

本集團取得的土地使用權，通常作為無形資產核算。自行開發建造廠房等建築物，相關的土地使用權和建築物分別作為無形資產和固定資產核算。外購土地及建築物支付的價款在土地使用權和建築物之間進行分配，難以合理分配的，全部作為固定資產處理。

使用壽命有限的無形資產，在其使用壽命內採用直線法攤銷。本集團至少於每年年度終了，對使用壽命有限的無形資產的使用壽命及攤銷方法進行覆核，必要時進行調整。

對使用壽命不確定的無形資產，無論是否存在減值迹象，每年均進行減值測試。此類無形資產不予攤銷，在每個會計期間對其使用壽命進行覆核。如果有證據表明使用壽命是有限的，則按上述使用壽命有限的無形資產的政策進行會計處理。

本集團將內部研究開發項目的支出，區分為研究階段支出和開發階段支出。研究階段的支出，於發生時計入當期損益。開發階段的支出，只有在同時滿足下列條件時，才能予以資本化，即：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；具有完成該無形資產並使用或出售的意圖；無形資產產生經濟利益的方式，包括能夠證明運用該無形資產生產的產品存在市場或無形資產自身存在市場，無形資產將在內部使用的，能夠證明其有用性；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；歸屬於該無形資產開發階段的支出能夠可靠地計量。不滿足上述條件的開發支出，於發生時計入當期損益。



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 18. Impairment of assets

The Group determines the impairment of assets, other than the impairment of inventories, deferred income taxes, financial assets and assets classified as held-for-sale, using the following methods:

The Group assesses at the balance sheet date whether there is any indication that an asset may be impaired. If any indication exists that an asset may be impaired, the Group estimates the recoverable amount of the asset and performs test for impairment. Goodwill arising from a business combination and an intangible asset with an indefinite useful life are tested for impairment at least at each year-end, irrespective of whether there is any indication that the asset may be impaired. Intangible assets that have not been ready for intended use are tested for impairment each year.

The recoverable amount of an asset is the higher of its fair value less costs to sell and the present value of the future cash flow expected to be derived from the asset. The Group estimates the recoverable amount on an individual basis. If it is not possible to estimate the recoverable amount of the individual asset, the Group determines the recoverable amount of the asset group to which the asset belongs. Identification of an asset group is based on whether major cash inflows generated by the asset group are largely independent of the cash inflows from other assets or asset groups.

When the recoverable amount of an asset or asset group is less than its carrying amount, the carrying amount is reduced to the recoverable amount. The reduction in carrying amount is recognized in profit or loss for the current period. A provision for impairment of the asset is recognized accordingly.

For the purpose of impairment testing, the carrying amount of goodwill acquired in a business combination is allocated from the acquisition date on a reasonable basis, to each of the related asset groups; if it is impossible to allocate to the related asset groups, it is allocated to each of the related sets of asset groups. Each of the related asset groups or sets of asset groups is an asset group or set of asset group that is able to benefit from the synergies of the business combination and shall not be larger than a reportable segment determined by the Group.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 18. 資產減值

本集團對除存貨、遞延所得稅、金融資產、劃分為持有待售的資產外的資產減值，按以下方法確定：

本集團於資產負債表日判斷資產是否存在可能發生減值的跡象，存在減值跡象的，本集團將估計其可收回金額，進行減值測試。對因企業合併所形成的商譽和使用壽命不確定的無形資產，無論是否存在減值跡象，至少於每年末進行減值測試。對於尚未達到可使用狀態的無形資產，也每年進行減值測試。

可收回金額根據資產的公允價值減去處置費用後的淨額與資產預計未來現金流量的現值兩者之間較高者確定。本集團以單項資產為基礎估計其可收回金額；難以對單項資產的可收回金額進行估計的，以該資產所屬的資產組為基礎確定資產組的可收回金額。資產組的認定，以資產組產生的主要現金流入是否獨立於其他資產或者資產組的現金流入為依據。

當資產或者資產組的可收回金額低於其賬面價值時，本集團將其賬面價值減記至可收回金額，減記的金額計入當期損益，同時計提相應的資產減值準備。

就商譽的減值測試而言，對於因企業合併形成的商譽的賬面價值，自購買日起按照合理的方法分攤至相關的資產組；難以分攤至相關的資產組的，將其分攤至相關的資產組組合。相關的資產組或者資產組組合，是能夠從企業合併的協同效應中受益的資產組或者資產組組合，且不大於本集團確定的報告分部。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 18. Impairment of assets (Continued)

In testing an asset group or a set of asset groups to which goodwill has been allocated for impairment, if there is any indication of impairment, the Group firstly tests the asset group or set of asset groups excluding the amount of goodwill allocated for impairment, determines the recoverable amount and recognizes any impairment loss. After that, the Group tests the asset group or set of asset groups including goodwill for impairment, whereby the carrying amount of the related asset group or set of asset groups is compared to its recoverable amount. If the carrying amount of the asset group or set of asset groups is higher than its recoverable amount, the amount of the impairment loss firstly reduces the carrying amount of the goodwill allocated to the asset group or set of asset groups, and then reduce the carrying amount of other assets (other than the goodwill) within the asset group or set of asset groups, pro rata on the basis of the carrying amount of each asset.

Once the above impairment loss is recognized, it cannot be reversed in subsequent accounting periods.

## 19. Long-term prepaid expenses

Long-term prepaid expenses are amortized using straight-line method with amortization period as follows:

		Amortization period (years) 攤銷期(年)
Industrial mould fee	工裝模具費	1-5
Industrial equipment fee	工位器具費	5
Expenditure on improvement of fixed assets leased in	租入固定資產改良支出	The shorter of useful life and lease term 使用壽命與租賃期孰短

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 18. 資產減值(續)

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迹象的，首先對不包含商譽的資產組或者資產組組合進行減值測試，計算可收回金額，確認相應的減值損失。然後對包含商譽的資產組或者資產組組合進行減值測試，比較其賬面價值與可收回金額，如可收回金額低於賬面價值的，減值損失金額首先抵減分攤至資產組或者資產組組合中商譽的賬面價值，再根據資產組或者資產組組合中除商譽之外的其他各項資產的賬面價值所佔比重，按比例抵減其他各項資產的賬面價值。

上述資產減值損失一經確認，在以後會計期間不再轉回。

## 19. 長期待攤費用

長期待攤費用採用直線法攤銷，攤銷期如下：

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 20. Payroll

Payroll are all forms of consideration or compensation given by the Group for obtaining services rendered by employees or for terminating working relationship. Payroll include short-term remuneration, post-employment benefits, severance benefits and other long-term staff benefits. The benefits provided to spouses, children, persons receiving maintenance, widows or widowers of deceased staff and other beneficiaries are also included in payroll.

## Short-term remuneration

Short-term remuneration actually incurred during the accounting period in which the staff members provide services are recognized as liability and taken to the profit and loss for the current period or the costs of the relevant asset.

## Post-employment benefits (Defined contribution plan)

The employees of the Group participate in pension insurance administered by local governments. The relevant expenditure is recognized, when incurred, in the costs of relevant assets or the profit and loss for the current period.

## Post-employment benefits (Defined benefit plan)

Some overseas subsidiaries of the group operate defined benefit pension plan, under which contributions shall be made to a separately-administered fund. The cost of providing benefits under the defined benefit pension plan is determined using the projected unit credit method.

Any re-measurements arising from the defined benefit pension plan, including actuarial gains and losses, change to the effect on maximum assets (net of amounts included under net interest) and return on assets under the plan (net of amount included under net interest), are recognized immediately in balance sheet, and included as incurred in owners' equity through other comprehensive income. No reversal to profit or loss will be made in subsequent periods.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 20. 職工薪酬

職工薪酬，是指本集團為獲得職工提供的服務或解除勞動關係而給予的除股份支付以外各種形式的報酬或補償。職工薪酬包括短期薪酬、離職後福利、辭退福利和其他長期職工福利。本集團提供給職工配偶、子女、受贍養人、已故員工遺屬及其他受益人等的福利，也屬於職工薪酬。

## 短期薪酬

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，並計入當期損益或相關資產成本。

## 離職後福利(設定提存計劃)

本集團的職工參加由當地政府管理的養老保險，相應支出在發生時計入相關資產成本或當期損益。

## 離職後福利(設定受益計劃)

本集團的部分海外子公司運作設定受益退休金計劃，該等計劃要求向獨立管理的基金繳存費用。設定受益計劃下提供該福利的成本採用預期累積福利單位法。

設定受益退休金計劃引起的重新計量，包括精算利得或損失，資產上限影響的變動(扣除包括在設定受益計劃淨負債利息淨額中的金額)和計劃資產回報(扣除包括在設定受益計劃淨負債利息淨額中的金額)，均在資產負債表中立即確認，並在其發生期間通過其他綜合收益計入股東權益，後續期間不轉回至損益。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 20. Payroll (Continued)

Post-employment benefits (Defined benefit plan)  
(Continued)

Previous service costs are recognized as expenses for the current period on the earlier of the following dates: when amendments are made to the defined benefit plan; or when the Group recognizes the relevant reorganization costs or severance benefits.

Net interest is calculated by multiplying the net liabilities or net assets under the defined benefit plan with the discount rate. Changes in the net obligations under the defined benefit plan are recognized under cost of sales, general and administrative expenses and finance expenses in the income statement. Costs of services include costs of services for the current period, costs of services for previous periods, and gains or losses on settlement. Net interest includes interest income accrued upon assets under the plan, interest expenses incurred due to obligations under the plan, and interest under the effect of maximum assets.

## Severance benefits

Where the Group provides severance benefits to its employees, payroll payable arising from such severance benefits are recognized on the earlier of the following dates and included in profit or loss for the current period: when the company is unable to unilaterally withdraw the severance benefits provided under its plan to terminate working relationship with employees or redundancy plan; or when the company recognizes costs or expenses relating to reorganization involving the payment of severance benefits.

## Other long-term staff benefits

For other long-term staff benefits provided to staff members, the provisions for post-employment benefits apply for recognizing and measuring the net liabilities or net assets for other long-term staff benefits, but movements are taken to profit and loss for the current period or the costs of the relevant assets.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 20. 職工薪酬(續)

離職後福利(設定受益計劃)(續)

在下列日期孰早日將過去服務成本確認為當期費用：修改設定受益計劃時；本集團確認相關重組費用或辭退福利時。

利息淨額由設定受益計劃淨負債或淨資產乘以折現率計算而得。本集團在利潤表的營業成本、管理費用、財務費用中確認設定受益計劃淨義務的變動：服務成本，包括當期服務成本、過去服務成本和結算利得或損失；利息淨額，包括計劃資產的利息收益、計劃義務的利息費用以及資產上限影響的利息。

## 辭退福利

本集團向職工提供辭退福利的，在下列兩者孰早日確認辭退福利產生的職工薪酬負債，並計入當期損益：企業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；企業確認與涉及支付辭退福利的重組相關的成本或費用時。

## 其他長期職工福利

向職工提供的其他長期職工福利，適用離職後福利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，但變動均計入當期損益或相關資產成本。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 21. Accruals and provisions

Except for contingent consideration transferred and contingent liability assumed in business combinations not involving entities under common control, the Group recognizes an obligation related to a contingency as a provision when all of the following conditions are satisfied:

- (1) the obligation is a present obligation of the Group;
- (2) it is probable that an outflow of economic benefits from the Group will be required to settle the obligation;
- (3) the amount of the obligation can be measured reliably.

A provision is initially measured at the best estimate of the expenditure required to settle the related present obligation, with comprehensive consideration of factors such as the risks, uncertainty and time value of money relating to a contingency. The carrying amount of a provision is reviewed at the balance sheet date. If there is clear evidence that the carrying amount does not reflect the current best estimate, the carrying amount is adjusted to the best estimate.

A contingent liability recognized in a business combination from the acquiree is initially measured at its fair value. Subsequently, it is measured at the higher of (i) the amount that would be recognized in accordance with the general guidance for provisions above; and (ii) the amount initially recognized less, when appropriate, cumulative amortization recognized in accordance with the guidance for revenue recognition.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 21. 預計負債

除了非同一控制下企業合併中的或有對價及承擔的或有負債之外，當與或有事項相關的義務同時符合以下條件，本集團將其確認為預計負債：

- (1) 該義務是本集團承擔的現時義務；
- (2) 該義務的履行很可能導致經濟利益流出本集團；
- (3) 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。每個資產負債表日對預計負債的賬面價值進行覆核。有確鑿證據表明該賬面價值不能反映當前最佳估計數的，按照當前最佳估計數對該賬面價值進行調整。

企業合併中取得的被購買方或有負債在初始確認時按照公允價值計量，在初始確認後，按照預計負債確認的金額，和初始確認金額扣除收入確認原則確定的累計攤銷額後的餘額，以兩者之中的較高者進行後續計量。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 22. Share-based payments

Share-based payments can be distinguished into equity-settled share-based payments and cash-settled share-based payments. Equity-settled share-based payments are transactions of the Group settled through the payment of shares or other equity instruments in consideration for receiving services.

Equity-settled share-based payments made in exchange for services rendered by employees are measured at the fair value of equity instruments granted to employees. Instruments which are vested immediately upon the grant are charged to relevant costs or expenses at the fair value on the date of grant and the capital reserve is credited accordingly. Instruments of which vesting is conditional upon completion of services or fulfillment of performance conditions are measured by recognizing services rendered during the period in relevant costs or expenses and crediting the capital reserve accordingly at the fair value on the date of grant according to the best estimates conducted by the Group at each balance sheet date during the pending period based on subsequent information such as latest updates on the change in the number of entitled employees and whether performance conditions have been fulfilled, and etc. For the fair value of equity instruments, see Note XI.

The cost of equity-settled transactions is recognised, together with a corresponding increase in capital reserve, over the period in which the performance and service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest.

No expense is recognised for awards that do not ultimately vest, except where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other non-market conditions are satisfied.

## 財務報表附註 (續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計 (續)

## 22. 股份支付

股份支付，分為以權益結算的股份支付和以現金結算的股份支付。以權益結算的股份支付，是指本集團為獲取服務以股份或其他權益工具作為對價進行結算的交易。

以權益結算的股份支付換取職工提供服務的，以授予職工權益工具的公允價值計量。授予後立即可行權的，在授予日按照公允價值計入相關成本或費用，相應增加資本公積；完成等待期內的服務或達到規定業績條件才可行權的，在等待期內每個資產負債表日，本集團根據最新取得的可行權職工人數變動、是否達到規定業績條件等後續信息對可行權權益工具數量作出最佳估計，以此為基礎，按照授予日的公允價值，將當期取得的服務計入相關成本或費用，相應增加資本公積。權益工具的公允價值參見附註十一。

在滿足業績條件和服務期限條件的期間，應確認以權益結算的股份支付的成本或費用，並相應增加資本公積。可行權日之前，於每個資產負債表日為以權益結算的股份支付確認的累計金額反映了等待期已屆滿的部分以及本集團對最終可行權的權益工具數量的最佳估計。

對於最終未能行權的股份支付，不確認成本或費用，除非行權條件是市場條件或非可行權條件，此時無論是否滿足市場條件或非可行權條件，只要滿足所有可行權條件中的非市場條件，即視為可行權。



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 22. Share-based payments (Continued)

Where the terms of an equity-settled share-based payment are modified, as a minimum, services obtained are recognized as if the terms had not been modified. In addition, an expense is recognized for any modification which increases the total fair value of the instrument granted, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognized for the award is recognized immediately. Where employees or other parties are permitted to choose to fulfill non-vesting conditions but have not fulfilled during the pending period, equity-settled share-based payments are deemed cancelled. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the new awards are treated as if they were a modification of the original award.

A cash-settled share-based payment shall be measured in accordance with the fair value of liability calculated and confirmed based on the shares or other equity instruments undertaken by the Group. Initial measurement is based on fair value as at the date of grant, and reference is made to the terms and conditions attached to the equity instruments. Refer to Note XI. If the right may be exercised immediately after the grant, the fair value of the liability undertaken by the enterprise shall, on the date of the grant, be included in the relevant costs or expenses, and the liabilities shall be increased accordingly. If the right may not be exercised until the vesting period comes to an end or until the specified performance conditions are met, on each balance sheet date within the vesting period, the services obtained in the current period shall, based on the best estimate of the information about the exercisable right, be included in the relevant costs or expenses at the fair value of the liability undertaken by the enterprise, and the liabilities shall be increased accordingly. On each balance sheet date prior to settlement of the relevant liabilities and on the settlement date, the fair value of the liability is re-measured and any change of fair value is taken to profit or loss for the current period.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 22. 股份支付(續)

如果修改了以權益結算的股份支付的條款，至少按照未修改條款的情況確認取得的服務。此外，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。

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計算確定的負債的公允價值計量。初始按照授予日的公允價值計量，並考慮授予權益工具的條款和條件，參見附註十一。授予後立即可行權的，在授予日以承擔負債的公允價值計入成本或費用，相應增加負債；完成等待期內的服務或達到規定業績條件才可行權的，在等待期內以對可行權情況的最佳估計為基礎，按照承擔負債的公允價值，將當期取得的服務計入相關成本或費用，增加相應負債。在相關負債結算前的每個資產負債表日以及結算日，對負債的公允價值重新計量，其變動計入當期損益。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 23. Revenue

Revenue is recognized only when it is probable that the associated economic benefits will flow to the Group, its amount can be measured reliably, and the following conditions are satisfied.

## Revenue From the Sales of Goods

Revenue is recognized when the Group has transferred to the buyer the significant risks and rewards of ownership of the goods; the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold; and the associated costs incurred or to be incurred can be measured reliably. The amount of revenue arising from the sale of goods is determined in accordance with the consideration received or receivable from the buyer under contract or agreement, except where the consideration received or receivable under contract or agreement is not fair. Where the consideration receivable under contract or agreement is deferred, such that the arrangement is in substance of a financing nature, the amount of revenue arising on the sale of goods is measured at the fair value of the consideration receivable under contract or agreement.

## Revenue From the Rendering of Services

When the outcome of a transaction involving the rendering of services can be estimated reliably at the balance sheet date, revenue associated with the transaction is recognized using the percentage of completion method, or otherwise, the revenue is recognized to the extent of costs incurred that are expected to be recoverable. The outcome of a transaction involving rendering of services can be estimated reliably when all of the following conditions are satisfied: the amount of revenue can be measured reliably; it is probable that the associated economic benefits will flow to the Group; the stage of completion of the transaction can be measured reliably; the costs incurred and to be incurred for the transaction can be measured reliably. The Group determines the stage of completion of a transaction involving the rendering of services by using the proportion of costs incurred to date to the estimated total costs. The total service revenue on a transaction involving rendering of services is determined in accordance with the consideration received or receivable from the recipient of services under contract or agreement, except where the consideration received or receivable under contract or agreement is not fair.

## 財務報表附註 (續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計 (續)

## 23. 收入

收入在經濟利益很可能流入本集團、且金額能夠可靠計量，並同時滿足下列條件時予以確認。

## 銷售商品收入

本集團已將商品所有權上的主要風險和報酬轉移給購貨方，並不再對該商品保留通常與所有權相聯繫的繼續管理權和實施有效控制，且相關的已發生或將發生的成本能夠可靠地計量，確認為收入的實現。銷售商品收入金額，按照從購貨方已收或應收的合同或協議價款確定，但已收或應收的合同或協議價款不公允的除外；合同或協議價款的收取採用遞延方式，實質上具有融資性質的，按照應收的合同或協議價款的公允價值確定。

## 提供勞務收入

於資產負債表日，在提供勞務交易的結果能夠可靠估計的情況下，按完工百分比法確認提供勞務收入；否則按已經發生並預計能夠得到補償的勞務成本金額確認收入。提供勞務交易的結果能夠可靠估計，是指同時滿足下列條件：收入的金額能夠可靠地計量，相關的經濟利益很可能流入本集團，交易的完工進度能夠可靠地確定，交易中已發生和將發生的成本能夠可靠地計量。本集團以已經發生的成本佔估計總成本的比例確定提供勞務交易的完工進度。提供勞務收入總額，按照從接受勞務方已收或應收的合同或協議價款確定，但已收或應收的合同或協議價款不公允的除外。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 23. Revenue (Continued)

## Revenue From the Rendering of Services (Continued)

Where the contracts or agreements entered into with other entities cover the sale of goods or provision of services, the portion of sale of goods and the portion of provision of services are dealt with separately if the two portions can be distinguished and separately measured. If the two portions cannot be distinguished, or can be distinguished but cannot be separately measured, such contract is fully taken as to relate to sale of goods.

## Interest Income

It is determined according to the length of time for which the Group's cash and cash equivalents is used by others and the effective interest rate.

## Royalty Income

It is determined according to period and method of charging as stipulated in the relevant contract or agreement.

## Lease Income

Lease income from operating leases is recognized on a straight-line basis over the lease term. Contingent rents are charged to profit or loss in the period in which they actually arise.

## 24. Government grants

Government grant is recognized when the Group can comply with the conditions attached to it and it can be received. If a government grant is in the form of a transfer of a monetary asset, it is measured at the amount received or receivable. If a government grant is in the form of a transfer of a non-monetary asset, it is measured at fair value; if fair value is not reliably determinable, it is measured at a nominal amount.

Government grants for purchasing, building or forming long-term assets in other methods regulated in government documents are recognized as government grants related to assets. Judgments should be made based on the necessary basic conditions for obtaining the government grants when government documents are unclearly stated. Government grants with purchasing, building or forming long-term assets in other methods as basic conditions, are recognized as government grants related to assets, whereas the rest as government grants related to income.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 23. 收入(續)

## 提供勞務收入(續)

本集團與其他企業簽訂的合同或協議包括銷售商品和提供勞務時，如銷售商品部分和提供勞務部分能夠區分並單獨計量的，將銷售商品部分和提供勞務部分分別處理；如銷售商品部分和提供勞務部分不能夠區分，或雖能區分但不能夠單獨計量的，將該合同全部作為銷售商品處理。

## 利息收入

按照他人使用本集團貨幣資金的時間和實際利率計算確定。

## 使用費收入

按照有關合同或協議約定的收費時間和方法計算確定。

## 租賃收入

經營租賃的租金收入在租賃期內各個期間按照直線法確認，或有租金在實際發生時計入當期損益。

## 24. 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，按照收到或應收的金額計量。政府補助為非貨幣性資產的，按照公允價值計量；公允價值不能可靠取得的，按照名義金額計量。

政府文件規定用於購建或以其他方式形成長期資產的，作為與資產相關的政府補助；政府文件不明確的，以取得該補助必須具備的基本條件為基礎進行判斷，以購建或以其他方式形成長期資產為基本條件的作為與資產相關的政府補助，除此之外的作為與收益相關的政府補助。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 24. Government grants (Continued)

A government grant related to income is accounted for as follows: (a) if the grant is a compensation for related expenses or losses to be incurred in subsequent periods, the grant is recognized as deferred income, and recognized in profit or loss over the periods in which the related costs are recognized; (b) if the grant is a compensation for related expenses or losses already incurred, it is recognized immediately in profit or loss for the current period. A government grant related to an asset shall be recognized as deferred income, and evenly amortized to profit or loss for the current period over the useful life of the related asset. However, a government grant measured at a nominal amount is recognized immediately in profit or loss for the current period.

## 25. Income tax

Income tax comprises current and deferred tax. Income tax is recognized as income or an expense in profit or loss for the current period, or recognized directly in shareholders' equity if it arises from a business combination or relates to a transaction or event which is recognized directly in shareholders' equity.

The Group measures a current tax asset or liability arising from the current and prior period based on the amount of income tax expected to be paid by the Group or returned by tax authority calculated by related tax laws.

For temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts, and temporary differences between the carrying amounts and the tax bases of items, the tax bases of which can be determined for tax purposes, but which have not been recognized as assets and liabilities according to the tax laws, deferred taxes are provided using the liability method.

## 財務報表附註 (續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計 (續)

## 24. 政府補助 (續)

與收益相關的政府補助，用於補償以後期間的相關費用或損失的，確認為遞延收益，並在確認相關費用的期間計入當期損益；用於補償已發生的相關費用或損失的，直接計入當期損益。與資產相關的政府補助，確認為遞延收益，在相關資產使用壽命內平均分配，計入當期損益。但按照名義金額計量的政府補助，直接計入當期損益。

## 25. 所得稅

所得稅包括當期所得稅和遞延所得稅。除由於企業合併產生的調整商譽，或與直接計入股東權益的交易或者事項相關的計入股東權益外，均作為所得稅費用或收益計入當期損益。

本集團對於當期和以前期間形成的當期所得稅負債或資產，按照稅法規定計算的預期應交納或返還的所得稅金額計量。

本集團根據資產與負債於資產負債表日的賬面價值與計稅基礎之間的暫時性差異，以及未作為資產和負債確認但按照稅法規定可以確定其計稅基礎的項目的賬面價值與計稅基礎之間的差額產生的暫時性差異，採用資產負債表債務法計提遞延所得稅。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 25. Income tax (Continued)

A deferred tax liability is recognized for all taxable temporary differences, except:

- (1) where the taxable temporary differences arise from the initial recognition of goodwill, or the initial recognition of an asset or liability in a transaction which contains both of the following characteristics: (i) the transaction is not a business combination; and (ii) at the time of the transaction, it affects neither accounting profit nor taxable profit or deductible loss.
- (2) in respect of taxable temporary differences associated with investments in subsidiaries, jointly-controlled enterprises and associates, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not be reversed in the foreseeable future.

A deferred tax asset is recognized for deductible temporary differences, carryforward of deductible tax losses from prior years and tax credits, to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, and deductible tax losses and tax credits can be utilized, except:

- (1) where the deductible temporary differences arises from a transaction that is not a business combination and, at the time of the transaction, neither the accounting profit nor taxable profit or deductible loss is affected.
- (2) in respect of the deductible temporary differences associated with investments in subsidiaries, associates and jointly-controlled enterprises, a deferred tax asset is only recognized to the extent that it is probable that the temporary differences will be reversed in the foreseeable future and taxable profit will be available against which the deductible temporary differences can be utilized in the future.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 25. 所得稅(續)

各種應納稅暫時性差異均據以確認遞延所得稅負債，除非：

- (1) 應納稅暫時性差異是在以下交易中產生的：商譽的初始確認，或者具有以下特徵的交易中產生的資產或負債的初始確認：該交易不是企業合併，並且交易發生時既不影響會計利潤也不影響應納稅所額或可抵扣虧損。
- (2) 對於與子公司、合營企業及聯營企業投資相關的應納稅暫時性差異，該暫時性差異轉回的時間能夠控制並且該暫時性差異在可預見的未來很可能不會轉回。

對於可抵扣暫時性差異、能夠結轉以後年度的可抵扣虧損和稅款抵減，本集團以很可能取得用來抵扣可抵扣暫時性差異、可抵扣虧損和稅款抵減的未來應納稅所得額為限，確認由此產生的遞延所得稅資產，除非：

- (1) 可抵扣暫時性差異是在以下交易中產生的：該交易不是企業合併，並且交易發生時既不影響會計利潤也不影響應納稅所得額或可抵扣虧損。
- (2) 對於與子公司、合營企業及聯營企業投資相關的可抵扣暫時性差異，同時滿足下列條件的，確認相應的遞延所得稅資產：暫時性差異在可預見的未來很可能轉回，且未來很可能獲得用來抵扣可抵扣暫時性差異的應納稅所得額。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 25. Income tax (Continued)

At the balance sheet date, deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, according to the requirements of tax laws. The measurement of deferred tax assets and deferred tax liabilities reflects the tax consequences that would follow from the manner in which the Group expects at the balance sheet date, to recover the assets or settle the liabilities.

The carrying amount of deferred tax assets is reviewed at the balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available in future periods to allow the deferred tax assets to be utilized. Unrecognized deferred tax assets are reassessed at the balance sheet date and are recognized to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and deferred tax liabilities presented on a net basis are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities on a net basis and the deferred taxes relate to the same taxable entity and the same taxation authority.

## 26. Leases

A finance lease is a lease that transfers in substance all the risks and rewards incidental to ownership of an asset. An operating lease is a lease other than a finance lease.

## In the Case of the Lessee of an Operating Lease

Lease payments under an operating lease are recognized by a lessee on a straight-line basis over the lease term, and either included in the cost of the related asset or charged to profit or loss for the current period. Contingent rents are charged to profit or loss in the period in which they actually arise.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 25. 所得稅(續)

本集團於資產負債表日，對於遞延所得稅資產和遞延所得稅負債，依據稅法規定，按照預期收回該資產或清償該負債期間的適用稅率計量，並反映資產負債表日預期收回資產或清償負債方式的所得稅影響。

於資產負債表日，本集團對遞延所得稅資產的賬面價值進行覆核，如果未來期間很可能無法獲得足夠的應納稅所得額用以抵扣遞延所得稅資產的利益，減記遞延所得稅資產的賬面價值。於資產負債表日，本集團重新評估未確認的遞延所得稅資產，在很可能獲得足夠的應納稅所得額可供所有或部分遞延所得稅資產轉回的限度內，確認遞延所得稅資產。

如果擁有以淨額結算當期所得稅資產及當期所得稅負債的法定權利，且遞延所得稅與同一應納稅主體和同一稅收徵管部門相關，則將遞延所得稅資產和遞延所得稅負債以抵消後的淨額列示。

## 26. 租賃

實質上轉移了與資產所有權有關的全部風險和報酬的租賃為融資租賃，除此之外的均為經營租賃。

## 作為經營租賃承租人

經營租賃的租金支出，在租賃期內各個期間按照直線法計入相關的資產成本或當期損益，或有租金在實際發生時計入當期損益。



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

**III. Significant Accounting Policies and Accounting Estimates (Continued)****26. Leases (Continued)***In the Case of the Lessor of an Operating Lease*

Rent income under an operating lease is recognized by a lessor on a straight-line basis over the lease term, through profit or loss for the current period. Contingent rents are charged to profit or loss in the period in which they actually arise.

*In the Case of the Lessee of a Finance Lease*

At the commencement of lease term, for an asset leased in under finance lease, the difference between the book value of the leased-in asset, which is determined as the lower of the fair value of such leased asset as at the commencement of lease term and the present value of minimum lease payments, and the book value of long-term payables, which is determined as the minimum lease payments, is treated as unrecognized finance costs which is apportioned to the leasing period using effective interest rate method. Contingent rents are charged to profit or loss in the period in which they actually arise.

*In the Case of the Lessor of a Finance Lease*

At the commencement of lease term, for an asset leased out under finance lease, the book value of finance lease receivable is measured at the sum of minimum lease receipts and initial direct costs, whilst risk exposure shall be recorded simultaneously; and unrealized finance income shall be measured at the difference between the sum of minimum lease receipt, initial direct costs and risk exposure, and its present value. These are recognized using effective interest rate method during the leasing period. Contingent rents are charged to profit or loss in the period in which they actually arise.

**27. Hedge accounting**

For the purpose of hedge accounting, the Group adopts cash flow hedging against interest rate risks and exchange rate risks.

Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction, or a foreign currency risk in an unrecognised firm commitment.

## 財務報表附註(續)

2015年6月30日(人民幣元)

**三、重要會計政策及會計估計(續)****26. 租賃(續)***作為經營租賃出租人*

經營租賃的租金收入在租賃期內各個期間按直線法確認為當期損益，或有租金在實際發生時計入當期損益。

*作為融資租賃承租人*

融資租入的資產，於租賃期開始日將租賃開始日租賃資產的公允價值與最低租賃付款額現值兩者中較低者作為租入資產的入賬價值，將最低租賃付款額作為長期應付款的入賬價值，其差額作為未確認融資費用，在租賃期內各個期間採用實際利率法進行分攤。或有租金在實際發生時計入當期損益。

*作為融資租賃出租人*

融資租出的資產，於租賃期開始日將租賃開始日最低租賃收款額與初始直接費用之和作為應收融資租賃款的入賬價值，同時記錄未擔保餘值；將最低租賃收款額、初始直接費用及未擔保餘值之和與其現值之和的差額作為未實現融資收益，在租賃期內各個期間採用實際利率法進行確認。或有租金在實際發生時計入當期損益。

**27. 套期會計**

就套期會計方法而言，本集團運用現金流量套期對利率風險和匯率風險進行套期。

現金流量套期，是指對現金流量變動風險進行的套期，此現金流量變動源於與已確認資產或負債、很可能發生的預期交易有關的某類特定風險，或一項未確認的確定承諾包含的匯率風險。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 27. Hedge accounting (Continued)

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting, the risk management objective and its strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the Group will assess the hedging instrument's effectiveness in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Hedges which meet the strict criteria for hedge accounting are accounted for as follows:

## Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised directly in other comprehensive income, while the ineffective portion is recognised immediately in profit or loss.

Amounts recognized in other comprehensive income are transferred to profit or loss when the hedged transaction affects profit or loss, such as when hedged financial income or financial expense is recognised or when a forecast sale occurs. If the hedged item is the cost of a non-financial assets or non-financial liability, the amount that would otherwise be recognized in other comprehensive income is transferred out in the same period as the profit or loss of that non-financial assets or non-financial liability, and recognized in profit or loss in current period.

If the hedging instrument expires or is sold, terminated or exercised (with the expiry of rollover of the hedging strategic component or unfulfilled replacement or the termination of processing of the contract), if its designation as a hedge is revoked, or if the hedge no longer fulfills the accounting requirement of a hedge, the amounts previously taken to other comprehensive income remain in other comprehensive income until the forecast transaction or firm commitment occurs or is fulfilled in actual terms.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 27. 套期會計(續)

在套期關係開始時，本集團對套期關係有正式指定，並準備了關於套期關係、風險管理目標和套期策略的正式書面文件。該文件載明瞭套期工具、被套期項目或交易，被套期風險的性質，以及本集團對套期工具有效性評價方法。套期有效性，是指套期工具的公允價值或現金流量變動能夠抵消被套期風險引起的被套期項目公允價值或現金流量的程度。此類套期預期高度有效，並被持續評價以確保此類套期在套期關係被指定的會計期間內高度有效。

滿足套期會計方法的嚴格條件的，按如下方法進行處理：

## 現金流量套期

套期工具利得或損失中屬於有效套期的部分，直接確認為其他綜合收益，屬於無效套期的部分，計入當期損益。

如果被套期交易影響當期損益的，如當被套期財務收入或財務費用被確認或預期銷售發生時，則在其他綜合收益中確認的金額轉入當期損益。如果被套期項目是一項非金融資產或非金融負債的成本，則原在其他綜合收益中確認的金額，在該非金融資產或非金融負債影響損益的相同期間轉出，計入當期損益。

如果套期工具已到期、被出售、合同終止或已行使(但作為套期策略組成部分的展期或替換不作為已到期或合同終止處理)，或者撤銷了對套期關係的指定，或者該套期不再滿足套期會計方法的條件，則以前計入其他綜合收益的金額不轉出，直至預期交易實際發生或確定承諾履行。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

**III. Significant Accounting Policies and Accounting Estimates (Continued)****28. Repurchase of shares**

Consideration and transaction costs paid for the repurchase of the Company's own equity instruments are charged against shareholders' equity. Other than share-based payments, issuance (including refinancing), repurchase, sale or cancellation of its own equity instruments is treated as change in equity.

**29. Profit appropriation**

Interim and final cash dividends are recognized as liabilities upon approval by shareholders in general meeting.

**30. Safety funds**

Safety funds provided for as required were included in cost of product or the current profit and loss, and credited in special reserve. And the funds are treated separately depending on whether fixed assets are resulted when being used: funds related to expenditure is offset against special reserve directly while those forming fixed assets will consolidate expenditure incurred and recognized as fixed assets when such assets are ready for their intended use, at the same time offsetting equivalent amounts in the special reserve and recognizing equivalent amounts of accumulated depreciation.

**31. Fair value measurement**

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

## 財務報表附註(續)

2015年6月30日(人民幣元)

**三、重要會計政策及會計估計(續)****28. 回購股份**

回購自身權益工具支付的對價和交易費用，減少股東權益。除股份支付之外，發行(含再融資)、回購、出售或註銷自身權益工具，作為權益的變動處理。

**29. 利潤分配**

本公司的中期及年度現金股利，於股東大會批准後確認為負債。

**30. 安全生產費**

按照規定提取的安全生產費，計入相關產品的成本或當期損益，同時計入專項儲備；使用時區分是否形成固定資產分別進行處理：屬於費用性支出的，直接沖減專項儲備；形成固定資產的，歸集所發生的支出，於達到預定可使用狀態時確認固定資產，同時沖減等值專項儲備並確認等值累計折舊。

**31. 公允價值計量**

本集團於每個資產負債表日以公允價值計量衍生金融工具和上市的權益工具投資。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。本集團以公允價值計量相關資產或負債，假定出售資產或者轉移負債的有序交易在相關資產或負債的主要市場進行；不存在主要市場的，本集團假定該交易在相關資產或負債的最有利市場進行。主要市場(或最有利市場)是本集團在計量日能夠進入的交易市場。本集團採用市場參與者在對該資產或負債定價時為實現其經濟利益最大化所使用的假設。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 31. Fair value measurement (Continued)

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs only under the circumstances where such relevant observable inputs cannot be obtained or practicably obtained.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole: Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2 – based on inputs other than inputs within Level 1 that are observable for the asset or liability, either directly or indirectly; Level 3 – based on input for the asset or liability that is not based on observable market data.

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Group re-assess them at each balance sheet date to determine whether transfers have occurred between levels in the hierarchy.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 31. 公允價值計量(續)

以公允價值計量非金融資產的，考慮市場參與者將該資產用於最佳用途產生經濟利益的能力，或者將該資產出售給能夠用於最佳用途的其他市場參與者產生經濟利益的能力。

本集團採用在當前情況下適用並且有足夠可利用數據和其他信息支持的估值技術，優先使用相關可觀察輸入值，只有在可觀察輸入值無法取得或取得不切實可行的情況下，才使用不可觀察輸入值。

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相同資產或負債在活躍市場上未經調整的報價；第二層次輸入值，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。

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。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 32. Segment reporting

The Group identifies operating segments based on the internal organization structure, managerial requirements and internal reporting system, identifies reportable segments based on operating segments and discloses segment information by operating segment.

An operating segment is a component of the Group that meets all the following conditions:

- (1) it engages in business activities from which it may earn revenues and incur expenses;
- (2) its operating results are regularly reviewed by the Company's management to make decisions about resources to be allocated to the segment and assess its performance;
- (3) the Group is able to obtain relevant accounting information such as its financial position, operating results and cash flows of such segment.

If two or more segments have similar economic characteristics and meet certain conditions, then they can be aggregated into a single operating segment.

## 33. Significant accounting judgments and estimates

The preparation of the financial statements requires management to make judgments, estimates and assumptions that will affect the reported amounts and disclosure of revenue, expenses, assets and liabilities, and the disclosure of contingent liabilities at the balance sheet date. However, uncertainty about these estimates and assumptions could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

## Judgments

In the process of applying the Group's accounting policies, management has made the following judgments which have significant effect on the amounts recognized in the financial statements.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 32. 分部報告

本集團以內部組織結構、管理要求、內部報告制度為依據確定經營分部，以經營分部為基礎確定報告分部並披露分部信息。

經營分部是指本集團內同時滿足下列條件的組成部分：

- (1) 該組成部分能夠在日常活動中產生收入、發生費用；
- (2) 本公司管理層能夠定期評價該組成部分的經營成果，以決定向其配置資源、評價其業績；
- (3) 本集團能夠取得該組成部分的財務狀況、經營成果和現金流量等有關會計信息。

兩個或多個經營分部具有相似的經濟特徵，並且滿足一定條件的，則可合併為一個經營分部。

## 33. 重大會計判斷和估計

編製財務報表要求管理層作出判斷、估計和假設，這些判斷、估計和假設會影響收入、費用、資產和負債的列報金額及其披露，以及資產負債表日或有負債的披露。然而，這些假設和估計的不確定性所導致的結果可能造成對未來受影響的資產或負債的賬面金額進行重大調整。

## 判斷

在應用本集團的會計政策的過程中，管理層作出了以下對財務報表所確認的金額具有重大影響的判斷。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 33. Significant accounting judgments and estimates (Continued)

## Judgments (Continued)

*Confirmation of Functional Currency*

Since the Company owns a number of overseas subsidiaries, associates and branch organizations, when recognizing its functional currency, multiple factors are taken into consideration to recognize the major economic environment of their operating locations. Under circumstances with multiple factors and no obvious functional currency, the Group uses judgment to confirm its functional currency. Such judgment is the best to reflect economic influence of the underlying transactions, events and environment. Unless there appear material changes in the major economic environment relating to the recognition of functional currency, once the functional currency is recognized, it would not change.

*Finance lease – in the case of the lessor*

Leases where all risks and rewards relating to the ownership of the assets are substantially transferred are referred to as finance leases. The Group does not retain all substantial risks and rewards of the ownership of these leased assets, and thus they are regarded as finance leases.

*Operating lease – in the case of the lessor*

The Group has entered into leasing contracts for its investment properties, certain intangible assets and certain fixed assets. The Group is of the opinion that, according to the terms of such leasing contracts, the Group has retained all material risks and returns of ownership of these investment properties, intangible assets and fixed assets and therefore they are accounted for as operating lease.

## Estimation Uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the future accounting periods, are discussed below.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 33. 重大會計判斷和估計(續)

## 判斷(續)

*記賬本位幣的確定*

本公司在境外擁有多家子公司、聯營企業及分支機構，在確定其記賬本位幣時，考慮多個因素確定其經營所處的主要經濟環境。在多個因素混合在一起，記賬本位幣不明顯的情況下，本集團運用判斷以確定其記賬本位幣，該判斷最能反映基礎交易、事項和環境的經濟影響；除非與確定記賬本位幣相關的主要經濟環境發生重大變化，記賬本位幣一經確定不發生變更。

*融資租賃－作為出租人*

實質上轉移了與資產所有權有關的全部風險和報酬的租賃為融資租賃。本集團未保留這些租賃資產所有權上的所有重大風險和報酬，因此作為融資租賃處理。

*經營租賃－作為出租人*

本集團就投資性房地產、部分無形資產和部分固定資產簽訂了租賃合同。本集團認為，根據租賃合同的條款，本集團保留了這些投資性房地產、無形資產和固定資產所有權上的所有重大風險和報酬，因此作為經營租賃處理。

## 估計的不確定性

以下為於資產負債表日有關未來的關鍵假設以及估計不確定性的其他關鍵來源，可能會導致未來會計期間資產和負債賬面金額重大調整。



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 33. Significant accounting judgments and estimates (Continued)

## Estimation Uncertainty (Continued)

*Impairment of goodwill and trademarks*

The Group determines whether goodwill and trademarks with indefinite useful life are impaired at least on an annual basis. This requires an estimation of the value in use of the asset group to which goodwill and trademarks are allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the asset group and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

*Defined benefit plans*

The management of the Group recognizes defined benefit plans liabilities based on calculating model of the present value of the defined benefit liabilities less fair value of the planned assets. The present value of defined benefit liabilities comprises of various assumptions, including term of benefits and discount rate. Inconsistency between the future events and such assumptions may subject the defined benefit plans liabilities on the balance sheet date to material adjustment.

*Fair value*

Fair value of derivatives as at the balance sheet date is calculated by the management of the Group based on models. Such calculation is on the basis of some assumptions. Carrying value of derivatives may differ significantly if future events deviate from such assumptions.

*Impairment of available-for-sale financial assets*

The Group classifies certain assets as available-for-sale financial assets and directly recognizes movements of their fair values in other comprehensive income. When the fair value declines, management makes assumptions about the decline in value to determine whether there is an impairment loss that shall be recognized in the income statement.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 33. 重大會計判斷和估計(續)

## 估計的不確定性(續)

*商譽及商標減值*

本集團至少每年測試商譽和使用壽命不確定的商標是否發生減值。進行測定時必須估算獲分配相關商譽及商標之資產組的使用價值。使用價值之估算需要本集團估算預期資產組所產生之未來現金流量及選擇合適折現率以計算該等現金流量之現值。

*設定受益計劃*

本集團的管理層依據模型計算的設定受益義務的現值減計劃資產的公允價值確定設定受益計劃淨負債。設定受益義務的現值計算包含多項假設，包括受益期限及折現率。倘若未來事項與該等假設不符，可能導致對於資產負債表日設定受益計劃淨負債的重大調整。

*公允價值*

本集團管理層依據模型計算衍生工具於資產負債表日的公允價值，該計算包含多項假設，倘未來事項與該假設不符，可能導致衍生工具賬面價值的重大調整。

*可供出售金融資產減值*

本集團將某些資產歸類為可供出售金融資產，並將其公允價值的變動直接計入其他綜合收益。當公允價值下降時，管理層就價值下降作出假設以確定是否存在需在利潤表中確認其減值損失。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 33. Significant accounting judgments and estimates (Continued)

## Estimation Uncertainty (Continued)

*Impairment of non-current assets other than financial assets (other than goodwill and trademark with uncertain lifetime)*

The Group assesses whether there are any indication of impairment for all non-current assets other than financial assets at the balance sheet date. Intangible assets with indefinite useful lives are tested for impairment annually and at other times when such indication exists. Other non-current assets other than financial assets are tested for impairment when there are indication that the carrying amounts may not be recoverable. Where the carrying amount of an asset or asset group is higher than its recoverable amount (i.e. the higher of the net of its fair value less costs to sell and the present value of the future cash flows expected to be derived from it), it is indicated that such asset or asset group is impaired. The net of the fair value less costs to sell is determined with reference to the price in sales agreement or observable market price of similar assets in arm's length transaction, adjusted for incremental costs that would be directly attributable to the disposal of the asset or asset group. When calculating the present value of expected future cash flows from an asset or asset group, the management shall estimate the expected future cash flows from the asset or asset group and choose a suitable discount rate in order to calculate the present value of those future cash flows.

*Deferred tax assets*

Deferred tax assets are recognized for all unused deductible temporary differences and deductible losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and deductible losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profit together with future tax planning strategies.

## 財務報表附註 (續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計 (續)

## 33. 重大會計判斷和估計(續)

## 估計的不確定性(續)

*除金融資產之外的非流動資產減值 (除商譽和使用壽命不確定的商標外)*

本集團於資產負債表日對除金融資產之外的非流動資產判斷是否存在可能發生減值的迹象。對使用壽命不確定的無形資產，除每年進行的減值測試外，當其存在減值迹象時，也進行減值測試。其他除金融資產之外的非流動資產，當存在迹象表明其賬面金額不可收回時，進行減值測試。當資產或資產組的賬面價值高於可收回金額，即公允價值減去處置費用後的淨額和預計未來現金流量的現值中的較高者，表明發生了減值。公允價值減去處置費用後的淨額，參考公平交易中類似資產的銷售協議價格或可觀察到的市場價格，減去可直接歸屬於該資產處置的增量成本確定。預計未來現金流量現值時，管理層必須估計該項資產或資產組的預計未來現金流量，並選擇恰當的折現率確定未來現金流量的現值。

*遞延所得稅資產*

在很可能有足夠的應納稅所得額用以抵扣可抵扣暫時性差異和可抵扣虧損的限度內，應就所有尚未利用的可抵扣暫時性差異和可抵扣虧損確認遞延所得稅資產。這需要管理層運用大量的判斷來估計未來取得應納稅所得額的時間和金額，結合納稅籌劃策略，以決定應確認的遞延所得稅資產的金額。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## III. Significant Accounting Policies and Accounting Estimates (Continued)

## 33. Significant accounting judgments and estimates (Continued)

*Estimation Uncertainty (Continued)**Net realizable values of inventories*

The net realizable values of inventories are based on the saleability of the evaluated inventory and their net realizable values. The management's judgments and estimates are required for determining inventory impairment on the basis of clear evidence, purpose of holding the inventories, effect of subsequent events and other factors. The difference between the actual outcome and original estimate will affect the carrying amount of inventories and provision and reversal of decline in value of inventories during the estimated revision period.

*Impairment of receivable*

Impairment of receivable is based on the recoverability of assessed receivable. The management's judgments and estimates are required for determining impairment of receivable. The difference between the actual outcome and original estimate will affect the carrying amount of receivable and provision and reversal of bad debts of receivable during the estimated revision period.

*Recognition of provision*

The Group uses contract terms, existing knowledge and historical experience, to estimate and recognize the provision for product quality assurance. On condition that such contingent matters have formed a present obligation and the discharge of which is probable to give rise to an outflow of the Group's economic benefits, the Group recognizes the best estimate.

*Estimated useful lives of fixed assets*

The Group reviews the estimated useful lives of fixed assets at least once at the end of the year. Estimated useful lives are determined by the management based on historical experience of similar assets and expected technological advancement. Corresponding adjustment to depreciation expenses for future periods will be made in case of substantial changes in previous estimates.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 三、重要會計政策及會計估計(續)

## 33. 重大會計判斷和估計(續)

*估計的不確定性(續)**存貨可變現淨值*

存貨可變現淨值是基於評估存貨的可售性及其可變現淨值。鑒定存貨減值要求管理層在取得確鑿證據，並且考慮持有存貨的目的、資產負債表日後事項的影響等因素的基礎上作出判斷和估計。實際的結果與原先估計的差異將在估計被改變的期間影響存貨的賬面價值及存貨跌價準備的計提或轉回。

*應收款項減值*

應收款項減值是基於評估應收款項的可收回性。鑒定應收款項減值要求管理層的判斷和估計。實際的結果與原先估計的差異將在估計被改變的期間影響應收款項的賬面價值及應收款項壞賬準備的計提或轉回。

*預計負債的確認*

本集團根據合約條款、現有知識及歷史經驗，對產品質量保證估計並計提相應準備；在該等或有事項已經形成一項現實義務，且履行該等現實義務很可能導致經濟利益流出本集團的情況下，以最佳估計數進行計量。

*固定資產的預計可使用年限*

本集團至少於每年年度終了，對固定資產的預計使用壽命進行覆核。預計使用壽命是管理層基於對同類資產歷史經驗並結合預期技術更新而確定的。當以往的估計發生重大變化時，則相應調整未來期間的折舊費用。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## IV. Taxation

## 1. Major categories of taxes and respective tax rates

Value-added tax (VAT)

增值稅

- Output VAT is calculated by applying 17% to the taxable income for normal taxpayers, but the Group may pay it after deducting deductible input VAT for the current period.

一般納稅人按應稅收入的17%計算銷項稅，並按扣除當期允許抵扣的進項稅額後的差額計繳增值稅。

Business tax

營業稅

- It is calculated by applying 5% to the taxable income.

按應稅收入的5%計繳營業稅。

City maintenance and construction tax

城市維護建設稅

- It is levied at 7% or 5% on the actual turnover taxes paid.

按實際繳納的流轉稅的7%或5%計繳。

Education surcharge

教育費附加

- It is levied at 3% on the actual turnover taxes paid.

按實際繳納的流轉稅的3%計繳。

Corporate income tax

企業所得稅

- It is levied at 15% or 25% on the taxable profit, except that for oversea subsidiaries, it is levied at the statutory tax rate of the countries or regions in which the subsidiaries operate.

除海外子公司按其所在國家、地區的法定稅率計繳外，企業所得稅按應納稅所得額的15%或25%計繳。

## 2. Tax benefits

Value-added tax

In accordance with the Notice Concerning Exemption from Value-added Tax and Consumption Tax applicable to Special-purpose Military Vehicles (《關於軍用特種車輛免徵增值稅和消費稅的通知》) issued by MOF and State Administration of Taxation, the sale of special-purpose military vehicles to army and armed police by Shaanxi Heavy-duty Motor Co., Ltd., a subsidiary of the Company, is exempted from value-added tax.

Corporate Income Tax

The Company was recognized as a high-tech enterprise on 27 November 2008 and became entitled to a preferential income tax rate of 15%. The Company was recognized again as a high-tech enterprise in 2014 and is therefore entitled to enjoy a preferential income tax rate of 15% from 1 January 2014 to 31 December 2016.

## 2. 稅收優惠

增值稅

本公司之子公司陝西重型汽車有限公司根據財政部、國家稅務總局《關於軍用特種車輛免徵增值稅和消費稅的通知》銷售給軍隊、武警部隊使用的軍用特種車輛免徵增值稅。

企業所得稅

本公司於2008年11月27日被認定為高新技術企業，享受15%的所得稅優惠稅率。2014年公司重新獲得高新技術企業資格，自2014年1月1日至2016年12月31日享受15%的所得稅優惠稅率。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## IV. Taxation (Continued)

## 2. Tax benefits (Continued)

## Corporate Income Tax (Continued)

Weichai Power (Weifang) Reconstruction Co., Ltd. was recognized as a high-tech enterprise and is therefore entitled to enjoy a preferential income tax rate of 15% from 1 January 2013 to 31 December 2015.

Shaanxi Hande Axle Co., Ltd. and Zhuzhou Torch Sparkplugs Co., Ltd. were recognized as high-tech enterprises and are therefore entitled to enjoy a preferential income tax rate of 15% from 1 January 2012 to 31 December 2014. The high-tech enterprise qualifications for year 2015 were still under examination and review.

Shaanxi Heavy-duty Motor Co., Ltd., Shaanxi Fast Gear Co., Ltd., Baoji Fast Gear Co., Ltd., Zhuzhou Gear Co., Ltd. (株洲齒輪有限責任公司), Zhuzhou Torch Machinery Manufacturing Co., Ltd., (株洲湘火炬機械製造有限責任公司), Zhuzhou Euro Grace Gear Automotive Transmission Co., Ltd (株洲歐格瑞傳動股份有限公司), Weichai Power Yangzhou Diesel Engine Co., Ltd. (濰柴動力揚州柴油機有限責任公司) and Shanghai He Da Auto Accessory Co., Ltd. (上海和達汽車配件有限公司), were recognized again as high-tech enterprises and are therefore entitled to enjoy a preferential income tax rate of 15% from 1 January 2014 to 31 December 2016.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 四、稅項(續)

## 2. 稅收優惠(續)

## 企業所得稅(續)

濰柴動力(濰坊)再製造有限公司已通過高新技術企業認定，自2013年1月1日至2015年12月31日享受15%所得稅優惠稅率。

陝西漢德車橋有限公司和株洲湘火炬火花塞有限責任公司已通過高新技術企業認定，自2012年1月1日至2014年12月31日享受15%所得稅優惠稅率。2015年高新技術企業資格證書尚在複審過程中。

陝西重型汽車有限公司、陝西法士特齒輪有限責任公司、寶鷄法士特齒輪有限責任公司、株洲齒輪有限責任公司、株洲湘火炬機械製造有限責任公司、株洲歐格瑞傳動股份有限公司、濰柴動力揚州柴油機有限責任公司及上海和達汽車配件有限公司重新獲得高新技術企業資格，自2014年1月1日至2016年12月31日享受15%的所得稅優惠稅率。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## IV. Taxation (Continued)

## 2. Tax benefits (Continued)

## Corporate Income Tax (Continued)

Pursuant to the requirement of the Notice Concerning Issues on Taxation Policies Relating to the Thorough Implementation of China's Strategy of Western Development (Cai Shui Fa No. [2011] 58) (《關於深入實施西部大開發戰略有關稅收政策問題的通知》) promulgated by MOF, the State Administration of Taxation and the General Administration of Customs dated 27 July 2011, as well as the approval of relevant authorities, during the period from 1 January 2011 to 31 December 2020, corporate income tax is levied at a rate of 15% on enterprises engaged in the "encouraged" industry category in the western regions of China. The following companies have implemented preferential tax policy for the Western Development:

- Shaanxi Heavy-duty Motor Co., Ltd., Shaanxi Hande Axle Co., Ltd. Xi'an Fast Auto Drive Co., Ltd. and Shaanxi Fast Gear Co., Ltd. have received the approval of Shaan Fa Gai Industrial Confirmation Letter (《陝發改產業確認函》) No. (2015) 205 on 8 April 2015 and the companies have passed the examination of 2014 Taxation Filing, and they are expected to be entitled again to enjoy a preferential policy for the Western Development in future;
- Shaanxi Jinding Casting Co., Ltd. has received the approval of Qi Guo Shui Suo De Jian Mian Zi (《岐國稅所得減免字》) No. (2015) 027 on 12 May 2015 and the company has passed the examination of 2014 Taxation Filing, and it is expected to be entitled again to enjoy a preferential policy for the Western Development in future;
- Baoji Fast Gear Co., Ltd. has received the approval of Bao Shi Gong Xin Fa (《寶市工信發》) No. (2015) 60 on 31 March 2015 and the company has passed the examination of 2014 Taxation Filing, and it is expected to be entitled again to enjoy a preferential policy for the Western Development in future;
- Weichai (Chongqing) Automotive Co., Ltd. (濰柴(重慶)汽車有限公司) has received the tax deduction and exemption notice of Jiang Jin Guo Shui Shui Tong (《江津國稅稅通》) No. (2015) 28823 on 27 May 2015, and the company has passed the examination of 2014 Taxation Filing, and it is expected to be entitled again to enjoy a preferential policy for the Western Development in future.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 四、稅項(續)

## 2. 稅收優惠(續)

## 企業所得稅(續)

根據財政部、國家稅務總局、海關總署2011年7月27日財稅發[2011]58號文《關於深入實施西部大開發戰略有關稅收政策問題的通知》的規定以及相關部門的批覆，自2011年1月1日至2020年12月31日，對設在西部地區的鼓勵類產業企業按15%的稅率徵收企業所得稅。下列公司執行西部大開發稅收優惠政策：

- 陝西重型汽車有限公司、陝西漢德車橋有限公司、西安法士特傳動有限責任公司和陝西法士特齒輪有限責任公司，於2015年4月8日獲得《陝發改產業確認函(2015) 205》的批覆，企業已經通過2014年的稅務備案審核，預計未來也將獲得享受西部大開發優惠政策的資格；
- 陝西金鼎鑄造有限公司，於2015年5月12日獲得《岐國稅所得減免字(2015) 027號》的批覆，企業已經通過2014年的稅務備案審核，預計未來也將獲得享受西部大開發優惠政策的資格；
- 寶雞法士特齒輪有限責任公司，於2015年3月31日獲得《寶市工信發(2015) 60號》批覆，企業已經通過2014年的稅務備案審核，預計未來也將獲得享受西部大開發優惠政策的資格；
- 濰柴(重慶)汽車有限公司於2015年5月27日獲得了《江津國稅稅通(2015) 28823號》減、免稅通知書，企業已經通過2014年的稅務備案審核，預計未來也將獲得享受西部大開發優惠政策的資格；



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## IV. Taxation (Continued)

## 3. Major categories of taxes and respective tax rates applicable to major overseas subsidiaries

## Income tax

The basis of computation and applicable rate of corporate income tax primarily applicable to major overseas subsidiaries of the Group are set out below:

Basis of computation 計稅依據	Applicable country 適用國家	Jan to June 2015 2015年1-6月
Amount of taxable income 應納稅所得額	Germany 德國	30%

Income tax rates applicable in other countries follow the tax laws and regulations in force in the respective countries.

## Value-added taxes

The basis of computation and applicable rate of value-added tax primarily applicable to overseas subsidiaries of the Group are set out below:

Basis of computation 計稅依據	Applicable country 適用國家	Tax rate 稅率
Amount of taxable added-value 應納稅增值額	Germany 德國	19%

Value-added tax rates applicable in other countries follow the tax laws and regulations in force in the respective countries.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 四、稅項(續)

## 3. 境外主要子公司主要稅種及稅率

## 所得稅

本集團境外主要子公司主要適用的企業所得稅計稅依據及適用稅率列示如下：

計稅依據	適用國家	2015年1-6月
應納稅所得額	德國	30%

其他國家所得稅稅率遵循當地稅務法律法規確定。

## 增值稅

本集團境外主要子公司適用的增值稅計稅依據及適用稅率列示如下：

計稅依據	適用國家	稅率
應納稅增值額	德國	19%

其他國家增值稅稅率遵循當地稅務法律法規確定。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements

## 五、合併財務報表主要項目註釋

## 1. Cash and cash equivalents

## 1. 貨幣資金

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Cash at bank	庫存現金	45,263,770.78	20,163,793.01
Bank deposits	銀行存款	18,629,188,247.73	19,945,849,452.87
Other cash and cash equivalents	其他貨幣資金	3,446,385,720.34	4,468,400,969.01
		22,120,837,738.85	24,434,414,214.89

As at 30 June 2015, the other cash and cash equivalents of the Group amounted to RMB2,391,771,971.04 (31 December 2014: RMB3,959,796,096.47), all of which are used in letter of guarantee and security monies for special accounts such as bank acceptance bills and letter of credit.

於2015年6月30日，本集團其他貨幣資金中包含人民幣2,391,771,971.04元(2014年12月31日：人民幣3,959,796,096.47元)用於保函以及辦理銀行承兌票據、信用證等專戶儲存的保證金。

As at 30 June 2015, the Group held cash and cash equivalents of RMB900,331,819.05 (31 December 2014: RMB1,149,426,627.63), which were deposited overseas.

於2015年6月30日，本集團存放於境外的貨幣資金折合人民幣為900,331,819.05元(2014年12月31日：折合人民幣為1,149,426,627.63元)。

Interest income earned on bank current deposits is calculated by using current deposit interest rate of the bank. The deposit periods for time deposits vary from three months to one year depending on the cash requirements of the Group, and earn interest income at respective deposit interest rates of the bank.

銀行活期存款按照銀行活期存款利率取得利息收入。定期存款的存款期自3個月至1年不等，依本集團的現金需求而定，並按照相應的銀行存款利率取得利息收入。

## 2. Financial assets at fair value through profit or loss

## 2. 以公允價值計量且其變動計入當期損益的金融資產

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Forward contracts	遠期合同	22,389,004.10	66,996,021.60

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 3. NOTES RECEIVABLE

## 五、合併財務報表主要項目註釋(續)

## 3. 應收票據

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Bank acceptance bills	銀行承兌匯票	10,223,813,921.80	13,755,776,821.57
Commercial acceptance bills	商業承兌匯票	28,420,757.39	25,103,554.95
		10,252,234,679.19	13,780,880,376.52

Among which, notes receivable which had been pledged are presented as follows:

其中，已質押的應收票據如下：

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Bank acceptance bills	銀行承兌匯票	2,721,442,673.70	6,557,183,926.52

Notes receivable which had been endorsed but not yet expired as at the balance sheet date are presented as follows:

已背書但在資產負債表日尚未到期的應收票據如下：

		30 June 2015 2015年6月30日 (Unaudited) (未經審核) Derecognition 終止確認	31 December 2014 2014年12月31日 (Audited) (經審核) Derecognition 終止確認
Bank acceptance bills	銀行承兌匯票	3,508,475,324.52	12,796,570,508.51

Notes receivable already discounted but not yet expired as at the balance sheet date are presented as follows:

已貼現但在資產負債表日尚未到期的應收票據如下：

		30 June 2015 2015年6月30日 (Unaudited) (未經審核) Derecognition 終止確認	31 December 2014 2014年12月31日 (Audited) (經審核) Derecognition 終止確認
Bank acceptance bills	銀行承兌匯票	736,573,300.00	26,831,833.34

As at 30 June 2015 and 31 December 2014, the Group has not transferred any notes into accounts receivable due to issuers' failure in performance.

於2015年6月30日及2014年12月31日，本集團無因出票人無力履約而將票據轉為應收賬款的票據。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 4. Accounts Receivable

The Group trades with its customers primarily on credit terms, and generally requires prepayments or cash on delivery for new customers. Credit period is generally one to six months, extending up to six months for major customers. Accounts receivable is non-interest bearing.

An aging analysis of accounts receivable based on invoice dates is presented as follows:

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Within 1 year	1年以內	9,857,731,639.66	9,343,376,537.16
1 to 2 years	1年至2年	557,247,601.27	340,718,426.91
2 to 3 years	2年至3年	161,855,389.30	113,710,835.72
Over 3 years	3年以上	735,824,142.83	684,646,310.69
		11,312,658,773.06	10,482,452,110.48
Less: provision for bad debt in respect of accounts receivable	減：應收賬款壞賬準備	916,948,922.78	822,420,507.83
		10,395,709,850.28	9,660,031,602.65

Changes in provision for bad debts in respect of accounts receivable are presented as follows:

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Opening balance	期／年初餘額	822,420,507.83	728,922,061.65
Provision for the period/year	本期／年計提	138,933,151.95	134,945,691.88
Decrease during the period/year:	本期／年減少：		
Reversal	轉回	(18,260,302.78)	(40,482,285.79)
Write-off	轉銷	(25,012,961.12)	(1,360,790.35)
Decrease upon disposal of subsidiary(ies)	處置子公司減少	(1,494,867.60)	—
Adjustment of exchange differences	匯兌差額調整	363,394.50	395,830.44
Closing balance	期／年末餘額	916,948,922.78	822,420,507.83

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 五、合併財務報表主要項目註釋(續)

## 4. 應收賬款

本集團與客戶間的貿易條款以信用交易為主，且一般要求新客戶預付款或採取貨到付款方式進行，信用期通常為1-6個月，主要客戶可以延長至6個月。應收賬款並不計息。

根據開票日期，應收賬款的賬齡分析如下：

應收賬款壞賬準備的變動如下：

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 4. Accounts Receivable (Continued)

## 五、合併財務報表主要項目註釋(續)

## 4. 應收賬款(續)

		30 June 2015 2015年6月30日			
(Unaudited)		Gross carrying amount	Proportion (%)	Provision for bad debt	Percentage (%)
(未經審核)		賬面餘額	比例(%)	壞賬準備	計提比例(%)
Individually significant items for which provision for bad debt is recognized separately	單項金額重大並單獨計提壞賬準備	600,025,129.16	5.30	343,359,102.15	57.22
Items for which provision for bad debt is recognized by group with distinctive credit risk characteristics	按信用風險特徵組合計提壞賬準備	10,469,532,793.93	92.55	474,152,931.53	4.53
Not individually significant items for which provision for bad debt is recognized separately	單項金額不重大但單獨計提壞賬準備	243,100,849.97	2.15	99,436,889.10	40.90
		11,312,658,773.06	100.00	916,948,922.78	

		31 December 2014 2014年12月31日			
(Audited)		Gross carrying amount	Proportion (%)	Provision for bad debt	Percentage (%)
(經審核)		賬面餘額	比例(%)	壞賬準備	計提比例(%)
Individually significant items for which provision for bad debt is recognized separately	單項金額重大並單獨計提壞賬準備	613,010,848.57	5.85	309,797,447.50	50.54
Items for which provision for bad debt is recognized by group with distinctive credit risk characteristics	按信用風險特徵組合計提壞賬準備	9,462,787,340.55	90.27	437,475,207.60	4.62
Not individually significant items for which provision for bad debt is recognized separately	單項金額不重大但單獨計提壞賬準備	406,653,921.36	3.88	75,147,852.73	18.48
		10,482,452,110.48	100.00	822,420,507.83	

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 4. Accounts Receivable (Continued)

As at 30 June 2015, individually significant items for which provision for bad debt is recognized separately are presented as follows:

## 五、合併財務報表主要項目註釋(續)

## 4. 應收賬款(續)

於2015年6月30日，單項金額重大並單獨計提壞賬準備的應收賬款情況如下：

(Unaudited) (未經審核)	Gross carrying amount 賬面餘額	Provision for bad debt 壞賬準備	Percentage 計提比例	Reasons 計提理由
FAMIHAO LIMITADA	64,404,927.35	644,049.27	1%	Repayment from Sinosure and partially uncollectible 中信保賠付，僅部分不能收回
China Civil Engineering Construction Corporation 中國土木工程集團有限公司	59,851,461.01	49,809,156.96	83%	Bad repayment ability 償債能力差
Hubei Aoma Special Automobile Co., Ltd. 湖北奧馬專用汽車有限公司	59,212,611.99	11,842,522.40	20%	Bad repayment ability 償債能力差
Shanxi Tong Tai Automobile Sales Services Co., Ltd 山西通泰汽車銷售服務有限公司	56,927,140.00	51,234,426.00	90%	Long credit age 長賬齡
OOO SHANKSIRUS	53,878,105.05	10,775,621.01	20%	Bad repayment ability 償債能力差
Guangzhou Jinqi Trading Company Limited 廣州市晉旗貿易有限公司	49,159,575.31	39,327,660.25	80%	Bad repayment ability 償債能力差
Shaanxi Rong Chang Yuan Trading Co., Ltd 陝西榮昌源貿易有限公司	43,173,316.66	34,538,653.33	80%	Not full coverage of preservation 查封未全覆蓋
Anhui Anyu Engineering Machinery Sales Co., Ltd 安徽安宇工程機械銷售有限公司	42,763,993.80	17,105,597.52	40%	Bad repayment ability 償債能力差
Dalian Shaanxi Automobile Sales Co., Ltd 大連陝汽汽車銷售有限公司	40,525,626.59	28,367,938.61	70%	Bad repayment ability 償債能力差
Nanjing Lerong Trading Company Limited 南京樂融貿易有限公司	33,443,140.43	26,754,512.34	80%	Assets have been preserved 財產已查封
Others 其他	96,685,230.97	72,958,964.46	75%	Cessation of business etc. 公司業務停止等
	600,025,129.16	343,359,102.15		



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 4. Accounts Receivable (Continued)

As at 31 December 2014, individually significant items for which provision for bad debt is recognized separately are presented as follows:

(Audited) (經審核)	Gross carrying amount 賬面餘額	Provision for bad debt 壞賬準備	Percentage 計提比例	Reasons 計提理由
FAMIAO LIMITADA	81,438,361.52	1,106,142.08	1%	Repayment from Sinosure and partially uncollectible 中信保賠付，僅部分不能收回
OOO SHANKSIRUS	61,907,184.06	1,118,175.20	2%	Partially uncollectible 部分不能收回
China Civil Engineering Construction Corporation 中國土木工程集團有限公司	61,195,995.97	36,717,597.58	60%	Bad repayment ability 償債能力差
Shanxi Tong Tai Automobile Sales Services Co., Ltd 山西通泰汽車銷售服務有限公司	56,927,140.00	51,234,426.00	90%	Long credit age 長賬齡
Guangzhou Jinqi Trading Company Limited 廣州市晉旗貿易有限公司	49,159,575.31	39,327,660.25	80%	Bad repayment ability 償債能力差
Shaanxi Rong Chang Yuan Trading Co., Ltd 陝西榮昌源貿易有限公司	43,173,316.66	34,538,653.33	80%	Not full coverage of preservation 查封未全覆蓋
Anhui Anyu Engineering Machinery Sales Co., Ltd 安徽安宇工程機械銷售有限公司	42,763,993.80	17,105,597.52	40%	Bad repayment ability 償債能力差
Dalian Shaanxi Automobile Sales Co., Ltd 大連陝汽汽車銷售有限公司	40,556,826.59	28,389,778.61	70%	Bad repayment ability 償債能力差
Nanjing Lerong Trading Company Limited 南京樂融貿易有限公司	33,443,140.43	26,754,512.34	80%	Assets have been preserved 財產已查封
Datong City Yi Fu Commercial and Trading Co., Ltd 大同市易富商貿有限責任公司	32,068,898.11	12,827,559.24	40%	Bad repayment ability 償債能力差
Others 其他	110,376,416.12	60,677,345.35	55%	Cessation of business etc. 公司業務停止等
	613,010,848.57	309,797,447.50		

## 五、合併財務報表主要項目註釋(續)

## 4. 應收賬款(續)

於2014年12月31日，單項金額重大並單獨計提壞賬準備的應收賬款情況如下：

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 4. Accounts Receivable (Continued)

The Group's accounts receivable for which bad debts are provided for using aging analysis are presented as follows:

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)				31 December 2014 2014年12月31日 (Audited) (經審核)			
		Gross carrying amount	proportion (%)	Provision for bad debt	percentage (%)	Gross carrying amount	proportion (%)	Provision for bad debt	percentage (%)
		賬面餘額	比例(%)	壞賬準備	計提比例(%)	賬面餘額	比例(%)	壞賬準備	計提比例(%)
Within 1 year	1年以內	4,980,271,972.68	89.62	222,900,870.47	4.48	4,600,211,695.68	92.20	230,199,578.80	5.00
1 to 2 years	1至2年	331,429,112.98	5.96	53,994,421.31	16.29	176,704,041.01	3.54	26,101,352.11	14.77
2 to 3 years	2至3年	62,077,542.70	1.12	18,145,566.82	29.23	27,421,657.60	0.55	8,254,005.73	30.10
3 to 4 years	3至4年	23,493,036.45	0.42	11,746,518.23	50.00	40,286,747.02	0.81	20,154,109.52	50.03
4 to 5 years	4至5年	30,859,830.79	0.56	24,687,864.63	80.00	25,543,732.35	0.51	20,399,749.75	79.86
Over 5 years	5年以上	128,722,068.53	2.32	128,539,435.87	99.86	119,348,934.09	2.39	119,348,934.09	100.00
		5,556,853,564.13	100.00	460,014,677.33	8.28	4,989,516,807.75	100.00	424,457,730.00	8.51

The Group's accounts receivable for which bad debts are provided for using overdue periods as credit risk profile are presented as follows:

採用逾期賬齡作為信用風險特徵計提壞賬準備的應收賬款情況如下：

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)			31 December 2014 2014年12月31日 (Audited) (經審核)		
		Gross carrying amount	Provision for bad debt	percentage (%)	Gross carrying amount	Provision for bad debt	percentage (%)
		賬面餘額	壞賬準備	計提比例(%)	賬面餘額	壞賬準備	計提比例(%)
An overseas segment combination	境外某板塊組合	4,912,679,229.80	14,138,254.20	0.29%	4,473,270,532.80	13,017,477.60	0.29%

From January to June 2015, provisions for bad debts in the amount of RMB138,933,151.95 (2014: RMB134,945,691.88) were made, while provisions for bad debts in the amount of RMB18,260,302.78 (2014: RMB40,482,285.79) were reversed or recovered.

2015年1-6月計提壞賬準備人民幣138,933,151.95元(2014年：人民幣134,945,691.88元)，收回或轉回壞賬準備人民幣18,260,302.78元(2014年：人民幣40,482,285.79元)。

From January to June 2015, accounts receivable written off amounted to RMB25,012,961.12 (2014: RMB1,360,790.35).

2015年1-6月實際核銷的應收賬款為人民幣25,012,961.12元(2014年：人民幣1,360,790.35元)。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 4. Accounts Receivable (Continued)

As at 30 June 2015, the top five balances in respect of accounts receivable had a lot closing balance of RMB980,992,623.49, accounting for 8.67% of the total of closing balance of accounts receivable. The closing balance in respect of bad debt provided for the top five amounted to RMB41,015,690.25.

As at 31 December 2014, the top five balances in respect of accounts receivable had a lot closing balance of RMB1,079,580,523.62, accounting for 10.31% of the total of closing balance of accounts receivable. The closing balance in respect of bad debt provided for the top five amounted to RMB37,976,081.31.

As at 30 June 2015, accounts receivable with carrying amount of RMB1,909,440,615.70 (31 December 2014: 1,758,522,549.60) was pledged for securing bank borrowings.

## 5. Prepayments

An aging analysis of prepayments is presented as follows:

		30 June 2015		31 December 2014	
		2015年6月30日		2014年12月31日	
		(Unaudited)		(Audited)	
		(未經審核)		(經審核)	
		Proportion		Proportion	
		Amount	(%)	Amount	(%)
		金額	比例(%)	金額	比例(%)
Within 1 year	1年以內	492,612,965.46	86.40	453,357,098.87	92.90
1 to 2 years	1至2年	52,378,358.44	9.19	22,130,599.57	4.54
2 to 3 years	2至3年	13,594,018.58	2.38	3,580,954.08	0.73
Over 3 years	3年以上	11,600,887.01	2.03	8,916,419.80	1.83
		570,186,229.49	100.00	487,985,072.32	100.00

As at 30 June 2015, there was no significant prepayments with an age of more than one year (31 December 2014: Nil).

## 五、合併財務報表主要項目註釋(續)

## 4. 應收賬款(續)

於2015年6月30日，餘額前五名的應收賬款的期末餘額合計為人民幣980,992,623.49元，佔應收賬款期末餘額合計數的比例為8.67%，該前五名相應計提的壞賬準備期末餘額為人民幣41,015,690.25元。

於2014年12月31日，餘額前五名的應收賬款的年末餘額合計為人民幣1,079,580,523.62元，佔應收賬款年末餘額合計數的比例為10.31%，該前五名相應計提的壞賬準備年末餘額為人民幣37,976,081.31元。

於2015年6月30日，本集團將賬面價值為人民幣1,909,440,615.70元(2014年12月31日：1,758,522,549.60元)的應收賬款質押用於取得銀行借款。

## 5. 預付款項

預付款項的賬齡分析如下：

於2015年6月30日，無賬齡一年以上的重大預付款(2014年12月31日：無)。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 5. Prepayments (Continued)

As at 30 June 2015, the closing balances of the top 5 prepayments amounted in aggregate to RMB125,461,000.66, representing 22.00% of the total closing balances of all prepayments at end.

As at 31 December 2014, the closing balances of the top 5 prepayments amounted in aggregate to RMB120,459,072.69, representing 24.68% of the total closing balances of all prepayments as at year end.

## 6. Interests receivable

## 7. Dividends receivable

## 財務報表附註 (續)

2015年6月30日(人民幣元)

## 五、合併財務報表主要項目註釋 (續)

## 5. 預付款項 (續)

於2015年6月30日，餘額前五名的預付款項的期末餘額合計為人民幣125,461,000.66元，佔預付款項期末餘額合計數的比例為22.00%。

於2014年12月31日，餘額前五名的預付款項的年末餘額合計為人民幣120,459,072.69元，佔預付款項年末餘額合計數的比例為24.68%。

## 6. 應收利息

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Interests on time deposits	定期存款利息	139,006,064.67	134,246,230.24

## 7. 應收股利

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
JULI Motorenwerk s.r.o.	JULI Motorenwerk s.r.o.	18,768,566.80	—
Shaanxi Eurostar Auto Co., Ltd.	陝西歐舒特汽車股份有限公司	3,040,000.00	3,040,000.00
Huarong Xiangjiang Bank Corporation Limited	華融湘江銀行	2,000,000.00	—
Beiqi Foton Motor Co., Ltd.	北汽福田汽車股份有限公司	1,720,000.00	—
		25,528,566.80	3,040,000.00

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 8. Other receivables

An aging analysis of other receivables is presented as follows:

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Within 1 year	1年以內	625,745,422.42	706,703,360.37
1 to 2 years	1至2年	82,161,903.43	139,401,607.88
2 to 3 years	2至3年	7,668,970.98	29,869,751.66
Over 3 years	3年以上	62,951,074.15	33,839,580.16
		778,527,370.98	909,814,300.07
Less: Provision for bad debts in respect of other receivables	減：其他應收款壞賬準備	37,831,580.56	38,171,673.31
		740,695,790.42	871,642,626.76

Changes in provision for bad debts in respect of other receivables are as follows:

其他應收款壞賬準備的變動如下：

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Opening balance	期／年初數	38,171,673.31	40,811,014.15
Charge during the period/year	本期／年計提	2,017,449.87	964,034.59
Decrease during the period/year:	本期／年減少：		
Reversal	轉回	(2,268,152.04)	(3,558,129.67)
Write-off	轉銷	—	(45,245.76)
Decrease upon disposal of subsidiaries	處置子公司減少	(86,223.48)	—
Adjustment of exchange differences	匯兌差額調整	(3,167.10)	—
Closing balance	期／年末數	37,831,580.56	38,171,673.31

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 8. Other receivables (continued)

## 五、合併財務報表主要項目註釋(續)

## 8. 其他應收款(續)

		30 June 2015 2015年6月30日			
(Unaudited)		Gross carrying amount	Proportion (%)	Provision for bad debt	Percentage of provision (%)
(未經審核)		賬面餘額	比例(%)	壞賬準備	計提比例(%)
Individually significant items for which provision for bad debt is recognized separately	單項金額重大並單獨計提壞賬準備	—	—	—	—
Items for which provision for bad debt is recognized by group with distinctive credit risk characteristics	按信用風險特徵組合計提壞賬準備	778,527,370.98	100.00	37,831,580.56	4.86
Not individually significant items for which provision for bad debt is recognized separately	單項金額不重大但單獨計提壞賬準備	—	—	—	—
		778,527,370.98	100.00	37,831,580.56	

		31 December 2014 2014年12月31日			
(Audited)		Gross carrying amount	Proportion (%)	Provision for bad debt	Percentage of provision (%)
(經審核)		賬面餘額	比例(%)	壞賬準備	計提比例(%)
Individually significant items for which provision for bad debt is recognized separately	單項金額重大並單獨計提壞賬準備	—	—	—	—
Items for which provision for bad debt is recognized by group with distinctive credit risk characteristics	按信用風險特徵組合計提壞賬準備	909,814,300.07	100.00	38,171,673.31	4.20
Not individually significant items for which provision for bad debt is recognized separately	單項金額不重大但單獨計提壞賬準備	—	—	—	—
		909,814,300.07	100.00	38,171,673.31	



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 8. Other receivables (continued)

The Group's accounts receivable for which bad debts are provided for using aging analysis are presented as follows:

		30 June 2015				31 December 2014			
		2015年6月30日				2014年12月31日			
		(Unaudited)				(Audited)			
		(未經審核)				(經審核)			
		Amount	Proportion (%)	Provision for bad debt	Percentage (%)	Amount	Proportion (%)	Provision for bad debt	Percentage (%)
		金額	比例(%)	壞賬準備	計提比例(%)	金額	比例	壞賬準備	計提比例(%)
Within 1 year	1年以內	325,040,728.80	82.62	1,311,667.30	0.40	256,219,218.85	72.40	2,707,684.00	1.06
1 to 2 years	1至2年	19,256,710.95	4.89	2,274,217.56	11.81	45,036,558.38	12.72	5,814,353.92	12.91
2 to 3 years	2至3年	5,731,673.38	1.46	1,367,818.74	23.86	29,869,751.66	8.44	7,623,815.66	25.52
3 to 4 years	3至4年	19,681,037.54	5.00	9,048,621.52	45.98	526,808.24	0.15	256,797.49	48.75
4 to 5 years	4至5年	1,883,066.82	0.48	1,506,453.46	80.00	2,367,911.50	0.67	1,894,329.20	80.00
Over 5 years	5年以上	21,848,778.88	5.55	21,848,778.88	100.00	19,874,693.04	5.62	19,874,693.04	100.00
		393,441,996.37	100.00	37,357,557.46	9.50	353,894,941.67	100.00	38,171,673.31	10.79

Other receivables for which bad debts are provided for using overdue ages as a distinctive credit risk characteristic are presented as follows:

採用逾期賬齡作為信用風險特徵計提壞賬準備的其他應收款情況如下：

		30 June 2015			31 December 2014		
		2015年6月30日			2014年12月31日		
		(Unaudited)			(Audited)		
		(未經審核)			(經審核)		
		Gross carrying amount	Provision for bad debt	Percentage (%)	Gross carrying amount	Provision for bad debt	Percentage (%)
		賬面餘額	壞賬準備	計提比例(%)	賬面餘額	壞賬準備	計提比例(%)
An overseas segment combination	境外某板塊組合	385,085,374.61	474,023.10	0.12%	555,919,358.40	-	-

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 8. Other receivables (continued)

Other receivables are categorized by nature as follows:

## 五、合併財務報表主要項目註釋(續)

## 8. 其他應收款(續)

其他應收款按性質分類如下：

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Corporate lending and payment on behalf	企業暫借款及代墊款	122,171,724.06	152,510,573.22
Employee advance	備用金	83,119,835.49	47,597,031.26
Compensation claim	索賠款	67,916,115.05	79,670,849.26
Commission receivable	應收佣金	44,228,416.20	80,058,232.80
Tax rebate receivable	應收退稅款	42,310,744.95	8,419,496.15
Value-added tax paid in advance	預交增值稅	9,482,586.17	19,188,683.48
Others	其他	409,297,949.06	522,369,433.90
		778,527,370.98	909,814,300.07

As at 30 June 2015, the top 5 other receivables are presented as follows:

於2015年6月30日，其他應收款金額前五名如下：

		Closing balance	Percentage of total other receivables (%) 佔其他應收款餘額合計數的比例(%)	Nature	Age	Closing balance of bad debt provision 壞賬準備期末餘額
Company A	A公司	44,228,416.20	5.68	Commission receivable 應收佣金	Within 1 year 1年以內	-
Company F	F公司	33,667,533.00	4.32	Export tax refund 出口退稅款	Within 1 year 1年以內	-
Company B	B公司	32,302,269.80	4.15	Security deposit 保證金	Within 1 year 1年以內	-
Company C	C公司	20,609,700.00	2.65	Consideration for asset transfer 資產轉讓款	1 to 2 years 1-2年	-
Company G	G公司	14,085,327.39	1.81	Corporate lending and payment on behalf 企業暫借款及代墊款	Within 1 year 1年以內	-
		144,893,246.39	18.61			

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 8. Other receivables (continued)

As at 31 December 2014, the top 5 other receivables are presented as follows:

		Closing balance	Percentage of total other receivables (%)	Nature	Age	Closing balance of bad debt provision
		期末餘額	佔其他應收款餘額合計數的比例(%)	性質	賬齡	壞賬準備期末餘額
Company A	A公司	80,058,232.80	8.80	Commission receivable 應收佣金	Within 1 year 1年以內	-
Company B	B公司	30,500,859.60	3.35	Security deposit 保證金	Within 1 year 1年以內	-
Company C	C公司	22,366,800.00	2.46	Consideration for asset transfer 資產轉讓款	1 to 2 years 1-2年	-
Company D	D公司	18,015,810.32	1.98	Prepaid taxes 預交增值稅	Within 1 year 1年以內	515.74
Company E	E公司	14,084,869.54	1.55	Corporate lending and payment on behalf 企業暫借款及代墊款	2 to 3 years 2-3年	704,243.48
		165,026,572.26	18.14			704,759.22

As at 30 June 2015, other receivables with a carrying amount of RMB218,826,924.70 (31 December 2014: RMB366,524,751.60) were pledged for securing bank borrowings of the Group.

於2015年6月30日，本集團將賬面價值為人民幣218,826,924.70元(2014年12月31日：366,524,751.60元)的其他應收款質押用於取得銀行借款。

## 9. Inventories

## 9. 存貨

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)		31 December 2014 2014年12月31日 (Audited) (經審核)		
		Gross carrying amount 賬面餘額	Provision for decline in value 跌價準備	Gross carrying amount 賬面價值	Gross carrying amount 賬面餘額	Provision for decline in value 跌價準備
Goods in transit	在途物資	370,208,903.04	-	370,208,903.04	315,033,575.22	-
Raw materials	原材料	2,132,984,378.53	(43,052,983.81)	2,089,931,394.72	2,320,381,508.48	(40,246,072.01)
Finished goods	產成品	8,191,596,318.53	(231,761,470.62)	7,959,834,847.91	7,464,883,057.69	(218,015,651.81)
OEM materials	委托加工材料	109,369,760.34	(61,989.08)	109,307,771.26	122,077,088.48	(61,989.08)
Self made semi-finished goods and work in progress	自製半成品及在產品	1,316,469,593.76	(16,902,602.91)	1,299,566,990.85	1,326,675,001.53	(18,620,019.11)
Turnover materials	周轉材料	928,469,285.64	(12,079,258.65)	916,390,026.99	959,402,303.53	(5,473,962.43)
Second-hand vehicles	二手車	419,812,874.04	(4,541,158.84)	415,271,715.20	389,820,943.97	(1,115,782.38)
		13,468,911,113.88	(308,399,463.91)	13,160,511,649.97	12,898,273,478.90	(283,533,476.82)
						12,614,740,002.08

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 9. Inventories (Continued)

The changes in provision for decline in value are as follows:

January to June 2015

		Decrease during the period					
				本期減少			
		Opening balance	Charge during the period	Reversal	Write-off	Adjustment of exchange differences	Closing balance
(Unaudited)		balance	the period	Reversal	Write-off	differences	balance
(未經審核)		期初數	本期計提	轉回	轉銷	匯兌差額調整	期末數
Raw materials	原材料	40,246,072.01	11,384,450.63	(5,187,244.67)	(1,536,583.31)	(1,853,710.85)	43,052,983.81
Finished goods	產成品	218,015,651.81	64,478,654.10	(16,608,870.29)	(31,728,894.40)	(2,395,070.60)	231,761,470.62
OEM materials	委托加工材料	61,989.08	–	–	–	–	61,989.08
Self made semi-finished goods and work in progress	自製半成品及在產品	18,620,019.11	3,360,625.87	(2,389,678.22)	(1,574,828.46)	(1,113,535.39)	16,902,602.91
Turnover materials	周轉材料	5,473,962.43	12,598,175.82	(5,628,921.29)	(24,370.41)	(339,587.90)	12,079,258.65
Second-hand vehicles	二手車	1,115,782.38	6,267,832.63	(2,731,330.41)	–	(111,125.76)	4,541,158.84
		283,533,476.82	98,089,739.05	(32,546,044.88)	(34,864,676.58)	(5,813,030.50)	308,399,463.91

2014

2014年

		Decrease during the year					
		本年減少					
(Audited)		Opening balance	Charge during the year	Reversal	Write-off	Adjustment of exchange differences	Closing balance
(經審核)		年初數	本年計提	轉回	轉銷	匯兌差額調整	年末數
Raw materials	原材料	54,014,136.79	15,608,833.30	(2,159,104.08)	(24,632,489.19)	(2,585,304.81)	40,246,072.01
Finished goods	產成品	255,267,684.84	181,098,656.97	(48,533,958.53)	(167,596,836.02)	(2,219,895.45)	218,015,651.81
OEM materials	委托加工材料	425,177.22	–	–	–	(363,188.14)	61,989.08
Self made semi-finished goods and work in progress	自製半成品及在產品	36,854,179.53	2,684,486.50	(17,393,900.56)	–	(3,524,746.36)	18,620,019.11
Turnover materials	周轉材料	2,143,928.49	4,065,881.39	(228,571.72)	–	(507,275.73)	5,473,962.43
Second-hand vehicles	二手車	–	1,219,419.82	–	–	(103,637.44)	1,115,782.38
		348,705,106.87	204,677,277.98	(68,315,534.89)	(192,229,325.21)	(9,304,047.93)	283,533,476.82

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 9. Inventories (Continued)

Provision for decline in value of inventories is determined based on the excess of cost over net realizable value and shall be reversed within the original provision for decline in value of inventories when the factors that give rise to the decline in value of inventories in prior years are not in effect in current year.

The increase in provision for decline in value of this period was mainly due to stocking up of inventories which was in turn due to the weak sales of products.

## 10. Classified as held-for-sale assets

Regarding the disposal of the idle fixed assets located in the old factory areas of Weichai Power (Weifang) Casting Co., Ltd., a subsidiary of the Company, on 31 December 2014, Weichai Power (Weifang) Casting Co., Ltd. entered into an irrevocable transfer agreement to classify those idle fixed assets as held-for-sale. The disposal of idle fixed assets is expected to be completed by December 2015. Carrying amounts of idle fixed assets are as follows:

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Cost of fixed assets	固定資產原值	181,943,010.51	181,943,010.51
Accumulated depreciation	累計折舊	(146,172,275.19)	(146,172,275.19)
Classified as held-for-sale assets	劃分為持有待售的資產	35,770,735.32	35,770,735.32

## 11. Non-current assets due within one year

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Finance lease receivables	融資租賃應收款	1,122,816,456.00	1,509,870,834.00

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 五、合併財務報表主要項目註釋(續)

## 9. 存貨(續)

本集團按照成本高於可變現淨值的差額計提存貨跌價準備，並當以前減記存貨價值的影響因素消失時，在原已計提的存貨跌價準備的金額內轉回。

本期存貨跌價準備增加主要系產成品滯銷形成庫存積壓所致。

## 10. 劃分為持有待售的資產

於2014年12月31日，本公司之子公司濰柴動力(濰坊)鑄鍛有限公司就處置濰柴動力(濰坊)鑄鍛有限公司老廠區閑置固定資產，簽署了不可撤銷的轉讓協議，將閑置固定資產劃分為持有待售。閑置固定資產的處置預計將在2015年12月之前完成。閑置固定資產賬面價值如下：

## 11. 一年內到期的非流動資產

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Finance lease receivables	融資租賃應收款	1,122,816,456.00	1,509,870,834.00

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 12. Other current assets

## 五、合併財務報表主要項目註釋(續)

## 12. 其他流動資產

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Prepaid expenses	待攤費用	353,530,859.32	218,384,275.16
Value-added tax credit	增值稅留抵稅額	587,579,800.07	463,327,762.71
Principal-protected fixed income investment products	保本固定收益型投資產品	82,000,000.00	20,000,000.00
Prepaid corporate income tax	預繳企業所得稅	97,083,071.39	63,047,641.04
Others	其他	20,120,976.20	7,417,909.34
		1,140,314,706.98	772,177,588.25

## 13. Available-for-sale financial assets

## 13. 可供出售金融資產

		30 June 2015			31 December 2014		
		2015年6月30日			2014年12月31日		
		(Unaudited)			(Audited)		
		(未經審核)			(經審核)		
		Gross carrying amount	Provision for impairment	Carrying amount	Gross carrying amount	Provision for impairment	Carrying amount
		賬面餘額	減值準備	賬面價值	賬面餘額	減值準備	賬面價值
Available-for-sale equity instruments	可供出售權益工具						
At fair value	按公允價值計量	358,661,570.50	–	358,661,570.50	256,312,290.80	–	256,312,290.80
At cost	按成本計量	310,212,225.01	(123,356,130.00)	186,856,095.01	298,661,127.71	(123,356,130.00)	175,304,997.71
		668,873,795.51	(123,356,130.00)	545,517,665.51	554,973,418.51	(123,356,130.00)	431,617,288.51

Available-for-sale financial assets at fair value:

以公允價值計量的可供出售金融資產：

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Cost of equity instruments	權益工具成本	199,912,290.80	199,912,290.80
Fair value	公允價值	358,661,570.50	256,312,290.80
Fair value changes accrued to other comprehensive income	累計計入其他綜合收益的公允價值變動	158,749,279.70	56,400,000.00
Provision for impairment	已計提減值	—	—



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 13. Available-for-sale financial assets (continued)

Available-for-sale financial assets at cost:

30 June 2015

## 五、合併財務報表主要項目註釋(續)

## 13. 可供出售金融資產(續)

以成本計量的可供出售金融資產：

2015年6月30日

		Gross carrying amount				Provision for impairment					
		賬面餘額				減值準備					
			Increase	Decrease			Increase	Decrease		Percentage	
(Unaudited)		Opening	during	during	Closing	Opening	during	during	Closing	of	Cash
		balance	the period	the period	balance	balance	the period	the period	balance	shareholding	dividend for
										(%)	the period
(未經審核)		期初	本期增加	本期減少	期末	期初	本期增加	本期減少	期末	持股比例	本期
										(%)	現金紅利
Foton Heavy-duty Machinery Co., Ltd.	福田重型機械股份有限公司	38,630,876.88	-	-	38,630,876.88	1,408,500.00	-	-	1,408,500.00	6.14	-
Xinjie Investment and Guarantee Co., Ltd. (Note)	信捷投資擔保有限公司(註)	5,135,800.00	-	-	5,135,800.00	-	-	-	-	25.00	-
Huarong Xiangjiang Bank Corporation Limited	華融湘江銀行	20,000,000.00	-	-	20,000,000.00	-	-	-	-	0.41	-
China National Machinery and Equipment Hainan Corp., Ltd.	中國機械設備海南股份有限公司	879,605.00	-	-	879,605.00	879,605.00	-	-	879,605.00	0.66	-
Zhuzhou Gear Share Co., Ltd.	株洲齒輪股份有限公司	1,680,000.00	-	-	1,680,000.00	-	-	-	-	2.45	-
Eastern Life Insurance Co., Ltd.	東方人壽保險有限公司	60,000,000.00	-	-	60,000,000.00	60,000,000.00	-	-	60,000,000.00	7.50	-
New Century Finance Leasing Co., Ltd.	新世紀金融租賃有限公司	61,068,025.00	-	-	61,068,025.00	61,068,025.00	-	-	61,068,025.00	11.22	-
Xiamen Fengtai Bus & Coach International Co., Ltd	廈門豐泰國際新能源汽車有限公司	24,999,800.00	-	-	24,999,800.00	-	-	-	-	15.47	-
Yangzhou Suken Yinhe Auto Connecting Rod Co., Ltd.	揚州蘇懇銀河汽車連桿有限公司	1,563,949.23	-	-	1,563,949.23	-	-	-	-	15.00	-
Others	其他	84,703,071.60	11,551,097.30	-	96,254,168.90	-	-	-	-	-	-
		298,661,127.71	11,551,097.30	-	310,212,225.01	123,356,130.00	-	-	123,356,130.00		

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 13. Available-for-sale financial assets (continued)

31 December 2014

## 五、合併財務報表主要項目註釋(續)

## 13. 可供出售金融資產(續)

2014年12月31日

(Audited)	(經審核)	Gross carrying amount 賬面餘額				Provision for impairment 減值準備				Percentage of shareholding (%) 持股比例	Cash dividend for the year 本年 現金紅利
		Opening balance	Increase during the year	Decrease during the year	Closing balance	Opening balance	Increase during the year	Decrease during the year	Closing balance		
		年初	本年增加	本年減少	年末	年初	本年增加	本年減少	年末		
Foton Heavy-duty Machinery Co., Ltd.	福田重型機械股份有限公司	38,630,876.88	-	-	38,630,876.88	1,408,500.00	-	-	1,408,500.00	6.14	-
Xinjie Investment and Guarantee Co., Ltd. (Note)	信捷投資擔保有限責任公司(註)	5,135,800.00	-	-	5,135,800.00	-	-	-	-	25.00	-
Huarong Xiangjiang Bank Corporation Limited	華融湘江銀行	20,000,000.00	-	-	20,000,000.00	-	-	-	-	0.41	-
China National Machinery and Equipment Hainan Corp., Ltd.	中國機械設備海南股份有限公司	879,605.00	-	-	879,605.00	879,605.00	-	-	879,605.00	0.66	-
Zhuzhou Gear Share Co., Ltd.	株洲齒輪股份有限公司	1,680,000.00	-	-	1,680,000.00	-	-	-	-	2.45	-
Eastern Life Insurance Co., Ltd.	東方人壽保險有限公司	60,000,000.00	-	-	60,000,000.00	60,000,000.00	-	-	60,000,000.00	7.50	-
New Century Finance Leasing Co., Ltd.	新世紀金融租賃有限公司	61,068,025.00	-	-	61,068,025.00	61,068,025.00	-	-	61,068,025.00	11.22	-
Xiamen Fengtai Bus & Coach International Co., Ltd.	廈門豐泰國際新能源汽車有限公司	24,999,800.00	-	-	24,999,800.00	-	-	-	-	15.47	-
Yangzhou Suken Yinhe Auto Connecting Rod Co., Ltd.	揚州蘇慇銀河汽車連桿有限公司	1,563,949.23	-	-	1,563,949.23	-	-	-	-	15.00	-
Others	其他	-	84,703,071.60	-	84,703,071.60	-	-	-	-	-	-
		213,958,056.11	84,703,071.60	-	298,661,127.71	123,356,130.00	-	-	123,356,130.00	-	-

Note: The Group has no board seats in Xinjie Investment and Guarantee Co., Ltd., as such the Group has no significant influence over that investee.

註：本集團在信捷投資擔保有限責任公司無董事會席位，本集團對該被投資單位無重大影響。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 14. Long-term receivables

## 五、合併財務報表主要項目註釋(續)

## 14. 長期應收款

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)			31 December 2014 2014年12月31日 (Audited) (經審核)		
		Gross carrying amount 賬面餘額	Provision for impairment 減值準備	Carrying amount 賬面價值	Gross carrying amount 賬面餘額	Provision for impairment 減值準備	Carrying amount 賬面價值
Finance lease receivables	融資租賃應收款	2,928,734,548.60	-	2,928,734,548.60	2,574,098,089.20	-	2,574,098,089.20
Trade receivables	銷貨款	31,078,368.00	-	31,078,368.00	-	-	-
		2,959,812,916.60	-	2,959,812,916.60	2,574,098,089.20	-	2,574,098,089.20

The discount rate adopted for finance lease receivables ranged from 0% to 15%.

融資租賃應收款採用的折現率區間為0%-15%。

As at 30 June 2015, among the aforesaid finance lease receivables, unrealized finance income amounted to RMB319,989,030.14 (31 December 2014: 282,216,826.80).

於2015年6月30日，上述融資租賃應收款中未實現融資收益為人民幣319,989,030.14元(2014年12月31日：282,216,826.80元)。

As at 30 June 2015, long-term receivables with a carrying amount of RMB58,936,872.10 (31 December 2014: 205,058,822.40) were pledged for securing bank borrowings of the Group.

於2015年6月30日，本集團將賬面價值為人民幣58,936,872.10元(2014年12月31日：205,058,822.40元)的長期應收款質押用於取得銀行借款。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 15. Long-term equity investments

30 June 2015

## 五、合併財務報表主要項目註釋(續)

## 15. 長期股權投資

2015年6月30日

		Change during the period 本期變動							Incl: closing provision for impairment 其中：期末 減值準備
(Unaudited)		Opening balance	Addition of newly-established associates/ jointly-controlled enterprises 新設聯營/ 合營企業增加	Gains and losses on investment under equity method 權益法下 投資損益	Other comprehensive income 其他綜合收益	Other equity changes 其他權益變動	Declaration of cash dividend 宣告現金股利	Closing carrying amount 期末賬面價值	
(未經審核)		期初餘額	合營企業增加	投資損益	其他綜合收益	其他權益變動	宣告現金股利	期末賬面價值	
Jointly-controlled enterprises	合營企業								
Xi'an FC Intelligence	西安雙特智能傳動								
Transmission Co., Ltd. (Note 1)	有限公司(註1)	192,653,453.02	-	(15,856,604.80)	-	-	-	176,796,848.22	-
Associates	聯營企業								
Shanzhong Finance Leasing	山重融資租賃								
Co., Ltd.	有限公司	391,082,871.61	-	7,896,985.69	-	-	-	398,979,857.30	-
Shandong Heavy Industry	山東重工集團財務								
Group Finance Co., Ltd.	有限公司	228,029,963.54	-	11,384,423.45	-	-	-	239,414,386.99	-
23 associates which are not	單項不重大的23家								
individually significant	聯營企業	665,959,370.13	-	63,379,902.81	(4,404,365.06)	6,330,239.21	(54,762,009.02)	676,503,138.07	(4,538,932.17)
		1,477,725,658.30	-	66,804,707.15	(4,404,365.06)	6,330,239.21	(54,762,009.02)	1,491,694,230.58	(4,538,932.17)

2014

2014年

		Change during the year 本年變動								
(Audited)		Opening balance	Addition of newly-established associates/jointly- controlled enterprises 新設聯營/ 合營企業增加	Other decrease 其他減少	Gains and losses on investment under equity method 權益法下 投資損益	Other comprehensive income 其他綜合收益	Closing carrying amount 宣告現金股利	Provision for impairment 計提減值準備	Closing carrying amount 年末賬面價值	Closing provision for impairment 其中：年末 減值準備
(經審核)		年初餘額	追加投資	合營企業增加	其他減少	投資損益	其他綜合收益	宣告現金股利	計提減值準備	年末賬面價值
Jointly-controlled enterprises	合營企業									
Xi'an FC Intelligence	西安雙特智能傳動									
Transmission Co., Ltd.	有限公司(註1)	230,150,062.77	-	-	-	(37,496,609.75)	-	-	192,653,453.02	-
(Note 1)										
Associates	聯營企業									
KION Group AG	KION Group AG	6,631,346,533.88	800,288,471.10	-	(7,284,097,935.00)	104,169,269.64	(165,767,326.74)	(85,939,012.88)	-	-
Shanzhong Finance Leasing	山重融資租賃有									
Co., Ltd.	限公司	409,920,340.57	-	-	-	17,454,581.04	-	(36,292,050.00)	391,082,871.61	-
Shandong Heavy Industry	山東重工集團財務									
Group Finance Co., Ltd.	有限公司	213,732,394.01	-	-	-	21,850,102.51	-	(7,552,532.98)	228,029,963.54	-
23 associates which are not	單項不重大的									
individually significant	23家聯營企業	304,079,749.41	-	419,268,642.50	(665,711.42)	(2,223,440.83)	(42,794,732.82)	(7,450,704.10)	665,959,370.13	(4,538,932.17)
		7,789,229,080.64	800,288,471.10	419,268,642.50	(7,284,763,646.42)	103,753,902.61	(208,562,059.56)	(137,234,299.96)	1,477,725,658.30	(4,538,932.17)

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 15. Long-term equity investments (continued)

Note 1: Xi'an FC Intelligence Transmission Co., Ltd. is held as to 51% by the Group, and as to 4% and 45% by Shaanxi Fast Gear Automotive Transmission Co., Ltd. ("Transmission Co") and Caterpillar (China) Investment Co., Ltd ("Caterpillar") respectively. Its board of directors comprises seven directors, three of whom being nominated by the Group, one being nominated by Transmission Co and three being nominated by Caterpillar. According to its articles of association, board resolutions require unanimous approval or approval by substantially all directors, and thus Xi'an FC Intelligence Transmission Co. is a jointly-controlled enterprise of the Group.

Provision for impairment of long-term equity investments is presented as follows:

January to June 2015

(Unaudited) (未經審核)		Opening balance 期初餘額	Increase during the period 本期增加	Decrease during the period 本期減少	Closing balance 期末餘額
Zhuzhou Auto Trading Market	株洲汽車交易市場	(284,499.56)	—	—	(284,499.56)
Torque Turbine Engine Co.	Torque Turbine Engine Co.	(4,254,432.61)	—	—	(4,254,432.61)
		(4,538,932.17)	—	—	(4,538,932.17)

2014

2014年

(Audited) (經審核)		Opening balance 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末餘額
Zhuzhou Auto Trading Market	株洲汽車交易市場	(284,499.56)	—	—	(284,499.56)
Torque Turbine Engine Co.	Torque Turbine Engine Co.	—	(4,254,432.61)	—	(4,254,432.61)
		(284,499.56)	(4,254,432.61)	—	(4,538,932.17)

## 五、合併財務報表主要項目註釋(續)

## 15. 長期股權投資(續)

註1：本集團持有西安雙特智能傳動有限公司51%股權，另外兩位股東為陝西法士特傳動集團有限責任公司(「傳動集團」)和卡特彼勒(中國)投資有限公司(「卡特彼勒」)，股權分別為4%和45%。董事會由七名董事組成，其中三名由本集團委任，一名由傳動集團委任，另外三名由卡特彼勒委任，根據公司章程約定，董事會決議需要董事會全體或者絕大多數同意通過，因此西安雙特智能傳動有限公司屬於本集團合營企業。

長期股權投資減值準備的情況：

2015年1-6月

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 16. Investment property

Subsequent measure under the cost model:

January to June 2015

## 五、合併財務報表主要項目註釋(續)

## 16. 投資性房地產

採用成本模式進行後續計量：

2015年1-6月

(Unaudited) (未經審核)		Houses and buildings 房屋及建築物	Land use rights 土地使用權	Total 合計
Gross carrying amount	原價			
Opening balance	期初餘額	592,636,238.34	47,204,688.83	639,840,927.17
Transfer from construction in progress	在建工程轉入	75,388,095.36	—	75,388,095.36
Transfer from fixed assets	固定資產轉入	13,926,078.17	—	13,926,078.17
Disposals and retirements	處置及報廢	(1,781,020.00)	(1,169,960.25)	(2,950,980.25)
Closing balance	期末餘額	680,169,391.87	46,034,728.58	726,204,120.45
Accumulated depreciation and amortization	累計折舊和攤銷			
Opening balance	期初餘額	113,972,710.07	3,704,901.78	117,677,611.85
Provision	計提	14,970,523.60	466,509.00	15,437,032.60
Transfer from fixed assets	固定資產轉入	1,828,607.83	—	1,828,607.83
Disposals and retirements	處置或報廢	(1,352,699.21)	(138,230.37)	(1,490,929.58)
Closing balance	期末餘額	129,419,142.29	4,033,180.41	133,452,322.70
Carrying amount	賬面價值			
At period end	期末	550,750,249.58	42,001,548.17	592,751,797.75
At period beginning	期初	478,663,528.27	43,499,787.05	522,163,315.32



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 16. Investment property (continued)

2014

## 五、合併財務報表主要項目註釋(續)

## 16. 投資性房地產(續)

2014年

(Audited) (經審核)		Houses and buildings 房屋及建築物	Land use rights 土地使用權	Total 合計
Gross carrying amount	原價			
Opening balance	年初餘額	591,466,267.63	47,204,688.83	638,670,956.46
Transfer from construction in progress	在建工程轉入	2,567,968.00	—	2,567,968.00
Disposals and retirements	處置及報廢	(1,397,997.29)	—	(1,397,997.29)
Closing balance	年末餘額	592,636,238.34	47,204,688.83	639,840,927.17
Accumulated depreciation and amortization	累計折舊和攤銷			
Opening balance	年初餘額	88,519,301.18	2,755,103.65	91,274,404.83
Provision	計提	25,747,221.31	949,798.13	26,697,019.44
Disposals and retirements	處置或報廢	(293,812.42)	—	(293,812.42)
Closing balance	年末餘額	113,972,710.07	3,704,901.78	117,677,611.85
Carrying amount	賬面價值			
At year end	年末	478,663,528.27	43,499,787.05	522,163,315.32
At year beginning	年初	502,946,966.45	44,449,585.18	547,396,551.63

As at 30 June 2015, investment properties for which the Group had not obtained real estate certificates had a carrying amount of RMB158,767,801.98, for which the Group was in the process of applying for real estate certificates (31 December 2014: RMB161,550,184.91).

於2015年6月30日，本集團尚未獲得房地產證的投資性房地產賬面價值為人民幣158,767,801.98元，還在申請房地產證過程中(2014年12月31日：人民幣161,550,184.91元)。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註 (續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 17. Fixed assets

January to June 2015

## 五、合併財務報表主要項目註釋 (續)

## 17. 固定資產

2015年1-6月

(Unaudited)		Houses and buildings	Machinery and equipment	Electronic equipment	Vehicles	Forklift trucks and equipment leased out (long-term)	Forklift trucks and equipment leased out (short-term)	Others	Total
(未經審核)		房屋及建築物	機器設備	電子設備	運輸設備	租出的叉車及設備(長期)	租出的叉車及設備(短期)	其他	合計
Carrying amount	原價								
Opening balance	期初餘額	9,952,875,912.27	13,866,863,024.78	934,672,528.96	392,279,273.45	2,324,506,968.00	4,522,082,346.00	2,322,944,709.27	34,316,224,762.73
Addition	購置	20,347,709.21	95,268,078.16	14,734,993.60	5,894,255.48	717,735,555.60	933,128,146.60	135,774,112.59	1,922,882,851.24
Transfer from construction-in-progress	在建工程轉入	356,004,185.44	355,571,232.37	14,039,734.68	10,236,065.69	-	-	20,623,553.02	756,474,771.20
Disposals or retirements	處置或報廢	(181,757,007.88)	(100,773,550.81)	(10,364,609.45)	(5,751,367.24)	(538,754,651.60)	(776,201,728.80)	(62,322,991.05)	(1,675,925,906.83)
Exchange rate adjustment	匯兌差額調整	(223,976,230.87)	(111,774,058.55)	(289,196.77)	(56,808.31)	(331,568,987.00)	(148,241,014.80)	(50,842,654.81)	(866,748,951.11)
Closing balance	期末餘額	9,923,494,568.17	14,105,154,725.95	952,793,451.02	402,601,419.07	2,171,918,885.00	4,530,767,749.00	2,366,176,729.02	34,452,907,527.23
Accumulated depreciation	累計折舊								
Opening balance	期初餘額	1,418,700,650.65	6,491,170,205.73	625,036,855.07	281,624,939.96	242,791,614.00	621,841,773.60	1,017,872,439.48	10,699,038,478.49
Provision	計提	219,174,768.60	684,994,586.00	64,965,200.70	19,126,529.10	264,142,065.20	584,634,760.38	145,423,457.49	1,982,461,367.47
Disposals or retirements	處置或報廢	(38,771,017.21)	(57,518,786.64)	(8,115,347.62)	(5,063,395.41)	(211,077,131.80)	(543,208,426.80)	(50,259,586.01)	(914,013,691.49)
Adjustment of exchange differences	匯兌差額調整	(5,413,212.50)	(15,645,802.81)	(226,584.07)	(39,453.66)	(188,198,344.50)	98,425,872.41	(11,296,949.90)	(122,394,475.03)
Closing balance	期末餘額	1,593,691,189.54	7,103,000,202.28	681,660,124.08	295,648,619.99	107,658,202.90	761,693,979.59	1,101,739,361.06	11,645,091,679.44
Provision for impairment	減值準備								
Opening balance	期初餘額	2,266,175.34	103,946,231.22	144,649.06	1,047,369.85	-	-	389,164.52	107,793,589.99
Provision	計提	-	6,637,369.07	-	-	-	-	-	6,637,369.07
Disposals or retirements	處置或報廢	(415,631.97)	(4,690,547.50)	-	-	-	-	-	(5,106,179.47)
Adjustment of exchange differences	匯兌差額調整	-	-	-	-	-	-	-	-
Closing balance	期末餘額	1,850,543.37	105,893,052.79	144,649.06	1,047,369.85	-	-	389,164.52	109,324,779.59
Carrying amount	賬面價值								
At period end	期末	8,327,952,835.26	6,896,261,470.88	270,988,677.88	105,905,429.23	2,064,260,682.10	3,769,073,769.41	1,264,048,203.44	22,698,491,068.20
At period beginning	期初	8,531,909,086.28	7,271,746,587.83	309,491,024.83	109,606,963.64	2,081,715,354.00	3,900,240,572.40	1,304,683,105.27	23,509,392,694.25

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 17. Fixed assets (continued)

2014

## 五、合併財務報表主要項目註釋(續)

## 17. 固定資產(續)

2014年

(Audited)		Houses and buildings	Machinery and equipment	Electronic equipment	Vehicles	Forklift trucks and equipment leased out (long-term) 租出的叉車 及設備(長期)	Forklift trucks and equipment leased out (short-term) 租出的叉車 及設備(短期)	Others	Total
(經審核)		房屋及建築物	機器設備	電子設備	運輸設備	及設備(長期)	及設備(短期)	其他	合計
Carrying amount	原價								
Opening balance	年初餘額	6,247,057,239.57	12,360,196,439.65	834,203,871.70	362,041,242.24	-	-	1,450,674,775.80	21,254,173,568.96
Addition	購置	174,845,882.51	218,796,027.35	11,135,822.58	14,322,060.75	782,339,821.50	1,189,810,006.30	251,339,801.75	2,642,589,422.74
Transfer from construction-in-progress	在建工程轉入	438,111,729.48	850,504,856.30	115,603,819.45	21,398,770.26	-	-	96,661,099.97	1,522,280,275.46
Business combination not involving entities under common control	非同一控制下 企業合併	3,576,359,832.60	1,085,388,201.60	-	-	2,181,412,361.40	4,371,773,366.40	653,956,129.20	11,868,889,891.20
Disposals or retirements	處置或報廢	(102,991,131.74)	(463,922,975.83)	(18,056,799.76)	(6,198,604.72)	(354,483,090.50)	(475,906,076.70)	(37,783,628.16)	(1,459,342,307.41)
Adjustment of exchange differences	匯兌差額調整	(380,507,640.15)	(184,099,524.29)	(8,214,185.01)	715,804.92	(284,762,124.40)	(563,594,950.00)	(91,903,469.29)	(1,512,366,088.22)
Closing balance	年末餘額	9,952,875,912.27	13,866,863,024.78	934,672,528.96	392,279,273.45	2,324,506,968.00	4,522,082,346.00	2,322,944,709.27	34,316,224,762.73
Accumulated depreciation	累計折舊								
Opening balance	年初餘額	1,072,444,393.42	5,489,309,912.04	442,249,799.46	239,312,055.76	-	-	796,535,532.90	8,039,851,693.58
Provision	計提	361,020,652.90	1,176,142,486.78	216,172,842.09	57,994,446.26	265,342,876.50	679,600,428.60	348,149,422.90	3,104,423,156.03
Disposals or retirements	處置或報廢	(2,175,405.52)	(154,802,556.38)	(33,012,110.23)	(15,632,526.75)	-	-	(103,094,478.95)	(308,717,077.83)
Adjustment of exchange differences	匯兌差額調整	(12,588,990.15)	(19,479,636.71)	(373,676.25)	(49,035.31)	(22,551,262.50)	(57,758,655.00)	(23,718,037.37)	(136,519,293.29)
Closing balance	年末餘額	1,418,700,650.65	6,491,170,205.73	625,036,855.07	281,624,939.96	242,791,614.00	621,841,773.60	1,017,872,439.48	10,699,038,478.49
Provision for impairment	減值準備								
Opening balance	年初餘額	2,524,547.15	61,181,933.03	8,464.02	1,047,369.85	-	-	383,460.37	65,145,774.42
Provision	計提	-	42,771,537.21	136,185.04	-	-	-	5,704.15	42,913,426.40
Disposals or retirements	處置或報廢	(258,371.81)	(7,239.02)	-	-	-	-	-	(265,610.83)
Adjustment of exchange differences	匯兌差額調整	-	-	-	-	-	-	-	-
Closing balance	年末餘額	2,266,175.34	103,946,231.22	144,649.06	1,047,369.85	-	-	389,164.52	107,793,589.99
Carrying amount	賬面價值								
At year end	年末	8,531,909,086.28	7,271,746,587.83	309,491,024.83	109,606,963.64	2,081,715,354.00	3,900,240,572.40	1,304,683,105.27	23,509,392,694.25
At year beginning	年初	5,172,088,299.00	6,809,704,594.58	391,945,608.22	121,681,816.63	-	-	653,755,782.53	13,149,176,100.96

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 17. Fixed assets (continued)

Fixed assets leased in under finance lease are presented as follows:

30 June 2015

(Unaudited) (未經審核)		Gross carrying amount 原價	Accumulated depreciation 累計折舊	Provision for impairment 減值準備	Carrying amount 賬面價值
Houses and buildings	房屋建築物	70,066,110.10	46,426,784.20	–	23,639,325.90
Machinery and equipment	機器設備	35,826,528.50	6,347,787.60	–	29,478,740.90
Electronic equipment	電子設備	144,212,940.80	69,413,469.60	–	74,799,471.20
Forklift trucks and equipment leased out (long-term)	租出的卡車及 設備(長期)	1,813,877,790.45	89,910,734.95	–	1,723,967,055.50
Forklift trucks and equipment leased out (short-term)	租出的卡車及 設備(短期)	3,205,330,592.40	501,042,546.70	–	2,704,288,045.70
		5,269,313,962.25	713,141,323.05	–	4,556,172,639.20

31 December 2014

2014年12月31日

(Audited) (經審核)		Gross carrying amount 原價	Accumulated depreciation 累計折舊	Provision for impairment 減值準備	Carrying amount 賬面價值
Houses and buildings	房屋建築物	27,607,043.02	848,894.62	–	26,758,148.40
Machinery and equipment	機器設備	10,321,085.30	338,036.90	–	9,983,048.40
Others	其他	93,784,737.96	5,972,681.16	–	87,812,056.80
		131,712,866.28	7,159,612.68	–	124,553,253.60

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 17. Fixed assets (continued)

Carrying amount of fixed assets leased out under operating lease is presented as follows:

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Houses and buildings	房屋建築物	10,007,952.84	9,548,315.51
Electronic equipment	電子設備	1,008,131.31	557,556.56
Machinery and equipment	機器設備	12,822,718.84	13,072,484.30
Vehicles	運輸工具	604,546.62	2,449.49
Forklift trucks and equipment leased out (long-term)	租出的叉車及設備(長期)	2,064,260,682.10	2,081,715,354.00
Forklift trucks and equipment leased out (short-term)	租出的叉車及設備(短期)	3,769,073,769.41	3,900,240,572.40

As at 30 June 2015, the Group did not have significant temporarily idle fixed assets (31 December 2014: Nil).

As at 30 June 2015, fixed assets for which the Group had not obtained real estate certificates had a carrying amount of RMB1,703,698,820.05 (31 December 2014: RMB1,836,612,161.16).

As at 30 June 2015, fixed assets with a carrying amount of RMB125,918,397.10 (31 December 2014: 136,653,692.40) were pledged for securing bank borrowings of the Group.

From January to June 2015, impairment loss on fixed assets in the amount of RMB6,637,369.07 was recognized. Recoverable amount is recognized in accordance with the net realizable value for the corresponding assets.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 五、合併財務報表主要項目註釋(續)

## 17. 固定資產(續)

經營性租出固定資產賬面價值如下：

	30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Houses and buildings	10,007,952.84	9,548,315.51
Electronic equipment	1,008,131.31	557,556.56
Machinery and equipment	12,822,718.84	13,072,484.30
Vehicles	604,546.62	2,449.49
Forklift trucks and equipment leased out (long-term)	2,064,260,682.10	2,081,715,354.00
Forklift trucks and equipment leased out (short-term)	3,769,073,769.41	3,900,240,572.40

於2015年6月30日，本集團無重大的暫時閑置固定資產(2014年12月31日：無)。

於2015年6月30日，本集團尚未獲得房地產證的固定資產賬面價值為人民幣1,703,698,820.05元(2014年12月31日：1,836,612,161.16元)。

於2015年6月30日，本集團將賬面價值為人民幣125,918,397.10元(2014年12月31日：136,653,692.40元)的固定資產用於抵押取得銀行借款。

2015年1-6月，本集團確認了人民幣6,637,369.07元的固定資產減值損失。可收回金額根據相應資產目前的可變現淨值確定。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註 (續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 18. Construction in progress

## 五、合併財務報表主要項目註釋 (續)

## 18. 在建工程

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)			31 December 2014 2014年12月31日 (Audited) (經審核)		
		Gross carrying amount 賬面餘額	Provision for impairment 減值準備	Carrying amount 賬面價值	Gross carrying amount 賬面餘額	Provision for impairment 減值準備	Carrying amount 賬面價值
Weichai Power Testing Centre	濰柴動力實驗中心	429,092,214.66	-	429,092,214.66	465,540,981.73	-	465,540,981.73
FAST transmission technology	法士特傳動						
renovation project	技改項目	203,259,310.03	-	203,259,310.03	363,289,454.44	-	363,289,454.44
Renovation for the casting	濰柴動力鑄鍛						
project of Weichai Power	項目改建	150,587,223.90	-	150,587,223.90	239,376,224.35	-	239,376,224.35
Construction of Yulin new	榆林新廠區建設						
factory area		111,071,370.21	-	111,071,370.21	79,709,078.62	-	79,709,078.62
Logistics Park of Weichai Power	濰柴動力物流園	108,086,784.97	-	108,086,784.97	141,231,987.02	-	141,231,987.02
Weichai Power Landking	濰柴動力藍擎二期						
Phase II		87,271,266.51	-	87,271,266.51	85,281,962.10	-	85,281,962.10
Huadong technology	濰柴動力華動						
renovation project of	技改項目						
Weichai Power		48,466,441.20	-	48,466,441.20	88,383,474.86	-	88,383,474.86
Project T of Weichai Power	濰柴動力T項目	48,031,306.14	-	48,031,306.14	44,265,997.55	-	44,265,997.55
Weichai Power Information	濰柴動力信息化						
Centre	中心	43,206,003.11	-	43,206,003.11	5,873,170.99	-	5,873,170.99
Zhuzhou Gear technology	株州齒輪技改項目						
renovation project		42,981,132.87	-	42,981,132.87	45,073,505.78	-	45,073,505.78
Project on workshop 3 to 4 in	濰柴動力一號廠						
Factory I of Weichai Power	3-4車間項目	35,494,443.59	-	35,494,443.59	41,896,448.11	-	41,896,448.11
Weichai Power interim testing	濰柴動力中試車間						
workshop project	項目	19,874,666.99	-	19,874,666.99	49,099,876.40	-	49,099,876.40
Phase II of new base of Shaanxi	陝重汽新基地二期						
Zhongqi		10,977,624.67	-	10,977,624.67	81,174,024.18	-	81,174,024.18
Sparkplug technology	火花塞技改						
renovation project		8,634,355.20	(3,738,267.94)	4,896,087.26	6,689,782.32	(3,738,267.94)	2,951,514.38
Overhaul of technological	法士特技術大修						
measures of FAST		6,841,977.68	-	6,841,977.68	6,579,646.43	-	6,579,646.43
Project for combining three	法士特齒輪聯合						
workshops for FAST gear	三車間項目	4,830,369.73	-	4,830,369.73	2,820,546.96	-	2,820,546.96
Project of new heavy-duty	新疆重型卡車						
truck in Xinjiang	新建項目	2,859,160.87	-	2,859,160.87	2,137,533.87	-	2,137,533.87
150,000-tonne casting	金鼎新廠區15萬噸						
project in Jinding new	鑄造項目						
factory area		962,508.00	-	962,508.00	962,508.00	-	962,508.00
Others	其他	1,058,899,118.94	-	1,058,899,118.94	1,091,081,231.74	-	1,091,081,231.74
Prepaid project equipment	預付工程設備款						
monies		629,222,735.18	-	629,222,735.18	572,527,755.52	-	572,527,755.52
Prepaid land premium	預付土地款	11,986,232.58	-	11,986,232.58	11,986,232.58	-	11,986,232.58
		3,062,636,247.03	(3,738,267.94)	3,058,897,979.09	3,424,981,423.55	(3,738,267.94)	3,421,243,155.61



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 18. Construction in progress (continued)

Movement in key construction-in-progress from January to June 2015 is presented as follows:

(Unaudited)	Budget	Opening balance	Increase during the period	Fixed asset transferred in during the period	Other decreases	Closing balance	Source of funding	Actual costs as a percentage of budget (%)
(未經審核)	預算	期初餘額	本期增加	本期轉入 固定資產	其他減少	期末餘額	資金來源	工程投入 佔預算 比例(%)
FAST transmission technology renovation project	2,383,600,000.00	363,289,454.44	32,226,392.21	(192,256,536.62)	–	203,259,310.03	Internal fund 自有資金	96.61%
Weichai Power Testing Centre	942,310,000.00	465,540,981.73	2,314,153.92	(6,551,144.58)	(32,211,776.41)	429,092,214.66	Internal fund 自有資金	98.07%
Renovation for the casting project of Weichai Power	2,965,730,000.00	239,376,224.35	766,634.08	(17,436,121.40)	(72,119,513.13)	150,587,223.90	Internal fund 自有資金	98.22%

Movement in key construction-in-progress in 2014 is presented as follows:

重要在建工程2014年變動如下：

(Audited)	Budget	Opening balance	Increase during the year	Fixed asset transferred in during the year	Other decreases	Closing balance	Source of funding	Actual costs as a percentage of budget (%)
(經審核)	預算	年初餘額	本年增加	本年轉入 固定資產	其他減少	年末餘額	資金來源	工程投入 佔預算 比例(%)
FAST transmission technology renovation project	2,383,600,000.00	525,889,089.70	187,750,078.60	(350,349,713.86)	–	363,289,454.44	Internal fund 自有資金	96.27%
Weichai Power Testing Centre	942,310,000.00	484,177,190.28	1,008,692.01	(19,644,900.56)	–	465,540,981.73	Internal fund 自有資金	98%
Renovation for the casting project of Weichai Power	2,965,730,000.00	179,262,566.81	68,515,299.57	(8,401,642.03)	–	239,376,224.35	Internal fund 自有資金	98%

Provision for impairment of construction-in-progress was made in respect of sparkplug technology renovation project because its recoverable amount was lower than carrying amount. There was no movement in the provision for impairment during the period.

在建工程減值準備系火花塞技改項目，計提原因在於可收回金額低於賬面價值，本期減值準備無變動。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註 (續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 19. Intangible assets

January to June 2015

## 五、合併財務報表主要項目註釋 (續)

## 19. 無形資產

2015年1-6月

(Unaudited) (未經審核)		Opening balance 期初餘額	Addition 購置	Disposals or retirements 處置或報廢	Adjustment of exchange differences 匯兌差額調整	Closing balance 期末餘額
Gross carrying amount	資產原價					
Technology know-how	專有技術	1,174,928,552.78	5,787,835.60	-	(51,424,638.55)	1,129,291,749.83
Trademark rights	商標使用權	4,617,999,346.00	32,100.00	-	(338,868,043.30)	4,279,163,402.70
Licence	特許權	568,578,950.34	26,840,219.80	(41,328,820.80)	(38,623,888.75)	515,466,460.59
Land use rights	土地使用權	1,542,535,567.25	46,604,498.00	(16,878,556.80)	(298,975.13)	1,571,962,533.32
Orders on hand	在手訂單	277,954,012.94	-	-	(21,835,622.26)	256,118,390.68
Customer relationship	客戶關係	5,071,859,706.56	6,915.80	-	(381,921,985.08)	4,689,944,637.28
Software	軟件	216,838,054.81	28,757,656.27	-	(7,144,719.20)	238,450,991.88
Others	其他	1,673,235,406.30	222,518,244.59	(2,953,046.60)	(130,123,187.57)	1,762,677,416.72
		15,143,929,596.98	330,547,470.06	(61,160,424.20)	(970,241,059.84)	14,443,075,583.00
Less: Accumulated amortization	減：累計攤銷					
Technology know-how	專有技術	423,409,858.86	64,847,793.67	-	(744,809.46)	487,512,843.07
Trademark rights	商標使用權	16,788,050.80	1,201,264.28	-	487,743.70	18,477,058.78
Licence	特許權	76,878,530.64	68,330,192.22	(7,199,347.80)	(469,384.00)	137,539,991.06
Land use rights	土地使用權	153,232,082.38	16,384,356.78	(1,585,362.64)	-	168,031,076.52
Orders on hand	在手訂單	55,126,706.40	9,695,951.60	-	(4,395,017.60)	60,427,640.40
Customer relationship	客戶關係	312,945,082.20	218,003,305.50	-	(11,068,705.20)	519,879,682.50
Software	軟件	71,094,045.45	8,469,743.31	-	(976,556.96)	78,587,231.80
Others	其他	191,983,489.34	159,407,234.24	(1,175,686.00)	(24,320,294.56)	325,894,743.02
		1,301,457,846.07	546,339,841.60	(9,960,396.44)	(41,487,024.08)	1,796,350,267.15
Net carrying amount	賬面淨值					
Technology know-how	專有技術	751,518,693.92				641,778,906.76
Trademark rights	商標使用權	4,601,211,295.20				4,260,686,343.92
Licence	特許權	491,700,419.70				377,926,469.53
Land use rights	土地使用權	1,389,303,484.87				1,403,931,456.80
Orders on hand	在手訂單	222,827,306.54				195,690,750.28
Customer relationship	客戶關係	4,758,914,624.36				4,170,064,954.78
Software	軟件	145,744,009.36				159,863,760.08
Others	其他	1,481,251,916.96				1,436,782,673.70
		13,842,471,750.91				12,646,725,315.85

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 19. Intangible assets (Continued)

2014

## 五、合併財務報表主要項目註釋(續)

## 19. 無形資產(續)

2014年

(Audited)		Opening balance	Addition	Business combination not involving entities under common control 非同一控制 下企業合併	Disposals or retirements	Adjustment of exchange differences	Closing balance
(經審核)		年初餘額	購置		處置或報廢	匯兌差額調整	年末餘額
Gross carrying amount	資產原價						
Technology know-how	專有技術	397,946,054.86	24,403.56	884,765,656.20	-	(107,807,561.84)	1,174,928,552.78
Trademark rights	商標使用權	226,203,400.00	559,380.00	4,935,428,783.40	-	(544,192,217.40)	4,617,999,346.00
Licence	特許權	61,396,024.64	59,578,907.20	517,602,641.40	(676,292.30)	(69,322,330.60)	568,578,950.34
Land use rights	土地使用權	1,376,361,556.58	183,647,578.50	-	(12,200,760.00)	(5,272,807.83)	1,542,535,567.25
Orders on hand	在手訂單	312,238,546.98	1,628,213.66	-	-	(35,912,747.70)	277,954,012.94
Customer relationship	客戶關係	415,598,699.70	1,618,327.19	5,293,240,213.80	-	(638,597,534.13)	5,071,859,706.56
Software	軟件	125,687,552.10	27,936,228.92	79,824,251.40	-	(16,609,977.61)	216,838,054.81
Others	其他	9,625,222.83	170,134,731.47	1,689,027,098.40	(18,479,890.80)	(177,071,755.60)	1,673,235,406.30
		2,925,057,057.69	445,127,770.50	13,399,888,644.60	(31,356,943.10)	(1,594,786,932.71)	15,143,929,596.98
Less: Accumulated amortization	減：累計攤銷						
Technology know-how	專有技術	352,052,941.15	78,660,452.74	-	-	(7,303,535.03)	423,409,858.86
Trademark rights	商標使用權	15,562,372.69	1,330,245.61	-	-	(104,567.50)	16,788,050.80
Licence	特許權	6,197,346.24	78,011,769.30	-	-	(7,330,584.90)	76,878,530.64
Land use rights	土地使用權	128,698,867.23	30,030,248.70	-	(965,981.04)	(4,531,052.51)	153,232,082.38
Orders on hand	在手訂單	38,634,332.10	22,855,420.50	-	-	(6,363,046.20)	55,126,706.40
Customer relationship	客戶關係	53,670,487.50	290,068,285.95	-	-	(30,793,691.25)	312,945,082.20
Software	軟件	54,711,074.68	15,879,649.95	-	-	503,320.82	71,094,045.45
Others	其他	2,098,326.61	207,784,698.10	-	-	(17,899,535.37)	191,983,489.34
		651,625,748.20	724,620,770.85		(965,981.04)	(73,822,691.94)	1,301,457,846.07
Net carrying amount	賬面淨值						
Technology know-how	專有技術	45,893,113.71					751,518,693.92
Trademark rights	商標使用權	210,641,027.31					4,601,211,295.20
Licence	特許權	55,198,678.40					491,700,419.70
Land use rights	土地使用權	1,247,662,689.35					1,389,303,484.87
Orders on hand	在手訂單	273,604,214.88					222,827,306.54
Customer relationship	客戶關係	361,928,212.20					4,758,914,624.36
Software	軟件	70,976,477.42					145,744,009.36
Others	其他	7,526,896.22					1,481,251,916.96
		2,273,431,309.49					13,842,471,750.91

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 19. Intangible assets (continued)

2014 (continued)

As at 30 June 2015, intangible assets generated from internal R&D had a balance of intangible assets of RMB85,288,025.19 (31 December 2014: Nil), accounting for 0.6% (31 December 2014: Nil) of the closing carrying amount of intangible assets.

As at 30 June 2015, the title to intangible assets with a carrying amount of RMB44,468,857.75 (31 December 2014: RMB44,940,259.09) was under restriction, namely the pledge of the Group's land use rights to secure its bank borrowings of RMB34,000,000.00.

The trademarks are renewable every 10 years at minimal cost. The management of the Group are of the opinion that the Group has both the intention and ability to renew the trademarks continuously. As a result, the useful life of the trademarks is considered by the management of the Group as indefinite because the trademarks are expected to contribute to the Group's net cash inflows indefinitely. The trademarks will not be amortised until their useful life is determined to be finite. Instead the trademarks will be tested for impairment annually and whenever there is an indication that they may be impaired. Particulars of the impairment testing are disclosed in Note V.21.

As at 30 June 2015, the intangible assets for which the Group had not obtained title certificates had a carrying amount of RMB239,982,611.14, for which the Group was in the process of applying (31 December 2014: RMB226,282,458.14).

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 五、合併財務報表主要項目註釋(續)

## 19. 無形資產(續)

2014年(續)

於2015年6月30日，通過內部研發形成的無形資產餘額為人民幣85,288,025.19元(2014年12月31日：無)，佔無形資產期末賬面價值的比例為0.6%(2014年12月31日：無)。

於2015年6月30日，賬面價值人民幣44,468,857.75元(2014年12月31日：人民幣44,940,259.09元)無形資產所有權受到限制，系本集團以該等土地使用權為抵押，取得銀行借款人民幣34,000,000.00元。

部分商標每十年須按最低成本重續一次。本集團管理層認為，本集團有意且有能力不斷重續該等商標。預計該等商標將可永久為本集團產生現金流入淨額，故此，本集團管理層認為該等商標擁有永久可使用年限。除非該等商標的可使用年限被認為有限，否則不會進行攤銷。相反，商標將會每年及每當有迹象顯示存在減值時進行減值測試。減值測試詳情於附註五、21披露。

於2015年6月30日，本集團尚未辦妥產權證書的無形資產賬面價值為人民幣239,982,611.14元，還在辦理產權證的過程中(2014年12月31日：人民幣226,282,458.14元)。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 20. Expenditure on development

Capitalization of expenditure on development starts when the development stage is reached. Capitalized expenditure on development of the Group is presented as follows:

January to June 2015

(Unaudited)		Opening balance	Increase in internal R&D during the period	Decrease during the period		Closing balance
				Transferred to intangible assets	Other decrease	
(未經審核)		期初餘額	本期增加 內部開發	轉入無形資產	其他減少	期末餘額
HX complete vehicle external flow field analysis and optimization project	HX整車外流場分析及優化項目	3,457,277.33	–	–	–	3,457,277.33
Improvement project on driver's cabin	駕駛室改進項目	8,190,188.69	–	–	–	8,190,188.69
Hydraulics project	液壓項目	400,216,608.00	1,168,770.20	–	(31,448,133.10)	369,937,245.10
Others	其他	121,842,316.74	59,172,947.09	(85,288,025.19)	–	95,727,238.64
		533,706,390.76	60,341,717.29	(85,288,025.19)	(31,448,133.10)	477,311,949.76

2014

2014年

(Audited)		Opening balance	Increase in internal R&D during the year	Decrease during the year		Closing balance
				Transferred to intangible assets	Other decrease	
(經審核)		年初餘額	本年增加 內部開發	轉入無形資產	其他減少	年末餘額
HX complete vehicle external flow field analysis and optimization project	HX整車外流場分析及優化項目	3,457,277.33	–	–	–	3,457,277.33
Improvement project on driver's cabin	駕駛室改進項目	6,190,188.69	2,000,000.00	–	–	8,190,188.69
Hydraulics project	液壓項目	450,057,556.20	54,372,271.30	–	(104,213,219.50)	400,216,608.00
Others	其他	37,713,840.12	96,418,171.02	(12,289,694.40)	–	121,842,316.74
		497,418,862.34	152,790,442.32	(12,289,694.40)	(104,213,219.50)	533,706,390.76

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註 (續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 21. Goodwill

January to June 2015

## 五、合併財務報表主要項目註釋 (續)

## 21. 商譽

2015年1-6月

(Unaudited)		Opening balance	Increase during the period	Decrease during the period Adjustment of exchange differences 本期減少 匯兌差額調整	Closing balance
(未經審核)		期初餘額	本期增加		期末餘額
Merger with TAGC	合併湘火炬	537,908,504.02	–	–	537,908,504.02
Merger with KION GROUP AG	合併KION GROUP AG	6,445,375,994.17	–	(477,835,204.32)	5,967,540,789.85
Merger with Linde Hydraulics GmbH & Co. KG	合併林德液壓合夥企業	790,769,978.99	–	(62,121,623.57)	728,648,355.42
		7,774,054,477.18	–	(539,956,827.89)	7,234,097,649.29

2014		Opening balance	Increase during the year Business combination not involving entities under common control 本年增加 非同一控制下企業合併	Decrease during the year Adjustment of exchange differences 本年減少 匯兌差額調整	Closing balance
(Audited)		年初餘額			年末餘額
Merger with TAGC	合併湘火炬	537,908,504.02	–	–	537,908,504.02
Merger with KION GROUP AG	合併KION GROUP AG	–	7,234,678,778.09	(789,302,783.92)	6,445,375,994.17
Merger with Linde Hydraulics GmbH & Co. KG	合併林德液壓合夥企業	892,941,329.49	–	(102,171,350.50)	790,769,978.99
		1,430,849,833.51	7,234,678,778.09	(891,474,134.42)	7,774,054,477.18

Balance as at 30 June 2015 represented goodwill arising from merger with TAGC, merger with Linde Hydraulics GmbH & Co. KG, and merger with KION Group AG. Goodwill is tested for impairment based on asset groups formed by the merger with assets from TAGC, Linde Hydraulics GmbH & Co. KG and KION Group AG on an annual basis.

2015年6月30日餘額為合併湘火炬、林德液壓合夥企業和KION GROUP AG而產生的商譽。本集團每年度以合併湘火炬、林德液壓合夥企業和KION GROUP AG資產模塊作為資產組組合進行商譽減值測試。



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 21. Goodwill (continued)

*Mergers with TAGC and Linde Hydraulics GmbH & Co. KG*

The goodwill and trademark acquired through the mergers with TAGC and Linde Hydraulics GmbH & Co. KG using asset segments as asset groups are as follows:

- asset group unit A: manufacture and sale of diesel engines and related parts
- asset group unit B: major automobile components other than automotive and diesel engines
- asset group unit C: manufacture of hydraulic pumps, hydraulic motors, hydraulic valves, gears and other components

Asset group unit A, B and C

The carrying amount of goodwill and trademark are allocated to the asset groups as follows:

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 五、合併財務報表主要項目註釋(續)

## 21. 商譽(續)

*合併湘火炬、林德液壓合夥企業*

本集團合併湘火炬、林德液壓合夥企業取得的商譽及商標以資產模塊作為資產組組合如下：

- 資產組組合A：生產及銷售柴油機及相關零部件
- 資產組組合B：汽車及柴油機外的主要汽車零部件
- 資產組組合C：生產液壓泵、液壓馬達、液壓閥門、齒輪及其它零部件

資產組組合A、B及C

商譽及商標的賬面金額分配至資產組的情況如下：

		Carrying amount of goodwill 商譽的賬面金額		Carrying amount of trademark 商標的賬面金額	
		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)	30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Asset group unit A	資產組組合A	–	–	116,422,784.00	116,422,784.00
Asset group unit B	資產組組合B	537,908,504.02	537,908,504.02	94,677,346.72	94,677,740.80
Asset group unit C	資產組組合C	728,648,355.42	790,769,978.99	–	–
Total	合計	1,266,556,859.44	1,328,678,483.01	211,100,130.72	211,100,524.80

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 21. Goodwill (continued)

Mergers with TAGC and Linde Hydraulics GmbH & Co. KG  
(continued)

As at 30 June 2015, the management considers that there was no risk of impairment for goodwill and trademarks.

KION GROUP AG

The goodwill and trademark acquired through the mergers with TAGC and Linde Hydraulics GmbH & Co. KG are tested for impairment using asset segments as asset groups and have been allocated to the following asset groups/units:

- asset group unit D: forklift trucks production and warehousing technology services

## 財務報表附註 (續)

2015年6月30日(人民幣元)

## 五、合併財務報表主要項目註釋 (續)

## 21. 商譽(續)

合併湘火炬、林德液壓合夥企業  
(續)

於2015年6月30日，管理層認為該等商譽和商標無減值風險。

KION GROUP AG

本集團合併KION GROUP AG取得的商譽及商標以資產模塊作為資產組組合於每年度進行減值測試，並已經分配至下列資產組合：

- 資產組組合D：叉車生產及倉庫技術服務。

Carrying amount of goodwill 商譽的賬面金額		Carrying amount of trademark 商標的賬面金額	
30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)	30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Asset group unit D 資產組組合D	5,967,540,789.85	6,445,375,994.17	4,049,586,213.20
			4,390,110,770.40

Regarding the goodwill and trademarks arising from the merger with KION GROUP AG, asset appraisal and apportionment of costs of business combination were completed in 2015. Adjustments have been made to the temporary values of identifiable assets and liabilities as at the date of combination based on the appraised value. On 30 June 2015, the management considered that no risk of impairment existed.

對於合併KION GROUP AG形成的商譽和商標，已經於2015年完成資產評估工作及企業合併成本分攤，並根據評估值對合併日可辨認資產、負債的暫時性價值進行了調整，於2015年6月30日，管理層認為不存在減值風險。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 22. Long-term prepaid expenses

January to June 2015

## 五、合併財務報表主要項目註釋(續)

## 22. 長期待攤費用

2015年1-6月

		Opening balance	Increase during the period	Amortization during the period	Other decrease	Closing balance
(Unaudited)		期初餘額	本期增加	本期攤銷	其他減少	期末餘額
Industrial mould fee	工裝模具費	71,610,046.80	105,551,933.69	(16,173,231.54)	(4,679,620.09)	156,309,128.86
Industrial equipment fee	工位器具費	52,107,937.89	7,577,309.56	(9,623,653.37)	-	50,061,594.08
Expenditure on improvement of fixed assets leased in	租入固定資產改良支出	45,067,155.01	17,539,691.34	(11,899,666.80)	-	50,707,179.55
		168,785,139.70	130,668,934.59	(37,696,551.71)	(4,679,620.09)	257,077,902.49

2014

2014年

		Opening balance	Increase during the year	Amortization during the year	Other decrease	Closing balance
(Audited)		年初餘額	本年增加	本年攤銷	其他減少	年末餘額
Industrial mould fee	工裝模具費	75,827,737.35	25,395,913.70	(29,613,604.25)	-	71,610,046.80
Industrial equipment fee	工位器具費	44,376,961.19	25,606,232.82	(17,875,256.12)	-	52,107,937.89
Expenditure on improvement of fixed assets leased in	租入固定資產改良支出	38,574,449.88	25,183,901.37	(18,691,196.24)	-	45,067,155.01
		158,779,148.42	76,186,047.89	(66,180,056.61)	-	168,785,139.70

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 23. Other non-current assets

## 五、合併財務報表主要項目註釋(續)

## 23. 其他非流動資產

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Scheme assets under defined benefit scheme	設定受益計劃之計劃資產	173,087,130.50	161,242,261.20
Others	其他	31,104,780.85	11,322,517.80
		204,191,911.35	172,564,779.00

## 24. Short-term loans

## 24. 短期借款

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Mortgage loans	抵押借款	34,000,000.00	34,000,000.00
Pledge loans	質押借款	1,454,550,187.20	1,476,231,166.80
Credit loans	信用借款	2,673,157,602.95	1,255,633,235.55
		4,161,707,790.15	2,765,864,402.35

As at 30 June 2015, the above loans carried interest at rates ranging from 1.09% to 7.8% (31 December 2014: 1.73% to 7.8%) per annum.

於2015年6月30日，上述借款的年利率為1.09%~7.8%(2014年12月31日：1.73%~7.8%)。

## 25. Financial liabilities at fair value through profit or loss for the current period

## 25. 以公允價值計量且其變動計入當期損益的金融負債

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Forward contracts	遠期合同	124,022,304.70	76,807,591.20

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 26. Notes payable

## 五、合併財務報表主要項目註釋(續)

## 26. 應付票據

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Bank acceptance bills	銀行承兌匯票	6,264,433,180.64	10,387,172,130.11
Commercial acceptance bills	商業承兌匯票	379,591,095.36	480,511,714.40
Total	合計	6,644,024,276.00	10,867,683,844.51

As at 30 June 2015, the Group had no notes payable which were due and outstanding (31 December 2014: Nil).

於2015年6月30日，本集團無到期未付的應付票據(2014年12月31日：無)。

## 27. Accounts Payable

Accounts payable are non-interest bearing, and are generally settled within three to four months.

## 27. 應付賬款

應付賬款不計息，並通常在3-4個月內清償。

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Accounts payable	應付賬款	15,173,542,800.94	15,922,080,225.78

As at 30 June 2015, the aging analysis of accounts payable based on the invoice date is presented as follows:

於2015年6月30日，應付賬款基於發票日期的賬齡分析如下：

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Within 1 year	1年以內	14,383,633,488.60	15,258,565,628.90
Over 1 year	1年以上	789,909,312.34	663,514,596.88
Total	合計	15,173,542,800.94	15,922,080,225.78

As at 30 June 2015, there were no payables which were individually significant and aged over one year (31 December 2014: nil).

於2015年6月30日，無賬齡一年以上的單項金額重大的應付款項(2014年12月31日：無)。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 28. Advances from customers

## 五、合併財務報表主要項目註釋(續)

## 28. 預收款項

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Advances from customers	預收款項	1,411,293,211.37	1,479,206,814.82

As at 30 June 2015, there was no individually significant advances from customers which aged over one year (31 December 2014: nil).

於2015年6月30日，無賬齡一年以上的單項金額重大的預收款項(2014年12月31日：無)。

## 29. Payroll payable

January to June 2015

## 29. 應付職工薪酬

2015年1-6月

(Unaudited) (未經審核)		Opening balance 期初餘額	Increase during the period 本期增加	Decrease during the period 本期減少	Closing balance 期末餘額
Short-term remuneration	短期薪酬	2,508,586,938.87	5,173,902,547.10	5,364,159,623.83	2,318,329,862.14
Post-employment benefits (defined contribution plan)	離職後福利 (設定提存計劃)	322,162,328.33	1,194,598,293.88	1,222,441,228.65	294,319,393.56
Severance benefits	辭退福利				
Portion due within 1 year	一年內支付的部分	201,584,718.65	33,224,407.42	96,600,301.90	138,208,824.17
Other long-term payroll due within 1 year	一年內到期的其他 長期職工薪酬	82,690,059.60	252,804,813.94	217,346,333.34	118,148,540.20
		3,115,024,045.45	6,654,530,062.34	6,900,547,487.72	2,869,006,620.07



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 29. Payroll payable (continued)

2014

(Audited)		Opening balance	Business combination not involving entities under common control 非同—控制下的 企業合併	Increase during the year	Decrease during the year	Closing balance
(經審核)		年初餘額		本年增加	本年減少	年末餘額
Short-term remuneration	短期薪酬	1,075,396,894.99	1,380,760,597.20	8,240,839,495.08	8,188,410,048.40	2,508,586,938.87
Post-employment benefits (defined contribution plan)	離職後福利 (設定提存計劃)	40,260,654.82	292,501,442.40	1,694,621,958.52	1,705,221,727.41	322,162,328.33
Severance benefits	辭退福利一年內					
Portion due within 1 year	支付的部分	59,656,201.78	156,634,841.40	18,588,866.30	33,295,190.83	201,584,718.65
Other long-term payroll due within 1 year	一年內到期的其他 長期職工薪酬	–	99,920,923.80	273,913,452.62	291,144,316.82	82,690,059.60
		1,175,313,751.59	1,929,817,804.80	10,227,963,772.52	10,218,071,283.46	3,115,024,045.45

Short-term remuneration is presented as follows:

短期薪酬如下：

January to June 2015

2015年1-6月

(Unaudited)		Opening balance	Increase during the period	Decrease during the period	Closing balance
(未經審核)		期初餘額	本期增加	本期減少	期末餘額
Salaries, bonuses, allowances and subsidies	工資、獎金、津貼和補貼	2,048,477,621.20	4,646,147,190.29	4,846,634,182.58	1,847,990,628.91
Staff welfare	職工福利費	19,981,723.00	121,385,153.48	122,660,071.46	18,706,805.02
Social security	社會保險費	8,169,937.38	108,700,148.93	108,030,998.52	8,839,087.79
Incl: Medical insurance	其中：醫療保險費	3,797,634.08	71,187,783.10	70,962,276.37	4,023,140.81
Work injury insurance	工傷保險費	448,766.83	7,959,285.69	7,844,319.19	563,733.33
Maternity insurance	生育保險費	421,484.06	7,166,183.80	6,965,206.60	622,461.26
Supplementary medical insurance	補充醫療保險	3,502,052.41	22,386,896.34	22,259,196.36	3,629,752.39
Housing funds	住房公積金	13,771,309.97	114,464,849.74	110,670,102.05	17,566,057.66
Labor union operating funds and employee education costs	工會經費和職工教育經費	286,743,090.75	44,363,571.38	18,278,692.28	312,827,969.85
Other short-term remuneration	其他短期薪酬	131,443,256.57	138,841,633.28	157,885,576.94	112,399,312.91
		2,508,586,938.87	5,173,902,547.10	5,364,159,623.83	2,318,329,862.14

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 29. Payroll payable (continued)

Post-employment benefits is presented as follows:

2014

(Audited)		Opening balance	Business combination not involving entities under common control 非同一控制下的企業合併	Increase during the year	Decrease during the year	Closing balance
(經審核)		期初餘額		本年增加	本年減少	期末餘額
Salaries, bonuses, allowances and subsidies	工資、獎金、津貼和補貼	792,478,825.67	1,190,261,939.40	7,262,039,905.17	7,196,303,049.04	2,048,477,621.20
Staff welfare	職工福利費	15,449,823.84	—	287,094,588.77	282,562,689.61	19,981,723.00
Social security	社會保險費	5,593,719.12	—	230,104,423.79	227,528,205.53	8,169,937.38
Incl: Medical insurance	其中：醫療保險費	2,290,806.87	—	153,257,426.72	151,750,599.51	3,797,634.08
Work injury insurance	工傷保險費	410,144.18	—	19,290,268.20	19,251,645.55	448,766.83
Maternity insurance	生育保險費	381,691.53	—	14,155,167.77	14,115,375.24	421,484.06
Supplementary medical insurance	補充醫療保險	2,511,076.54	—	43,401,561.10	42,410,585.23	3,502,052.41
Housing funds	住房公積金	8,909,297.68	—	215,170,228.56	210,308,216.27	13,771,309.97
Labor union operating funds and employee education costs	工會經費和職工教育經費	251,933,839.78	—	103,038,503.66	68,229,252.69	286,743,090.75
Other short-term remuneration	其他短期薪酬	1,031,388.90	190,498,657.80	143,391,845.13	203,478,635.26	131,443,256.57
		1,075,396,894.99	1,380,760,597.20	8,240,839,495.08	8,188,410,048.40	2,508,586,938.87

## 五、合併財務報表主要項目註釋(續)

## 29. 應付職工薪酬(續)

短期薪酬如下(續)：

2014年

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 29. Payroll payable (continued)

Post-employment benefits (Defined contribution plan) is presented as follows:

January to June 2015

(Unaudited) (未經審核)		Opening balance 期初餘額	Increase during the period 本期增加	Decrease during the period 本期減少	Closing balance 期末餘額
Basic pension insurance	基本養老保險	292,500,414.92	1,141,341,329.27	1,169,509,215.18	264,332,529.01
Unemployment insurance	失業保險費	1,465,626.36	12,132,693.61	12,417,932.31	1,180,387.66
Contribution to pension fund	企業年金繳費	28,196,287.05	41,124,271.00	40,514,081.16	28,806,476.89
		322,162,328.33	1,194,598,293.88	1,222,441,228.65	294,319,393.56

2014

2014年

(Audited) (經審核)		Opening balance 年初餘額	Business combination not involving entities under common control 非同一控制下的 企業合併	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末餘額
Basic pension insurance	基本養老保險	13,058,311.03	292,501,442.40	1,567,319,362.34	1,580,378,700.85	292,500,414.92
Unemployment insurance	失業保險費	863,276.19	–	29,955,360.93	29,353,010.76	1,465,626.36
Contribution to pension fund	企業年金繳費	26,339,067.60	–	97,347,235.25	95,490,015.80	28,196,287.05
		40,260,654.82	292,501,442.40	1,694,621,958.52	1,705,221,727.41	322,162,328.33

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註 (續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 30. Taxes payable

## 五、合併財務報表主要項目註釋 (續)

## 30. 應交稅費

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Value-added tax	增值稅	416,836,510.49	545,414,543.50
Corporate income tax	企業所得稅	569,099,991.26	455,432,779.23
Individual income tax	個人所得稅	157,626,147.06	149,201,869.63
Property tax	房產稅	22,171,071.85	15,392,620.75
Stamp duty	印花稅	6,300,355.69	18,890,203.06
Land use tax	土地使用稅	14,673,618.49	12,223,211.16
City construction tax	城建稅	3,354,355.35	20,111,485.28
Business tax	營業稅	573,810.85	2,171,607.95
Other taxes	其他稅項	15,244,184.45	31,118,556.87
		1,205,880,045.49	1,249,956,877.43

## 31. Interests payable

## 31. 應付利息

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Interests on medium-term notes	中期票據利息	161,600,436.01	147,464,676.86
Interests on borrowings	借款利息	38,387,931.72	39,497,318.39
Others	其他	10,208,671.40	9,349,322.41
		210,197,039.13	196,311,317.66

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 32. Dividends payable

## 五、合併財務報表主要項目註釋(續)

## 32. 應付股利

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Dividends payable to minority shareholders of subsidiaries	應付子公司少數股東股利	11,325,057.30	34,772,276.45
Ordinary share dividends payable	應付普通股股利	280,433,390.13	—
		291,758,447.43	34,772,276.45

## 33. Other payables

## 33. 其他應付款

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Sales discount	銷售折讓	1,158,374,133.99	1,330,329,343.94
Guarantees and deposits	保證金及押金	796,573,614.45	1,008,489,479.46
Payables for purchase of construction and fixed assets	應付工程款及固定資產採購款	531,870,500.90	618,008,074.25
Repair and maintenance expenses	修理維護費	313,560,667.35	226,867,556.88
After-sales expenses	三包費	71,732,174.01	44,894,445.90
Technology development expenses	技術開發費	45,653,356.93	91,959,776.93
Land facility fee and land premiums	土地配套費及土地款	30,215,979.33	30,752,179.33
Others	其他	815,730,967.89	884,518,828.82
		3,763,711,394.85	4,235,819,685.51

As at 30 June 2015 and 31 December 2014, there were no other payables that are individually significant with an age of more than one year.

於2015年6月30日及2014年12月31日，無賬齡一年以上的單項金額重大的其他應付款。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註 (續)

2015年6月30日 (人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 34. Non-current liabilities due within one year

## 五、合併財務報表主要項目註釋 (續)

## 34. 一年內到期的非流動負債

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Long-term borrowings due within one year	一年內到期的長期借款	2,441,470,392.32	2,745,527,321.20
Long-term payable due within one year	一年內到期的長期應付款	2,237,203,544.70	2,888,597,664.00
Medium-term notes due within one year	一年內到期的中期票據	799,188,664.74	— (Note 註)
		5,477,862,601.76	5,634,124,985.20
Long term borrowings due within one year include:	其中，一年內到期的長期借款：		
Credit loans	信用借款	75,568,900.00	149,112,000.00
Guaranteed loans	擔保借款	2,365,901,492.32	2,596,415,321.20

Note: As at 30 June 2015, balance of medium-term notes due within one year are listed as follows:

註：於2015年6月30日，一年內到期的中期票據餘額列示如下：

		Face value 面值	Issuing date 發行日期	Bond period 債券期限	Issued amount 發行金額	At the beginning of period 期初餘額	Accrued interest this period 本期計提利息	Amortisation 折溢價攤銷	Repaid this period 本期償還	At the end of period 期末餘額	Note 註
Medium-term note	中期票據	400,000,000.00	2013-3-21	3年	398,800,000.00	399,417,545.31	10,360,000.00	173,401.30	-	399,590,946.61	(1)
Medium-term note	中期票據	400,000,000.00	2013-5-21	3年	398,800,000.00	399,420,514.97	10,060,000.00	177,203.16	-	399,597,718.13	(1)
Total	合計	800,000,000.00				798,838,060.28	20,420,000.00	350,604.46	-	799,188,664.74	

(1) Shaanxi Heavy-duty Motor Co., Ltd., a subsidiary of the Company, registered at the National Association of Financial Market Institutional Investors in February 2013 for issuing medium-term notes in a registered amount of RMB1.4 billion to be issued in two tranches. The handling fee was 0.3%. The first tranche, in an aggregate amount of RMB0.4 billion, was issued on 21 March 2013. Its maturity period was 3 years, with a coupon rate of 5.18%. Interest was payable every 12 months. The second tranche of RMB0.4 billion was issued on 21 May 2013 with a maturity period of 3 years. The coupon rate was 5.03% with interest payable every 12 months.

(1) 本公司之子公司陝西重型汽車有限公司於2013年2月在中國銀行間市場交易商協會註冊發行中期票據，註冊金額為人民幣14億元，手續費率為千分之三，分兩次發行。第一次於2013年3月21日發行，金額為人民幣4億元，債券期限為3年，票面利率為5.18%，付息頻率為12個月。第二次於2013年5月21日發行，金額為人民幣4億元，債券期限為3年，票面利率為5.03%，付息頻率為12個月。



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 35. Other current liabilities

## 五、合併財務報表主要項目註釋(續)

## 35. 其他流動負債

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Product quality assurance deposit	產品質量保證金	1,044,402,428.11	1,131,513,641.97
Deferred income (portion due within one year)	遞延收益(一年內到期部分)	555,867,069.00	634,648,786.80
Others	其他	424,373,896.65	716,202,500.36
		2,024,643,393.76	2,482,364,929.13

## 36. Long-term borrowings

## 36. 長期借款

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Guaranteed loans	擔保借款	5,077,565,128.40	5,493,684,669.00
Credit loans	信用借款	279,343,873.80	301,987,115.20
Pledge loans	質押借款	1,360,240,200.00	1,476,208,800.00
		6,717,149,202.20	7,271,880,584.20

As at 30 June 2015, the above loans carried interest at rates ranging from 1.730% to 5.535% (31 December 2014: 1.730% to 5.535%) per annum.

於2015年6月30日，上述借款的年利率為1.730%~5.535%(2014年12月31日：1.730%~5.535%)。

As at 30 June 2015, long-term borrowings include an amount of EUR1,018,000,000.00 (31 December 2014: EUR1,038,000,000.00) which was provided by the Company to Weichai Power (Hong Kong) International Development Co., Ltd. as a guarantee for its special borrowings from a bank for overseas acquisition, to invest in KION Group AG and Linde Hydraulics GmbH & Co. KG. Among others, EUR308,000,000.00 will be due within one year and has been re-classified as non-current liabilities due within one year.

於2015年6月30日，長期借款中歐元1,018,000,000.00元(2014年12月31日：歐元1,038,000,000.00元)為由本公司提供擔保給濰柴動力(香港)國際發展有限公司向銀行借入的境外收購股權專項借款，用於投資KION GROUP AG和林德液壓合夥企業，其中歐元308,000,000.00元將在一年內到期，已重分類至一年內到期的非流動負債。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 36. Long-term borrowings (Continued)

In addition, among the long-term borrowings, RMB200,000,000.00 (31 December 2014: RMB200,000,000.00) represented the financial guarantee in respect of the loan business of Shaanxi Heavy-duty Motor Company Limited, a subsidiary of the Company, granted to the Export-Import Bank of China from the Xi'an branch of the Bank of East Asia (China) Limited, which will mature in September 2016.

## 37. Bonds payable

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 五、合併財務報表主要項目註釋(續)

## 36. 長期借款(續)

此外，長期借款中人民幣200,000,000.00元(2014年12月31日：人民幣200,000,000.00元)為東亞銀行(中國)有限公司西安分行為本公司之子公司陝西重型汽車有限公司的貸款業務開立融資性保函給中國進出口銀行，該借款將於2016年9月到期。

## 37. 應付債券

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Medium-term notes	中期票據	4,726,183,850.47	5,834,582,252.32

As at 30 June 2015, balance of bonds payable are listed as follows:

於2015年6月30日，應付債券餘額列示如下：

		Face value 面值	Issuing date 發行日期	Bond period 債券期限	Issued amount 發行金額	At the beginning of period 期初餘額	Accrued interest this period 本期計提利息	Amortisation 折溢價攤銷	Repaid this period 本期償還	At the end of period 期末餘額	Note 註
Medium-term note	中期票據	1,400,000,000.00	2011-7-28	5年	1,397,340,000.00	1,398,219,228.23	39,550,000.00	1,364,664.48	-	1,399,583,892.71	(1)
Medium-term note	中期票據	3,303,755,294.40	2013-2-6	7年	3,298,672,593.95	3,637,524,963.81	105,037,170.40	(310,925,006.05)	-	3,326,599,957.76	(3)
Total	合計	4,703,755,294.40				5,035,744,192.04	144,587,170.40	(309,560,341.57)	-	4,726,183,850.47	

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註 (續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 37. Bonds payable (Continued)

As at 31 December 2014, balance of bonds payable are listed as follows:

## 五、合併財務報表主要項目註釋 (續)

## 37. 應付債券 (續)

於2014年12月31日，應付債券餘額列示如下：

		Face value	Issuing date	Bond period	Issued amount	At the beginning of year	Business combination not involving entities under common control	Accrued interest this year	Amortisation	Repaid this year	At the end of year	Note
		面值	發行日期	債券期限	發行金額	年初餘額	非同一控制下企業合併	本年計提利息	折溢價攤銷	本年償還	年末餘額	註
Medium-term note	中期票據	1,400,000,000.00	2011-7-28	5 years	1,397,340,000.00	1,398,448,333.33	-	79,100,000.00	(229,105.10)	-	1,398,219,228.23	(1)
Medium-term note	中期票據	1,300,000,000.00	2009-8-24	5 years	1,280,500,000.00	1,297,272,414.74	-	42,900,000.00	2,727,585.26	(1,300,000,000.00)	-	(1)
Medium-term note	中期票據	400,000,000.00	2013-3-21	3 years	398,800,000.00	399,084,673.00	-	20,720,000.00	332,872.31	-	399,417,545.31	(2)
Medium-term note	中期票據	400,000,000.00	2013-5-21	3 years	398,800,000.00	399,053,416.69	-	20,120,000.00	367,098.28	-	399,420,514.97	(2)
Medium-term note	中期票據	3,303,755,294.40	2013-2-6	7 years	3,298,672,593.95	-	4,130,319,486.60	123,745,194.70	(492,794,522.79)	-	3,637,524,963.81	(3)
Total	合計	6,803,755,294.40				3,493,858,837.76	4,130,319,486.60	286,585,194.70	(489,596,072.04)	(1,300,000,000.00)	5,834,582,252.32	

(1) The Company registered at the National Association of Financial Market Institutional Investors in August 2009 for issuing medium-term notes in a registered amount of RMB2.7 billion to be issued in two tranches. The handling fee was 0.3%. The first tranche, in an aggregate amount of RMB1.3 billion, was issued on 24 August 2009. Its maturity period was 5 years, with a coupon rate of 4.95%. Interest was payable every 12 months. This tranche was due in 2014 and has been repaid. The second tranche of RMB1.4 billion was issued on 28 July 2011 with a maturity period of 5 years. The coupon rate was 5.65% with interest payable every 12 months.

(2) Shaanxi Heavy-duty Motor Co., Ltd., a subsidiary of the Company, registered at the National Association of Financial Market Institutional Investors in February 2013 for issuing medium-term notes in a registered amount of RMB1.4 billion to be issued in two tranches. The handling fee was 0.3%. The first tranche, in an aggregate amount of RMB0.4 billion, was issued on 21 March 2013. Its maturity period was 3 years, with a coupon rate of 5.18%. Interest was payable every 12 months. The second tranche of RMB0.4 billion was issued on 21 May 2013 with a maturity period of 3 years. The coupon rate was 5.03% with interest payable every 12 months. The two tranches will mature on 21 March 2016 and 21 May 2016 respectively.

(3) Kion Group AG, a subsidiary of the Company, issued medium-term notes in a registered amount of EUR450 million in Europe in February 2013. Its maturity period was 7 years, with a coupon rate of 6.75%. The interest was payable every 6 months.

(1) 本公司於2009年8月在中國銀行間市場交易商協會註冊發行中期票據，註冊金額為人民幣27億元，手續費率為千分之三，分兩次發行。第一次於2009年8月24日發行，金額為人民幣13億元，債券期限為5年，票面利率為4.95%，付息頻率為12個月，該筆債券已於2014年到期並已償還。第二次於2011年7月28日發行，金額為人民幣14億元，債券期限為5年，票面利率為5.65%，付息頻率為12個月。

(2) 本公司之子公司陝西重型汽車有限公司於2013年2月在中國銀行間市場交易商協會註冊發行中期票據，註冊金額為人民幣14億元，手續費率為千分之三，分兩次發行。第一次於2013年3月21日發行，金額為人民幣4億元，債券期限為3年，票面利率為5.18%，付息頻率為12個月。第二次於2013年5月21日發行，金額為人民幣4億元，債券期限為3年，票面利率為5.03%，付息頻率為12個月。該兩筆債券將分別於2016年3月21日和2016年5月21日到期。

(3) 本公司之子公司KION GROUP AG，於2013年2月在歐洲發行註冊資金為4.5億歐元的中期票據，票面利率為6.75%，債券期限為7年，付息頻率為6個月。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 38. Long-term payables

## 五、合併財務報表主要項目註釋(續)

## 38. 長期應付款

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Government grants for national debt projects	國債項目政府撥款	5,500,000.00	5,500,000.00
Rental payable for sale and leaseback	應付售後租回租賃款	3,825,153,450.10	3,442,198,330.80
Finance lease	融資租賃	2,058,593,014.60	1,727,067,373.20
Other financial liabilities	其他金融負債	6,622,583.60	10,840,442.40
		5,895,869,048.30	5,185,606,146.40

## 39. Long-term payroll payable

## 39. 長期應付職工薪酬

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Defined benefit obligations	設定受益義務	5,935,434,142.75	6,610,683,877.97
Long-term severance benefits	長期辭退福利	119,455,512.65	87,816,669.37
Cash-settled share-based payments	以現金結算的股份支付	62,330,602.70	57,452,853.60
Other long-term payroll payable	其他長期職工薪酬	239,041,749.72	318,030,510.26
		6,356,262,007.82	7,073,983,911.20

## Defined benefit obligations

The Group operates defined benefit schemes for its staff in some overseas subsidiaries who meet conditions. The scheme requires that contribution be made to an independently administered fund. Under the scheme, staff are entitled to enjoy retirement benefit provided for under defined benefit of the plans.

## 設定受益義務

本集團部分境外子公司為符合條件的員工運作若干設定受益計劃，該計劃要求向獨立管理的基金繳存費用。在該計劃下，員工有權享受設定受益計劃約定的退休福利。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 39. Long-term payroll payable (Continued)

## Defined benefit obligations (Continued)

The Group's defined benefit scheme is one requiring contribution prior to termination of service. The scheme requires that contribution be made to an independently administered fund. The scheme is administered by an independent trustee in the legal form of a fund. The assets held under the fund is held separately with assets of the Group. The trustee is responsible for the investment strategies of the scheme.

The trustee assesses the level of capital of the scheme. The assessment includes asset-liabilities matching strategies and investment risk management strategies. The trustee determines the amount to be deployed based on the result of its annual assessment.

The scheme is exposed to interest rate risk, risk of change of anticipated age of beneficiaries of the pension, and risks of the securities market.

The latest actuarial valuation of the assets under the scheme and the present value of the defined benefit obligations are determined by using the projected unit credit method.

The following table sets out the key actuarial assumptions used as at the balance sheet date:

		30 June 2015 2015年6月30日	31 December 2014 2014年12月31日
Discount rate (%)	折現率(%)	2.40%-3.65%	2.95%-4.40%
Expected growth rate of future pension expenses (%)	預期未來退休金費用增長率(%)	0.48%-3.53%	0.48%-3.53%
Expected rate of salary increment (%)	預期薪金增長率(%)	2.14%-4.16%	2.44%-4.16%

The actuarial valuation illustrates that the market value of assets under the scheme is RMB4,510,783,723.82.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 五、合併財務報表主要項目註釋(續)

## 39. 長期應付職工薪酬(續)

## 設定受益義務(續)

本集團的設定受益計劃是離職前薪水退休金計劃，該計劃要求向獨立管理的基金繳存費用。該計劃以基金為法律形式，並由獨立受托人進行管理，其持有的資產與本集團的資產單獨分開。受托人負責確定該計劃的投資策略。

受托人審核計劃的資金水平。該審核包括資產－負債匹配策略和投資風險管理策略。受托人根據年度審核的結果決定應繳存額。

該計劃受利率風險、退休金受益人的預期壽命變動風險和證券市場風險的影響。

該計劃資產的最近精算估值和設定受益義務的現值使用預期累積福利單位法確定。

下表為資產負債表日所使用的主要精算假設：

		30 June 2015 2015年6月30日	31 December 2014 2014年12月31日
Discount rate (%)	折現率(%)	2.40%-3.65%	2.95%-4.40%
Expected growth rate of future pension expenses (%)	預期未來退休金費用增長率(%)	0.48%-3.53%	0.48%-3.53%
Expected rate of salary increment (%)	預期薪金增長率(%)	2.14%-4.16%	2.44%-4.16%

精算估值顯示計劃資產的市值為人民幣4,510,783,723.82元。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 39. Long-term payroll payable (Continued)

Defined benefit obligations (Continued)

Scheme recognized in the income statement is set out below:

## 五、合併財務報表主要項目註釋(續)

## 39. 長期應付職工薪酬(續)

設定受益義務(續)

在利潤表中確認的有關計劃如下：

		January-June 2015 2015年1-6月 (Unaudited) (未經審核)	2014 2014年 (Audited) (經審核)
Current cost of service	當期服務成本	134,826,713.22	115,466,971.29
Historical cost of service	過去服務成本	—	19,384,560.00
Interest expenses	利息費用	63,046,047.82	95,881,939.77
Net amount of the cost of post-employment benefit	離職後福利成本淨額	197,872,761.04	230,733,471.06
Credited to cost of sales	計入營業成本	81,097,766.46	87,224,182.74
Credited to distribution and selling expenses	計入銷售費用	21,667,664.60	21,091,892.40
Credited to general and administrative expenses	計入管理費用	32,061,282.16	26,535,456.15
Credited to financial expenses	計入財務費用	63,046,047.82	95,881,939.77
		197,872,761.04	230,733,471.06

The change in present value of defined benefit scheme obligations are as follows:

設定受益計劃義務現值變動如下：

		January-June 2015 2015年1-6月 (Unaudited) (未經審核)	2014 2014年 (Audited) (經審核)
Opening balance	期初餘額	10,997,112,057.69	661,899,026.85
Business combinations not involving entities under common control	非同一控制下的企業合併	—	9,187,804,281.60
Cost of services	服務成本	134,826,713.22	134,851,531.29
Interest expenses	利息費用	131,353,539.09	186,752,507.36
Benefits paid	已支付的福利	(132,642,765.14)	(138,612,473.26)
Actuarial gains/(losses)	精算利得/(損失)	(308,526,377.20)	1,301,249,554.94
Contribution from employers	僱主繳存	—	176,905.88
Exchange differences of overseas benefit schemes	境外福利計劃匯兌差額	(863,915,517.49)	35,599,244.23
Others	其他	314,923,085.90	(372,608,521.20)
Closing balance	期末餘額	10,273,130,736.07	10,997,112,057.69



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 39. Long-term payroll payable (Continued)

Defined benefit obligations (Continued)

The change in defined benefit obligations and the change in fair value of assets under the scheme are as follows:

January to June 2015

(Unaudited) (未經審核)		Present value of defined benefit scheme obligations 設定受益計劃 義務現值	Fair value of assets under the scheme 計劃資產 公允價值	Net liabilities/ (Net assets) 淨負債/(淨資產)
Defined benefit scheme	設定受益計劃			
Opening balance	期初餘額	10,997,112,057.69	(4,547,670,440.92)	6,449,441,616.77
Taken to profit or loss in the current period	計入當期損益			
Cost of services	服務成本	134,826,713.22	–	134,826,713.22
Net interest	利息淨額	131,353,539.09	(68,307,491.27)	63,046,047.82
Credited to other comprehensive income	計入其他綜合收益			
Actuarial gains	精算利得	(308,526,377.20)	–	(308,526,377.20)
Return on assets under the scheme (net of amount included in net interest)	計劃資產回報(計入 利息淨額的除外)	–	56,182,042.20	56,182,042.20
Benefits paid	已支付的福利	(132,642,765.14)	80,769,414.30	(51,873,350.84)
Contribution from employers	僱主繳存	–	(32,405,318.30)	(32,405,318.30)
Other changes	其他變動	(548,992,431.59)	648,070.17	(548,344,361.42)
Closing balance	期末餘額	10,273,130,736.07	(4,510,783,723.82)	5,762,347,012.25 <sup>(註)</sup>

The effective return on assets under the scheme from January to June 2015 amounted, in aggregate, to RMB56,182,042.20.

Note: As at 30 June 2015, an aggregate amount of RMB173,087,130.50 under the scheme assets was included in other non-current assets.

## 五、合併財務報表主要項目註釋(續)

## 39. 長期應付職工薪酬(續)

設定受益義務(續)

設定受益義務變動和計劃資產公允價值變動如下：

2015年1-6月

2015年1-6月計劃資產的實際回報總計人民幣56,182,042.20元。

註：於2015年6月30日計劃資產中有共計人民幣173,087,130.50元在其他非流動資產中核算。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 39. Long-term payroll payable (Continued)

Defined benefit obligations (Continued)

The change in defined benefit obligations and the change in fair value of assets under the scheme are as follows (Continued):

2014

		Present value of defined benefit scheme obligations	Fair value of assets under the scheme	Net liabilities/ (Net assets)
(Audited) (經審核)		設定受益計劃 義務現值	計劃資產 公允價值	淨負債/(淨資產)
Defined benefit scheme	設定受益計劃			
Opening balance	年初餘額	661,899,026.85	(55,411,806.62)	606,487,220.23
Business combinations not involving entities under common control	非同一控制下企業合併 實體	9,187,804,281.60	(4,508,326,764.00)	4,679,477,517.60
Taken to profit or loss in the current period	計入當期損益			
Cost of services	服務成本	134,851,531.29	—	134,851,531.29
Net interest	利息淨額	186,752,507.36	(90,870,567.59)	95,881,939.77
Credited to other comprehensive income	計入其他綜合收益			
Actuarial gains	精算利得	1,301,249,554.94	—	1,301,249,554.94
Return on assets under the scheme (net of amount included in net interest)	計劃資產回報(計入 利息淨額的除外)	—	(242,813,067.40)	(242,813,067.40)
Benefits paid	已支付的福利	(138,612,473.26)	77,285,294.76	(61,327,178.50)
Contribution from employers	僱主繳存	176,905.88	(13,689,364.60)	(13,512,458.72)
Other changes	其他變動	(337,009,276.97)	286,155,834.53	(50,853,442.44)
Closing balance	年末餘額	10,997,112,057.69	(4,547,670,440.92)	6,449,441,616.77

## 五、合併財務報表主要項目註釋(續)

## 39. 長期應付職工薪酬(續)

設定受益義務(續)

設定受益義務變動和計劃資產公允價值變動如下(續):

2014年

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 40. Special payables

## 五、合併財務報表主要項目註釋(續)

## 40. 專項應付款

January – June 2015

2015年1-6月

(Unaudited) (未經審核)		At period- beginning 期初餘額	Increase during the period 本期增加	Decrease during the period 本期減少	At period-end 期末餘額
Interest subsidy for liquid fund granted by provincial finance office	省財政廳撥付的流動資金貸款貼息	23,000,000.00	–	–	23,000,000.00
National debt special fund – establishment of key industry revitalization and technological renovation projects	國債專項資金－重點產業振興和技術改造項目建設	20,000,000.00	–	–	20,000,000.00
		43,000,000.00	–	–	43,000,000.00

2014

2014年

(Audited) (經審核)		At year- beginning 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	At year-end 年末餘額
Interest subsidy for liquid fund granted by provincial finance office	省財政廳撥付的流動資金貸款貼息	23,000,000.00	–	–	23,000,000.00
National debt special fund – establishment of key industry revitalization and technological renovation projects	國債專項資金－重點產業振興和技術改造項目建設	30,000,000.00	–	(10,000,000.00)	20,000,000.00
		53,000,000.00	–	(10,000,000.00)	43,000,000.00

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註 (續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 41. Accruals and provisions

January – June 2015

## 五、合併財務報表主要項目註釋 (續)

## 41. 預計負債

2015年1-6月

(Unaudited) (未經審核)		Opening Balance 期初金額	Increase during the period 本期增加	Decrease during the period 本期減少	Adjustment of exchange differences 匯兌差額調整	Closing balance 期末餘額
Product quality assurance deposit	產品質量保證金	397,271,646.00	72,097,215.00	179,077,725.20	(22,557,393.00)	267,733,742.80
Pending litigation	未決訴訟	-	22,268,876.00	13,831.60	(298,844.00)	21,956,200.40
Guarantee provided to external parties	對外提供擔保	15,358,536.00	6,908,884.20	8,326,623.20	(949,816.10)	12,990,980.90
Debt restraining	債務重組	-	19,827,598.60	-	(131,595.30)	19,696,003.30
Losses in contract	虧損合同	4,965,429.60	-	55,326.40	(389,709.00)	4,520,394.20
Others	其他	26,653,770.00	57,159,087.00	17,303,331.60	(929,460.00)	65,580,065.40
		444,249,381.60	178,261,660.80	204,776,838.00	(25,256,817.40)	392,477,387.00

2014

2014年

(Audited) (經審核)		Opening balance 年初金額	Business combinations not involving entities under common control 非同一控制下企業合併	Increase during the year 本年增加	Decrease during the year 本年減少	Exchange rate adjustment 匯率調整	Closing balance 年末餘額
Product quality assurance deposit	產品質量保證金	-	371,124,856.80	56,916,050.40	37,598,590.80	6,829,329.60	397,271,646.00
Guarantee provided to external parties	對外提供擔保	-	16,834,744.80	7,798,557.60	8,357,727.60	(917,038.80)	15,358,536.00
Losses in contract	虧損合同	-	-	4,965,429.60	-	-	4,965,429.60
Others	其他	-	20,167,398.00	6,344,715.60	-	141,656.40	26,653,770.00
		-	408,126,999.60	76,024,753.20	45,956,318.40	6,053,947.20	444,249,381.60

## 42. Deferred income

## 42. 遞延收益

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Government grant	政府補助	893,065,396.42	856,318,609.33
Deferred income of "sales with risk" business	保留風險銷售業務之遞延收益	259,895,186.90	271,421,118.00
Deferred income of sale and leaseback sub-leases	售後租回再轉租業務之遞延收益	710,588,106.50	675,477,360.00
Deferred income of forklift truck services	叉車服務對應之遞延收益	177,257,159.80	167,773,366.80
Others	其他	20,101,327.39	12,771,442.80
		2,060,907,177.01	1,983,761,896.93

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 42. Deferred income (Continued)

As at 30 June 2015, the liability items related to government grant are as follows:

(Unaudited)		Opening balance	Increase during the period	Credited to non-operating income during the period	Closing balance	Related to assets/income
(未經審核)		期初金額	本期新增	本期計入營業外收入	期末餘額	與資產/收益相關
Land-related government grant	與土地相關的政府補助	704,862,516.67	45,279,700.01	(5,138,850.70)	745,003,365.98	Related to assets 與資產相關
Special funds for industry revitalization and technological renovation	產業振興和技改專項資金	123,366,395.81	1,670,000.00	(4,942,491.67)	120,093,904.14	Related to assets 與資產相關
Special assistance fund	專項補助資金	11,425,779.55	–	(70,000.01)	11,355,779.54	Related to assets 與資產相關
National debt special fund	國債專項資金	13,945,419.59	–	–	13,945,419.59	Related to assets 與資產相關
Others	其他	2,718,497.71	–	(51,570.54)	2,666,927.17	Related to assets 與資產相關
		856,318,609.33	46,949,700.01	(10,202,912.92)	893,065,396.42	

As at 31 December 2014, the liability items related to government grant are as follows:

於2014年12月31日，涉及政府補助的負債項目如下：

(Audited)		Opening balance	Increase during the year	Credited to non-operating income during the year	Closing balance	Related to assets/income
(經審核)		期初金額	本年新增	本年計入營業外收入	期末餘額	與資產/收益相關
Land-related government grant	與土地相關的政府補助	526,020,218.96	188,612,566.67	(9,770,268.96)	704,862,516.67	Related to assets 與資產相關
Special funds for industry revitalization and technological renovation	產業振興和技改專項資金	94,614,132.02	35,768,390.28	(7,016,126.49)	123,366,395.81	Related to assets 與資產相關
Special assistance fund	專項補助資金	1,747,083.33	10,012,196.25	(333,500.03)	11,425,779.55	Related to assets 與資產相關
National debt special fund	國債專項資金	15,937,622.39	–	(1,992,202.80)	13,945,419.59	Related to assets 與資產相關
Others	其他	2,821,638.79	–	(103,141.08)	2,718,497.71	Related to assets 與資產相關
		641,140,695.49	234,393,153.20	(19,215,239.36)	856,318,609.33	

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 43. Share capital

January – June 2015

## 五、合併財務報表主要項目註釋(續)

## 43. 股本

2015年1-6月

(Unaudited) (未經審核)		Opening balance 期初餘額		Increase (decrease) of shares in current period 本期增(減)股數 Others 其他	Closing balance 期末餘額	
		No. of shares 股數	Percentage 比例(%)		No. of shares 股數	Percentage 比例(%)
I. Restricted shares	一. 有限售條件股份					
State-owned legal person shares	國有法人持股	410,632,752.00	20.54	–	410,632,752.00	20.54
Other domestic shares	其他內資持股	56,832,000.00	2.84	–	56,832,000.00	2.84
Incl: Domestic non-state-owned legal person shares	其中：境內非國有法人持股	–	–	–	–	–
Domestic natural person shares	境內自然人持股	56,832,000.00	2.84	–	56,832,000.00	2.84
Overseas shares	境外持股	–	–	–	–	–
Incl: Overseas legal person shares	其中：境外法人持股	–	–	–	–	–
Overseas natural person shares	境外自然人持股	–	–	–	–	–
		467,464,752.00	23.38	–	467,464,752.00	23.38
II. Non-restricted shares	二. 無限售條件股份					
RMB ordinary Shares	人民幣普通股	1,046,084,887.00	52.32	–	1,046,084,887.00	52.32
Domestic listed foreign shares	境內上市的外資股	–	–	–	–	–
Overseas listed foreign shares	境外上市的外資股	485,760,000.00	24.30	–	485,760,000.00	24.30
		1,531,844,887.00	76.62	–	1,531,844,887.00	76.62
III. Total no. of shares	三. 股份總數	1,999,309,639.00	100.00	–	1,999,309,639.00	100.00



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 43. Share capital (Continued)

2014

## 五、合併財務報表主要項目註釋(續)

## 43. 股本(續)

2014年

		Opening balance		Increase (decrease) of shares in current period	Closing balance	
		期初餘額		本期增(減)股數	期末餘額	
(Audited)		No. of shares	Percentage	Others	No. of shares	Percentage
(經審核)		股數	比例(%)	其他	股數	比例(%)
I. Restricted shares	一. 有限售條件股份					
State-owned legal person shares	國有法人持股	427,876,464.00	21.40	(17,243,712.00)	410,632,752.00	20.54
Other domestic shares	其他內資持股	114,624,000.00	5.73	(57,792,000.00)	56,832,000.00	2.84
Incl: Domestic non-state-owned legal person shares	其中：境內非國有法人持股	57,792,000.00	2.89	(57,792,000.00)	-	-
Domestic natural person shares	境內自然人持股	56,832,000.00	2.84	-	56,832,000.00	2.84
Overseas shares	境外持股	-	-	-	-	-
Incl: Overseas legal person shares	其中：境外法人持股	-	-	-	-	-
Overseas natural person shares	境外自然人持股	-	-	-	-	-
		542,500,464.00	27.13	(75,035,712.00)	467,464,752.00	23.38
II. Non-restricted shares	二. 無限售條件股份					
RMB ordinary Shares	人民幣普通股	971,049,175.00	48.57	75,035,712.00	1,046,084,887.00	52.32
Domestic listed foreign shares	境內上市的外資股	-	-	-	-	-
Overseas listed foreign shares	境外上市的外資股	485,760,000.00	24.30	-	485,760,000.00	24.30
		1,456,809,175.00	72.87	75,035,712.00	1,531,844,887.00	76.62
III. Total no. of shares	三. 股份總數	1,999,309,639.00	100.00	-	1,999,309,639.00	100.00

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註 (續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 44. Capital reserve

January – June 2015

## 五、合併財務報表主要項目註釋 (續)

## 44. 資本公積

2015年1-6月

(Unaudited) (未經審核)		Opening balance 期初餘額	Increase during the period 本期增加	Decrease during the period 本期減少	Closing balance 期末餘額
Capital reserve	資本公積	1,288,252,938.51	21,864,776.32	(1,100,217,449.41)	209,900,265.42

2014

2014年

(Audited) (經審核)		Opening balance 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末餘額
Capital reserve	資本公積	758,458,887.62	632,905,352.67	(103,111,301.78)	1,288,252,938.51

In 2015, the Company acquired minority interests from Shandong Synergy Oil Co., Ltd., a subsidiary, and its capital reserve increased with share premium of RMB21,567,842.07. For other increase in capital reserve arising from equity-settled share-based payment, please refer to Note XI. Share-based Payment. During the period, as a result of the Company's acquisition of 4.95% minority interests in KION GROUP AG, the capital reserve of the Company reduced by RMB1,100,217,449.41.

2015年，本公司收購子公司歐潤油品少數股東股權增加資本公積股本溢價人民幣21,567,842.07元；權益結算的股份支付引起的資本公積其他的增加，參見附註十一、股份支付。本期本公司購買KION GROUP AG 4.95%的少數股東股權減少資本公積人民幣1,100,217,449.41元。

In 2014, following the Company's merger with KION GROUP AG, the previously-held put options in relation to minority interests in Linde Hydraulics with carrying amount of approximately RMB632,905,352.67 were reversed. And the indirect acquisition of minority interests in Linde Hydraulics, representing 30% shares of Linde Hydraulics, through the acquisition of KION GROUP AG, resulted in the decrease in other capital reserve of RMB107,603,890.24.

2014年，本公司合併KION GROUP AG轉回原持有的林德液壓少數股東出售期權的賬面價值約人民幣632,905,352.67元；並通過取得KION GROUP AG間接取得了對林德液壓的少數股東權益(佔林德液壓股份的30%)導致其他資本公積減少人民幣107,603,890.24元。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 45. Other comprehensive income

Other comprehensive income, on a cumulative basis, attributable to parent as shown in balance sheet is as follows:

## 五、合併財務報表主要項目註釋(續)

## 45. 其他綜合收益

資產負債表中歸屬於母公司的其他綜合收益累計餘額：

		1 January 2014 2014年1月1日	Increase/Decrease 增減變動	31 December 2014 2014年12月31日	Increase/Decrease 增減變動	30 June 2015 2015年6月30日
Changes arising from re-measuring net assets or net liabilities of defined benefit plan	重新計量設定收益計劃淨負債或淨資產變動	9,284,134.70	(408,684,348.84)	(399,400,214.14)	101,476,808.22	(297,923,405.92)
Share of investee's other comprehensive income not to be reclassified into profit or loss using the equity method	權益法下在被投資單位不能重分類進損益的其他綜合收益中享有的份額	(7,196,756.00)	(162,692,384.76)	(169,889,140.76)	-	(169,889,140.76)
Share of investee's other comprehensive income to be reclassified into profit or loss using the equity method	權益法下在被投資單位以後將重分類進損益的其他綜合收益中享有的份額	(38,234,210.00)	64,610,512.58	26,376,302.58	(87,328.44)	26,288,974.14
Change of fair value of available-for-sale financial assets	可供出售金融資產公允價值變動	10,000,000.00	46,400,000.00	56,400,000.00	102,800,000.00	159,200,000.00
Effective portion of cashflow from hedging	現金流量套期的有效部分	-	(6,420,300.47)	(6,420,300.47)	(19,449,393.93)	(25,869,694.40)
Exchange differences on foreign currency translation	外幣財務報表折算差額	9,685,893.09	2,877,656.62	12,563,549.71	(205,029,277.02)	(192,465,727.31)
Relevant income tax effect	相關的所得稅影響	(1,500,000.00)	93,383,900.39	91,883,900.39	(42,573,937.78)	49,309,962.61
		(17,960,938.21)	(370,524,964.48)	(388,485,902.69)	(62,863,128.95)	(451,349,031.64)

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註 (續)

2015年6月30日 (人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 45. Other comprehensive income (Continued)

The current amount of other comprehensive income attributable to the parent on the statement of profit or loss:

January – June 2015

## 五、合併財務報表主要項目註釋 (續)

## 45. 其他綜合收益 (續)

利潤表中歸屬於母公司的其他綜合收益當期發生額：

2015年1-6月

(Unaudited) (未經審核)		Amount before tax 稅前金額	Income Tax 所得稅	Amount after tax 稅後金額
Other comprehensive income not to be reclassified into profit or loss	以後不能重分類進損益的其他綜合收益			
Changes arising from re-measuring net assets or net liabilities of defined benefit plan	重新計量設定受益計劃淨負債或淨資產的變動	101,476,808.22	30,807,088.10	70,669,720.12
Share of investee's other comprehensive income not to be reclassified into profit or loss using the equity method	權益法下在被投資單位不能重分類進損益的其他綜合收益中享有的份額	-	-	-
Other comprehensive income to be reclassified into profit or loss	以後將重分類進損益的其他綜合收益			
Share of investee's other comprehensive income be reclassified into profit or loss using the equity method	權益法下在被投資單位以後將重分類進損益的其他綜合收益中享有的份額	(87,328.44)	-	(87,328.44)
Less: Amount recognised in other comprehensive income in previous period and recognised in profit or loss in current period	減：前期計入其他綜合收益當期轉入損益	-	-	-
		(87,328.44)	-	(87,328.44)
Change of fair value of available-for-sale financial assets	可供出售金融資產公允價值變動	102,800,000.00	15,420,000.00	87,380,000.00
Effective portion of cashflow from hedging	現金流量套期的有效部分	(51,612,321.48)	(9,694,264.49)	(41,918,056.99)
Less: Amount recognised in other comprehensive income in previous period and recognised in profit or loss in current period	減：前期計入其他綜合收益當期轉入損益	(32,162,927.55)	(6,041,114.17)	(26,121,813.38)
		(19,449,393.93)	(3,653,150.32)	(15,796,243.61)
Exchange differences on foreign currency translation	外幣報表折算差額	(205,029,277.02)	-	(205,029,277.02)
		(20,289,191.17)	42,573,937.78	(62,863,128.95)

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 45. Other comprehensive income (Continued)

The current amount of other comprehensive income attributable to the parent on the statement of profit or loss: (Continued)

January – June 2014

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 五、合併財務報表主要項目註釋(續)

## 45. 其他綜合收益(續)

利潤表中歸屬於母公司的其他綜合收益當期發生額：(續)

2014年1-6月

(Unaudited) (未經審核)		Amount		Amount
		before tax 稅前金額	Income Tax 所得稅	after tax 稅後金額
Other comprehensive income not to be reclassified into profit or loss in subsequent periods	以後不能重分類進損益的其他綜合收益			
Changes arising from re-measuring net assets or net liabilities of defined benefit plan	重新計量設定受益計劃淨負債或淨資產的變動	-	-	-
Share of investee's other comprehensive income not to be reclassified into profit or loss using the equity method	權益法下在被投資單位不能重分類進損益的其他綜合收益中享有的份額	(162,692,384.76)	-	(162,692,384.76)
Other comprehensive income to be reclassified into profit or loss	以後將重分類進損益的其他綜合收益			
Share of investee's other comprehensive income to be reclassified into profit or loss using the equity method	權益法下在被投資單位以後將重分類進損益的其他綜合收益中享有的份額	(3,074,941.98)	-	(3,074,941.98)
Less: Amount recognised in other comprehensive income in previous period and recognised in profit or loss in current period	減：前期計入其他綜合收益當期轉入損益	(40,864,388.98)	-	(40,864,388.98)
		37,789,447.00	-	37,789,447.00
Exchange differences on foreign currency translation	外幣報表折算差額	(35,445,286.48)	-	(35,445,286.48)
		(160,348,224.24)	-	(160,348,224.24)

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註 (續)

2015年6月30日 (人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 46. Special reserve

January – June 2015

## 五、合併財務報表主要項目註釋 (續)

## 46. 專項儲備

2015年1-6月

(Unaudited) (未經審核)		At the beginning of period 期初餘額	Increase during the period 本期增加	Decrease during the period 本期減少	At the end of period 期末餘額
Safety funds	安全生產費	51,026,772.11	31,138,547.57	(16,335,768.99)	65,829,550.69

2014

2014年

(Audited) (經審核)		At the beginning of period 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	At the end of period 年末餘額
Safety funds	安全生產費	35,605,889.68	72,481,738.51	(57,060,856.08)	51,026,772.11

## 47. Surplus reserve

January – June 2015

## 47. 盈餘公積

2015年1-6月

(Unaudited) (未經審核)		At the beginning of period 期初餘額	Increase during the period 本期增加	Decrease during the period 本期減少	At the end of period 期末餘額
Statutory surplus reserve	法定盈餘公積	3,051,742,591.19	-	-	3,051,742,591.19

2014

2014年

(Audited) (經審核)		At the beginning of year 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	At the end of year 年末餘額
Statutory surplus reserve	法定盈餘公積	2,683,223,334.61	368,519,256.58	-	3,051,742,591.19

According to the provisions of Company Law and the articles of association, the Company appropriated statutory surplus reserve at 10% of the net profit. Where the accumulated amount of the statutory surplus reserves reaches 50% or more of the Company's registered capital, additional appropriation is not needed.

根據公司法和本公司章程的規定，本公司按淨利潤的10%提取法定盈餘公積金。法定盈餘公積累計額為本公司註冊資本50%以上的，可不再提取。



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 48. Retained earnings

## 五、合併財務報表主要項目註釋(續)

## 48. 未分配利潤

		January – June 2015 2015年1-6月 (Unaudited) (未經審核)	2014 2014年 (Audited) (經審核)
Retained earnings at the end of previous period/year	上期／年末未分配利潤	26,419,607,056.45	22,264,536,818.92
Adjustment during this period/year	本期／年初調整	(22,075,141.42)	–
Retained earnings at the beginning of current period/year	本期／年初未分配利潤	26,397,531,915.03	22,264,536,818.92
Net profit attributable to shareholders of the parent	歸屬於母公司股東的淨利潤	969,149,138.37	5,024,502,354.07
Less: Appropriation of surplus reserves Note V.47	減：提取盈餘公積 附註五、47	–	368,519,256.58
Appropriation to shareholders	對股東的分配	299,896,445.85	499,827,409.75
Appropriation of staff welfare fund	提取職工獎福基金	–	1,085,450.21
Retained earnings at the end of period/year	期／年末未分配利潤	27,066,784,607.55	26,419,607,056.45

On 30 June 2015, the 2014 profit distribution scheme was considered and approved on the 2014 annual general meeting. Based on the total share capital of 1,999,309,639 shares of the Company, the Company distributed to all shareholders a cash dividend of RMB1.5 (including tax) for every 10 shares held (totaling RMB299,896,445.85) and issued 10 shares to all shareholders by capitalisation of surplus reserve for every 10 shares held. As at the date of approval for issuance of these financial statements, both the distribution of cash dividend and the capitalisation of surplus reserve had been completed.

於2015年6月30日，本公司2014年股東周年大會審議通過2014年度利潤分配方案，以本公司總股本1,999,309,639股為基數，向全體股東按10股派發現金紅利人民幣1.5元(含稅)，共派發現金股利人民幣299,896,445.85元，同時以盈餘公積金向全體股東每10股轉增10股。截止本財務報表批准報出日，現金股利已發放完畢，盈餘公積轉增實收資本已完成。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 49. Revenue and Cost of Sales

Revenue includes turnover and other revenue that arise in the course of the Group's ordinary activities. The Group's turnover, which arises from the principal activities of the Group, represents the net invoiced values of goods sold, after allowances for returns, trade discounts and the value of services rendered; and gross rental income received and receivable from investment properties.

## 五、合併財務報表主要項目註釋(續)

## 49. 營業收入及成本

收入包括本集團日常業務過程中產生的營業額及其他收入。本集團自主主要業務中產生的營業額指年內扣除退貨、商業折扣、所提供服務的價值以及投資性房地產已收及應收的租金收入總額。

		January-June 2015 2015年1-6月 (Unaudited) (未經審核)		January-June 2014 2014年1-6月 (Unaudited) (未經審核)	
		Revenue 收入	Cost 成本	Revenue 收入	Cost 成本
Revenue from principal operations	主營業務	35,652,402,920.85	27,314,875,631.89	32,838,421,336.11	25,997,030,433.26
Other revenue	其他業務	802,856,947.83	714,069,152.77	1,273,013,232.21	1,146,769,296.54
		36,455,259,868.68	28,028,944,784.66	34,111,434,568.32	27,143,799,729.80

The revenue is listed as follows:

營業收入列示如下：

		January-June 2015 2015年1-6月 (Unaudited) (未經審核)	January-June 2014 2014年1-6月 (Unaudited) (未經審核)
Revenue from principal operations	主營業務收入		
Sales of goods and others	銷售商品及其他	28,019,213,155.25	32,838,421,336.11
Forklift trucks services	叉車服務	7,633,189,765.60	—
		35,652,402,920.85	32,838,421,336.11
Other revenue	其他業務收入		
Sales of materials	銷售材料	465,039,233.16	848,565,475.14
Sales of power	銷售動力	17,780,467.40	21,072,928.41
Lease income	租賃收入	77,932,128.14	36,084,272.17
Others	其他	242,105,119.13	367,290,556.49
		802,856,947.83	1,273,013,232.21
		36,455,259,868.68	34,111,434,568.32

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 50. Taxes and Surcharges

## 五、合併財務報表主要項目註釋(續)

## 50. 營業税金及附加

		January-June 2015	January-June 2014
		2015年1-6月	2014年1-6月
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Business tax	營業稅	3,403,665.60	2,949,300.74
City construction tax	城建稅	47,038,265.07	79,590,724.88
Educational surtax	教育費附加	33,323,736.07	57,348,818.39
Others	其他	12,286,967.15	6,901,776.99
		96,052,633.89	146,790,621.00

## 51. Distribution and selling expenses

## 51. 銷售費用

		January-June 2015	January-June 2014
		2015年1-6月	2014年1-6月
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Staff costs	員工成本	1,306,012,818.06	220,993,020.19
Freight and packaging	運費及包裝費	390,723,131.26	197,583,046.89
Marketing expenses	市場開拓費用	331,988,461.01	227,132,901.08
After-sales and product return fee	三包及產品返修費用	198,106,907.94	657,011,611.65
Travel expenses	差旅費	123,718,540.64	49,474,235.21
Depreciation of fixed asset	固定資產折舊	102,882,076.30	47,020,960.32
Lease expenses	租賃費	99,113,219.88	28,046,382.72
Office expenses	辦公費用	50,380,620.99	16,329,363.89
Others	其他	267,084,920.24	99,695,738.34
		2,870,010,696.32	1,543,287,260.29

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註 (續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 52. General and administrative expenses

## 五、合併財務報表主要項目註釋 (續)

## 52. 管理費用

		January – June 2015 2015年1-6月 (Unaudited) (未經審核)	January – June 2014 2014年1-6月 (Unaudited) (未經審核)
Staff costs	員工成本	1,630,042,799.13	880,961,209.67
Depreciation of fixed assets	固定資產折舊	479,383,978.26	233,151,161.67
External support fee	外部支持費	254,741,275.87	225,157,818.29
Experiment expenses and development expenses	試驗費及開發費用	234,679,985.85	171,159,319.77
Office expenses	辦公費	165,365,811.87	141,584,349.17
Fuels and materials	燃料及材料費	113,970,149.19	28,357,107.94
Taxes	稅金	111,985,489.99	90,800,910.51
Lease expenses	租賃費	75,886,926.17	44,552,836.92
Travel expenses	差旅費	50,743,093.81	31,150,593.33
Repair expenses	修理費	39,987,756.64	22,231,480.91
Transportation charges	運輸費	11,189,510.89	17,130,396.21
Vehicle usage fee	車輛使用費	7,853,810.32	7,558,900.28
Heating expense	採暖費	7,081,093.07	1,039,422.86
Promotional expenses	宣傳推廣費	4,670,181.39	6,913,539.02
Others	其他	368,966,671.29	176,705,634.71
		3,556,548,533.74	2,078,454,681.26

## 53. Finance expenses

## 53. 財務費用

		January – June 2015 2015年1-6月 (Unaudited) (未經審核)	January – June 2014 2014年1-6月 (Unaudited) (未經審核)
Interest expenses	利息支出	585,824,191.96	278,736,144.40
Less: interest income	減：利息收入	394,565,439.62	165,994,973.63
Exchange gains and losses	匯兌損益	(40,420,254.36)	(30,751,113.39)
Handling fees and others	手續費及其他	32,195,570.45	22,757,258.28
		183,034,068.43	104,747,315.66

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

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## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 53. Finance expenses (Continued)

## 五、合併財務報表主要項目註釋(續)

## 53. 財務費用(續)

		January – June 2015 2015年1-6月 (Unaudited) (未經審核)	January – June 2014 2014年1-6月 (Unaudited) (未經審核)
Interest expenses:	利息支出：		
Interest on bank loans, overdrafts and other borrowings wholly repayable within 5 years	5年內須全部償還銀行貸款、透支及其他貸款的利息	379,741,391.54	264,865,417.39
Interest on financial leases	融資租賃的利息	173,173,322.42	—
Other intense	其他利息	32,909,478.00	13,870,727.01
		585,824,191.96	278,736,144.40

## 54. Impairment loss of assets

## 54. 資產減值損失

		January – June 2015 2015年1-6月 (Unaudited) (未經審核)	January – June 2014 2014年1-6月 (Unaudited) (未經審核)
Loss from bad debt	壞賬損失	120,422,147.00	199,596,860.51
Loss due to decline in value of inventories	存貨跌價損失	65,543,694.17	41,631,418.70
Impairment loss of fixed assets	固定資產減值損失	6,637,369.07	32,226,047.83
		192,603,210.24	273,454,327.04

## Notes to Financial Statements (Continued)

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## 財務報表附註(續)

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## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 55. Profit or loss on change of fair value

## 五、合併財務報表主要項目註釋(續)

## 55. 公允價值變動損益

		January – June 2015 2015年1-6月 (Unaudited) (未經審核)	January – June 2014 2014年1-6月 (Unaudited) (未經審核)
Financial assets at fair value through profit or loss for the current period	以公允價值計量且其變動計入當期損益的金融資產	(9,163,435.00)	(49,415,122.40)
Incl: Call options in relation to minority interests	其中：與少數股東權益相關的買入期權	–	(49,415,122.40)
Forward contract	遠期合約	(9,163,435.00)	–
Other non-current liabilities	其他非流動負債	–	(3,984,335.98)
Incl: Put options in relation to minority interests	其中：與少數股東權益相關的出售期權	–	(3,984,335.98)
Transfer of fair value changes to investment income	公允價值變動轉出至投資收益	–	(96,738,410.40)
		(9,163,435.00)	(150,137,868.78)

## 56. Investment gain

## 56. 投資收益

		January – June 2015 2015年1-6月 (Unaudited) (未經審核)	January – June 2014 2014年1-6月 (Unaudited) (未經審核)
Gain on long-term equity investments under the equity method	權益法核算的長期股權投資收益	66,804,707.15	94,884,597.49
Investment gain from disposal of long-term equity investments	處置長期股權投資產生的投資收益	18,720,561.88	–
Investment gain during the period in which the available-for-sale financial assets were held	可供出售金融資產在持有期間取得的投資收益	12,308,119.74	–
Recognition of loss on disposal corresponding to call and put options	確認購買和出售期權對應的處置損失	–	(118,615,698.00)
Fair value changes transfer-in	公允價值變動轉入	–	96,738,410.40
Gain arising from remeasurement of existing equity interests during the course of business combination	企業合併中對原持有股權重新計量產生的收益	–	1,670,663,605.67
Others	其他	2,911,072.62	–
		100,744,461.39	1,743,670,915.56



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 57. Non-operating income

## 五、合併財務報表主要項目註釋(續)

## 57. 營業外收入

		January – June 2015	January – June 2014	Extraordinary profit and loss recognised from January to June 2015 計入2015年1-6月 非經常性損益 (Unaudited) (未經審核)
		2015年1-6月 (Unaudited) (未經審核)	2014年1-6月 (Unaudited) (未經審核)	(Unaudited) (未經審核)
Government grants	政府補助	28,036,290.04	56,965,057.38	28,036,290.04
Gain on disposal of non-current assets	非流動資產處置利得	26,139,266.14	1,246,684.75	26,139,266.14
Incl: Gain on disposal of fixed assets	其中：固定資產處置利得	24,830,373.37	989,558.72	24,830,373.37
Gain on disposal of intangible assets	無形資產處置利得	1,252,463.67	–	1,252,463.67
Other non-current assets	其他非流動資產	56,429.10	257,126.03	56,429.10
Profit from debt restructuring	債務重組利得	3,810,536.31	5,956,944.72	3,810,536.31
Reversal of provision for other liabilities	其他負債撥備轉回	6,269,414.75	–	6,269,414.75
Others	其他	155,378,676.24	9,947,443.25	155,378,676.24
		219,634,183.48	74,116,130.10	219,634,183.48

Government grants charged to profit or loss for the current period are presented as follows:

計入當期損益的政府補助如下：

		January – June 2015	January – June 2014	Related to assets/income 與資產／ 收益相關
		2015年1-6月 (Unaudited) (未經審核)	2014年1-6月 (Unaudited) (未經審核)	
Income of financial subsidies	財政補貼收入	14,904,428.72	33,952,426.02	related to income 與收益相關
Government support fund	政府扶持金	2,251,200.00	–	related to income 與收益相關
Value added tax subject to rebate	先徵後返增值稅	–	17,436,443.11	related to income 與收益相關
Amortization of deferred income	遞延收益攤銷	10,202,912.92	–	related to assets 與資產相關
Others	其他	677,748.40	5,576,188.25	related to income 與收益相關
		28,036,290.04	56,965,057.38	

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 57. Non-operating income (Continued)

During the period, the government subsidy received by the Company and amortized via deferred income amounted in total to RMB28,036,290.04, including the following:

- (1) During the period, the Company and its subsidiaries obtained financial grants including funding from Shandong Provincial Finance Office for other expenses involving external development services and funding from Datong City Finance Bureau for industrial development, in a total amount of RMB17,833,377.12.
- (2) During the period, the Company and its subsidiaries amortized, via deferred income, government grants including land refunds and special funds, in a total amount of RMB10,202,912.92.

## 58. Non-operating expenses

## 財務報表附註 (續)

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## 五、合併財務報表主要項目註釋 (續)

## 57. 營業外收入 (續)

本公司收到及通過遞延收益攤銷政府補助計入本期損益金額共計人民幣28,036,290.04元，其中：

- (1) 本年本公司及子公司收到山東省財政廳其他涉外發展服務支出撥款收入、大同市財政局產業發展基金收入等各項財政補貼共計人民幣17,833,377.12元。
- (2) 本年本公司及子公司遞延收益攤銷各項土地返還款以及專項資金等政府補助共計人民幣10,202,912.92元。

## 58. 營業外支出

		January – June 2015	January – June 2014	Extraordinary profit and loss recognised from January to June 2015 計入2015年1-6月 非經常性損益 (Unaudited) (未經審核)
		2015年1-6月 (Unaudited) (未經審核)	2014年1-6月 (Unaudited) (未經審核)	(Unaudited) (未經審核)
Loss on disposal of non-current assets	非流動資產處置損失	14,763,360.50	6,156,044.70	14,763,360.50
Incl: Loss on disposal of fixed assets	其中：固定資產處置損失	14,760,273.08	6,033,654.38	14,760,273.08
Loss on disposal of other non-current assets	其他非流動資產處置損失	3,087.42	122,390.32	3,087.42
Loss from debt restructuring	債務重組損失	444,400.00	473,150.49	444,400.00
Donation expenditure	對外捐贈	2,075,115.44	3,023,684.00	2,075,115.44
Others	其他	79,680,545.33	2,744,705.99	79,680,545.33
		96,963,421.27	12,397,585.18	96,963,421.27

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

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## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 59. Total profit

The supplemental information of the Group's expenses which are categorized by nature is as follows:

## 五、合併財務報表主要項目註釋(續)

## 59. 利潤總額

本集團費用按照性質分類的補充資料如下：

		January-June 2015 2015年1-6月 (Unaudited) (未經審核)	January-June 2014 2014年1-6月 (Unaudited) (未經審核)
Materials used	耗用的材料	23,240,003,210.88	23,103,110,572.28
Movement of inventories of finished goods and work in progress	產成品及在產品存貨變動	(731,046,004.06)	709,225,470.28
Staff remuneration	職工薪酬	6,818,375,472.36	2,476,597,713.31
Depreciation and amortization expenses	折舊費和攤銷費用	2,581,934,793.38	1,065,094,338.05
Rental	租金	175,000,146.05	122,422,004.45
Impairment loss of non-current assets	非流動資產減值損失	6,637,369.07	32,226,047.83
Finance expenses	財務費用	183,034,068.43	104,747,315.66

## 60. Income Tax Expenses

## 60. 所得稅費用

		January-June 2015 2015年1-6月 (Unaudited) (未經審核)	January-June 2014 2014年1-6月 (Unaudited) (未經審核)
Current tax expenses	當期所得稅費用	496,543,757.39	647,381,202.89
Deferred tax expenses	遞延所得稅費用	(60,362,313.98)	(165,685,288.82)
		436,181,443.41	481,695,914.07

## Notes to Financial Statements (Continued)

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## 財務報表附註(續)

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## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 60. Income Tax Expenses (Continued)

The relationship between income tax expenses and the total profit is listed as follows:

## 五、合併財務報表主要項目註釋(續)

## 60. 所得稅費用(續)

所得稅費用與利潤總額的關係列示如下：

			January-June 2015 2015年1-6月 (Unaudited) (未經審核)	January-June 2014 2014年1-6月 (Unaudited) (未經審核)
Total profit	利潤總額		1,742,317,730.00	4,476,152,224.97
Tax at statutory tax rate	按法定稅率計算的稅項	Note 註	435,579,432.50	1,119,038,056.24
Effect of different tax rates applicable to parent company and some subsidiaries	母公司及某些子公司適用不同稅率的影響		(139,498,940.77)	(220,018,010.26)
Adjustments to current tax of previous periods	對以前期間當期所得稅的調整		(12,123,212.98)	(3,810,824.42)
Profits and losses attributable to associates	歸屬於聯營企業的損益		(14,228,711.64)	(29,525,646.08)
Income not subject to tax	無須納稅的收入		(30,383,582.60)	(448,390,211.92)
Expenses not deductible for tax	不可抵扣的費用		48,719,130.40	12,369,837.85
Tax incentives on eligible expenditures	由符合條件的支出而產生的稅收優惠		(25,149,261.49)	(31,019,033.49)
Utilization of deductible losses from prior years	利用以前年度的可抵扣虧損		(3,020,004.24)	(25,168,138.07)
Unrecognized deductible losses	未確認的可抵扣虧損		162,020,156.39	91,400,421.96
Effect of unrecognized deductible temporary difference	未確認的可抵扣暫時性差異的影響		1,753,494.82	16,819,462.26
Others	其他		12,512,943.02	—
Tax expense at the Group's effective tax rate	按本集團實際稅率計算的所得稅費用		436,181,443.41	481,695,914.07

Note: The income tax of the Group is calculated based on the estimated taxable income gained in the PRC and applicable tax rate. Tax arising from the taxable income in other regions is calculated at applicable tax rate according to existing laws, interpretations and practices of the country in which the Group operates.

No provision for Hong Kong profit tax has been made as the Group had no taxable profits arising in Hong Kong for the period.

註：本集團所得稅按在中國境內取得的估計應納稅所得額及適用稅率計提。源於其他地區應納稅所得的稅項根據本集團經營所在國家的現行法律、解釋公告和慣例，按照適用稅率計算。

由於本集團於本期間在香港並無應稅利潤，故未作出香港利得稅的撥備。

## Notes to Financial Statements (Continued)

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## 財務報表附註(續)

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## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 61. Earnings Per Share (EPS)

The basic EPS is calculated by dividing the net profit of the current period attribute to the ordinary shareholders of the Company by the weighted average number of outstanding ordinary shares.

The calculation of basic EPS is detailed as follows:

		January-June 2015 2015年1-6月 (Unaudited) (未經審核)	January-June 2014 2014年1-6月 (Unaudited) (未經審核)
Earnings	收益		
Net profit of the current period attribute to ordinary shareholders of the Company	歸屬於本公司普通股股東的當年淨利潤	969,149,138.37	3,764,836,231.86
Shares	股份		
Weighted average number of the ordinary shares outstanding of the Company (Note 1)	本公司發行在外普通股的加權平均數(註1)	3,998,619,278.00	3,998,619,278.00
Basic EPS (RMB/share)	基本每股收益(元/股)	0.24	0.94

The Company holds no potential shares that are dilutive.

Note 1: Pursuant to the profit distribution scheme 2014 considered and approved on the 2014 annual general meeting of the Company, the capitalisation of surplus reserve occurred between the balance sheet date and the date of approval for issuance of these financial statements. Under the Accounting Standards for Business Enterprises, the earnings per share for each of the periods presented has been re-calculated based on the adjusted number of shares, namely 3,998,619,278.00 shares.

本公司無稀釋性潛在股。

註1：根據本公司2014年股東周年大會審議通過2014年度利潤分配方案，該等盈餘公積轉增股本於資產負債表日至本財務報告批准報出日之間已完成，根據企業會計準則，本公司以調整後的股數3,998,619,278.00股重新計算各列報期間的每股收益。

## 62. Notes to items in cash flow statement

Other cash received relating to operating activities

## 62. 現金流量表項目註釋

收到的其他與經營活動有關的現金

		January-June 2015 2015年1-6月 (Unaudited) (未經審核)	January-June 2014 2014年1-6月 (Unaudited) (未經審核)
Government grants	政府補助	17,833,377.12	51,388,875.88
Interest income	利息收入	389,805,605.19	182,474,820.70
Others	其他	30,139,836.15	222,507,472.47
		437,778,818.46	456,371,169.05

## Notes to Financial Statements (Continued)

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## 財務報表附註 (續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 62. Notes to items in cash flow statement (Continued)

Other cash paid relating to operating activities

## 五、合併財務報表主要項目註釋 (續)

## 62. 現金流量表項目註釋(續)

支付的其他與經營活動有關的現金

		January – June 2015 2015年1-6月 (Unaudited) (未經審核)	January – June 2014 2014年1-6月 (Unaudited) (未經審核)
Cash settlement of confirmation business	保兌倉業務現金平倉	1,414,511,518.54	743,562,274.94
Marketing and external support fee	市場開拓費及外部支持費	591,399,918.27	459,204,258.39
Freight and packaging	運費及包裝費	398,576,941.58	214,713,443.10
Office expenses	辦公費	215,746,432.86	157,913,713.07
Travel expenses	差旅費	174,461,634.45	80,624,828.54
After-sales and product return fee	三包及產品返修	171,687,283.22	373,352,457.62
Others	其他	1,399,983,170.07	174,602,003.48
		4,366,366,898.99	2,203,972,979.14

Other cash received relating to investing activities

收到其他與投資活動有關的現金

		January – June 2015 2015年1-6月 (Unaudited) (未經審核)	January – June 2014 2014年1-6月 (Unaudited) (未經審核)
Land-related and asset-related government grants	與土地和資產相關的政府補助	46,079,700.01	85,290,813.47
Net cash received from acquisition or disposal of subsidiaries and other business units	取得或處置子公司及其他營業單位收到的現金淨額	–	1,132,171,307.40
Others	其他	3,782,942.59	–
		49,862,642.60	1,217,462,120.87

Other cash received relating to financing activities

收到其他與籌資活動有關的現金

		January – June 2015 2015年1-6月 (Unaudited) (未經審核)	January – June 2014 2014年1-6月 (Unaudited) (未經審核)
Factoring business	保理業務	30,000,000.00	–
Others	其他	63,268,650.92	–
		93,268,650.92	–



## Notes to Financial Statements (Continued)

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## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 62. Notes to items in cash flow statement (Continued)

Other cash paid relating to financing activities

## 五、合併財務報表主要項目註釋(續)

## 62. 現金流量表項目註釋(續)

支付其他與籌資活動有關的現金

		January – June 2015 2015年1-6月 (Unaudited) (未經審核)	January – June 2014 2014年1-6月 (Unaudited) (未經審核)
Acquisition of minority interests in subsidiaries	購買子公司少數股權	1,334,093,538.36	–
Factoring business	保理業務	30,000,000.00	–
Handling fee for guarantee for borrowings	借款擔保及保函手續費	12,524,202.91	15,665,820.00
Others	其他	18,740,860.66	118,882.16
		1,395,358,601.93	15,784,702.16

## 63. Supplement to cash flow statement

(1) Supplement to cash flow statement

## 63. 現金流量表補充資料

(1) 現金流量表補充資料

		January – June 2015 2015年1-6月 (Unaudited) (未經審核)	January – June 2014 2014年1-6月 (Unaudited) (未經審核)
Net profit	淨利潤	1,306,136,286.59	3,994,456,310.90
Add: Loss in impairment of assets	加：資產減值損失	192,603,210.24	273,454,327.04
Depreciation of fixed assets and investment properties	固定資產及投資性房地產折舊	1,997,898,400.07	961,853,206.94
Amortization of intangible assets	無形資產攤銷	546,339,841.60	68,543,297.92
Amortization of long-term prepaid expenses	長期待攤費用攤銷	37,696,551.71	34,697,833.19
(Gain)/loss on disposal and retirement of fixed assets, intangible assets and other long-term assets	處置和報廢固定資產、無形資產和其他長期資產的(收益)/損失	(11,375,905.64)	4,909,359.95
Finance expenses	財務費用	619,567,443.96	296,977,878.32
Investment income	投資收益	(100,744,461.39)	(1,743,670,915.56)
Loss from change of fair value	公允價值變動損失	9,163,435.00	150,137,868.78
Decrease/(Increase) in deferred tax assets	遞延所得稅資產的減少/(增加)	178,559,290.50	(83,971,727.50)
Decrease in deferred tax liabilities	遞延所得稅負債的減少	(413,558,816.21)	(81,713,561.32)
Increase in inventories	存貨的增加	(605,502,311.56)	(671,917,986.18)
Decrease/(Increase) in operating receivables	經營性應收項目的減少/(增加)	2,379,145,771.04	(6,539,827,666.75)
(Decrease)/Increase in operating payables	經營性應付項目的(減少)/增加	(4,599,946,338.41)	4,249,663,586.29
Others	其他	(23,026,229.78)	(236,601,549.45)
Increase in special reserve	專項儲備的增加	14,802,778.58	11,212,872.39
Net cash flow from operating activities	經營活動產生的現金流量淨額	1,527,758,946.30	688,203,134.96

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註 (續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 63. Supplement to cash flow statement (Continued)

## (1) Supplement to cash flow statement (Continued)

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Net change in cash and cash equivalents: 現金及現金等價物淨變動：			
The closing balance of cash	現金的期／年末餘額	19,729,065,767.81	20,474,618,118.42
Less: The opening balance of cash	減：現金的期／年初餘額	20,474,618,118.42	16,596,941,296.20
Add: The closing balance of cash equivalents	加：現金等價物的期／ 年末餘額	27,000,000.00	20,000,000.00
Loss: The opening balance of cash equivalents	減：現金等價物的期／ 年初餘額	20,000,000.00	—
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物淨 (減少)／增加額	(738,552,350.61)	3,897,676,822.22

(2) Information related to acquisition or disposal of major subsidiaries and other business units  
Information relating to disposal of major subsidiaries and other business units

(2) 取得或處置主要子公司及其他營業單位信息  
處置主要子公司及其他營業單位信息

		January – June 2015 2015年1-6月 (Unaudited) (未經審核)	January – June 2014 2014年1-6月 (Unaudited) (未經審核)
Consideration for disposal of subsidiaries and other business units	處置子公司及其他營業單位的價格	49,893,098.00	—
Cash and cash equivalents received for disposal of subsidiaries and other business units	處置子公司及其他營業單位收到的現金和現金等價物	49,893,098.00	—
Less: Amount of cash and cash equivalents in subsidiaries and other business units disposed of	減：處置子公司及其他營業單位持有的現金和現金等價物	2,499,038.39	—
Net cash received for 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	47,394,059.61	—

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## V. Notes to Key Items of Consolidated Financial Statements (Continued)

## 63. Supplement to cash flow statement (Continued)

## (3) Cash and cash equivalents

## 五、合併財務報表主要項目註釋(續)

## 63. 現金流量表補充資料(續)

## (3) 現金及現金等價物

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Cash	現金	19,729,065,767.81	20,474,618,118.42
Incl: Cash at bank	其中：庫存現金	45,263,770.78	20,163,793.01
Bank deposits on demand	可隨時用於支付的 銀行存款	18,629,188,247.73	19,944,648,833.26
Other cash equivalents on demand	可隨時用於支付的 其他貨幣資金	1,054,613,749.30	509,805,492.15
Other cash equivalents	其他現金等價物	27,000,000.00	20,000,000.00
Cash and cash equivalents at end of period/year	期／年末現金及現金等價物餘額	19,756,065,767.81	20,494,618,118.42
		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Cash and cash equivalents at end of period/year	期／年末貨幣資金餘額	22,120,837,738.85	24,434,414,214.89
Cash equivalents at the end of period/year	期／年末現金等價物餘額	27,000,000.00	20,000,000.00
Less: Balance of restricted cash and cash equivalents	減：使用受到限制的 貨幣資金餘額	2,391,771,971.04	3,959,796,096.47
Closing balance of cash and cash equivalents at end of period/year	期／年末現金及現金等價物餘額	19,756,065,767.81	20,494,618,118.42

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## VI. The Change in Scope of Consolidation

## 1. Disposal of subsidiary

## 六、合併範圍的變動

## 1. 處置子公司

	Place of registration	Business nature	Total percentage of shareholdings held by the Group 本集團合計持股比例	Total percentage of voting rights held by the Group 本集團合計享有的表決權比例	Reason for de-consolidation 不再成為子公司原因
	註冊地	業務性質			
Zhuzhou Torch Auto Lighting Co., Ltd 株洲湘火炬汽車燈具有限責任公司	Zhuzhou 株洲市	Manufacturing of lighting for automobiles 製造汽車燈具	100%	100%	Transfer of equity interest 股權轉讓

Note: On 15 December 2014, the Company entered into a share transfer agreement with Witslight Semiconductor Lighting Technology (Kunshan) Company Limited, pursuant to which the Company disposed of its 100% equity interest in Zhuzhou Torch Auto Lighting Co., Ltd. at a consideration of RMB49,973,700.00, and the date of disposal was 13 April 2015. Therefore from 1 April 2015 onwards, the Group no longer included Zhuzhou Torch Auto Lighting Co., Ltd. as part of consolidation. The relevant financial information of Zhuzhou Torch Auto Lighting Co., Ltd. is as follows:

註：本公司與捷光半導體照明科技(昆山)有限公司於2014年12月15日簽訂股權轉讓協議，以人民幣49,973,700.00元出售其所持有株洲湘火炬汽車燈具有限責任公司的100%股權，處置日為2015年4月13日。故自2015年4月1日起，本集團不再將株洲湘火炬汽車燈具有限責任公司納入合併範圍。株洲湘火炬汽車燈具有限責任公司的相關財務信息列示如下：

		31 March 2015 2015年3月31日 (Unaudited) (未經審核) Carrying amount 賬面價值	31 December 2014 2014年12月31日 (Audited) (經審核) Carrying amount 賬面價值
Current assets	流動資產	47,247,010.19	48,012,147.41
Non-current assets	非流動資產	10,553,696.62	10,896,053.03
Current liabilities	流動負債	26,833,639.28	24,128,900.70
Non-current liabilities	非流動負債	—	—
		30,967,067.53	34,779,299.74
Gains or losses from disposal	處置損益	18,720,561.88	
Disposal consideration	處置對價	49,973,700.00	

## 2. Establishment of new subsidiary

On 27 February 2015, Fast Eaton (Xi'an) Powertrain System Co., Ltd. was established with a registered capital of RMB50,000,000.00. On 18 March 2015, Shaanxi Fast Gear Co., Ltd., a subsidiary of the Company, subscribed for RMB25,500,000.00 of registered capital, representing 51% of the total registered capital.

## 2. 新設子公司

法士特伊頓(西安)動力傳動系統有限公司成立於2015年2月27日，註冊資本為人民幣50,000,000.00元。本公司之子公司陝西法士特齒輪有限責任公司於2015年3月18日認繳註冊資本人民幣25,500,000.00元，佔註冊資本的51%。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## VII. Interest in Other Entities

## 1. Interest in subsidiaries

Particulars of the principal subsidiaries of the Company are presented as follows:

## 七、在其他主體中的權益

## 1. 在子公司中的權益

本公司重要子公司的情况如下：

		Place of key operation 主要經營地	Place of registration 註冊地	Nature of business 業務性質	Registered capital 註冊資本	Percentage of shareholding (%) 持股比例(%)	
						Direct 直接	Indirect 間接
Subsidiaries acquired through establishment or investment 通過設立或投資等方式取得的子公司							
(1)	Weichai Power (Weifang) Casting Co., Ltd. 濰柴動力（濰坊）鑄鍛有限公司	Shandong 山東	Shandong 山東	Manufacturing industry 製造業	460,150,000.00	100.00	—
(2)	Shaanxi Wuhai Special Vehicles Co., Ltd. (Note 1) 陝汽烏海專用汽車有限公司(註1)	Inner Mongolia 內蒙古	Inner Mongolia 內蒙古	Manufacturing industry 製造業	228,000,000.00	—	38.60
(3)	Weichai Power (Shanghai) Technology Development Co., Ltd. 濰柴動力（上海）科技發展有限公司	Shanghai 上海	Shanghai 上海	Manufacturing industry 製造業	340,000,000.00	100.00	—
(4)	Weichai Power Yangzhou Diesel Engine Co., Ltd. 濰柴動力揚州柴油機有限責任公司	Jiangsu 江蘇	Jiangsu 江蘇	Manufacturing industry 製造業	400,000,000.00	—	85.00
(5)	Weichai Power (Chongqing) Western Development Co., Ltd. 濰柴動力（重慶）西部發展有限公司	Chongqing 重慶	Chongqing 重慶	Manufacturing industry 製造業	240,000,000.00	100.00	—
(6)	Weichai Power (Beijing) International Resources Investment Co., Ltd. 濰柴動力（北京）國際資源投資有限公司	Beijing 北京	Beijing 北京	Project Investment 項目投資	300,000,000.00	100.00	—
(7)	Weichai Power (Luxembourg) Holding S.à r.l. 濰柴動力（盧森堡）控股有限公司	Luxembourg 盧森堡	Luxembourg 盧森堡	Project Investment 項目投資	EUR100,000.00 歐元100,000.00	—	100.00
(8)	Weichai Power (Hong Kong)International Development Co., Ltd. 濰柴動力（香港）國際發展有限公司	Hong Kong 香港	Hong Kong 香港	Services 服務業	USD336,242,497.00 美元336,242,497.00	100.00	—
(9)	Shandong Heavy Industry India Private Limited 山東重工印度有限責任公司	India 印度	India 印度	Manufacturing industry 製造業	Rupee823,889,270.00 盧比823,889,270.00	—	97.68

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## VII. Interest in other entities (Continued)

## 1. Interest in subsidiaries (Continued)

Particulars of the principal subsidiaries of the Company are presented as follows: (Continued)

## 七、在其他主體中的權益(續)

## 1. 在子公司中的權益(續)

本公司重要子公司的情况如下：(續)

	Place of key operation 主要經營地	Place of registration 註冊地	Nature of business 業務性質	Registered capital 註冊資本	Percentage of shareholding (%) 持股比例(%)		
					Direct 直接	Indirect 間接	
Subsidiaries acquired through business combinations not involving entities under common control							
非同一控制下企業合併取得的子公司							
(10)	Shandong Huadong Casting Co., Ltd. 山東華動鑄造有限公司	Shandong 山東	Shandong 山東	Manufacturing industry 製造業	450,150,000.00	–	100.00
(11)	Shaanxi Heavy-duty Motor Company Limited 陝西重型汽車有限公司	Shaanxi 陝西	Shaanxi 陝西	Manufacturing industry 製造業	3,706,330,000.00	51.00	–
(12)	Shaanxi Hande Axle Co., Ltd. 陝西漢德車橋有限公司	Shaanxi 陝西	Shaanxi 陝西	Manufacturing industry 製造業	320,000,000.00	3.06	94.00
(13)	Shaanxi Jinding Casting Co., Ltd. 陝西金鼎鑄造有限公司	Shaanxi 陝西	Shaanxi 陝西	Manufacturing industry 製造業	435,360,000.00	–	100.00
(14)	Shaanxi Fast Gear Co., Ltd. 陝西法士特齒輪有限責任公司	Shaanxi 陝西	Shaanxi 陝西	Manufacturing industry 製造業	256,790,000.00	51.00	–
(15)	Zhuzhou Gear Co., Ltd. 株洲齒輪有限責任公司	Hunan 湖南	Hunan 湖南	Manufacturing industry 製造業	531,314,951.00	87.91	–
(16)	Zhuzhou Torch Sparkplugs Co., Ltd. 株洲湘火炬火花塞有限責任公司	Hunan 湖南	Hunan 湖南	Manufacturing industry 製造業	282,480,000.00	100.00	–
(17)	Weichai (Chongqing) Automotive Co., Ltd. 濰柴(重慶)汽車有限公司	Chongqing 重慶	Chongqing 重慶	Manufacturing industry 製造業	1,295,410,000.00	77.07	22.93
(18)	Soci�t� International des Moteurs Baudouin 法國博杜安動力國際有限公司	France 法國	France 法國	Manufacturing industry 製造業	EUR33,311,180.00 歐元33,311,180.00	–	100.00
(19)	KION GROUP AG (Note 2) KION GROUP AG(註2)	Germany 德國	Germany 德國	Manufacturing industry 製造業	EUR98,900,000.00 歐元98,900,000.00	–	38.25



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## VII. Interest in other entities (Continued)

## 1. Interest in subsidiaries (Continued)

Particulars of the principal subsidiaries of the Company are presented as follows: (Continued)

## 七、在其他主體中的權益(續)

## 1. 在子公司中的權益(續)

本公司重要子公司的情况如下：(續)

		Percentage of shareholding 持股比例			Whether statements are consolidated 是否合併 並報表	Minority interests 少數股東權益	
		Effective capital contribution at the end of period	Direct (%)	Indirect (%)	Percentage of voting rights 表決權 比例(%)		
		期末實際出資	直接(%)	間接(%)			
Subsidiaries acquired through establishment or investment 通過設立或投資等方式取得的子公司							
(1)	Weichai Power (Weifang) Casting Co., Ltd. 濰柴動力(濰坊)鑄鍛有限公司	460,150,000.00	100.00	—	100.00	Yes 是	—
(2)	Shaanxi Wuhai Special Vehicles Co., Ltd. 陝汽烏海專用汽車有限公司	88,000,000.00	—	38.60	62.72	Yes 是	88,980,934.21
(3)	Weichai Power (Shanghai) Technology Development Co., Ltd. 濰柴動力(上海)科技發展有限公司	340,000,000.00	100.00	—	100.00	Yes 是	—
(4)	Weichai Power Yangzhou Diesel Engine Co., Ltd. 濰柴動力揚州柴油機有限責任公司	340,000,000.00	—	85.00	85.00	Yes 是	91,039,089.77
(5)	Weichai Power (Chongqing) Western Development Co., Ltd. 濰柴動力(重慶)西部發展有限公司	240,000,000.00	100.00	—	100.00	Yes 是	—
(6)	Weichai Power (Beijing) International Resources Investment Co., Ltd. 濰柴動力(北京)國際資源投資有限公司	300,000,000.00	100.00	—	100.00	Yes 是	—
(7)	Weichai Power (Luxembourg) Holding S.à r.l. 濰柴動力(盧森堡)控股有限公司	EUR553,152,136.00 歐元553,152,136.00	—	100.00	100.00	Yes 是	—
(8)	Weichai Power (Hong Kong) International Development Co., Ltd. 濰柴動力(香港)國際發展有限公司	USD336,242,497.00 美元336,242,497.00	100.00	—	100.00	Yes 是	—
(9)	Shandong Heavy Industry India Private Limited 山東重工印度有限責任公司	Rupee823,889,270.00 盧比823,889,270.00	—	97.68	97.68	Yes 是	(96,566.48)

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## VII. Interest in other entities (Continued)

## 1. Interest in subsidiaries (Continued)

Particulars of the principal subsidiaries of the Company are presented as follows: (Continued)

## 七、在其他主體中的權益(續)

## 1. 在子公司中的權益(續)

本公司重要子公司的情况如下:(續)

		Percentage of shareholding 持股比例				Whether statements are consolidated 是否合併 並報表	Minority interests 少數股東權益
	Effective capital contribution at the end of period	Direct (%)	Indirect (%)	Percentage of voting rights 表決權 比例(%)			
	期末實際出資	直接(%)	間接(%)				
Subsidiaries acquired through business combinations not involving entities under common control 非同一控制下企業合併取得的子公司							
(10)	Shandong Huadong Casting Co., Ltd. 山東華動鑄造有限公司	450,150,000.00	—	100.00	100.00	Yes 是	—
(11)	Shaanxi Heavy-duty Motor Company Limited 陝西重型汽車有限公司	1,890,330,000.00	51.00	—	51.00	Yes 是	2,599,113,653.12
(12)	Shaanxi Hande Axle Co., Ltd. 陝西漢德車橋有限公司	310,592,000.00	3.06	94.00	97.06	Yes 是	99,763,521.57
(13)	Shaanxi Jinding Casting Co., Ltd. 陝西金鼎鑄造有限公司	435,360,000.00	—	100.00	100.00	Yes 是	—
(14)	Shaanxi Fast Gear Co., Ltd. 陝西法士特齒輪有限責任公司	130,960,000.00	51.00	—	51.00	Yes 是	3,735,280,714.93
(15)	Zhuzhou Gear Co., Ltd. 株洲齒輪有限責任公司	467,102,295.92	87.91	—	87.91	Yes 是	65,233,791.16
(16)	Zhuzhou Torch Sparkplugs Co., Ltd. 株洲湘火炬火花塞有限責任公司	282,480,000.00	100.00	—	100.00	Yes 是	—
(17)	Weichai (Chongqing) Automotive Co., Ltd. 濰柴(重慶)汽車有限公司	1,295,410,000.00	77.07	22.93	100.00	Yes 是	—
(18)	Société International des Moteurs Baudouin 法國博杜安動力國際有限公司	EUR33,311,180.00 歐元33,311,180.00	—	100.00	100.00	Yes 是	—
(19)	KION GROUP AG KION GROUP AG	EUR1,077,648,723.00 歐元1,077,648,723.00	—	38.25	38.25	Yes 是	2,499,736,341.02

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## VII. Interest in other entities (Continued)

## 1. Interest in subsidiaries (Continued)

Particulars of the principal subsidiaries of the Company are presented as follows: (Continued)

Note 1: On 16 March 2012, Shaanxi Heavy-duty Motor Company Limited, a subsidiary of the Company, acquired 24.12% minority interest voting rights in Shaanxi Wuhai New Power Special Vehicles Co., Ltd. via a management and control agency agreement, representing an aggregate percentage of voting power of 62.72% with effective control over the company. The Company included Shaanxi Wuhai New Power Special Vehicles Co., Ltd. as part of consolidation on 1 April 2012.

Note 2: On 12 February 2015, Superlift, a shareholder of KION GROUP AG, which is in turn a subsidiary of the Company, disposed of its 4.9% shareholding in KION GROUP AG, as a result of which the aggregate shareholding in KION GROUP AG held by Weichai Power (Luxembourg) Holding S.à r.l. ("Weichai Lux"), an indirect wholly-owned subsidiary of the Company, and Superlift represented in aggregate 47.2% of the shareholding in KION GROUP AG. According to the bundling arrangement between Weichai Lux and Superlift, the Company became in control of 47.2% voting rights. On 27 March 2015, Superlift disposed of its remaining 13.9% shareholding, among which 4.95% were sold to Weichai Lux. At this point, the bundling arrangement between Weichai Lux and Superlift ceased to be valid. Through Weichai Lux, the Company held 38.25% shareholding and voting rights in KION GROUP AG and was the single largest shareholder of KION GROUP AG. Meanwhile, due to the scattered shareholdings held by other shareholders, the Company had effective control over KION GROUP AG. As at 30 June 2015, the aforesaid situation remained unchanged.

There was no changes in paid-in capital of principal subsidiaries from January to June 2015.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 七、在其他主體中的權益(續)

## 1. 在子公司中的權益(續)

本公司重要子公司的情况如下：(續)

註1：2012年3月16日，本公司子公司陝西重型汽車有限公司通過授權管理和控制協議取得了陝汽烏海專用汽車有限公司少數股東24.12%的表決權，合計表決權比例為62.72%，擁有實際控制權。本公司自2012年4月1日起將陝汽烏海專用汽車有限公司納入合併範圍。

註2：於2015年2月12日，子公司KION GROUP AG的股東Superlift出售了其持有的KION GROUP AG 4.9%的股權，本公司之間接全資子公司濰柴動力盧森堡(控股)有限公司(「濰柴盧森堡」)和Superlift合計持有KION GROUP AG 47.2%的股權，根據濰柴盧森堡和Superlift達成的捆綁安排，本公司可以控制的表決權比例為47.2%。於2015年3月27日，Superlift處置了其持有的剩餘全部13.9%的股權，其中4.95%的股權出售給濰柴盧森堡，至此，濰柴盧森堡和Superlift達成的捆綁安排失效，本公司通過濰柴盧森堡持有KION GROUP AG 38.25%的股權和表決權，是KION GROUP AG的單一最大股東，同時由於其他股東持有的股權分散，本公司擁有對KION GROUP AG的實際控制權。截至2015年6月30日，上述狀況未發生變化。

主要子公司實收資本2015年1-6月末發生變化。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## VII. Interest in other entities (Continued)

## 1. Interest in subsidiaries (Continued)

Changes in paid-in capital of principal subsidiaries in 2014 are detailed as follows:

		31 December 2013 2013年 12月31日	Increase in the current period 本期增加	Decrease in the current period 本期減少	31 December 2014 2014年 12月31日
Shaanxi Heavy-duty Motor Company Limited	陝西重型汽車有限公司	2,706,330,000.00	1,000,000,000.00	-	3,706,330,000.00
Weichai Power (Hong Kong) International Development Co., Ltd. (USD)	濰柴動力(香港)國際發展有限公司(美元)	57,840,000.00	278,402,497.00	-	336,242,497.00
Weichai (Chongqing) Automotive Co., Ltd.	濰柴(重慶)汽車有限公司	1,186,000,000.00	109,410,000.00	-	1,295,410,000.00
Shandong Heavy Industry India Private Limited (Rupee)	山東重工印度有限責任公司(盧比)	202,329,270.00	621,560,000.00	-	823,889,270.00

Subsidiaries with material interests of minority shareholders are as follows:

存在重要少數股東權益的子公司如下：

January to June 2015

2015年1-6月

(Unaudited)		Percentage of shareholding minority shareholders 少數股東 持股比例	Attributable to minority interests 歸屬少數 股東損益	Dividends paid to minority shareholders 向少數股東 支付股利	Accumulated minority interests at the end of period 期末累計 少數股東權益
(未經審核)					
Shaanxi Heavy-duty Motor Company Limited	陝西重型汽車有限公司	49%	(8,671,561.47)	-	2,599,113,653.12
Shaanxi Fast Gear Co., Ltd.	陝西法士特齒輪 有限責任公司	49%	30,895,843.61	-	3,735,280,714.93
KION GROUP AG	KION GROUP AG	61.75%	300,177,207.23	225,059,398.69	2,499,736,341.02

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## VII. Interest in other entities (Continued)

## 1. Interest in subsidiaries (Continued)

Subsidiaries with material interests of minority shareholders are as follows: (Continued)

January to June 2014

## 七、在其他主體中的權益(續)

## 1. 在子公司中的權益(續)

存在重要少數股東權益的子公司如下：(續)

2014年1-6月

(Unaudited)		Percentage of shareholding Minority shareholders 少數股東 持股比例	Attributable to minority interests 歸屬少數 股東損益	Dividends paid to minority shareholders 向少數股東 支付股利	Accumulated minority interests at the end of year 年末累計 少數股東權益
(未經審核)					
	Shaanxi Heavy-duty Motor Company Limited 陝西重型汽車有限公司	49%	103,247,884.32	–	2,530,587,805.45
	Shaanxi Fast Gear Co., Ltd. 陝西法士特齒輪有限責任公司	49%	153,562,413.65	–	3,762,775,869.56
	KION GROUP AG KION GROUP AG		N/A		
		66.70%	不適用	–	1,877,470,135.33

The following table illustrates the summarized financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

下表列示了上述子公司主要財務信息。這些信息為本集團內各企業之間相互抵消前的金額：

		KION GROUP AG	Shaanxi Heavy-duty Motor Co., Ltd. 陝西重型汽車 有限公司	Shaanxi Fast Gear Co., Ltd. 陝西法士特齒輪 有限責任公司
January to June 2015	2015年1-6月			
Current assets	流動資產	12,372,621,201.00	14,393,220,792.06	7,440,891,702.57
Non-current assets	非流動資產	26,527,379,589.58	5,312,963,725.84	3,117,835,755.45
Total assets	資產合計	38,900,000,790.58	19,706,184,517.90	10,558,727,458.02
Current liabilities	流動負債	12,525,895,539.90	13,575,326,148.78	2,918,187,706.43
Non-current liabilities	非流動負債	21,607,225,274.72	683,824,940.95	–
Total liabilities	負債合計	34,133,120,814.62	14,259,151,089.73	2,918,187,706.43
Revenue	營業收入	16,782,378,217.60	8,151,372,098.53	3,245,618,011.36
Net profit	淨利潤	478,264,589.87	12,597,961.52	62,126,937.95
Total comprehensive income	綜合收益總額	929,831,750.87	12,598,880.80	59,075,794.67
Net cash flows from operating activities	經營活動產生的 現金流量淨額	1,183,895,054.60	253,832,502.85	609,283,598.47

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註 (續)

2015年6月30日(人民幣元)

## VII. Interest in other entities (Continued)

## 1. Interest in subsidiaries (Continued)

The following table illustrates the summarized financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations: (Continued)

		KION GROUP AG	Shaanxi Heavy-duty Motor Co., Ltd. 陝西重型汽車 有限公司	Shaanxi Fast Gear Co., Ltd. 陝西法士特齒輪 有限責任公司
31 December 2014	2014年12月31日			
Current assets	流動資產	11,956,322,052.00	16,077,594,954.52	7,218,514,717.63
Non-current assets	非流動資產	26,425,175,339.85	5,395,534,605.49	3,219,064,044.06
Total assets	資產合計	38,381,497,391.85	21,473,129,560.01	10,437,578,761.69
Current liabilities	流動負債	13,368,159,201.60	14,510,231,740.50	2,873,759,545.50
Non-current liabilities	非流動負債	21,526,186,371.65	1,542,450,621.38	–
Total liabilities	負債合計	34,894,345,573.25	16,052,682,361.88	2,873,759,545.50
January to June 2014	2014年1-6月			
Revenue	營業收入		13,968,287,412.46	5,654,998,084.00
Net profit	淨利潤		202,912,266.01	318,866,890.23
Total comprehensive income	綜合收益總額		202,912,266.01	318,866,890.23
Net cash flows from operating activities	經營活動產生的 現金流量淨額		752,041,715.58	43,717,827.81

## 2. Transaction resulting in changes of proportional shareholding but not change of control of principal subsidiaries

On 27 March 2015, the Company considered and approved the proposal concerning the acquisition of 4.95% issued capital of KION GROUP AG on its second provisional Board meeting 2015, pursuant to which Weichai Lux, a wholly-owned subsidiary of the Company, acquired 4.95% of the issued share capital of KION GROUP AG, from Superlift at a total consideration of EUR186,935,000. As a result of the transaction, the minority interest in the consolidated financial statements has been reduced by RMB145,666,938.59 and capital reserve has been reduced by RMB1,100,217,449.41. Upon completion of the acquisition, the Company's indirect shareholding in KION GROUP AG has increased to 38.25%.

## 2. 在重要子公司的股東權益份額發生變化且未影響控制權的交易

2015年3月27日，本公司2015年第二次臨時董事會會議審議通過了收購KION GROUP AG 4.95%已發行股份的議案。由全資子公司濰柴盧森堡向Superlift購買KION GROUP AG全部已發行股份的4.95%，收購總價為歐元186,935,000，該項交易導致合併財務報表中少數股東權益減少人民幣145,666,938.59元，資本公積減少人民幣1,100,217,449.41元。收購事項完成後，本公司間接持有KION GROUP AG的股權比例增加至38.25%。



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## VII. Interest in other entities (Continued)

## 3. Interest in jointly-controlled enterprises and associates

Particulars of the principal jointly-controlled enterprise and associates of the Company are presented as follows:

## 七、在其他主體中的權益(續)

## 3. 在合營企業和聯營企業中的權益

本公司重要合營企業和聯營企業的情況如下：

		Place of key operation 主要經營地	Place of registration 註冊地	Nature of Business 業務性質	Registered capital 註冊資本	Percentage of shareholding (%) 持股比例(%)		Accounting treatment 會計處理
						Direct 直接	Indirect 間接	
Jointly-controlled enterprise								
合營企業								
(1)	Xi'an FC Intelligence Transmission Co., Ltd. (Note) 西安雙特智能傳動有限公司(註)	Shaanxi 陝西	Shaanxi 陝西	Manufacturing industry 製造業	500,000,000.00	-	51.00	Equity Method 權益法
Associate								
聯營企業								
(1)	Shanzhong Finance Leasing Co., Ltd. 山重融資租賃有限公司	Beijing 北京	Beijing 北京	Finance lease 融資租賃	920,000,000.00	19.565	19.565	Equity Method 權益法
(2)	Shandong Zhonggong Group Finance Co., Ltd. 山東重工集團財務有限公司	Shandong 山東	Shandong 山東	Finance company 財務公司	1,000,000,000.00	20.00	-	Equity Method 權益法

Note: Xi'an FC Intelligence Transmission Co., Ltd. is held as to 51% by the Group, and as to 4% and 45% by Shaanxi Fast Gear Automotive Transmission Co., Ltd. ("Transmission Co") and Caterpillar (China) Investment Co., Ltd ("Caterpillar") respectively. Its board of directors comprises seven directors, three of whom being nominated by the Group, one being nominated by Transmission Co and three being nominated by Caterpillar. According to its articles of association, board resolutions require unanimous approval or approval by substantially all directors, and thus Xi'an FC Intelligence Transmission Co. is a jointly-controlled enterprise of the Group.

註：本集團持有西安雙特智能傳動有限公司51%股權，另外兩位股東為陝西法士特傳動集團有限責任公司(「傳動集團」)和卡特彼勒(中國)投資有限公司(「卡特彼勒」)，持股比例分別為4%和45%。董事會由七名董事組成，其中三名由本集團委任，一名由傳動集團委任，另外三名由卡特彼勒委任，根據公司章程約定，董事會決議需要董事會全體或者絕大多數同意通過，因此西安雙特智能傳動有限公司屬於本集團合營企業。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## VII. Interest in other entities (Continued)

## 3. Interest in jointly-controlled enterprises and associates (Continued)

The Group holds 51% equity interest of Xi'an FC Intelligence Transmission Co., Ltd. ("FC Intelligence Transmission"), which is principally engaged in the production of automatic gear boxes. It is a key jointly-controlled enterprise of the Group and is accounted for using equity method in the Group's accounts.

The following table illustrates the summarised financial information of Xi'an FC Intelligence Transmission Co., Ltd. The amounts disclosed are adjusted for differences in accounting policies and reconciled to the carrying accounts in this financial statement:

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Current assets	流動資產	215,547,952.10	179,523,727.44
including: cash and cash equivalents	其中：現金和現金等價物	27,909,695.60	31,933,003.14
Non-current assets	非流動資產	327,250,417.60	336,539,782.56
Total assets	資產合計	542,798,369.70	516,063,510.00
Current liabilities	流動負債	196,095,588.34	138,311,640.98
Non-current liabilities	非流動負債	—	—
Total liabilities	負債合計	196,095,588.34	138,311,640.98
Minority interests	少數股東權益	—	—
Shareholders' equity attributable to the Parent	歸屬於母公司的股東權益	346,702,781.36	377,751,869.02
Shares of net assets based on percentage of shareholding	按持股比例享有的淨資產份額	176,818,418.49	192,653,453.20
Carrying value of investment	投資的賬面價值	176,796,848.22	192,653,453.20
		January to June 2015 2015年1-6月 (Unaudited) (未經審核)	January to June 2014 2014年1-6月 (Unaudited) (未經審核)
Revenue	營業收入	28,539,390.94	12,645,423.50
Income tax expenses	所得稅費用	—	—
Net losses	淨虧損	(31,091,381.96)	(37,287,006.63)
Total comprehensive income	綜合收益總額	(31,091,381.96)	(37,287,006.63)
Dividend received	收到的股利	—	—

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 七、在其他主體中的權益(續)

## 3. 在合營企業和聯營企業中的權益(續)

本集團持有持有西安雙特智能傳動有限公司(「雙特傳動」)51%股權，雙特傳動主要生產自動變速箱，為本集團重要的合營企業，本集團對該合營企業採用權益法核算。

下表列示了西安雙特智能傳動有限公司的財務信息，這些財務信息調整了所有會計政策差異且調節至本財務報表賬面金額：

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## VII. Interest in other entities (Continued)

## 3. Interest in jointly-controlled enterprises and associates (Continued)

The Group holds 20% equity interest of Shandong Zhonggong Group Finance Co., Ltd. ("Shandong Zhonggong Finance Co."), which provides the Group with services of deposits, credit lending, settlement and other financial services. It is a key associate of the Group and is accounted for using equity method in the Group's accounts.

The following table illustrates the summarised financial information of Shandong Zhonggong Finance Co.. The amounts disclosed are adjusted for differences in accounting policies and reconciled to the carrying accounts in this financial statement:

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Current assets	流動資產	13,764,280,925.53	13,259,994,847.84
including: cash and cash equivalents	其中：現金和現金等價物	—	—
Non-current assets	非流動資產	1,980,783,561.48	869,321,303.11
Total assets	資產合計	15,745,064,487.01	14,129,316,150.95
Current liabilities	流動負債	14,548,257,298.19	12,989,166,333.25
Non-current liabilities	非流動負債	—	—
Total liabilities	負債合計	14,548,257,298.19	12,989,166,333.25
Minority interests	少數股東權益	—	—
Shareholders' equity attributable to the Parent	歸屬於母公司的股東權益	1,196,807,188.82	1,140,149,817.70
Shares of net assets based on percentage of shareholding	按持股比例享有的淨資產份額	239,361,437.76	228,029,963.54
Carrying value of investment	投資的賬面價值	239,414,386.99	228,029,963.54
		January to June 2015 2015年1-6月 (Unaudited) (未經審核)	January to June 2014 2014年1-6月 (Unaudited) (未經審核)
Revenue	營業收入	116,710,681.81	111,873,929.53
Income tax expenses	所得稅費用	(18,974,372.43)	(20,335,237.60)
Net profit	淨利潤	56,923,117.26	60,074,810.81
Total comprehensive income	綜合收益總額	56,923,117.26	60,074,810.81
Dividend received	收到的股利	—	—

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 七、在其他主體中的權益(續)

## 3. 在合營企業和聯營企業中的權益(續)

本集團持有山東重工集團財務有限公司(「山東重工財務公司」)20%股權，山東重工財務公司為本集團提供存款、信貸、結算及其他金融服務，是本集團重要的聯營企業，本集團對該聯營企業採用權益法核算。

下表列示了山東重工財務公司的財務信息，這些財務信息調整了所有會計政策差異且調節至本財務報表賬面金額：

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## VII. Interest in other entities (Continued)

## 3. Interest in jointly-controlled enterprises and associates (Continued)

The Group holds 39.13% equity interests of Shanzhong Finance Leasing Co., Ltd. ("Shanzhong Finance Leasing"), which provides the Group and its distributors with finance leasing services. It is a key associate of the Group and is accounted for using equity method in the Group's accounts.

The following table illustrates the summarised financial information of Shanzhong Finance Leasing Co., Ltd.. The amounts disclosed are adjusted for differences in accounting policies and reconciled to the carrying accounts in this financial statement:

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Current assets	流動資產	2,843,591,864.17	3,163,522,992.05
including: cash and cash equivalents	其中：現金和現金等價物	329,816,090.33	443,118,239.03
Non-current assets	非流動資產	1,376,894,249.46	1,661,142,690.09
Total assets	資產合計	4,220,486,113.63	4,824,665,682.14
Current liabilities	流動負債	2,560,371,475.46	3,031,681,741.07
Non-current liabilities	非流動負債	638,146,781.00	793,291,128.06
Total liabilities	負債合計	3,198,518,256.46	3,824,972,869.13
Minority interests	少數股東權益	—	—
Shareholders' equity attributable to the Parent	歸屬於母公司的股東權益	1,021,967,857.17	999,692,813.01
Shares of net assets based on percentage of shareholding	按持股比例享有的淨資產份額	399,896,022.51	391,179,797.73
Carrying value of investment	投資的賬面價值	398,979,857.35	391,082,871.61
		January to June 2015 2015年1-6月 (Unaudited) (未經審核)	January to June 2014 2014年1-6月 (Unaudited) (未經審核)
Revenue	營業收入	171,064,360.60	302,975,560.52
Income tax expenses	所得稅費用	(8,084,132.68)	(8,897,190.74)
Net profit	淨利潤	22,314,023.51	27,165,783.24
Total comprehensive income	綜合收益總額	22,314,023.51	27,165,783.24
Dividend received	收到的股利	—	—

## 財務報表附註 (續)

2015年6月30日(人民幣元)

## 七、在其他主體中的權益(續)

## 3. 在合營企業和聯營企業中的權益(續)

本集團持有山重融資租賃有限公司(「山重融資租賃」)39.13%股權，山重融資租賃為本集團及本集團的經銷商提供融資租賃業務服務，是本集團重要的聯營企業，本集團對該聯營企業採用權益法核算。

下表列示了山重融資租賃有限公司的財務信息，這些財務信息調整了所有會計政策差異且調節至本財務報表賬面金額：

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## VII. Interest in other entities (Continued)

## 3. Interest in jointly-controlled enterprises and associates (Continued)

The following illustrates the combined financial information of the associates which, individually, are not significant to the Group:

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Associate	聯營企業		
Total carrying value of investments	投資賬面價值合計	676,503,138.08	665,959,370.13

The total amount of the following calculation based on the percentage of shareholding:

		January to June 2015 2015年1-6月 (Unaudited) (未經審核)	January to June 2014 2014年1-6月 (Unaudited) (未經審核)
Net losses	淨利潤	88,879,902.82	54,326,222.61
Other comprehensive income	其他綜合收益	(72,011,395.61)	210,422,569.01
Total comprehensive income	綜合收益總額	16,868,507.21	264,748,791.62

## VIII. Transfers of Financial Assets

Transferred financial assets that had been derecognised in their entirety but continuously involved

As at 30 June 2015, the Group have endorsed bank acceptance bills amounting to RMB3,508,475,324.52 (31 December 2014: RMB12,796,570,508.51) to suppliers to settle the accounts payable. As at 30 June 2015, they were due in 1 to 12 months. If acceptance banks dishonor the bills, endorsees shall have the right to turn to the Group for recourse ("Continuing Involvement") according to the Law of Negotiable Instruments. The Group considered substantially all risk and reward of the bills have been transferred. Therefore, the Group derecognized the book value of the related accounts payable that have been settled by the bills. The undiscounted cash flow and maximum loss of continuing involvement and repurchase were equal to the book value of the bills. The Group considers the fair value of continuing involvement is not significant.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 七、在其他主體中的權益(續)

## 3. 在合營企業和聯營企業中的權益(續)

下表列示了對本集團單項不重要的聯營企業的合計財務信息：

	30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
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下列各項按持股比例計算的合計數：

	January to June 2015 2015年1-6月 (Unaudited) (未經審核)	January to June 2014 2014年1-6月 (Unaudited) (未經審核)
Net losses	88,879,902.82	54,326,222.61
Other comprehensive income	(72,011,395.61)	210,422,569.01
Total comprehensive income	16,868,507.21	264,748,791.62

## 八、金融資產轉移

已整體終止確認但繼續涉入的已轉移金融資產

於2015年6月30日，本集團未到期的已背書給供應商用於結算應付賬款的銀行承兌匯票的賬面價值為人民幣3,508,475,324.52元(2014年12月31日：人民幣12,796,570,508.51元)。於2015年6月30日，其到期日為1至12個月，根據《票據法》相關規定，若承兌銀行拒絕付款的，其持有人有權向本集團追索(「繼續涉入」)。本集團認為，本集團已經轉移了其幾乎所有的風險和報酬，因此，終止確認其及與之相關的已結算應付賬款的賬面價值。繼續涉入及回購的最大損失和未折現現金流量等於其賬面價值。本集團認為，繼續涉入公允價值並不重大。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## VIII. Transfers of Financial Assets (Continued)

Transferred financial assets that had been derecognised in their entirety but continuously involved (Continued)

As at 30 June 2015, the book value of the Group's outstanding, discounted bank acceptance bills amounted to RMB736,573,300.00 (31 December 2014: RMB26,831,833.34). As at 30 June 2015, they were due within 1 to 5 months.

From January to June 2015, the Group did not recognize any significant profit or loss at the date of transfer. The Group had no current or accumulated gain or expense arising from the continuing involvement in financial assets which had been derecognized. The endorsement and discount were incurred evenly throughout the period.

## IX. Disclosure of fair value

## 1. Assets and liabilities measured at fair value

January to June 2015

		Inputs used in the measurement of fair value			Total
		Quoted prices in active markets	Key observable inputs	Key unobservable inputs	
		活躍市場報價	重要可觀察輸入值	重要不可觀察輸入值	
(Unaudited)		(Level 1)	(Level 2)	(Level 3)	
(未經審核)		(第一層次)	(第二層次)	(第三層次)	合計
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	-	22,389,004.10	-	22,389,004.10
Available-for-sale listed equity instruments for available-for-sale financial assets	可供出售金融資產可供出售的上市權益工具	358,661,570.50	-	-	358,661,570.50
		358,661,570.50	22,389,004.10	-	381,050,574.60
Financial liabilities at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融負債	-	124,022,304.70	-	124,022,304.70

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 八、金融資產轉移(續)

已整體終止確認但繼續涉入的已轉移金融資產(續)

於2015年6月30日，本集團未到期的已貼現銀行承兌匯票的賬面價值為人民幣736,573,300.00元(2014年12月31日：人民幣26,831,833.34元)。於2015年6月30日，其到期日為1至5個月。

2015年1-6月，本集團於其轉移日確認的利得或損失並不重大。本集團無因繼續涉入已終止確認金融資產當期和累計確認的收益或費用。背書和貼現在本期大致均衡發生。

## 九、公允價值的披露

## 1. 以公允價值計量的資產和負債

2015年1-6月



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## IX. Disclosure of fair value (Continued)

## 1. Assets and liabilities measured at fair value (Continued)

2014

## 九、公允價值的披露(續)

## 1. 以公允價值計量的資產和負債(續)

2014年

		Inputs used in the measurement of fair value			Total 合計
		Quoted prices in active markets 活躍市場報價 (Level 1) (第一層次)	Key observable inputs 重要可觀察 輸入值 (Level 2) (第二層次)	Key unobservable inputs 重要不可觀察 輸入值 (Level 3) (第三層次)	
(Audited) (經審核)					
Financial assets at fair value through profit or loss	以公允價值計量且 其變動計入當期 損益的金融資產	-	66,996,021.60	-	66,996,021.60
Available-for-sale listed equity instruments for available-for-sale financial assets	可供出售金融資產 可供出售的 上市權益工具	256,312,290.80	-	-	256,312,290.80
		256,312,290.80	66,996,021.60	-	323,308,312.40
Financial liabilities at fair value through profit or loss	以公允價值計量且 其變動計入當期 損益的金融負債	-	76,807,591.20	-	76,807,591.20

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## IX. Disclosure of fair value (Continued)

## 2. Assets and liabilities disclosed at fair value

30 June 2015

		Inputs used in the measurement of fair value			
		公允價值披露使用的輸入值			
		Quoted prices in active markets	Key observable inputs	Key unobservable inputs	
		活躍市場報價	重要可觀察 輸入值	重要不可觀察 輸入值	
(Unaudited)		(Level 1)	(Level 2)	(Level 3)	Total
(未經審核)		(第一層次)	(第二層次)	(第三層次)	合計
Long-term receivables	長期應收款	–	2,962,452,017.80	–	2,962,452,017.80
Long-term borrowings	長期借款	–	6,957,244,843.96	–	6,957,244,843.96
Bonds payable	應付債券	4,792,867,850.02	–	–	4,792,867,850.02
Long-term payables	長期應付款	–	5,974,653,061.50	–	5,974,653,061.50

31 December 2014

2014年12月31日

		Inputs used in the measurement of fair value			
		公允價值披露使用的輸入值			
		Quoted prices in active markets	Key observable inputs	Key unobservable inputs	
		活躍市場報價	重要可觀察 輸入值	重要不可觀察 輸入值	
(Audited)		(Level 1)	(Level 2)	(Level 3)	Total
(經審核)		(第一層次)	(第二層次)	(第三層次)	合計
Long-term receivables	長期應收款	–	2,584,732,011.48	–	2,584,732,011.48
Long-term borrowings	長期借款	–	8,446,207,721.92	–	8,446,207,721.92
Bonds payable	應付債券	5,927,942,734.85	–	–	5,927,942,734.85
Long-term payables	長期應付款	–	5,225,098,459.60	–	5,225,098,459.60

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## IX. Disclosure of fair value (Continued)

## 3. Estimation of fair value

## Fair value of financial assets/liabilities

The management has assessed the cash and cash equivalents, notes receivable, accounts receivable, financial products under other current assets, non-current assets due within 1 year, short-term borrowings, notes payable, accounts payable and long-term liabilities due within 1 year and long-term payables due within one year. In each case, the fair value and carrying value are similar due to short remaining period.

The finance team of the Group is led by the head of finance department. It is responsible for formulating policies and procedures applicable to the measurement of the fair value of financial instruments. The finance team directly reports to the Chief Financial Officer and the Audit Committee. On each balance sheet date, the finance team analyzes the change in value of financial instruments and ascertain the key inputs which apply to the valuation. The process and result of valuation is subject to approval by the Chief Financial Officer.

The fair value of financial assets and liabilities is determined as the amount at which well-informed parties undergo exchange of assets or settlement of debts out of free will and in a fair transaction. The following methods and assumptions are used in estimating fair values.

Financial assets/liabilities at fair value through profit or loss include the forward contracts of subsidiaries. The Group believes that the fair value estimated using valuation techniques is reasonable and the most appropriate value as of the balance sheet date.

The fair values of listed equity instruments are determined according to quote prices on the market.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 九、公允價值的披露(續)

## 3. 公允價值估值

## 金融資產／金融負債公允價值

管理層已經評估了貨幣資金、應收票據、應收賬款、其他流動資產中的投資產品、一年內到期的非流動資產、短期借款、應付票據、應付賬款和一年內到期的長期負債、一年內到期的長期應付款等，因剩餘期限不長，公允價值與賬面價值相若。

本集團的財務團隊由財務部門負責人領導，負責制定金融工具公允價值計量的政策和程序。財務團隊直接向首席財務官和審計委員會報告。每個資產負債表日，財務團隊分析金融工具價值變動，確定估值適用的主要輸入值。估值流程和結果經首席財務官審核批准。

金融資產和金融負債的公允價值，以在公平交易中，熟悉情況的交易雙方自願進行資產交換或者債務清償的金額確定。以下方法和假設用於估計公允價值。

公允價值計量且其變動計入當期損益的金融資產／金融負債包括下屬子公司的遠期合同。本集團相信，以估值技術估計的公允價值是合理的，並且亦是於資產負債表日最合適的價值。

上市的權益工具，以市場報價確定公允價值。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## IX. Disclosure of fair value (Continued)

## 3. Estimation of fair value (Continued)

Fair value of financial assets/liabilities (Continued)

Fair values of long-term borrowings are determined using discounted cash flows, at rates equal to market yield of other financial instruments with similar contract terms, credit risks and remaining term. As at 30 June 2015, non-performance risks underlying long-term borrowings were appraised as insignificant.

Fair values of long-term receivables/ long-term payables are determined using the present value of net leasing receipts/ net leasing payments, at rates equal to the market yield of other finance leases with similar contract terms, credit risks and remaining term.

The fair values of bonds payable are determined as quoted prices on the market.

## 4. The level change in the fair value

From January to June 2015, there were neither transfers between Level 1 and Level 2 for the measurement of fair value of financial assets and liabilities, nor transfer into or out of Level 3.

## 財務報表附註 (續)

2015年6月30日(人民幣元)

## 九、公允價值的披露(續)

## 3. 公允價值估值(續)

金融資產／金融負債公允價值(續)

長期借款採用未來現金流量折現法確定公允價值，以有相似合同條款、信用風險和剩餘期限的其他金融工具的市場收益率作為折現率。2015年6月30日，針對長期借款等自身不履約風險評估為不重大。

長期應收款／長期應付款的公允價值以淨租賃收款額／淨租賃付款額的現值，以有相似合同條款、信用風險和剩餘期限的其他融資租賃的市場收益率作為折現率確定。

應付債券，以市場報價確定公允價值。

## 4. 公允價值層次轉換

於2015年1-6月，並無金融資產和金融負債公允價值計量在第一層次和第二層次之間的轉移，亦無轉入或轉出第三層級的情況。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## X. Related Party Relationships and Transactions

The related parties defined in these financial statements included the related parties under accounting standards and related parties under the information disclosure requirements of SFC.

## 1. Parent

	Registered address	Nature of business	Registered capital	Proportion of ownership interest in the Company 對本公司 持股比例 (%)	Proportion of voting power in the Company 對本公司 表決權比例 (%)
	註冊地	業務性質	註冊資本		
Weichai Group Holdings Limited 濰柴控股集團有限公司	Weifang City, Shandong Province 山東省 濰坊市	External investment financial guarantee investment advisory planning and organization/ coordination and management of production operating activities of corporates under the Group 對外投資經濟擔保投資諮詢規劃 組織/協調管理集團所屬 企業生產經營活動	RMB1,200,000,000.00 人民幣	16.83	16.83

Shandong Heavy Industry Group Co., Ltd. is the ultimate controller of the Company.

## 2. Subsidiaries

Details of subsidiaries are set out in Note VII.1.

## 3. Associates

Details of associates are set out in Note VII.3.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 十、關聯方關係及其交易

本財務報表中界定的關聯方既包括會計準則中界定的關聯方，也包括證監會在信息披露規定中界定的關聯方。

## 1. 母公司

	Registered capital	Proportion of ownership interest in the Company 對本公司 持股比例 (%)	Proportion of voting power in the Company 對本公司 表決權比例 (%)
	註冊資本		
Weichai Group Holdings Limited 濰柴控股集團有限公司	RMB1,200,000,000.00 人民幣	16.83	16.83

本公司的最終控制人為山東重工集團有限公司。

## 2. 子公司

子公司信息詳見附註七、1。

## 3. 聯營企業

聯營企業詳見附註七、3。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## X. Related Party Relationships and Transactions (Continued)

## 十、關聯方關係及其交易(續)

## 4. Particulars of other related parties which entered into material transactions with the Group

## 4. 與本集團發生重大交易的其他關聯方情況

	Related party relationships 關聯方關係	Referred to as 簡稱
Shandong Heavy industry Group Co., Ltd. 山東重工集團有限公司	Ultimate controller 最終控制人	Shandong Heavy Industry 山東重工
Weichai Group Holdings Limited 濰柴控股集團有限公司	Parent 母公司	Weichai Group Holdings 濰柴控股
Weichai Deutz Diesel Engine Co., Ltd. 濰坊濰柴道依茨柴油機有限公司	Common control by parent 同一母公司控制	Weichai Deutz 濰柴道依茨
Shandong Weichai Import and Export Co., Ltd. 山東濰柴進出口有限公司	Common control by parent 同一母公司控制	Weichai Import and Export 濰柴進出口
Weichai Heavy-duty Machinery Co., Ltd. 濰柴重機股份有限公司	Common control by parent 同一母公司控制	Weichai Heavy-duty Machinery 濰柴重機
Yangzhou Yaxing Coach Co., Ltd. 揚州亞星客車股份有限公司	Common control by parent 同一母公司控制	Yangzhou Yaxing 揚州亞星
Yangzhou Shengda Special Vehicles Co., Ltd. 揚州盛達特種車有限公司	Common control by parent 同一母公司控制	Shengda Special Vehicles 盛達特種車
Weichai Generator Equipment Co., Ltd. 濰柴發電設備有限公司	Common control by parent 同一母公司控制	Weichai Generator 濰柴發電
Chongqing Weichai Diesel Engine Works 重慶濰柴發動機廠	Common control by parent 同一母公司控制	Chongqing Weichai 重慶濰柴
Chongqing Jiangjin Region Chongwei Casting Co., Ltd. 重慶市江津區重濰鑄造有限公司	Common control by parent 同一母公司控制	Chongwei Casting 重濰鑄造
Chutian Engineering Machinery Company Limited 山推楚天工程機械有限公司	Same ultimate parent 同一最終控制人	Chutian Engineering 山推楚天
Shantui Engineering Machinery Co., Ltd. 山推工程機械股份有限公司	Same ultimate parent 同一最終控制人	Shantui Engineering 山推工程
Shandong Shantui Machinery Co., Ltd. 山東山推機械有限公司	Same ultimate parent 同一最終控制人	Shandong Shantui 山東山推
Shandong Heavy Industry Group Finance Co., Ltd. 山東重工集團財務有限公司	Same ultimate parent 同一最終控制人	Heavy Industry Finance Company 山東重工財務公司
Shanzhong Finance Leasing Co., Ltd. 山重融資租賃有限公司	Same ultimate parent 同一最終控制人	Shanzhong Finance Leasing 山重融資租賃
Shanzhong Jianji Co., Ltd. 山重建機有限公司	Same ultimate parent 同一最終控制人	Shanzhong Jianji 山重建機



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## X. Related Party Relationships and Transactions (Continued)

## 4. Particulars of other related parties which entered into material transactions with the Group (Continued)

## 十、關聯方關係及其交易(續)

## 4. 與本集團發生重大交易的其他關聯方情況(續)

	Related party relationships 關聯方關係	Referred to as 簡稱
Beiqi Foton Motor Co., Ltd. 北汽福田汽車股份有限公司	Same key management personnel 同一關鍵管理人員	Beiqi Foton 北汽福田
FOTON Lovol Heavy Industries Co., Ltd. 福田雷沃國際重工股份有限公司	Same key management personnel 同一關鍵管理人員	FOTON Lovol 福田雷沃
Shaanxi Automotive Holdings Group Co., Ltd. 陝西汽車控股集團有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Shaanxi Automotive Holdings 陝汽控股
Shaanxi Automobile Industry Co., Ltd. 陝汽實業有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Shaanxi Industry 陝汽實業
Shaanxi Automotive Group Co., Ltd. 陝西汽車集團有限責任公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Shaanxi Automotive 陝汽集團
Shaanxi Fast Gear Automotive Transmission Co., Ltd. 陝西法士特汽車傳動集團有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Shaanxi Fast Gear Automotive 陝法傳動
Shaanxi Huazhen Vehicle Parts Co., Ltd. 陝西華臻車輛部件有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Huazhen Parts 華臻部件
Shaanxi Huazhen Sancan Industry and Trading Services Co., Ltd. 陝西華臻三產工貿服務有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Huazhen Services 華臻服務
Shaanxi Tongli Special Purpose Vehicle Co., Ltd. 陝西通力專用汽車有限責任公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Tongli Special Purpose 通力專用
Shaanxi Lantong Transmission Axle Co., Ltd. 陝西藍通傳動軸有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Lantong Transmission 藍通傳動軸
Baoji Huashan Engineering Vehicles Co., Ltd. 寶雞華山工程車輛有限責任公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Baoji Vehicle 寶雞車輛
Xi'an Lande New Energy Automotive Technology Development Co., Ltd. 西安蘭德新能源汽車技術開發有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Lande New Energy 蘭德新能源
Shaanxi Wanfang Vehicle Parts and Components Co. Ltd. 陝西萬方汽車零部件有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Shaanxi Wanfang 陝西萬方

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## X. Related Party Relationships and Transactions (Continued)

## 十、關聯方關係及其交易(續)

## 4. Particulars of other related parties which entered into material transactions with the Group (Continued)

## 4. 與本集團發生重大交易的其他關聯方情況(續)

	Related party relationships 關聯方關係	Referred to as 簡稱
Shaanxi Fangyuan Automobile Standard Components Co. Ltd. 陝西方圓汽車標準件有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Fangyuan Automobile 方圓汽車
Shaanxi Tongchuang Huaheng Vehicle Radiator Co. Ltd. 陝西同創華亨汽車散熱有限責任公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Tongchuang Huaheng 同創華亨
Shaanxi Automobile Group Xunyang Baotong Special Purpose Vehicles Co., Ltd. 陝西汽車集團旬陽寶通專用車有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Xunyang Baotong 旬陽寶通
Shaanxi Automobile Group Changsha Huantong Automobile Manufacturing Co., Ltd. 陝西汽車集團長沙環通汽車製造有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Changsha Huantong 長沙環通
Shaanxi Automobile Group Yan'an Special Purpose Vehicles Co., Ltd. 陝西汽車集團延安專用車有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Yan'an Special Purpose Vehicles 延安專用車
Shaanxi Dongming Automobile System Co., Ltd. 陝西東銘車輛系統股份有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Dongming Automobile 東銘車輛
Shaanxi Zhongfu IDT Technology Co., Ltd. 陝西中富物聯科技服務有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Shaanxi Zhongfu 陝西中富
Shaanxi Shaanqi Auto City Hotel Co., Ltd. 陝西陝汽車城酒店有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Shaanqi Auto City 陝汽車城
Shanghai Yuanxing Supply Chain Management (Group) Limited 上海遠行供應鏈管理有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Yuanxing Supply Chain 遠行供應鏈
Shaanxi Zhongjiao Tianjian Vehicle Net Information Technology Co., Ltd. 陝西中交天健車聯網信息技術有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Zhongjiao Tianjian 中交天健
Shaanxi Deyin Logistic Services Co., Ltd. 陝西德銀物流服務有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Deyin Logistic 德銀物流
Shaanxi Deyin Leasing Co., Ltd. 德銀融資租賃有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Deyin Leasing 德銀租賃

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## X. Related Party Relationships and Transactions (Continued)

## 4. Particulars of other related parties which entered into material transactions with the Group (Continued)

## 十、關聯方關係及其交易(續)

## 4. 與本集團發生重大交易的其他關聯方情況(續)

	Related party relationships 關聯方關係	Referred to as 簡稱
Shaanxi Dongfeng Axle And Transmission System Co., Ltd. 陝西東風車橋傳動系統股份有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Dongfeng Axle 東風車橋
Shaanxi Automobile Group Wenzhou Yunding Automobile Co., Ltd. 陝西汽車集團溫州雲頂汽車有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Wenzhou Yunding 溫州雲頂
Shaanxi Tongjia Automobile Co., Ltd. 陝西通家汽車有限責任公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Tongjia Automobile 通家汽車
Zhuzhou Gear Company Limited 株洲齒輪股份有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Zhuzhou Company 株齒股份
Zhuzhou Automobile Gear Factory 株洲汽車齒輪廠	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Zhuzhou Gear Factory 株齒廠
Shaanxi Tonghui Automotive Transportation Co., Ltd. 陝西通匯汽車物流有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Tonghui Automotive 通匯汽車
Xi'an FC Intelligence Transmission Co., Ltd. 西安雙特智能傳動有限公司	Jointly-controlled enterprise of subsidiaries 子公司之合營企業	FC Intelligence Transmission 雙特傳動
CIMC-SHAC (Xi'an) Special Vehicles Co., Ltd. 中集陝汽重卡(西安)專用車有限公司	Associate of subsidiaries 子公司之聯營企業	CIMC-SHAC 中集重卡
Xi'an Cummins Engine Co., Ltd. 西安康明斯發動機有限公司	Associate of subsidiaries 子公司之聯營企業	Xi'an Cummins 西安康明斯
Baoding Shanqi Tianma Automobile Co., Ltd. 保定陝汽天馬汽車有限公司	Associate of subsidiaries 子公司之聯營企業	Shanqi Tianma 陝汽天馬
Shaanxi Eurostar Auto Co., Ltd. 陝西歐舒特汽車股份有限公司	Associate of subsidiaries 子公司之聯營企業	Eurostar 歐舒特
Weichai Power Westport New Energy Engine Co., Ltd. 濰柴西港新能源動力有限公司	Associate of subsidiaries 子公司之聯營企業	Westport New Energy 西港新能源

Note: As KION GROUP AG became a subsidiary of the Group in June 2014, it was still an associate of the Group during the period from January to June 2014. The comparative figures disclosed in this report include the amount of the related party transactions between the Group and KION GROUP AG.

註：KION GROUP AG於2014年6月作為本集團新增子公司，故2014年1-6月仍為本集團的聯營企業，本期財務報告披露對比數中包含本集團與KION GROUP AG的關聯方交易額。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## X. Related Party Relationships and Transactions (Continued)

## 5. Major transactions between the Group and its related parties

## (1) Transaction of goods and services with related parties

Purchase of goods from related parties (excluding tax)

## 5. 本集團與關聯方的主要交易

## (1) 關聯方商品和勞務交易

自關聯方購買商品(不含稅)

	January-June 2015		January-June 2014	
	2015年1-6月		2014年1-6月	
	(Unaudited)		(Unaudited)	
	(未經審核)		(未經審核)	
	Amount	Percentage	Amount	Percentage
	金額	比例	金額	比例
		(%)		(%)
Shaanxi Fast Gear Automotive				
陝法傳動	975,420,473.41	32.36	1,534,802,885.87	32.28
Westport New Energy				
西港新能源	515,359,315.17	17.09	1,571,183,849.50	33.04
Tongli Special Purpose				
通力專用	238,041,821.53	7.90	409,105,350.53	8.60
Shaanxi Wanfang				
陝西萬方	232,297,273.56	7.71	213,363,253.50	4.49
Weichai Deutz				
濰柴道依茨	220,810,972.19	7.32	73,433,204.17	1.54
Weichai Import and Export				
濰柴進出口	199,189,544.41	6.61	133,525,702.18	2.81
Xi'an Cummins				
西安康明斯	113,537,791.09	3.77	97,095,823.10	2.04
Weichai Heavy-duty Machinery				
濰柴重機	80,919,963.22	2.68	146,596,133.74	3.08
Lantong Transmission				
藍通傳動軸	37,938,179.59	1.26	76,620,246.83	1.61
CIMC-SHAC				
中集陝汽重卡	36,824,034.02	1.22	106,604,201.71	2.24
Huazhen Parts				
華臻部件	36,424,010.38	1.21	60,033,984.61	1.26

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## X. Related Party Relationships and Transactions (Continued)

## 5. Major transactions between the Group and its related parties (Continued)

## (1) Transaction of goods and services with related parties (Continued)

Purchase of goods from related parties (excluding tax)  
(Continued)

## 十、關聯方關係及其交易(續)

## 5. 本集團與關聯方的主要交易(續)

## (1) 關聯方商品和勞務交易(續)

自關聯方購買商品(不含稅)  
(續)

	January-June 2015		January-June 2014	
	2015年1-6月		2014年1-6月	
	(Unaudited)		(Unaudited)	
	(未經審核)		(未經審核)	
	Amount	Percentage	Amount	Percentage
	金額	比例	金額	比例
		(%)		(%)
FC Intelligence Transmission				
雙特傳動	35,930,085.13	1.19	3,137,334.66	0.07
Zhongjiao Tianjian				
中交天健	27,976,737.77	0.93	29,813,198.88	0.63
Fangyuan Automobile				
方圓汽車	25,435,625.51	0.84	48,492,868.61	1.02
Baoji Vehicle				
寶雞華山	23,653,349.82	0.78	10,736,880.36	0.23
Tongchuang Huaheng				
同創華亨	20,594,191.08	0.68	46,801,940.22	0.98
Others				
其他	194,358,408.61	6.45	193,574,606.00	4.08
	3,014,711,776.49	100.00	4,754,921,464.47	100.00

Note: Deyin Leasing provides Shaanxi Heavy-duty Motor Company Limited, a subsidiary in the Group, with services of financial leasing. It was agreed among Deyin Leasing and third-party distributors that for the vehicle monies of related business to be receivable by the Group from distributors, Deyin Leasing may take up the payment obligation on behalf of the distributors. From January to June 2015, the amount of vehicle sales through this business mode amounted to RMB676,803,500.00 (January to June 2014: 708,296,752.14).

Besides, Shanzhong Finance Leasing provides Shaanxi Heavy-duty Motor Company Limited, a subsidiary in the Group, with services of financial leasing. From January to June 2015, the amount of vehicle sales through this business mode amounted to RMB1,051,498,608.00. Shaanxi Heavy-duty Motor Company Limited shall provide joint liability guarantee in respect of the leasee's failure to pay the instalment payments and interests under the finance lease. The related risk exposure of joint liabilities was RMB892,030,000.00 (31 December 2014: 1,142,020,000.00). For details, see Note XII. 3.

註：德銀租賃為本集團之子公司陝西重型汽車有限公司提供融資租賃業務，德銀租賃和第三方經銷商同意對於本集團應收經銷商的相關業務的車款，可由德銀租賃代經銷商承擔付款義務。2015年1-6月通過該種業務模式銷售的車輛金額為人民幣676,803,500.00元(2014年1-6月：708,296,752.14元)。

此外，山重融資租賃為本集團之子公司陝西重型汽車有限公司提供融資租賃業務，2015年1-6月通過該種業務模式銷售的車輛金額為人民幣1,051,498,608.00元。陝西重型汽車有限公司為融資租賃的承租方未能支付的融資租賃分期付款及利息提供連帶保證責任，相關連帶責任保證風險敞口為人民幣892,030,000.00元(2014年12月31日：1,142,020,000.00元)，具體情況參見附註十二、3。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註 (續)

2015年6月30日(人民幣元)

## X. Related Party Relationships and Transactions (Continued)

## 十、關聯方關係及其交易(續)

## 5. Major transactions between the Group and its related parties (Continued)

## 5. 本集團與關聯方的主要交易(續)

## (1) Transaction of goods and services with related parties (Continued)

## (1) 關聯方商品和勞務交易(續)

Receiving services from related parties

自關聯方接受勞務

	January-June 2015		January-June 2014	
	2015年1-6月		2014年1-6月	
	(Unaudited)		(Unaudited)	
	(未經審核)		(未經審核)	
	Amount	Percentage	Amount	Percentage
	金額	比例	金額	比例
		(%)		(%)
Weichai Group Holdings				
濰柴控股	159,409,975.98	58.49	55,858,054.34	37.66
Tonghui Automotive				
通匯汽車	46,371,323.19	17.01	36,639,478.74	24.70
Shaanxi Industry				
陝汽實業	30,741,402.31	11.28	—	—
Shaanxi Automotive				
陝汽集團	—	—	30,590,720.17	20.62
Others				
其他	36,032,703.43	13.22	25,238,547.16	17.02
	272,555,404.91	100.00	148,326,800.41	100.00

Rendering services to related parties

向關聯方提供勞務

	January-June 2015		January-June 2014	
	2015年1-6月		2014年1-6月	
	(Unaudited)		(Unaudited)	
	(未經審核)		(未經審核)	
	Amount	Percentage	Amount	Percentage
	金額	比例	金額	比例
		(%)		(%)
Others				
其他	20,222,627.64	100.00	17,227,538.05	100.00
	20,222,627.64	100.00	17,227,538.05	100.00

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## X. Related Party Relationships and Transactions (Continued)

## 5. Major transactions between the Group and its related parties (Continued)

## (1) Transaction of goods and services with related parties (Continued)

Sale of goods to related parties (excluding tax)

## 十、關聯方關係及其交易(續)

## 5. 本集團與關聯方的主要交易(續)

## (1) 關聯方商品和勞務交易(續)

向關聯方銷售商品(不含稅)

	January-June 2015 2015年1-6月 (Unaudited) (未經審核)		January-June 2014 2014年1-6月 (Unaudited) (未經審核)	
	Amount 金額	Percentage 比例 (%)	Amount 金額	Percentage 比例 (%)
Shaanxi Fast Gear Automotive 陝法傳動	580,910,137.21	22.13	950,462,746.77	26.88
Beiqi Foton 北汽福田	307,175,003.30	11.70	291,532,893.79	8.24
Westport New Energy 西港新能源	254,721,970.27	9.70	728,757,033.05	20.61
Weichai Import and Export 濰柴進出口	183,970,717.81	7.01	107,008,919.58	3.03
Shaanxi Wanfang 陝西萬方	105,332,938.67	4.01	97,837,244.90	2.77
Weichai Generator 濰柴發電	99,349,289.89	3.78	98,978,263.39	2.80
Yangzhou Yaxing 揚州亞星	84,373,978.43	3.21	67,474,755.67	1.91
Weichai Deutz 濰柴道依茨	88,500,864.07	3.37	40,747,230.31	1.15
Baoji Vehicle 寶雞車輛	65,887,417.10	2.51	63,313,581.70	1.79
Weichai Heavy-duty Machinery 濰柴重機	55,895,298.88	2.13	215,901,209.67	6.11
FOTON Lovol 福田雷沃	48,977,919.86	1.87	85,255,470.09	2.41
Shantui Engineering 山推工程	36,956,878.20	1.41	68,097,019.69	1.93
Huazhen Parts 華臻部件	25,958,357.80	0.99	61,487,480.43	1.74
Others 其他	686,980,427.74	26.18	659,129,648.67	18.63
	2,624,991,199.23	100.00	3,535,983,497.71	100.00

During the period, the prices for the Group's sale of goods and rendering of services to related parties as well as purchase of goods and receiving services from related parties were determined with reference to market rates.

本期，本集團向關聯方銷售商品、提供勞務價格、採購商品及接受勞務參考市場價格決定。



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## X. Related Party Relationships and Transactions (Continued)

## 十、關聯方關係及其交易(續)

## 5. Major transactions between the Group and its related parties (Continued)

## 5. 本集團與關聯方的主要交易(續)

## (2) Leasing with related parties

## (2) 關聯方租賃

As lessor

作為出租人

		January-June 2015 2015年1-6月 (Unaudited) (未經審核)	January-June 2014 2014年1-6月 (Unaudited) (未經審核)
	Type of leased property 租賃 資產種類	Lease revenue 租賃收入	Lease revenue 租賃收入
Xi'an FC	Buildings and equipment		
西安雙特	房屋設備	8,111,621.70	8,111,621.70
Westport New Energy	Buildings		
西港新能源	房屋	6,213,530.22	2,089,850.22
Tonghui Automotive	Buildings and equipment		
通匯汽車	房屋設備	5,023,418.67	5,024,980.32
Xi'an Cummins	Buildings, equipment & land		
西安康明斯	房屋設備土地	4,137,681.84	4,080,981.84
Shanzhong Finance Leasing	Buildings		
山重融資租賃	房屋	2,987,853.04	3,066,353.04
Heavy-duty Generator	Buildings		
重機發電	房屋	2,250,000.00	2,250,000.00
Huazhen Parts	Buildings and equipment		
華臻部件	房屋設備	1,735,314.80	164,268.00
Weichai Import and Export	Buildings		
濰柴進出口	房屋	1,627,052.64	2,379,435.84
Shaanqi Auto City	Buildings		
陝汽車城	房屋	221,454.00	—
Shaanxi Industry	Buildings		
陝汽實業	房屋	161,530.20	161,530.20
Shaanxi Wanfang	Buildings		
陝西萬方	房屋	58,620.00	58,620.00

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## X. Related Party Relationships and Transactions (Continued)

## 5. Major transactions between the Group and its related parties (Continued)

## (2) Leasing with related parties (Continued)

As Lessee

## 十、關聯方關係及其交易(續)

## 5. 本集團與關聯方的主要交易(續)

## (2) 關聯方租賃(續)

作為承租人

	Type of leased property 租賃資產種類	January-June 2015 2015年1-6月 (Unaudited) (未經審核)	January-June 2014 2014年1-6月 (Unaudited) (未經審核)
		Lease fee 租賃費	Lease fee 租賃費
Shaanxi Industry 陝汽實業	Buildings 房屋	9,402,948.84	3,441,563.11
Zhuzhou Company 株齒股份	Buildings 房屋	3,335,400.00	3,335,400.00
Weichai Group Holdings 濰柴控股	Buildings and equipment 房屋設備	6,577,567.73	15,076,520.04
Shaanxi Fast Gear Automotive 陝法傳動	Buildings 房屋	6,344,062.69	7,127,340.20
Chongqing Weichai 重慶濰柴	Buildings 房屋	1,999,998.00	1,999,998.00
Shaanxi Automotive 陝汽集團	Buildings 房屋	1,427,428.82	1,427,428.84

During the period, the prices for the Group's leasing with related parties were determined with reference to market rates.

本期，本集團與關聯方租賃業務價格參考市場價格決定。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## X. Related Party Relationships and Transactions (Continued)

## 十、關聯方關係及其交易(續)

## 5. Major transactions between the Group and its related parties (Continued)

## 5. 本集團與關聯方的主要交易(續)

## (3) Transfer of assets with related parties

## (3) 關聯方資產轉讓

	Details of transaction 交易內容	January-June 2015 2015年1-6月 (Unaudited) (未經審核)		January-June 2014 2014年1-6月 (Unaudited) (未經審核)	
		Amount 金額	Percentage 比例 (%)	Amount 金額	Percentage 比例 (%)
KION GROUP AG	Purchase of fixed assets 購買固定資產	–	–	31,098,144.00	100.00
Shaanxi Fast Gear Automotive 陝法傳動	Purchase of fixed assets 購買固定資產	268,887.01	84.77	–	–
Shaanxi Fast Gear Automotive 陝法傳動	Sale of fixed assets 出售固定資產	–	–	1,737.00	100.00
Weichai Group Holdings 濰柴控股	Purchase of fixed assets 購買固定資產	48,326.02	15.23	–	–
Weichai Group Holdings 濰柴控股	Sale of fixed assets 出售固定資產	112,890.41	98.77	–	–
Weichai Heavy-duty Machinery 濰柴重機	Sale of fixed assets 出售固定資產	1,405.99	1.23	–	–

During the period, the Group's purchase and sale of fixed assets from and to related parties were on prices determined with reference to market rates.

本期，本集團向關聯方採購和銷售固定資產價格參考市場價格決定。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## X. Related Party Relationships and Transactions (Continued)

## 5. Major transactions between the Group and its related parties (Continued)

- (4) On 21 March 2013, the Group entered into the Financial Services Agreement with Shandong Heavy Industry Group Finance Co., Ltd. ("Shandong Heavy-duty Finance Company"). Pursuant to the agreement, Shandong Heavy-duty Finance Company provided deposit, credit, accounting and clearing services as well as other financial services to the Company and its controlling subsidiaries. The interest rates for credit relating to financial services as well as fee rates are determined according to the Financial Services Agreement and based upon the relevant requirements of the People's Bank of China's under which the lending rate shall not exceed the minimum level permitted under the interest rates and fee rates for money lending of similar types and categories available to the Group from other major commercial banks in the PRC.

## 十、關聯方關係及其交易(續)

## 5. 本集團與關聯方的主要交易(續)

- (4) 本集團與山東重工集團財務有限公司(「山東重工財務公司」)於2013年3月21日簽訂《金融服務協議》，根據協議，山東重工財務公司為公司及控股子公司提供存款、信貸、結算及其他金融服務等。有關金融服務信貸利率和費率根據《金融服務協議》滿足中國人民銀行有關貸款利率相關規定的基礎上不高於本集團在其他中國國內主要商業銀行取得的同類同檔次信貸利率及費率允許的最低水平確定。

	30 June 2015 2015年6月30日 (Unaudited) (未經審核)		31 December 2014 2014年12月31日 (Audited) (經審核)	
	Amount 金額	Percentage 比例 (%)	Amount 金額	Percentage 比例 (%)
Cash and cash equivalents placed with related parties 存放關聯方的貨幣資金				
Shandong Heavy-duty Finance Company 山東重工財務公司	12,013,861,797.14	54.31	10,797,455,619.70	44.19
Short-term borrowings 短期借款				
Shandong Heavy-duty Finance Company 山東重工財務公司	510,000,000.00	12.25	120,000,000.00	4.34
Long-term borrowings 長期借款				
Shandong Heavy-duty Finance Company 山東重工財務公司	-	-	100,000,000.00	1.36
Non-current liabilities due within 1 year 一年內到期的非流動負債				
Shandong Heavy-duty Finance Company 山東重工財務公司	100,000,000.00	1.83	-	-
Balance of bank acceptance bills 開具的銀行承兌匯票餘額				
Shandong Heavy-duty Finance Company 山東重工財務公司	112,209,803.82	1.69	49,697,310.66	0.46

Except for the transactions with associates, all the above related party transactions also constitute connected transactions or continuing connected transactions as defined under Chapter 14A of the Listing Rules of the Hong Kong Stock Exchange.

除與聯營企業進行之交易外，所有上述關聯方交易同時構成香港聯交所上市規則第14A所定義之關連交易或持續關連交易。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## X. Related Party Relationships and Transactions (Continued)

## 十、關聯方關係及其交易(續)

## 6. Amounts due from/to related parties

## 6. 關聯方應收應付款項餘額

	30 June 2015 2015年6月30日 (Unaudited) (未經審核)		31 December 2014 2014年12月31日 (Audited) (經審核)	
	Gross carrying amount 賬面餘額	Provision for bad debt 壞賬準備	Gross carrying amount 賬面餘額	Provision for bad debt 壞賬準備
<b>Accounts receivable</b>				
<b>應收賬款</b>				
Weichai Heavy-duty Machinery				
濰柴重機	109,740,145.28	(7,554,637.49)	56,720,286.68	(4,151,658.94)
Weichai Import and Export				
濰柴進出口	104,110,409.45	(4,440,790.04)	58,184,726.93	(2,877,197.95)
Yangzhou Yaxing				
揚州亞星	100,853,094.21	(5,043,889.71)	25,456,543.93	(1,274,062.20)
Weichai Generator				
濰柴發電	85,771,818.62	(3,769,222.97)	10,708,740.00	(535,437.00)
Beiqi Foton				
北汽福田	74,385,437.76	(3,762,578.28)	23,002,085.33	(1,178,178.06)
Changsha Huantong				
長沙環通	72,137,410.03	(3,606,870.50)	72,094,410.03	(4,739,071.75)
Yuanxing Supply Chain				
遠行供應鏈	64,747,276.00	(3,237,363.80)	118,342,376.00	(5,917,118.80)
Eurostar				
歐舒特	41,004,509.04	(27,520,667.02)	40,596,412.38	(25,035,540.50)
FC Intelligence Transmission				
雙特傳動	40,504,876.45	(2,329,345.94)	26,802,272.74	(1,342,430.24)
Shengda Special Vehicles				
盛達特種車	31,430,191.19	(1,773,010.82)	41,820,270.14	(2,091,013.51)
Tongli Special Purpose				
通力專用	23,823,317.97	(1,191,165.90)	21,693,360.62	(1,093,860.52)
Shantui Engineering				
山推工程	23,281,128.54	(849,154.07)	5,431,146.68	(271,564.55)
Yan'an Special Purpose Vehicles				
延安專用車	21,497,067.00	(1,074,853.35)	19,558,815.00	(977,940.75)
Others				
其他	250,511,781.38	(10,376,227.12)	175,523,609.03	(9,883,163.03)
	1,043,798,462.92	(76,529,777.01)	695,935,055.49	(61,368,237.80)

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## X. Related Party Relationships and Transactions (Continued)

## 十、關聯方關係及其交易(續)

## 6. Amounts due from/to related parties (Continued)

## 6. 關聯方應收應付款項餘額(續)

	30 June 2015 2015年6月30日 (Unaudited) (未經審核)		31 December 2014 2014年12月31日 (Audited) (經審核)	
	Gross carrying amount 賬面餘額	Provision for bad debt 壞賬準備	Gross carrying amount 賬面餘額	Provision for bad debt 壞賬準備
<b>Other receivables</b>				
<b>其他應收款</b>				
Tongjia Automobile				
通家汽車	14,085,327.39	(704,266.37)	14,084,869.54	(704,243.48)
Shanqi Tianma				
陝汽天馬	13,623,932.69	(10,760,778.15)	13,311,675.37	(10,649,340.30)
Zhuzhou Gear Factory				
株齒廠	11,577,943.78	—	11,332,107.81	—
Zhuzhou Company				
株齒股份	6,971,326.30	—	7,988,767.67	—
Others				
其他	70,589,492.13	(139,178.96)	64,404,277.65	(250.68)
	116,848,022.29	(11,604,223.48)	111,121,698.04	(11,353,834.46)

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## X. Related Party Relationships and Transactions (Continued)

## 十、關聯方關係及其交易(續)

## 6. Amounts due from/to related parties (Continued)

## 6. 關聯方應收應付款項餘額(續)

	30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
<b>Notes receivable (Bank acceptance bills)</b> <b>應收票據(銀行承兌匯票)</b>		
Deyin Leasing 德銀租賃	777,740,000.00	—
Yangzhou Yaxing 揚州亞星	143,834,777.51	148,078,777.51
Weichai Heavy-duty Machinery 濰柴重機	44,000,000.00	40,100,000.00
Baoji Vehicles 寶雞車輛	40,500,000.00	6,860,000.00
Shantui Engineering 山推工程	32,365,500.00	29,000,000.00
FOTON Lovol 福田雷沃	27,850,000.00	500,000.00
Others 其他	19,197,000.00	49,209,500.00
	<b>1,085,487,277.51</b>	<b>273,748,277.51</b>
<b>Prepayments</b> <b>預付款項</b>		
Deyin Logistic 德銀物流	55,153,993.41	21,863,555.82
Others 其他	50,848,928.40	40,725,386.72
	<b>106,002,921.81</b>	<b>62,588,942.54</b>
<b>Interests receivable</b> <b>應收利息</b>		
Shandong Heavy Industry Finance Company 山東重工財務公司	138,112,977.67	133,399,138.89
<b>Dividends receivable</b> <b>應收股利</b>		
Eurostar 歐舒特	3,040,000.00	3,040,000.00



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## X. Related Party Relationships and Transactions (Continued)

## 十、關聯方關係及其交易(續)

## 6. Amounts due from/to related parties (Continued)

## 6. 關聯方應收應付款項餘額(續)

	30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
<b>Accounts payable</b>		
<b>應付賬款</b>		
Tonghui Automotive		
通匯汽車	663,422,599.04	189,675,651.77
Shaanxi Fast Gear Automotive		
陝法傳動	360,283,902.83	260,414,122.75
Shaanxi Wanfang		
陝西萬方	155,904,724.43	112,215,499.84
Tongli Special Purpose		
通力專用	134,783,145.71	108,723,117.21
Baoji Vehicle		
寶雞車輛	89,218,333.18	128,952,889.26
Weichai Import and Export		
濰柴進出口	45,278,064.19	43,026,012.07
Xi'an Cummins		
西安康明斯	40,729,839.81	48,065,279.22
Lantong Transmission		
藍通傳動軸	26,841,927.39	20,634,819.97
CIMC-SHAC		
中集重卡	24,942,509.75	30,172,556.92
Huazhen Parts		
華臻部件	21,705,839.05	5,237,518.70
Fangyuan Automobile		
方圓汽車	21,365,277.13	21,981,866.07
Others		
其他	143,991,815.65	139,805,430.64
	<b>1,728,467,978.16</b>	<b>1,108,904,764.42</b>
<b>Notes receivable</b>		
<b>應付票據(銀行承兌匯票)</b>		
Westport New Energy		
西港新能源	186,913,327.83	—
Shaanxi Wanfang		
陝西萬方	75,800,000.00	—
Others		
其他	45,182,873.94	17,532,400.00
	<b>307,896,201.77</b>	<b>17,532,400.00</b>

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## X. Related Party Relationships and Transactions (Continued)

## 十、關聯方關係及其交易(續)

## 6. Amounts due from/to related parties (Continued)

## 6. 關聯方應收應付款項餘額(續)

	30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
<b>Prepayments</b>		
<b>預收款項</b>		
Baoji Vehicle		
寶雞車輛	5,037,163.00	4,142,950.00
Tongli Special Purpose		
通力專用	1,513,573.00	2,024,565.00
Weichai Deutz		
濰柴道依茨	181,000.00	—
Wenzhou Yunding		
溫州雲頂	118,574.90	125,378.90
Changsha Huantong		
長沙環通	2,201.60	999,574.23
Huazhen Parts		
華臻部件	—	2,288,482.00
Others		
其他	104,718.00	69,718.00
	<b>6,957,230.50</b>	<b>9,650,668.13</b>
<b>Other payables</b>		
<b>其他應付款</b>		
Shaanxi Automotive		
陝汽集團	84,871,495.53	112,701,337.18
Shaanxi Industry		
陝汽實業	40,766,092.95	15,605,596.21
Shandong Heavy Industry		
山東重工	—	33,000,000.00
Others		
其他	28,793,434.79	22,025,498.63
	<b>154,431,023.27</b>	<b>183,332,432.02</b>
<b>Dividends payable</b>		
<b>應付股利</b>		
Shaanxi Automotive		
陝汽集團	4,882,978.72	32,827,177.30
<b>Long-term payables</b>		
<b>長期應付款</b>		
Other immaterial associates		
其他非重大聯營企業	240,735,035.80	129,153,358.80
<b>Non-current liabilities due within one year</b>		
<b>一年內到期非流動負債</b>		
Other immaterial associates		
其他非重大聯營企業	77,636,739.90	191,407,618.80

Amounts due from/to related parties were non-interest bearing and unsecured. Of which the terms of repayment for amounts of trading nature will follow the requirement of terms of trading, while amounts of non-trading nature have no fixed terms of repayment.

應收及應付關聯方款項均不計利息、無抵押，其中，貿易往來的還款期遵從貿易條款規定，非貿易往來無固定還款期。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

**XI. Share-based Payment****Share-based Payment Project Applicable to Staff Members of KION**

As at 30 June 2015, 28,997 valid bonus shares had been granted by KION GROUP AG (31 December 2014: 29,116 shares). In the first half of 2015, with the lapse of some bonus shares, the number of valid bonus shares decreased by 119 shares. From January to June 2015, total costs recognized in respect of equity-settled share-based payment related to this project was EUR113,000.00 (equivalent to RMB776,298.70) (January to June 2014: Nil).

**Share Incentive Scheme Applicable to KION Managers**

In March 2015, a Share Incentive Scheme implemented by KION GROUP AG became applicable to managers with retrospective effect from 1 January 2015, for a term of three years (KION 2015 Senior Management Long-term Incentive Scheme). At the beginning of the period subject to appraisal, on 1 January 2015, 200,000 virtual shares with specific fair value were granted to managers. Such virtual shares were apportioned in proportion to the total annual remuneration of the respective managers who were granted such shares.

As at 30 June 2015, accumulated liabilities incurred from the cash-settled share-based payments amounted to EUR5,501,000.00 (or equivalent to RMB37,791,319.90 (31 December 2014: EUR1,623,000.00 (or equivalent to RMB11,928,960.00)). In particular, EUR4,170,000.00 belonged to the 2014 tranche, which was equivalent to RMB28,647,483.00 (31 December 2014: EUR1,623,000.00, equivalent to RMB12,100,438.80), and EUR1,331,000.00 belonged to the 2015 tranche, which was equivalent to RMB9,143,836.90.

**Share Incentive Scheme Applicable to KION Executive Board**

As part of the Share Incentive Scheme of KION GROUP AG, members of the Executive Board were granted virtual shares over a fixed period of time (2.5 years for the 2013 tranche and 3 years for the tranches in subsequent years). At the beginning of the period subject to appraisal, on 1 January 2015, 200,000 virtual shares with specific fair value were granted to members of the Executive Board. Such virtual shares were apportioned in the manner stipulated under the respective service contract of each member of the Executive Board.

## 財務報表附註(續)

2015年6月30日(人民幣元)

**十一、股份支付****KION員工股份支付項目**

截至2015年6月30日，KION GROUP AG 授予28,997股有效紅股(2014年12月31日：29,116股)，在2015年上半年因部分紅股失效而減少119股。2015年1-6月與本項目相關的以權益結算的股份支付確認的費用總額為歐元113,000.00，折合人民幣776,298.70元(2014年1-6月：無)。

**KION經理股權激勵計劃**

在2015年3月，KION GROUP AG對經理追溯實施了自2015年1月1日起為期三年的股權激勵計劃(KION2015年高管長期激勵計劃)。在2015年1月1日績效考核初期，經理被授予20萬份具有特定公允價值的虛擬股份，該虛擬股份按照每位經理被授予股份時個人總年薪的相應比例進行分配。

截至2015年6月30日，以現金結算的股份支付產生的累計負債金額為歐元5,501,000.00，折合人民幣37,791,319.90元(2014年12月31日：歐元1,623,000.00，折合人民幣11,928,960.00元)，其中，歐元4,170,000.00屬於2014年的授予份額，折合人民幣28,647,483.00元(2014年12月31日：歐元1,623,000.00，折合人民幣12,100,438.80元)，歐元1,331,000.00屬於2015年的授予份額，折合人民幣9,143,836.90元。

**KION執行委員會股權激勵計劃**

作為KION GROUP AG股權激勵計劃的一部分，執行委員會成員在一個固定的期間(2013年份額為2.5年，後續份額為3年)被授予虛擬股份。在2015年1月1日績效期間考核初期，執行委員會成員被授予20萬份具有特定公允價值的虛擬股份，該虛擬股份按照每位執行委員會成員的服務合同中規定的方式分配。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## XI. Share-based Payment (Continued)

## Share Incentive Scheme Applicable to KION Executive Board (Continued)

As at 30 June 2015, accumulated liabilities incurred from the cash-settled share-based payments amounted to EUR12,771,000.00 (or equivalent to RMB87,735,492.90 (31 December 2014: EUR6,083,000.00 (or equivalent to RMB45,352,414.80)). In particular, EUR8,118,000.00 belonged to the 2013 tranche, which was equivalent to RMB55,769,848.20 (31 December 2014: EUR4,356,000.00, equivalent to RMB32,476,593.60), and EUR3,719,000.00 belonged to the 2014 tranche, which was equivalent to RMB25,549,158.10 (31 December 2014: EUR1,727,000.00, equivalent to RMB12,875,821.20). EUR934,000.00 belonged to the 2015 tranche, which was equivalent to RMB6,416,486.60.

## XII. Commitments and contingencies

## 1. Significant commitments

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Capital commitments	資本承諾	2,020,424,707.45	2,119,627,932.26

## 2. Exposure to Confirmation Risks

Shaanxi Heavy-duty Motor Co., Ltd., a subsidiary of the Company, entered into a tri-party cooperation agreement with distributors and endorsing bank. Distributors will deposit guarantee money of not lower than 30% to the bank and apply for establishment of bank acceptance bill according to the amount of credit facility provided by the bank. Shaanxi Heavy-duty Motor Co., Ltd. assumes security obligation in favour of the distributors for the difference between amount of notes and guarantee money. As at 30 June 2015, open position of outstanding acceptance bill was RMB911,798,293.06 (31 December 2014: RMB812,232,432.15).

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 十一、股份支付(續)

## KION執行委員會股權激勵計劃(續)

截至2015年6月30日，以現金結算的股份支付產生的累計負債金額為歐元12,771,000.00，折合人民幣87,735,492.90元(2014年12月31日：歐元6,083,000.00，折合人民幣45,352,414.80元)，其中，歐元8,118,000.00屬於2013年的授予份額，折合人民幣55,769,848.20元(2014年12月31日：歐元4,356,000.00，折合人民幣32,476,593.60元)，歐元3,719,000.00屬於2014年的授予份額，折合人民幣25,549,158.10元(2014年12月31日：歐元1,727,000.00，折合人民幣12,875,821.20元)，歐元934,000.00屬於2015年的授予份額，折合人民幣6,416,486.60元。

## 十二、承諾及或有事項

## 1. 重要承諾事項

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
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## 2. 保兌倉敞口風險

本公司之子公司陝西重型汽車有限公司與經銷商、承兌銀行三方簽訂三方合作協議，經銷商向銀行存入不低於30%的保證金，根據銀行給予的一定信用額度，申請開立銀行承兌匯票。陝西重型汽車有限公司為經銷商提供票據金額與保證金之間差額的還款保證責任。截至2015年6月30日，尚未到期的承兌匯票敞口額為人民幣911,798,293.06元(2014年12月31日：人民幣812,232,432.15元)。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## XII. Commitments and contingencies (Continued)

## 3. Finance lease business

Shaanxi Heavy-duty Motor Co., Ltd., a subsidiary of the Company, entered into a cooperation agreement with Shanzhong Finance Leasing Co., Ltd.. It is agreed by and between the two parties that Shanzhong Finance Leasing Co., Ltd. shall provide finance lease service to Shaanxi Heavy-duty Motor Co., Ltd. or its distributors. Shaanxi Heavy-duty Motor Co., Ltd. shall provide joint liability guarantee in respect of the leasee's failure to pay the instalment payments and interests under the finance lease. As at 30 June 2015, risk exposure of joint liabilities was RMB892,030,000.00 (31 December 2014: RMB1,142,020,000.00).

## 4. Guarantee

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Loan guarantee	借款擔保	144,577,045.50	156,903,102.00
Other guarantee	其他擔保	38,526,399.20	41,811,004.80
		183,103,444.70	198,714,106.80

## XIII. Subsequent Events

## Issuance of Bonds by an overseas wholly-owned subsidiary and the Company's provision of guarantee

Pursuant to the resolutions of the Board in its sixth provisional meeting held on 13 July 2015, in order to repay the bank loans involved in the Group's acquisition of further shares in KION, Weichai International (Hong Kong) Energy Group Co., Ltd., a wholly-owned subsidiary of the Company, intends to issue bonds overseas in the total amount of EUR500 million or its equivalent amount in US Dollars. The Company intends to provide Weichai International (Hong Kong) Energy Group Co., Ltd. with unconditional and unsubordinated guarantee for this issuance of bonds.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 十二、承諾及或有事項(續)

## 3. 與融資租賃公司有關的業務

本公司之子公司陝西重型汽車有限公司與山重融資租賃有限公司簽訂合作協議，雙方約定山重融資租賃有限公司為陝西重型汽車有限公司或其經銷商提供融資租賃服務，陝西重型汽車有限公司為融資租賃的承租方未能支付的融資租賃分期付款及利息提供連帶保證責任。截至2015年6月30日，連帶責任保證風險敞口為人民幣892,030,000.00元(2014年12月31日：人民幣1,142,020,000.00元)。

## 4. 擔保事項

## 十三、資產負債表日後事項

## 本公司境外全資子公司發債及為其提供擔保

根據本公司2015年7月13日第六次臨時董事會會議決議，為了按期歸還本集團增持KION GROUP AG股份涉及的銀行貸款，本公司全資子公司濰柴國際(香港)能源集團有限公司擬在境外發行總額5億歐元或等值美元的債券。本公司擬為濰柴國際(香港)能源集團有限公司本次發債提供無條件、無從屬的擔保。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## XIII. Subsequent Events (Continued)

## Exercise of put option by LMH

On 31 August 2012, the Company, through its indirectly wholly-owned subsidiary Weichai Lux, entered into a Framework Agreement with KION GROUP AG, for the acquisition of a 70% interest in both LHY GP and LHY Co from KION GROUP AG. Linde Material Handling GmbH ("LMH"), a wholly-owned subsidiary of KION GROUP AG, held the remaining 30% shareholding in LHY GP and LHY Co (hereinafter the "Transaction"). The Transaction was completed on 27 December 2012. Pursuant to the Framework Agreement, LMH was granted a put option to request Weichai Lux to acquire from LMH a 20% interest in both LHY GP and LHY Co and such option is exercisable during any time (i) within the six months after the fourth anniversary of completion of the Transaction, or (ii) within three months after the second anniversary of the completion of the listing of KION GROUP AG. The trading of the KION GROUP AG shares on the Frankfurt Stock Exchange commenced on 28 June 2013 (Central European Time).

On 20 July 2015, LMH exercised the put option by serving a written notice to Weichai Lux, to request Weichai Lux to acquire from LMH a 20% interest in both LHY GP and LHY Co. The consideration for this transaction was EUR77,429,000. As of the date of approval for issuance of these financial statements, the transaction was yet to be completed.

## Dividend payment

On 27 August 2015, under the authority granted by the shareholders of the Company, the board of directors of the Company considered and approved the distribution to all shareholders of a cash dividend of RMB1.00 (including tax) for every 10 shares held based on the 3,998,619,278 shares, representing the total share capital of the Company, without any capitalisation of reserve.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 十三、資產負債表日後事項(續)

## 林德物料出售期權行權

2012年8月31日，本公司通過間接全資子公司濰柴盧森堡與KION GROUP AG簽署《框架協議》，購買KION GROUP AG剝離出來的林德液壓普通合夥人和林德液壓合夥企業(下稱「林德液壓」)各70%股權，KION GROUP AG的全資子公司林德物料搬運有限公司(下稱「林德物料」)持有林德液壓普通合夥人和林德液壓剩餘30%股權(以下統稱「該次交易」)，該次交易已於2012年12月27日完成。根據《框架協議》，林德物料被賦予一項出售期權，即有權要求濰柴盧森堡收購林德物料持有的林德液壓普通合夥人20%的股權和林德液壓20%的權益。上述出售期權可在以下窗口期行使：(i)該次交易完成後的第四年起的六個月內行使，或(ii)在KION GROUP AG上市後第二年起三個月內行使。2013年6月28日(歐洲中部時間)，KION GROUP AG的股份開始在法蘭克福證券交易所進行買賣。

2015年7月20日，林德物料向濰柴盧森堡發來出售期權行權通知，要求濰柴盧森堡購買其持有的林德液壓普通合夥人20%的股權和林德液壓20%的權益。本次購買交易對價為7,742.9萬歐元。截至本財務報表批准報出日，上述交易尚未完成。

## 派發紅利

於2015年8月27日，本公司董事會根據股東大會的授權，審議通過以公司總股本3,998,619,278股為基數，向全體股東每10股派發現金紅利人民幣1元(含稅)，不實施公積金轉增股本。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## XIV. Other Significant Events

## 1. Leases

As the lessor

Finance leases: As at 30 June 2015, the balance of unrealized finance income is RMB442,666,228.37 (31 December 2014: 477,158,400.00) and is apportioned to the leasing period using effective interest rate method. Pursuant to the leasing contract signed with the lessee, the minimum lease receivables under non-cancellable leases are as follows:

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Finance lease, as lessor	融資租賃作為出租人	4,494,217,232.97	4,561,127,323.20

For fixed assets leased out under operating lease, refer to Note V.17.

經營租出固定資產，參見附註五、17。

As the lessee

Finance leases: As at 30 June 2015, the balance of unrecognised finance costs is RMB724,435,507.49 (31 December 2014: RMB688,897,440.00) and is apportioned to the leasing period using effective interest rate method. Pursuant to the leasing contract signed with the lessor, the minimum lease payables under non-cancellable leases are as follows:

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Finance lease, as lessee	融資租賃作為承租人	8,845,385,516.89	8,746,760,808.00

For fixed assets leased in under finance lease, refer to Note V.17.

融資租入固定資產，參見附註五、17。

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 十四、其他重要事項

## 1. 租賃

作為出租人

融資租賃：於2015年6月30日，未實現融資收益的餘額為人民幣442,666,228.37元(2014年12月31日：477,158,400.00)，採用實際利率法在租賃期內各個期間進行分攤。根據與承租人簽訂的租賃合同，不可撤銷租賃的最低租賃收款額如下：

	30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
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Finance lease, as lessor	4,494,217,232.97	4,561,127,323.20
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作為承租人

融資租賃：於2015年6月30日，未確認融資費用的餘額為人民幣724,435,507.49元(2014年12月31日：人民幣688,897,440.00元)，採用實際利率法在租賃期內各個期間進行分攤。根據與出租人簽訂的租賃合同，不可撤銷租賃的最低租賃付款額如下：

	30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
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Finance lease, as lessee	8,845,385,516.89	8,746,760,808.00
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## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## XIV. Other Significant Events

## 1. Leases (Continued)

As the lessee (Continued)

Material operating lease: Pursuant to the leasing contract signed with the lessor, the minimum lease payables under non-cancellable leases are as follows:

		Minimum lease payments 最低租賃付款額	
		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Operating lease, as lessee	經營租賃作為承租人	2,134,472,667.72	2,030,835,481.72

## 2. Segment reporting

Operating segments

The Group organizes and manages its operating business in accordance with the nature of business and provision of products and services. Each operating segment of the Group is one operating group, providing products and services with risks and rewards different from those of other operating segments.

The details of operating segments are as follows:

- (a) manufacturing and sale of diesel engines and related parts ("Diesel engines");
- (b) manufacturing and sale of automobiles and major automobile components other than diesel engines ("Automobiles and other major automobile components");
- (c) manufacturing and sale of other automobile components ("Other components");
- (d) provision of import and export services ("Import & export services");
- (e) forklift trucks production and warehousing technology ("Forklift trucks and warehouses technology services").

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 十四、其他重要事項(續)

## 1. 租賃(續)

作為承租人(續)

重大經營租賃：根據與出租人簽訂的租賃合同，不可撤銷租賃的最低租賃付款額如下：

		Minimum lease payments 最低租賃付款額	
		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Operating lease, as lessee	經營租賃作為承租人	2,134,472,667.72	2,030,835,481.72

## 2. 分部報告

經營分部

本集團的經營業務根據業務的性質以及所提供的產品和服務分開組織和管理。本集團的每個經營分部是一個業務集團，提供面臨不同於其他經營分部的風險並取得不同於其他經營分部的報酬的產品和服務。

以下是對經營分部詳細信息的概括：

- (a) 生產及銷售柴油機及相關零部件(「柴油機」)；
- (b) 生產及銷售汽車及主要汽車零部件(不包括柴油機)(「汽車及其他主要汽車零部件」)；
- (c) 生產及銷售其他汽車零部件(「其他零部件」)；
- (d) 提供進出口服務(「進出口服務」)；
- (e) 叉車生產及倉庫技術(「叉車及倉庫技術服務」)。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## XIV. Other Significant Events (Continued)

## 2. Segment reporting (Continued)

## Operating segments (Continued)

Management monitors the results of operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted total profits. The adjusted total profits are measured consistently with the Group's total profits, except that interest income, finance expenses, investment income, dividend income, gains from changes in fair value of financial instruments as well as head office expenses are excluded from such measurement.

Other than forklift trucks production and warehousing technology segment, segment assets exclude equity investments at fair value through profit or loss for the current period, derivative instruments, dividends receivable, interests receivable, available-for-sale financial assets, long-term equity investments, goodwill, deferred tax assets and other unallocated head office assets as these assets are managed on a group basis.

Other than forklift trucks production and warehousing technology segment, segment liabilities exclude derivative instruments, borrowings, income tax payable, deferred tax liabilities and other unallocated head office liabilities as these liabilities are managed on a group basis.

Inter-segment transfers are transacted with reference to the prices used in the transactions carried out with third parties.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 十四、其他重要事項(續)

## 2. 分部報告(續)

## 經營分部(續)

管理層出於配置資源和評價業績的決策目的，對各業務單元的經營成果分開進行管理。分部業績，以報告的分部利潤為基礎進行評價。該指標系對利潤總額進行調整後的指標，除不包括利息收入、財務費用、投資收益、股利收入、金融工具公允價值變動收益以及總部費用之外，該指標與本集團利潤總額是一致的。

除叉車生產及倉庫技術分部以外，分部資產不包括以公允價值計量且其變動計入當期損益的權益性投資、衍生工具、應收股利、應收利息、可供出售金融資產、長期股權投資、商譽、遞延所得稅資產和其他未分配的總部資產，原因在於這些資產均由本集團統一管理。

除叉車生產及倉庫技術分部以外，分部負債不包括衍生工具、借款、應交所得稅、遞延所得稅負債以及其他未分配的總部負債，原因在於這些負債均由本集團統一管理。

分部間的轉移定價，參照向第三方進行交易所採用的價格制定。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## XIV. Other Significant Events (Continued)

## 2. Segment reporting (Continued)

Operating segments (Continued)

January to June 2015

## 財務報表附註 (續)

2015年6月30日 (人民幣元)

## 十四、其他重要事項 (續)

## 2. 分部報告 (續)

經營分部 (續)

2015年1-6月

		Diesel engines	Automobiles and other major automobile components	Other components	Import & export services	Forklift trucks and warehouses technology services	Total
(Unaudited) (未經審核)		柴油機	汽車及 主要零部件	其他零部件	進出口服務	叉車生產及 倉庫技術服務	合計
Segment revenue:	分部收入：						
Sale to external customers	外部客戶銷售	7,066,459,211.86	11,524,123,359.10	1,027,929,113.35	54,369,966.77	16,782,378,217.60	36,455,259,868.68
Inter-segment sale	分部間銷售	1,691,508,415.01	-	469,415,049.50	16,415,093.88	-	2,177,338,558.39
Total	合計	8,757,967,626.87	11,524,123,359.10	1,497,344,162.85	70,785,060.65	16,782,378,217.60	38,632,598,427.07
Adjustment:	調整：						
Elimination of inner-segment sale	抵銷分部間銷售						(2,177,338,558.39)
Revenue	收入						36,455,259,868.68
Segment results	分部業績	816,195,214.32	(38,231,462.51)	(678,926.43)	(25,814,790.40)	812,661,826.40	1,564,131,861.38
Adjustment:	調整：						
Elimination of inter-segment results	抵銷分部間業績						137,804,713.45
Interest income	利息收入						394,565,439.62
Dividend income and unallocated income	股息收入及未分配收益						320,378,644.87
Corporate and other unallocated expenses	企業及其他未分配開支						(96,963,421.27)
Finance expenses	財務成本						(577,599,508.05)
Profit before tax	稅前利潤						1,742,317,730.00

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## XIV. Other Significant Events (Continued)

## 2. Segment reporting (Continued)

Operating segments (Continued)

30 June 2015

		Diesel engines	Automobiles and other major automobile components	Other components	Import & export services	Forklift trucks and warehouses technology services	Total
(Unaudited)			汽車及			叉車生產及	
(未經審核)		柴油機	主要零部件	其他零部件	進出口服務	倉庫技術服務	合計
Segment assets	分部資產	21,336,503,600.64	24,832,166,581.78	11,564,713,710.30	6,309,442,100.62	35,661,907,775.08	99,704,733,768.42
Adjustment:	調整:						
Elimination of inter-segment assets	抵銷分部間資產						(10,475,697,481.25)
Corporate and other unallocated assets	企業及其他未分配資產						25,941,785,227.28
Total assets	總資產						115,170,821,514.45
Segment liabilities	分部負債	11,501,079,512.12	16,296,378,660.04	7,594,557,472.52	473,289,643.66	20,964,070,051.70	56,829,375,340.04
Adjustment:	調整:						
Elimination of inter-segment liabilities	抵銷分部間負債						(8,816,897,736.16)
Corporate and other unallocated liabilities	企業及其他未分配負債						25,623,401,160.01
Total liabilities	總負債						73,635,878,763.89

January to June 2015

2015年1-6月

		Diesel engines	Automobiles and other major automobile components	Other components	Import & export services	Forklift trucks and warehouses technology services	Total
(Unaudited)			汽車及			叉車生產及	
(未經審核)		柴油機	主要零部件	其他零部件	進出口服務	倉庫技術服務	合計
Other segment information	其他分部資料:						
Share of profit and loss from:	應佔下列公司利潤及虧損:						
Loss(gain) from associates/jointly controlled enterprises	聯營和合營企業損失/(收益)	(15,070,318.27)	11,128,114.25	-	(277,656.57)	(62,584,846.56)	(66,804,707.15)
Loss of impairment of inventories	存貨減值準備損失	20,189,442.31	29,163,185.12	547,527.14	-	15,643,539.60	65,543,694.17
Loss(reversal) of impairment of accounts receivable and other receivables	應收賬款及其他應收賬款的減值損失/(轉回)	17,327,956.24	76,661,800.37	1,671,887.58	(46,471.79)	24,806,974.60	120,422,147.00
Depreciation and amortization	折舊及攤銷	(382,753,524.31)	(462,678,948.63)	(89,766,923.86)	(12,345,129.98)	(1,634,390,266.60)	(2,581,934,793.38)
Gain(loss) from disposal of fixed assets	固定資產處置利得/(損失)	4,360,395.65	1,836,863.61	(76,248.55)	167.78	3,948,921.80	10,070,100.29
Gain from disposal of intangible assets	無形資產處置利得	-	1,252,463.67	-	-	-	1,252,463.67
Investment in associates/jointly controlled enterprises	於聯營和合營企業的投資	581,648,245.67	508,820,378.51	-	33,203,155.73	368,022,450.67	1,491,694,230.58
Capital expenditure	資本開支	(329,893,839.20)	(555,052,698.70)	(127,783,869.82)	(4,823,097.93)	(2,096,580,096.40)	(3,114,133,602.05)

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## XIV. Other Significant Events (Continued)

## 2. Segment reporting (Continued)

Operating segments (Continued)

January to June 2014

## 財務報表附註 (續)

2015年6月30日 (人民幣元)

## 十四、其他重要事項 (續)

## 2. 分部報告 (續)

經營分部 (續)

2014年1-6月

(Unaudited) (未經審核)		Diesel engines 柴油機	Automobiles and other major automobile components 汽車及 主要零部件	Other components 其他零部件	Import & export services 進出口服務	Forklift trucks and warehouses technology services 叉車生產及 倉庫技術服務	Total 合計
Segment revenue:	分部收入：						
Sale to external customers	外部客戶銷售	13,203,613,889.43	19,251,488,621.11	1,613,078,710.78	43,253,347.00	-	34,111,434,568.32
Inter-segment sale	分部間銷售	3,178,851,188.45	1,392,064.54	69,218,609.66	24,413,603.15	-	3,273,875,465.80
Total	合計	16,382,465,077.88	19,252,880,685.65	1,682,297,320.44	67,666,950.15	-	37,385,310,034.12
Adjustment:	調整：						
Elimination of inner-segment sale	抵銷分部間銷售						(3,273,875,465.80)
Revenue	收入						34,111,434,568.32
Segment results	分部業績	2,661,945,257.80	490,599,913.38	(161,074,322.08)	(55,578,065.96)	107,568,664.45	3,043,461,447.59
Adjustment:	調整：						
Elimination of inter-segment results	抵銷分部間業績						(87,375,393.10)
Interest income	利息收入						165,994,973.63
Dividend income and unallocated income	股息收入及未分配收益						1,637,211,071.32
Corporate and other unallocated expenses	企業及其他未分配開支						(12,397,585.18)
Finance expenses	財務成本						(270,742,289.29)
Profit before tax	稅前利潤						4,476,152,224.97

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XIV. Other Significant Events (Continued)

## 2. Segment reporting (Continued)

Operating segments (Continued)

31 December 2014

## 十四、其他重要事項(續)

## 2. 分部報告(續)

經營分部(續)

2014年12月31日

(Audited) (經審核)		Diesel engines 柴油機	Automobiles and other major automobile components 汽車及 主要零部件	Other components 其他零部件	Import & export services 進出口服務	Forklift trucks and warehouses technology services 叉車生產及 倉庫技術服務	Total 合計
Segment assets	分部資產	23,787,954,274.27	25,042,687,064.62	10,832,401,075.39	6,863,237,159.04	37,296,351,149.62	103,822,630,722.94
Adjustment:	調整:						
Elimination of inter-segment assets	抵銷分部間資產						(9,149,530,927.93)
Corporate and other unallocated assets	企業及其他未分配資產						27,582,475,386.83
Total assets	總資產						122,255,575,181.84
Segment liabilities	分部負債	15,073,020,200.65	18,109,778,638.28	8,715,284,039.39	506,589,743.46	21,323,858,482.80	63,728,531,104.58
Adjustment:	調整:						
Elimination of inter-segment liabilities	抵銷分部間負債						(9,752,792,127.56)
Corporate and other unallocated liabilities	企業及其他未分配負債						26,337,947,871.49
Total liabilities	總負債						80,313,686,848.51

January to June 2014

2014年1-6月

(Unaudited) (未經審核)		Diesel engines 柴油機	Automobiles and other major automobile components 汽車及 主要零部件	Other components 其他零部件	Import & export services 進出口服務	Forklift trucks and warehouses technology services 叉車生產及 倉庫技術服務	Total 合計
Other segment information	其他分部資料:						
Share of profit and loss from:	應佔下列公司利潤及虧損:						
Loss/(gain) from associates/jointly controlled enterprises	聯營和合營企業損失/(收益)	(5,250,690.81)	17,921,668.62	(107,568,664.45)	13,089.15	-	(94,884,597.49)
Loss of impairment of inventories	存貨減值準備損失	8,725,278.57	26,270,358.93	6,635,781.20	-	-	41,631,418.70
Loss of impairment of accounts receivable and other receivables	應收賬款及其他應收賬款的減值損失	100,687,846.96	96,926,798.09	1,974,090.36	8,125.10	-	199,596,860.51
Depreciation and amortization	折舊及攤銷	(461,588,347.75)	(462,261,821.96)	(129,154,504.45)	(12,021,406.23)	-	(1,065,026,080.39)
Gain/(loss) from disposal of fixed assets	固定資產處置利得/(損失)	(2,599,467.11)	(2,054,468.62)	(396,180.95)	6,021.02	-	(5,044,095.66)
Gain/(loss) from disposal of intangible assets	無形資產處置利得/(損失)	-	-	-	-	-	-
Investment in associates/jointly controlled enterprises	於聯營和合營企業的投資	581,111,467.88	520,764,331.58	-	42,412,847.83	387,832,559.90	1,532,121,207.19
Capital expenditure	資本開支	(349,865,446.51)	(496,083,134.66)	(119,743,554.51)	(12,824,754.48)	-	(978,516,890.16)

Given the addition of Forklift trucks and warehousing technology services segment in January – June 2015, the comparative figures on the operating segments have been restated for the purpose of comparison.

因2015年1-6月新增叉車生產及倉庫技術服務分部，出於信息可比的考慮，經營分部的比較信息已經過重述。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## XIV. Other Significant Events (Continued)

## 2. Segment reporting (Continued)

Group information

Information about products and services

Revenue from external transactions

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 十四、其他重要事項(續)

## 2. 分部報告(續)

集團信息

產品和勞務信息

對外交易收入

		January-June 2015	January-June 2014
		2015年1-6月	2014年1-6月
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Complete vehicles and key components	整車及關鍵零部件	16,296,279,893.77	24,411,992,291.42
Non-automobile engines	非汽車用發動機	1,955,345,833.05	3,472,829,719.34
Other automobile components	其他零部件	141,541,273.44	4,146,833,165.64
Forklift trucks and warehouses technology services	叉車生產及倉庫技術服務	16,782,378,217.60	—
Others	其他	1,279,714,650.82	2,079,779,391.92
		36,455,259,868.68	34,111,434,568.32

Geographic information

Revenue from external transactions

地理信息

對外交易收入

		January-June 2015	January-June 2014
		2015年1-6月	2014年1-6月
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
China	中國大陸	18,432,760,865.91	32,913,935,988.38
Other countries and regions	其他國家和地區	18,022,499,002.77	1,197,498,579.94
		36,455,259,868.68	34,111,434,568.32

Revenue from external transactions is attributable to the areas where customers are located.

對外交易收入歸屬於客戶所處區域。



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## XIV. Other Significant Events (Continued)

## 2. Segment reporting (Continued)

Geographic information (Continued)

Total non-current assets

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
China	中國大陸	18,932,653,769.27	19,313,448,073.29
Other countries and regions	其他國家和地區	29,731,405,868.06	32,110,627,312.78
		48,664,059,637.33	51,424,075,386.07

Non-current assets are attributable to the areas where the assets are located, excluding financial assets and deferred tax assets.

## Information about major customers

Revenue of RMB3,645,506,605.13 (January to June 2014: RMB4,024,701,553.00) was derived from sales by Diesel engines segment and Automobiles and other major automobile components segment to a single customer, including sales to a group of entities which are known to be under common control by that customer.

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 十四、其他重要事項(續)

## 2. 分部報告(續)

地理信息(續)

非流動資產總額

非流動資產歸屬於該資產所處區域，不包括金融資產和遞延所得稅資產。

## 主要客戶信息

營業收入人民幣3,645,506,605.13元(2014年1-6月:人民幣4,024,701,553.00元)來自於柴油機分部和汽車及其他主要汽車零部件分部對某一單個客戶(包括已知受該客戶控制下的所有主體)的收入。

## 3. Other financial information

## 3. 其他財務信息

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)		31 December 2014 2014年12月31日 (Audited) (經審核)	
		The Group 集團	The Company 公司	The Group 集團	The Company 公司
Net current assets	流動資產淨值	16,368,351,546.42	14,425,038,973.53	16,311,778,309.14	13,781,402,964.04
Total assets less current liabilities	總資產減流動負債	71,813,171,588.79	31,675,257,801.24	72,351,734,690.58	31,038,954,043.62

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## XIV. Other Significant Events (Continued)

## 4. Comparative Figures

The Group obtained control over KION Group AG on 12 June 2014. As the assessment work was not yet completed at that stage, the fair value of the identifiable assets, liabilities or contingent liabilities acquired under the consolidation were only temporarily determined. Pursuant to s. 16 of the "Accounting Standard for Business Enterprises No. 20 – Business Combination" (《企業會計準則第20號—企業合併》), recognition and measurement for the business combination based on the temporary values determined by the Group and adjustments to the temporary values so determined within 12 months upon acquisition shall be deemed to be recognition and measurement as at the date of acquisition. Adjustments have been made to the temporary values of the relevant items in these interim financial statements pursuant to the requirements under the accounting standard, and re-statements have been made for the relevant statements. Major impacts on the consolidated balance sheet for January to June 2015 caused by the re-statements to the aforesaid items are as follows:

January – June 2015

		Re-statement "Accounting Standard for Business Enterprises No. 20 – Business Combination" 重述《企業會計 準則第20號— 企業合併》		
		Before re-statement at beginning of period 重述前 期初餘額		After re-statement at beginning of period 重述後 期初餘額
(Unaudited)				
(未經審核)				
Fixed assets	固定資產	22,219,357,185.13	1,290,035,509.12	23,509,392,694.25
Intangible assets	無形資產	12,715,477,787.47	1,126,993,963.44	13,842,471,750.91
Goodwill	商譽	8,347,260,453.97	(573,205,976.79)	7,774,054,477.18
Deferred tax liabilities	遞延所得稅負債	3,628,608,697.29	756,347,843.04	4,384,956,540.33
Other comprehensive income	其他綜合收益	(342,209,472.70)	(46,276,429.99)	(388,485,902.69)
Retained earnings	未分配利潤	26,419,607,056.45	(22,075,141.42)	26,397,531,915.03
Minority interests	少數股東權益	8,386,683,156.04	1,155,827,224.14	9,542,510,380.18

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 十四、其他重要事項(續)

## 4. 比較數據

本集團於2014年6月12日實現了對KION GROUP AG的控制，由於當時評估工作尚未完成，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只能暫時確定，根據《企業會計準則第20號—企業合併》第十六條，本集團以所確定的暫時價值為基礎對企業合併進行確認和計量，並擬在購買日後的12個月內對確認的暫時價值進行調整，視為在購買日的確認和計量。本中期財務報表根據準則規定對相關項目的暫定價值進行了調整，並對相關報表進行了重述，上述引起的報表項目重述對本集團2015年1-6月合併資產負債表的主要影響如下：

2015年1-6月

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## XIV. Other Significant Events (Continued)

## 4. Comparative Figures (Continued)

As the purchase date is 12 June 2014, the aforesaid adjustments have had no significant impact on the comparative figures of these interim consolidated income statement of the Group, i.e. the consolidated income statement for the period from January to June 2014. Retrospective adjustments to the figures in the consolidated income statement for year 2014 of the Group are as follows:

January – December 2014

(Audited) (經審核)		Before re-statement Incurred during the year  重述前 本年發生額	Re-statement "Accounting Standard for Business Enterprises No. 20 – Business Combination" 重述《企業會計 準則第20號— 企業合併》	After re-statement Incurred during the year  重述後 本年發生額
Cost of sales	營業成本	62,547,775,525.88	71,134,984.61	62,618,910,510.49
Distribution and selling expenses	銷售費用	5,088,075,987.64	4,502,598.00	5,092,578,585.64
General and administrative expenses	管理費用	6,405,263,078.43	21,610,568.03	6,426,873,646.46
Income tax expenses	所得稅費用	1,181,199,964.08	(30,956,434.66)	1,150,243,529.42
Minority interests	少數股東損益	759,993,324.72	(44,216,574.56)	715,776,750.16
Other comprehensive income	其他綜合收益	(1,274,541,284.32)	(138,968,258.23)	(1,413,509,542.55)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 十四、其他重要事項(續)

## 4. 比較數據(續)

由於購買日是2014年6月12日，上述調整對本集團中期合併利潤表的比較數據，即2014年1-6月的合併利潤表沒有重大影響，對本集團2014年度的合併利潤表數據的追溯調整影響如下：

2014年1-12月

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements

## 十五、公司主要財務報表項目註釋

## 1. Cash and cash equivalents

## 1. 貨幣資金

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Cash at bank	庫存現金	191,011.21	108,814.77
Bank deposits	銀行存款	12,663,951,914.70	13,418,505,629.66
Other cash equivalents	其他貨幣資金	36,915,924.91	52,976,025.07
		12,701,058,850.82	13,471,590,469.50

As at 30 June 2015, the other cash and cash equivalents of the Company included an amount of RMB36,915,924.91 (31 December 2014: RMB52,976,025.07), which is used in letter of guarantee and security monies for special accounts such as bank acceptance bills and letter of credit.

於2015年6月30日，本公司其他貨幣資金中包含人民幣36,915,924.91元(2014年12月31日：人民幣52,976,025.07元)用於保函以及辦理銀行承兌票據、信用證等專戶而儲存的保證金。

## 2. Notes receivable

## 2. 應收票據

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Bank acceptance bills	銀行承兌匯票	6,873,042,033.86	9,387,204,158.36

Among which, notes receivable that were pledged are as follows:

其中，已質押的應收票據如下：

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Bank acceptance bills	銀行承兌匯票	2,139,978,408.17	4,956,129,597.96

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 2. Notes receivable (Continued)

Notes receivable that were endorsed but no yet expired as at the balance sheet date are as follows:

		30 June 2015 2015年6月30日 (Unaudited) (未經審核) Derecognition 終止確認	31 December 2014 2014年12月31日 (Audited) (經審核) Derecognition 終止確認
Bank acceptance bills	銀行承兌匯票	260,053,922.88	389,920,570.19

As at 30 June 2015 and 31 December 2014, the Group had not transferred any notes into accounts receivable due to issuers' failure in performance.

## 3. Accounts receivable

The Group's trading terms with its customers are mainly on credit except for new customers, where payment in advance or cash on delivery is normally required. The credit period of accounts receivable is generally one to six months, extending up to six months for major customers. Accounts receivable is non-interest bearing.

An aging analysis of accounts receivable based on the invoice date is presented as follows:

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Within 1 year	1年以內	992,725,556.74	1,072,477,796.82
1 year – 2 years	1年至2年	12,745,455.58	2,552,744.81
2 years – 3 years	2年至3年	164,500.00	–
Over 3 years	3年以上	3,518,650.03	3,518,650.03
		1,009,154,162.35	1,078,549,191.66
Less: Provision for bad debt for accounts receivable	減：應收賬款壞賬準備	49,368,817.31	52,183,546.35
		959,785,345.04	1,026,365,645.31

## 財務報表附註(續)

2015年6月30日(人民幣元)

## 十五、公司主要財務報表項目註釋(續)

## 2. 應收票據(續)

已背書但在資產負債表日尚未到期的應收票據如下：

		30 June 2015 2015年6月30日 (Unaudited) (未經審核) Derecognition 終止確認	31 December 2014 2014年12月31日 (Audited) (經審核) Derecognition 終止確認
Bank acceptance bills	銀行承兌匯票	260,053,922.88	389,920,570.19

於2015年6月30日和2014年12月31日，本公司無因出票人無力履約而將票據轉為應收賬款的票據。

## 3. 應收賬款

本公司與客戶間的貿易條款以信用交易為主，且一般要求新客戶預付款或採取貨到付款方式進行，信用期通常為1-6個月，主要客戶可以延長至6個月。應收賬款並不計息。

根據開票日期，應收賬款賬齡分析如下：

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Within 1 year	1年以內	992,725,556.74	1,072,477,796.82
1 year – 2 years	1年至2年	12,745,455.58	2,552,744.81
2 years – 3 years	2年至3年	164,500.00	–
Over 3 years	3年以上	3,518,650.03	3,518,650.03
		1,009,154,162.35	1,078,549,191.66
Less: Provision for bad debt for accounts receivable	減：應收賬款壞賬準備	49,368,817.31	52,183,546.35
		959,785,345.04	1,026,365,645.31

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 3. Accounts receivable(Continued)

Changes in provision for bad debt for accounts receivable are presented as follows:

## 十五、公司主要財務報表項目註釋(續)

## 3. 應收賬款(續)

應收賬款壞賬準備的變動如下：

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Opening balance	期／年初餘額	52,183,546.35	8,408,952.31
Provision for the period/ year	本期／年計提	—	43,774,594.04
Decrease during the period/ year:	本期／年減少：		
Reversal	轉回	(2,814,729.04)	—
Closing balance	期／年末數	49,368,817.31	52,183,546.35

		30 June 2015 2015年6月30日			
(Unaudited) (未經審核)		Amount 金額	Proportion 比例 (%)	Provision for bad debt 壞賬準備	Percentage of provision 計提比例 (%)
Individually significant items for which provision for bad debt is recognized separately	單項金額重大並單項計提壞賬準備	—	—	—	—
Items for which provision for bad debt is recognized by credit risk characteristics	按信用風險特徵組合計提壞賬準備	1,009,154,162.35	100.00	49,368,817.31	4.89
Not individually significant items for which provision for bad debt is recognized separately	單項金額雖不重大但單項計提壞賬準備	—	—	—	—
		1,009,154,162.35	100.00	49,368,817.31	

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 3. Accounts receivable(Continued)

## 十五、公司主要財務報表項目註釋(續)

## 3. 應收賬款(續)

		31 December 2014 2014年12月31日			
(Audited) (經審核)		Amount 金額	Proportion 比例 (%)	Provision for bad debt 壞賬準備	Percentage of provision 計提比例 (%)
Individually significant items for which provision for bad debt is recognized separately	單項金額重大並單項計提壞賬準備	—	—	—	—
Items for which provision for bad debt is recognized by credit risk characteristics	按信用風險特徵組合計提壞賬準備	1,078,549,191.66	100.00	52,183,546.35	4.84
Not individually significant items for which provision for bad debt is recognized separately	單項金額雖不重大但單項計提壞賬準備	—	—	—	—
		1,078,549,191.66	100.00	52,183,546.35	

As at 30 June 2015, there was no individually significant accounts receivable for which provision for bad debt was recognized separately (31 December 2014: Nil).

於2015年6月30日，無單項金額重大並單項計提壞賬準備的應收賬款情況(2014年12月31日：無)。

Account receivables of which provision for bad debts is made according to aging analysis by the Company are as follows:

本公司採用賬齡分析法計提壞賬準備的應收賬款情況如下：

		30 June 2015 2015年6月30日			
(Unaudited) (未經審核)		Amount 金額	Proportion 比例 (%)	Provision for bad debt 壞賬準備	Percentage of provision 計提比例 (%)
Within 1 year	1年以內	992,725,556.74	98.37	44,887,368.40	4.52
1-2 years	1至2年	12,745,455.58	1.26	913,448.88	7.17
2-3 years	2至3年	164,500.00	0.02	49,350.00	30.00
Over 5 years	5年以上	3,518,650.03	0.35	3,518,650.03	100.00
		1,009,154,162.35	100.00	49,368,817.31	



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 3. Accounts receivable(Continued)

## 十五、公司主要財務報表項目註釋(續)

## 3. 應收賬款(續)

		31 December 2014 2014年12月31日			
(Audited) (經審核)		Amount 金額	Proportion 比例 (%)	Provision for bad debt 壞賬準備	Percentage of provision 計提比例 (%)
Within 1 year	1年以內	1,072,477,796.82	99.44	48,511,075.76	4.52
1-2 years	1至2年	2,552,744.81	0.24	153,820.56	6.03
Over 5 years	5年以上	3,518,650.03	0.32	3,518,650.03	100.00
		1,078,549,191.66	100.00	52,183,546.35	

From January to June 2015, no provision for bad debts (2014: RMB43,774,594.04) were made, while provision for bad debts in the amount of RMB2,814,729.04 (2014: Nil) was reversed or recovered.

2015年1-6月未補充計提壞賬準備(2014年:人民幣43,774,594.04元),收回或轉回壞賬準備人民幣2,814,729.04元(2014年:無)。

From January to June 2015, there was no accounts receivable actually written off (2014: nil).

2015年1-6月無實際核銷的應收賬款(2014年:無)。

As at 30 June 2015, the top five balances in respect of accounts receivable had a total closing balance of RMB480,346,775.27, accounting for 47.60% of the total of closing balance of accounts receivable. The closing balance in respect of bad debt provided for the top five amounted to RMB24,017,338.76.

於2015年6月30日,餘額前五名的應收賬款的期末餘額合計為人民幣480,346,775.27元,佔應收賬款期末餘額合計數的比例為47.60%,該前五名相應計提的壞賬準備期末餘額為人民幣24,017,338.76元。

As at 31 December 2014, the top five balances in respect of accounts receivable had a total closing balance of RMB732,369,505.39, accounting for 67.90% of the total of closing balance of accounts receivable. The closing balance in respect of bad debt provided for the top five amounted to RMB33,716,319.02.

於2014年12月31日,餘額前五名的應收賬款的年末餘額合計為人民幣732,369,505.39元,佔應收賬款年末餘額合計數的比例為67.90%,該前五名相應計提的壞賬準備年末餘額為人民幣33,716,319.02元。

As at 30 June 2015, no accounts receivable (31 December 2014: Nil) was pledged for securing bank borrowings by the Company.

於2015年6月30日,本公司無將應收賬款(2014年12月31日:無)質押用於取得銀行借款的情況。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 4. Other receivables

An aging analysis of other receivables is presented as follows:

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Within 1 year	1年以內	1,862,582,562.39	1,854,850,509.23
1-2 years	1至2年	8,650.00	43,064.00
2-3 years	2至3年	3,217,382.06	3,192,301.40
3 years	3年以上	36,004,374.19	37,308,908.29
		1,901,812,968.64	1,895,394,782.92
Less: Provision for bad debt for other receivables	減：其他應收款壞賬準備	31,199,137.81	32,250,189.05
Closing balance	期／年末數	1,870,613,830.83	1,863,144,593.87

Changes in provision for bad debts in respect of other receivables are as follows:

其他應收款壞賬準備的變動如下：

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Opening balance	期／年初數	32,250,189.05	27,516,215.38
Provision for the period/ year	本期／年計提	—	4,733,973.67
Decrease during the period/ year:	本期／年減少：		
Reversal	轉回	(1,051,051.24)	—
Closing balance	期／年末數	31,199,137.81	32,250,189.05

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)		31 December 2014 2014年12月31日 (Audited) (經審核)					
		Amount 金額	Proportion 比例 (%)	Provision for bad debt 壞賬準備	Percentage of Provision 計提比例 (%)	Amount 金額	Proportion 比例 (%)	Provision for bad debt 壞賬準備	Percentage of Provision 計提比例 (%)
Individually significant items for which provision for bad debt is recognized separately	單項金額重大並單獨計提壞賬準備	—	—	—	—	—	—	—	—
Items for which provision for bad debt is recognized by credit risk characteristics	按信用風險特徵組合計提壞賬準備	1,901,812,968.64	100.00	31,199,137.81	1.64	1,895,394,782.92	100.00	32,250,189.05	1.70
Not individually significant items for which provision for bad debt is recognized separately	單項金額雖不重大但單獨計提壞賬準備	—	—	—	—	—	—	—	—
		1,901,812,968.64	100.00	31,199,137.81	1.64	1,895,394,782.92	100.00	32,250,189.05	1.70

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註 (續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 4. Other receivables (Continued)

Other receivables of which provision for bad debts is made according to aging analysis by the Company are as follows:

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)				31 December 2014 2014年12月31日 (Audited) (經審核)			
		Amount 金額	Proportion 比例 (%)	Provision for bad debt 壞賬準備	Percentage of Provision 計提比例 (%)	Amount 金額	Proportion 比例 (%)	Provision for bad debt 壞賬準備	Percentage of Provision 計提比例 (%)
Within 1 year	1年以內	1,862,582,562.39	97.94	997,144.38	0.05	1,854,850,509.23	97.86	998,002.05	0.05
1-2 years	1至2年	8,650.00	0.00	163.08	1.89	43,064.00	0.00	6,459.60	15.00
2-3 years	2至3年	3,217,382.06	0.17	965,214.62	30.00	3,192,301.40	0.17	957,690.42	30.00
3-4 years	3至4年	9,627,276.48	0.51	4,813,638.24	50.00	9,711,573.73	0.51	4,855,786.87	50.00
4-5 years	4至5年	9,770,601.06	0.51	7,816,480.85	80.00	10,830,210.24	0.57	8,665,125.79	80.00
Over 5 years	5年以上	16,606,496.65	0.87	16,606,496.64	100.00	16,767,124.32	0.89	16,767,124.32	100.00
Total	合計	1,901,812,968.64	100.00	31,199,137.81	1.64	1,895,394,782.92	100.00	32,250,189.05	1.70

From January to June 2015, no provision for bad debts (2014: RMB4,733,973.67) were made, while provision for bad debts in the amount of RMB1,051,051.24 (2014: Nil) was reversed.

From January to June 2015, there was no accounts receivable actually written off (2014: nil).

Other receivables by nature are as follows:

2015年1-6月末補充計提壞賬準備(2014年:人民幣4,733,973.67元),轉回壞賬準備人民幣1,051,051.24元(2014年:無)。

2015年1-6月無實際核銷的其他應收款(2014年:無)。

其他應收款按性質分類如下:

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Temporary loan to subsidiaries	子公司暫借款	1,841,830,413.69	1,827,411,186.13
Corporate lending and payment on behalf	企業暫借款及代墊款	38,583,609.59	39,186,647.02
Employee advance	備用金	14,412,770.73	16,585,976.36
Others	其他	6,986,174.63	12,210,973.41
		1,901,812,968.64	1,895,394,782.92

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 4. Other receivables (Continued)

As at 30 June 2015, the top 5 other receivables are presented as follows:

## 十五、公司主要財務報表項目註釋(續)

## 4. 其他應收款(續)

於2015年6月30日，其他應收款金額前五名如下：

(Unaudited) (未經審核)	Closing balance 期末餘額	Percentage of total other receivables 佔其他 應收款餘額 合計數 的比例 (%)	Nature 性質	Age 賬齡	Closing balance of provision for bad debts 壞賬準備 期末餘額
Weichai Power (Weifang) Casting Co., Ltd. 濰柴動力(濰坊)鑄鍛 有限公司	1,841,830,413.69	96.85	Temporary loan to subsidiaries 子公司暫借款	within 1 year and 1-2 years 1年以內及1至2年	—
Weichai Power (Chongqing) Western Development Co., Ltd. 濰柴動力(重慶)西部 發展有限公司	12,808,968.39	0.67	Corporate lending and payment on behalf 企業暫借款及 代墊款	2-3 years and 3-4 years 2至3年及3至4年	9,292,667.14
Zhuzhou Torch Machinery Manufacturing Co., Ltd. 株洲湘火炬機械製造 有限責任公司	9,773,085.84	0.51	Corporate lending and payment on behalf 企業暫借款及 代墊款	4-5 years 4至5年	7,818,468.67
Hangzhou Hongyuan Machinery Manufacturing Co., Ltd. 杭州鴻源機械公司	9,203,387.08	0.49	Corporate lending and payment on behalf 企業暫借款及 代墊款	over 5 years 5年以上	9,203,387.08
Xinjiang Machinery Equipment Import & Export Co., Ltd. 新疆機械設備進出口公司	6,350,399.53	0.33	Corporate lending and payment on behalf 企業暫借款及 代墊款	over 5 years 5年以上	6,350,399.53
	1,879,966,254.53	98.85			32,664,922.42

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 4. Other receivables (Continued)

As at 31 December 2014, the top 5 other receivables are presented as follows:

## 十五、公司主要財務報表項目註釋(續)

## 4. 其他應收款(續)

於2014年12月31日，其他應收款金額前五名如下：

(Audited) (經審核)	Closing balance 年末餘額	Percentage of total other receivables 佔其他 應收款餘額 合計數 的比例 (%)	Nature 性質	Age 賬齡	Closing balance of provision for bad debts 壞賬準備 年末餘額
Weichai Power (Weifang) Casting Co., Ltd. 濰柴動力(濰坊)鑄鍛 有限公司	1,827,411,186.13	96.41	Temporary loan to subsidiaries 子公司暫借款	within 1 year 1年以內	—
Weichai Power (Chongqing) Western Development Co., Ltd. 濰柴動力(重慶)西部 發展有限公司	12,808,968.39	0.68	Corporate lending and payment on behalf 企業暫借款及 代墊款	2-3 years and 3-4 years 2至3年及3至4年	5,768,145.81
Zhuzhou Torch Machinery Manufacturing Co., Ltd. 株洲湘火炬機械製造 有限責任公司	10,823,892.02	0.57	Corporate lending and payment on behalf 企業暫借款及 代墊款	4-5 years 4至5年	8,659,113.62
Hangzhou Hongyuan Machinery Manufacturing Co., Ltd. 杭州鴻源機械公司	9,203,387.08	0.49	Corporate lending and payment on behalf 企業暫借款及 代墊款	over 5 years 5年以上	9,203,387.08
Xinjiang Machinery Equipment Import & Export Co., Ltd. 新疆機械設備進出口公司	6,350,399.53	0.34	Corporate lending and payment on behalf 企業暫借款及 代墊款	over 5 years 5年以上	6,350,399.53
	1,866,597,833.15	98.49			29,981,046.04

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 5. Inventories

## 十五、公司主要財務報表項目註釋(續)

## 5. 存貨

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)			31 December 2014 2014年12月31日 (Audited) (經審核)		
		Gross carrying amount 賬面餘額	Provision for decline in value 跌價準備	Carrying amount 賬面價值	Gross carrying amount 賬面餘額	Provision for decline in value 跌價準備	Carrying amount 賬面價值
Raw materials	原材料	447,801,958.02	(2,236,097.98)	445,565,860.04	356,884,231.42	(2,236,097.98)	354,648,133.44
Finished goods	產成品	1,235,790,384.83	–	1,235,790,384.83	1,516,750,375.34	–	1,516,750,375.34
Self made semi-finished goods and work in progress	自製半成品及在產品	56,832,276.48	–	56,832,276.48	80,056,026.17	–	80,056,026.17
Turnover materials	周轉材料	2,750,386.88	–	2,750,386.88	1,022,783.60	–	1,022,783.60
		1,743,175,006.21	(2,236,097.98)	1,740,938,908.23	1,954,713,416.53	(2,236,097.98)	1,952,477,318.55

The changes in provision for decline in value are as follows:

存貨跌價準備變動如下：

January to June 2015

2015年1-6月

		Opening balance 期初數	Charge for the period 本期計提	Write-off for the period 本期轉銷	Closing balance 期末數
(Unaudited) (未經審核)					
Raw materials	原材料	2,236,097.98	–	–	2,236,097.98

2014

2014年

		Opening balance 期初數	Charge for the year 本年計提	Write-off for the year 本年轉銷	Closing balance 期末數
(Audited) (經審核)					
Raw materials	原材料	2,284,511.00	–	(48,413.02)	2,236,097.98

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註 (續)

2015年6月30日 (人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 6. Investment in associates

## 十五、公司主要財務報表項目註釋 (續)

## 6. 對聯營企業投資

	Place of registration/ Key operation 註冊地/ 主要經營地	Registered capital 註冊資本	Nature of business 業務性質	Percentage of shareholding 持股比例
Shanghai Xinlian Chuangye Investment Co., Ltd. 上海鑫聯創業投資有限公司	Shanghai 上海	150,000,000.00	Industrial investment, investment management 實業投資、投資管理	33.00%
Guanya (Shanghai) Investment Fund Partnership Enterprise (Limited Partnership) 冠亞(上海)股權投資基金合夥企業(有限合夥)	Shanghai 上海	400,000,000.00	Equity investment, investment management and investment consultation 股權投資、投資管理及投資諮詢	24.75%
Shandong Heavy Industry Group Finance Co., Ltd. 山東重工集團財務有限公司	Shandong 山東	1,000,000,000.00	Business approved by China Banking Regulatory Commission 經營中國銀行業監督管理委員會批准的業務	20.00%
Dalian Hongyuan Machinery Manufacturing Co., Ltd. 大連鴻源機械製造有限公司	Liaoning 遼寧	USD22,818,208.00 美元22,818,208.00	Hardware tools and automobile parts and accessories 五金工具和汽車零配件	17.31%
Shanzhong Finance Leasing Co., Ltd. 山重融資租賃有限公司	Beijing 北京	920,000,000.00	Finance leasing 融資租賃業務	19.565%

## 7. Long-term equity investments

## 7. 長期股權投資

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Non-listed investment under cost method Non-listed investment under equity method	非上市投資成本法 非上市投資權益法	9,504,273,827.68 581,648,245.66	9,501,348,543.17 566,232,838.19
		10,085,922,073.34	10,067,581,381.36
Less: Provision for impairment of long-term equity investment	減：長期股權投資減值準備	12,118,687.10	12,118,687.10
		10,073,803,386.24	10,055,462,694.26



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 7. Long-term equity investments (Continued)

As at 30 June 2015, the breakdown of long-term equity investments under cost method was as follows:

## 十五、公司主要財務報表項目註釋(續)

## 7. 長期股權投資(續)

於2015年6月30日，成本法長期股權投資明細如下：

		Changes during the period 本期變動				
	Opening balance 期初餘額	Decrease upon disposal of subsidiaries 處置 子公司減少	Additional investment 追加投資	Closing carrying amount 期末賬面價值	Declared cash dividend 宣告現金股利	Incl: Closing provision for impairment 其中：期末 減值準備
Weichai Power Freshen Air Technology Co., Ltd. 濰柴動力空氣淨化科技有限公司	100,000,000.00	-	-	100,000,000.00	97,659,313.99	-
Baudouin (Weifang) Power Co., Ltd. 博杜安(濰坊)動力有限公司	13,066,352.00	-	-	13,066,352.00	2,104,822.48	-
Weichai Power Hydraulic Technology Co., Ltd. 濰柴動力液壓科技有限公司	50,000,000.00	-	-	50,000,000.00	-	-
Weichai Power (Weifang) Equipment Service Co., Ltd. 濰柴動力(濰坊)裝備技術服務有限公司	76,000,000.00	-	-	76,000,000.00	-	-
Weichai International (Hong Kong) Energy Group Co., Ltd. 濰柴國際(香港)能源集團有限公司	7,987,632.00	-	-	7,987,632.00	-	-
Weichai Power (Weifang) Spare Part Resources Co., Ltd. 濰柴動力(濰坊)備品資源有限公司	101,410,238.34	-	-	101,410,238.34	70,066,549.52	-
Weichai Power (Weifang) Oil Co., Ltd. 濰柴動力(濰坊)油品有限公司	10,706,159.11	-	-	10,706,159.11	355,521.73	-
Weichai Power (Weifang) Casting Co., Ltd. 濰柴動力(濰坊)鑄造有限公司	460,150,000.00	-	-	460,150,000.00	-	-
Zhuzhou Torch Sparkplugs Co., Ltd. 株洲湘火炬火花塞有限責任公司	245,574,858.40	-	-	245,574,858.40	-	-
Zhuzhou Torch Machinery Manufacturing Co., Ltd. 株洲湘火炬機械製造有限責任公司	130,898,993.14	-	-	130,898,993.14	-	-
Zhuzhou Torch Auto Lighting Co., Ltd. 株洲湘火炬汽車燈具有限責任公司	38,363,180.85	(38,363,180.85)	-	-	-	-
Torch Import & Export Co., Ltd. 火炬進出口有限責任公司	33,973,054.98	-	-	33,973,054.98	-	-
Weichai America Crop. 濰柴動力(美國)再製造公司	262,811,997.28	-	-	262,811,997.28	-	-
Weichai Power (Weifang) Reconstruction Co., Ltd. 濰柴動力(濰坊)再製造公司	122,000,000.00	-	-	122,000,000.00	24,725,174.26	-
Weichai Power (Hong Kong) International Development Co., Ltd. 濰柴動力(香港)國際發展有限公司	2,087,069,782.12	-	-	2,087,069,782.12	-	-

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 7. Long-term equity investments (Continued)

As at 30 June 2015, the breakdown of long-term equity investments under cost method was as follows: (Continued)

## 十五、公司主要財務報表項目註釋(續)

## 7. 長期股權投資(續)

於2015年6月30日，成本法長期股權投資明細如下：(續)

		Changes during the period 本期變動				
	Opening balance 期初餘額	Decrease upon disposal of subsidiaries 處置 子公司減少	Additional investment 追加投資	Closing carrying amount 期末賬面價值	Declared cash dividend 宣告現金股利	Incl: Closing provision for impairment 其中：期末 減值準備
Weichai Power (Shanghai) Technology Development Co., Ltd. 濰柴動力(上海)科技發展有限公司	340,000,000.00	-	-	340,000,000.00	-	-
Weichai Power (Chongqing) Western Development Co., Ltd. 濰柴動力(重慶)西部發展有限公司	240,000,000.00	-	-	240,000,000.00	-	-
Weichai Power (Beijing) International Resource Investment Co., Ltd. 濰柴動力(北京)國際資源投資公司	300,000,000.00	-	-	300,000,000.00	-	-
Xinjiang Equipment Imports and Exports Co., Ltd. 新疆設備進出口有限公司	-	-	-	-	-	(12,118,687.10)
Weichai Power (Qingzhou) Drive Control Technology Co., Ltd. 濰柴動力(青州)傳控技術有限公司	150,000,000.00	-	-	150,000,000.00	-	-
Zhuzhou Gear Co., Ltd. 株洲齒輪有限責任公司	532,334,743.21	-	-	532,334,743.21	-	-
Shanghai He Da Auto Accessory Co., Ltd. 上海和達汽配有限公司	39,163,469.71	-	-	39,163,469.71	-	-
Weichai Power (Weifang) Intensive Logistics Co., Ltd. 濰柴動力(濰坊)集約配送有限公司	10,400,000.00	-	-	10,400,000.00	-	-
Shaanxi Heavy-duty Motor Co., Ltd. 陝西重型汽車有限公司	1,992,116,000.85	-	-	1,992,116,000.85	-	-
Shaanxi Fast Gear Co., Ltd. 陝西法士特齒輪有限公司	1,082,558,680.59	-	-	1,082,558,680.59	-	-
Shaanxi Hande Axle Co., Ltd. 陝西漢德車橋有限公司	14,507,358.03	-	-	14,507,358.03	-	-
Shandong Synergy Oil Co., Ltd. 山東歐潤油品有限公司	9,426,918.00	-	41,288,465.36	50,715,383.36	-	-
Baoji Fast Gear Co., Ltd. 寶雞法士特齒輪有限公司	10,986,483.27	-	-	10,986,483.27	-	-
Weichai (Chongqing) Automotive Co., Ltd. 濰柴(重慶)汽車有限公司	1,027,410,000.00	-	-	1,027,410,000.00	-	-
WEICHAI SINGAPORE PTE. LTD	12,432,641.29	-	-	12,432,641.29	-	-
	9,501,348,543.17	(38,363,180.85)	41,288,465.36	9,504,273,827.68	194,911,381.98	(12,118,687.10)

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 7. Long-term equity investments (Continued)

As at 30 June 2015, breakdown of long-term equity investments under equity method was as follows:

## 十五、公司主要財務報表項目註釋(續)

## 7. 長期股權投資(續)

於2015年6月30日，權益法長期股權投資明細如下：

		Changes during the period		
		本期變動		
	Opening balance	Adjustment in profit and loss under equity method	Closing carrying amount	Incl: Closing provision for impairment
	期初餘額	權益法下損益調整	期末賬面價值	其中：期末減值準備
Guanya (Shanghai) Investment fund Partnership Enterprise (Limited Partnership)				
冠亞(上海)股權投資基金合夥企業(有限合夥)	18,816,375.60	180,702.90	18,997,078.50	—
Dalian Hongyuan Machinery Manufacturing Co., Ltd.				
大連鴻源機械製造有限公司	24,388,598.36	(89,425.14)	24,299,173.22	—
Shanghai Xinlian Chuangye Investment Co., Ltd.				
上海鑫聯創業投資有限公司	99,407,878.37	(427,148.14)	98,980,730.23	—
Shandong Heavy Industry Group Finance Co., Ltd.				
山東重工集團財務有限公司	228,029,963.54	11,384,423.45	239,414,386.99	—
Shanzhong Finance Leasing Co., Ltd.				
山重融資租賃有限公司	195,590,022.32	4,366,854.40	199,956,876.72	—
	566,232,838.19	15,415,407.47	581,648,245.66	—

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 7. Long-term equity investments (Continued)

As at 31 December 2014, the breakdown of long-term equity investments under cost method was as follows:

## 十五、公司主要財務報表項目註釋(續)

## 7. 長期股權投資(續)

於2014年12月31日，成本法長期股權投資明細如下：

	Opening balance	Additional investment	Closing carrying amount	Declared cash dividend	Incl: Closing provision for impairment
	年初餘額	追加投資	年末賬面價值	宣告現金股利	其中：年末減值準備
Weichai Power Freshen Air Technology Co., Ltd. 濰柴動力空氣淨化科技有限公司	100,000,000.00	—	100,000,000.00	1,704,714.74	—
Baudouin (Weifang) Power Co., Ltd. 博杜安(濰坊)動力有限公司	13,066,352.00	—	13,066,352.00	—	—
Weichai Power Hydraulic Technology Co., Ltd. 濰柴動力液壓科技有限公司	50,000,000.00	—	50,000,000.00	—	—
Weichai Power (Weifang) Equipment Service Co., Ltd. 濰柴動力(濰坊)裝備技術服務有限公司	76,000,000.00	—	76,000,000.00	—	—
Weichai International (Hong Kong) Energy Group Co., Ltd. 濰柴國際(香港)能源集團有限公司	7,987,632.00	—	7,987,632.00	—	—
Weichai Power (Weifang) Spare Part Resources Co., Ltd. 濰柴動力(濰坊)備品資源有限公司	101,410,238.34	—	101,410,238.34	70,124,759.08	—
Weichai Power (Weifang) Oil Co., Ltd. 濰柴動力(濰坊)油品有限公司	10,706,159.11	—	10,706,159.11	536,121.22	—
Weichai Power (Weifang) Casting Co., Ltd. 濰柴動力(濰坊)鑄鍛有限公司	460,150,000.00	—	460,150,000.00	—	—
Zhuzhou Torch Sparkplugs Co., Ltd. 株洲湘火炬火花塞有限責任公司	245,574,858.40	—	245,574,858.40	22,257,250.91	—
Zhuzhou Torch Machinery Manufacturing Co., Ltd. 株洲湘火炬機械製造有限責任公司	130,898,993.14	—	130,898,993.14	—	—

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 7. Long-term equity investments (Continued)

As at 31 December 2014, the breakdown of long-term equity investments under cost method was as follows: (Continued)

## 十五、公司主要財務報表項目註釋(續)

## 7. 長期股權投資(續)

於2014年12月31日，成本法長期股權投資明細如下：(續)

		Changes during the year 本年變動			Incl: Closing provision for impairment 其中：年末 減值準備
	Opening balance 年初餘額	Additional investment 追加投資	Closing carrying amount 年末賬面價值	Declared cash dividend 宣告現金股利	
Zhuzhou Torch Auto Lighting Co., Ltd. 株洲湘火炬汽車燈具有限責任公司	38,363,180.85	—	38,363,180.85	—	—
Torch Import & Export Co., Ltd. 火炬進出口有限責任公司	33,973,054.98	—	33,973,054.98	—	—
Weichai America Crop.	227,412,122.28	35,399,875.00	262,811,997.28	—	—
Weichai Power (Weifang) Reconstruction Co., Ltd. 濰柴動力(濰坊)再製造公司	122,000,000.00	—	122,000,000.00	23,933,504.72	—
Weichai Power (Hong Kong) International Development Co., Ltd. 濰柴動力(香港)國際發展有限公司	378,750,138.28	1,708,319,643.84	2,087,069,782.12	—	—
Weichai Power (Shanghai) Technology Development Co., Ltd. 濰柴動力(上海)科技發展有限公司	340,000,000.00	—	340,000,000.00	—	—
Weichai Power (Chongqing) Western Development Co., Ltd. 濰柴動力(重慶)西部發展有限公司	240,000,000.00	—	240,000,000.00	—	—
Weichai Power (Beijing) International Resource Investment Co., Ltd. 濰柴動力(北京)國際資源投資公司	300,000,000.00	—	300,000,000.00	—	—
Xinjiang Equipment Imports and Exports Co., Ltd. 新疆設備進出口有限公司	—	—	—	—	(12,118,687.10)
Weichai Power (Qingzhou) Drive Control Technology Co., Ltd. 濰柴動力(青州)傳控技術有限公司	150,000,000.00	—	150,000,000.00	—	—
Zhuzhou Gear Co., Ltd. 株洲齒輪有限責任公司	532,334,743.21	—	532,334,743.21	—	—

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 7. Long-term equity investments (Continued)

As at 31 December 2014, the breakdown of long-term equity investments under cost method was as follows: (Continued)

## 十五、公司主要財務報表項目註釋(續)

## 7. 長期股權投資(續)

於2014年12月31日，成本法長期股權投資明細如下：(續)

		Changes during the year 本年變動			
	Opening balance	Additional investment	Closing carrying amount	Declared cash dividend	Incl: Closing provision for impairment 其中：年末 減值準備
	年初餘額	追加投資	年末賬面價值	宣告現金股利	減值準備
Shanghai He Da Auto Accessory Co., Ltd. 上海和達汽配有限公司	39,163,469.71	—	39,163,469.71	5,835,297.36	—
Weichai Power (Weifang) Intensive Logistics Co., Ltd. 濰柴動力(濰坊)集約配送有限公司	10,400,000.00	—	10,400,000.00	—	—
Shaanxi Heavy-duty Motor Co., Ltd. 陝西重型汽車有限公司	1,482,116,000.85	510,000,000.00	1,992,116,000.85	95,625,000.00	—
Shaanxi Fast Gear Co., Ltd. 陝西法士特齒輪有限公司	1,082,558,680.59	—	1,082,558,680.59	198,526,617.12	—
Shaanxi Hande Axle Co., Ltd. 陝西漢德車橋有限公司	14,507,358.03	—	14,507,358.03	4,882,978.72	—
Shandong Synergy Oil Co., Ltd. 山東歐潤油品有限公司	9,426,918.00	—	9,426,918.00	—	—
Baoji Fast Gear Co., Ltd. 寶雞法士特齒輪有限公司	10,986,483.27	—	10,986,483.27	—	—
Weichai (Chongqing) Automotive Co., Ltd. 濰柴(重慶)汽車有限公司	918,000,000.00	109,410,000.00	1,027,410,000.00	—	—
WEICHAI SINGAPORE PTE. LTD	12,432,641.29	—	12,432,641.29	—	—
	7,138,219,024.33	2,363,129,518.84	9,501,348,543.17	423,426,243.87	(12,118,687.10)

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 7. Long-term equity investments (Continued)

As at 31 December 2014, the breakdown of long-term equity investments under equity method was as follows:

## 十五、公司主要財務報表項目註釋(續)

## 7. 長期股權投資(續)

於2014年12月31日，權益法長期股權投資明細如下：

		Changes during the year 本年變動			
	Opening balance	Adjustment in profit and loss under equity method 權益法下 損益調整	Declared cash dividend 宣告現金股利	Closing carrying amount 年末賬面價值	Incl: Closing provision for impairment 其中：年末 減值準備
	年初餘額				
Guanya (Shanghai) Investment fund Partnership Enterprise (Limited Partnership) 冠亞(上海)股權投資基金合夥企業 (有限合夥)	18,335,757.92	480,617.68	—	18,816,375.60	—
Dalian Hongyuan Machinery Manufacturing Co., Ltd. 大連鴻源機械製造有限公司	24,373,415.47	15,182.89	—	24,388,598.36	—
Shanghai Xinlian Chuangye Investment Co., Ltd. 上海鑫聯創業投資有限公司	114,646,461.80	(15,238,583.43)	—	99,407,878.37	—
Shandong Heavy Industry Group Finance Co., Ltd. 山東重工集團財務有限公司	213,732,394.01	21,850,102.51	(7,552,532.98)	228,029,963.54	—
Shanzhong Finance Leasing Co., Ltd. 山重融資租賃有限公司	204,772,747.87	8,963,299.45	(18,146,025.00)	195,590,022.32	—
	575,860,777.07	16,070,619.10	(25,698,557.98)	566,232,838.19	—



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 十五、公司主要財務報表項目註釋(續)

## 8. Investment property

## 8. 投資性房地產

Subsequent measurement under the cost model:

採用成本模式進行後續計量：

January to June 2015

2015年1-6月

(Unaudited) (未經審核)		Houses and buildings 房屋及建築物	Land use rights 土地使用權	Total 合計
<b>Gross carrying amount</b>	<b>原價</b>			
Opening balance	期初餘額	1,199,695,698.48	100,766,676.00	1,300,462,374.48
Transfer from construction in progress	在建工程轉入	196,071,920.00	—	196,071,920.00
Disposal and retirement	處置及報廢	—	—	—
Closing balance	期末餘額	1,395,767,618.48	100,766,676.00	1,496,534,294.48
<b>Accumulated depreciation and amortization</b>	<b>累計折舊和攤銷</b>			
Opening balance	期初餘額	295,269,424.01	11,395,411.93	306,664,835.94
Provision	計提	31,976,933.83	1,007,666.76	32,984,600.59
Disposal or retirement	處置或報廢	—	—	—
Closing balance	期末餘額	327,246,357.84	12,403,078.69	339,649,436.53
<b>Carrying amount</b>	<b>賬面價值</b>			
Closing	期末	1,068,521,260.64	88,363,597.31	1,156,884,857.95
Opening	期初	904,426,274.47	89,371,264.07	993,797,538.54

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 8. Investment property (Continued)

Subsequent measurement under the cost model:

(Continued)

2014

## 十五、公司主要財務報表項目註釋(續)

## 8. 投資性房地產(續)

採用成本模式進行後續計量：

(續)

2014年

(Audited) (經審核)		Houses and buildings 房屋及建築物	Land use rights 土地使用權	Total 合計
<b>Gross carrying amount</b>	<b>原價</b>			
Opening balance	年初餘額	1,199,695,698.48	100,766,676.00	1,300,462,374.48
Transfer from construction in progress	在建工程轉入	—	—	—
Disposal and retirement	處置及報廢	—	—	—
Closing balance	年末餘額	1,199,695,698.48	100,766,676.00	1,300,462,374.48
<b>Accumulated depreciation and amortization</b>	<b>累計折舊和攤銷</b>			
Opening balance	年初餘額	235,847,791.77	9,380,078.41	245,227,870.18
Provision	計提	59,421,632.24	2,015,333.52	61,436,965.76
Disposal or retirement	處置或報廢	—	—	—
Closing balance	年末餘額	295,269,424.01	11,395,411.93	306,664,835.94
<b>Carrying amount</b>	<b>賬面價值</b>			
Closing	年末	904,426,274.47	89,371,264.07	993,797,538.54
Opening	年初	963,847,906.71	91,386,597.59	1,055,234,504.30

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 9. Fixed assets

January to June 2015

## 十五、公司主要財務報表項目註釋(續)

## 9. 固定資產

2015年1-6月

(Unaudited) (未經審核)		Houses and buildings 房屋及建築物	Machinery and equipment 機器設備	Electronic equipment 電子設備	Transportation equipment 運輸設備	Others 其他	Total 合計
Gross carrying amount	原價						
Opening balance	期初餘額	1,340,546,401.49	2,402,755,097.52	585,580,083.98	131,054,310.23	751,668,875.63	5,211,604,768.85
Acquisition	購置	-	567,099.52	2,681,721.69	-	-	3,248,821.21
Transfer from construction in progress	在建工程轉入	94,055,675.27	25,973,795.97	10,252,814.73	5,335,066.53	12,000,339.76	147,617,692.26
Disposal or retirement	處置或報廢	-	(754,457.12)	(793,147.88)	(505,568.87)	(2,226,649.67)	(4,279,823.54)
Closing balance	期末餘額	1,434,602,076.76	2,428,541,535.89	597,721,472.52	135,883,807.89	761,442,565.72	5,358,191,458.78
Accumulated depreciation	累計折舊						
Opening balance	期初餘額	337,853,883.50	1,240,545,766.39	404,464,357.62	100,000,024.22	507,987,284.60	2,590,851,316.33
Provision	計提	33,150,112.55	96,786,882.84	39,003,445.58	7,485,407.68	25,637,228.88	202,063,077.53
Disposal or retirement	處置或報廢	-	(458,307.25)	(768,895.64)	(472,548.02)	(1,931,940.89)	(3,631,691.80)
Closing balance	期末餘額	371,003,996.05	1,336,874,341.98	442,698,907.56	107,012,883.88	531,692,572.59	2,789,282,702.06
Carrying amount	賬面價值						
Closing	期末	1,063,598,080.71	1,091,667,193.91	155,022,564.96	28,870,924.01	229,749,993.13	2,568,908,756.72
Opening	期初	1,002,692,517.99	1,162,209,331.13	181,115,726.36	31,054,286.01	243,681,591.03	2,620,753,452.52

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 9. Fixed assets (Continued)

2014

## 十五、公司主要財務報表項目註釋(續)

## 9. 固定資產(續)

2014年

(Audited)		Houses and buildings	Machinery and equipment	Electronic equipment	Transportation equipment	Others	Total
(經審核)		房屋及建築物	機器設備	電子設備	運輸設備	其他	合計
Gross carrying amount	原價						
Opening balance	年初餘額	1,092,546,401.49	2,277,462,424.11	511,854,590.42	124,200,631.16	755,555,435.80	4,761,619,482.98
Acquisition	購置	-	1,061,740.95	276,358.90	192,355.63	22,815.00	1,553,270.48
Transfer from construction in progress	在建工程轉入	248,000,000.00	168,965,214.78	84,703,201.11	14,666,381.49	5,414,354.08	521,749,151.46
Disposal or retirement	處置或報廢	-	(44,734,282.32)	(11,254,066.45)	(8,005,058.05)	(9,323,729.25)	(73,317,136.07)
Closing balance	年末餘額	1,340,546,401.49	2,402,755,097.52	585,580,083.98	131,054,310.23	751,668,875.63	5,211,604,768.85
Accumulated depreciation	累計折舊						
Opening balance	年初餘額	284,292,152.67	1,068,711,931.83	257,630,933.67	82,506,853.19	456,414,759.12	2,149,556,630.48
Provision	計提	53,561,730.83	205,458,095.14	157,495,790.04	24,370,358.74	59,434,580.39	500,320,555.14
Disposal or retirement	處置或報廢	-	(33,624,260.58)	(10,662,366.09)	(6,877,187.71)	(7,862,054.91)	(59,025,869.29)
Closing balance	年末餘額	337,853,883.50	1,240,545,766.39	404,464,357.62	100,000,024.22	507,987,284.60	2,590,851,316.33
Carrying amount	賬面價值						
Closing	年末	1,002,692,517.99	1,162,209,331.13	181,115,726.36	31,054,286.01	243,681,591.03	2,620,753,452.52
Opening	年初	808,254,248.82	1,208,750,492.28	254,223,656.75	41,693,777.97	299,140,676.68	2,612,062,852.50

As at 30 June 2015, fixed assets for which the Company had not obtained real estate certificates had a carrying amount of RMB397,224,427.46 (31 December 2014: RMB511,792,099.27).

於2015年6月30日，本公司尚未獲得房地產證的固定資產賬面價值為人民幣397,224,427.46元(2014年12月31日：人民幣511,792,099.27元)。

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 10. Intangible assets

January to June 2015

## 十五、公司主要財務報表項目註釋(續)

## 10. 無形資產

2015年1-6月

(Unaudited) (未經審核)		Opening balance 期初數	Acquisition 購置	Disposal or retirement 處置或報廢	Closing balance 期末數
Gross carrying amount of asset	資產原價				
Technology know-how	專有技術	218,365,759.46	—	—	218,365,759.46
Trademark rights	商標使用權	124,448,000.00	—	—	124,448,000.00
Land use rights	土地使用權	260,497,899.05	—	—	260,497,899.05
Software	軟件	16,190,139.03	—	—	16,190,139.03
		619,501,797.54	—	—	619,501,797.54
		Opening balance 期初數	Charge 計提	Disposal or retirement 處置或報廢	Closing balance 期末數
Less: Accumulated amortization	減：累計攤銷				
Technology know-how	專有技術	218,121,693.01	29,287.98	—	218,150,980.99
Trademark rights	商標使用權	15,555,996.00	—	—	15,555,996.00
Land use rights	土地使用權	34,232,125.25	2,678,690.28	—	36,910,815.53
Software	軟件	16,143,609.99	43,474.84	—	16,187,084.83
		284,053,424.25	2,751,453.10	—	286,804,877.35
		Opening balance 期初數			Closing balance 期末數
Net carrying amount	賬面淨值				
Technology know-how	專有技術	244,066.45			214,778.47
Trademark rights	商標使用權	108,892,004.00			108,892,004.00
Land use rights	土地使用權	226,265,773.80			223,587,083.52
Software	軟件	46,529.04			3,054.20
		335,448,373.29			332,696,920.19

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 10. Intangible assets (Continued)

2014

## 十五、公司主要財務報表項目註釋(續)

## 10. 無形資產(續)

2014年

(Audited) (經審核)		Opening balance 年初數	Acquisition 購置	Disposal or retirement 處置或報廢	Closing balance 年末數
Gross carrying amount of asset	資產原價				
Technology know-how	專有技術	218,365,759.46	—	—	218,365,759.46
Trademark rights	商標使用權	124,448,000.00	—	—	124,448,000.00
Land use rights	土地使用權	260,497,899.05	—	—	260,497,899.05
Software	軟件	16,190,139.03	—	—	16,190,139.03
		619,501,797.54	—	—	619,501,797.54
		Opening balance 年初數	Charge 計提	Disposal or retirement 處置或報廢	Closing balance 年末數
Less: Accumulated amortization	減：累計攤銷				
Technology know-how	專有技術	218,063,117.07	58,575.94	—	218,121,693.01
Trademark rights	商標使用權	15,555,996.00	—	—	15,555,996.00
Land use rights	土地使用權	28,874,744.78	5,357,380.47	—	34,232,125.25
Software	軟件	15,842,312.08	301,297.91	—	16,143,609.99
		278,336,169.93	5,717,254.32	—	284,053,424.25
		Opening balance 年初數			Closing balance 年末數
Net carrying amount	賬面淨值				
Technology know-how	專有技術	302,642.39			244,066.45
Trademark rights	商標使用權	108,892,004.00			108,892,004.00
Land use rights	土地使用權	231,623,154.27			226,265,773.80
Software	軟件	347,826.95			46,529.04
		341,165,627.61			335,448,373.29

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 11. Payroll payable

January to June 2015

## 十五、公司主要財務報表項目註釋(續)

## 11. 應付職工薪酬

2015年1-6月

(Unaudited) (未經審核)		Opening balance 期初餘額	Increase during the period 本期增加	Decrease during the period 本期減少	Closing balance 期末餘額
Short-term remuneration	短期薪酬	531,482,274.49	446,169,672.30	(419,226,140.54)	558,425,806.25
Post-employment benefits (Defined contribution plan)	離職後福利 (設定提存計劃)	8,458,501.71	74,857,446.75	(75,114,489.32)	8,201,459.14
Severance benefits	辭退福利				
Portion payable within one year	一年內支付的部分	2,877,585.46	21,900,973.85	(11,221,864.28)	13,556,695.03
		542,818,361.66	542,928,092.90	(505,562,494.14)	580,183,960.42

2014

2014年

(Audited) (經審核)		Opening balance 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末餘額
Short-term remuneration	短期薪酬	535,508,976.73	1,009,345,783.79	(1,013,372,486.03)	531,482,274.49
Post-employment benefits (Defined contribution plan)	離職後福利 (設定提存計劃)	7,691,649.74	157,529,563.36	(156,762,711.39)	8,458,501.71
Severance benefits	辭退福利				
Portion payable within one year	一年內支付的部分	–	8,105,039.99	(5,227,454.53)	2,877,585.46
		543,200,626.47	1,174,980,387.14	(1,175,362,651.95)	542,818,361.66



## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 11. Payroll payable (Continued)

Short-term remuneration is as follows:

January to June 2015

(Unaudited) (未經審核)		Opening balance 期初餘額	Increase during the period 本期增加	Decrease during the period 本期減少	Closing balance 期末餘額
Salaries, bonuses, allowances and subsidies	工資、獎金、津貼 和補貼	487,657,187.07	343,201,724.49	(323,310,730.74)	507,548,180.82
Staff welfare	職工福利費	662,231.41	13,451,515.51	(13,901,226.18)	212,520.74
Social security	社會保險費	2,726,081.38	42,948,267.47	(42,895,635.15)	2,778,713.70
Housing funds	住房公積金	6,406,110.49	32,633,985.52	(32,744,058.88)	6,296,037.13
Union running costs and employee education costs	工會經費和職工 教育經費	34,030,664.14	13,934,179.31	(6,374,489.59)	41,590,353.86
		531,482,274.49	446,169,672.30	(419,226,140.54)	558,425,806.25

2014

2014年

(Audited) (經審核)		Opening balance 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末餘額
Salaries, bonuses, allowances and subsidies	工資、獎金、津貼 和補貼	492,746,337.12	801,856,032.51	(806,945,182.56)	487,657,187.07
Staff welfare	職工福利費	139,950.46	27,728,820.01	(27,206,539.06)	662,231.41
Social security	社會保險費	1,804,253.57	85,097,957.07	(84,176,129.26)	2,726,081.38
Housing funds	住房公積金	4,931,091.46	61,481,666.27	(60,006,647.24)	6,406,110.49
Union running costs and employee education costs	工會經費和職工 教育經費	35,887,344.12	33,181,307.93	(35,037,987.91)	34,030,664.14
		535,508,976.73	1,009,345,783.79	(1,013,372,486.03)	531,482,274.49

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 11. Payroll payable (Continued)

Post-employment benefit (defined contribution plan) is as follows:

January to June 2015

(Unaudited)		Opening balance	Increase during the period	Decrease during the period	Closing balance
(未經審核)		期初餘額	本期增加	本期減少	期末餘額
Basic pension insurance	基本養老保險	4,872,751.98	50,153,652.22	(50,294,046.11)	4,732,358.09
Unemployment insurance	失業保險費	—	2,956,409.49	(2,956,409.49)	—
Corporate contribution to pension fund	企業年金繳費	3,585,749.73	21,747,385.04	(21,864,033.72)	3,469,101.05
		8,458,501.71	74,857,446.75	(75,114,489.32)	8,201,459.14

2014

(Audited)		Opening balance	Increase during the year	Decrease during the year	Closing balance
(經審核)		年初餘額	本年增加	本年減少	年末餘額
Basic pension insurance	基本養老保險	4,872,751.98	107,794,971.80	(107,794,971.80)	4,872,751.98
Unemployment insurance	失業保險費	117,562.63	5,755,679.20	(5,873,241.83)	—
Corporate contribution to pension fund	企業年金繳費	2,701,335.13	43,978,912.36	(43,094,497.76)	3,585,749.73
		7,691,649.74	157,529,563.36	(156,762,711.39)	8,458,501.71

## 12. Taxes payable

## 12. 應交稅費

		30 June 2015	31 December 2014
		2015年6月30日	2014年12月31日
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Value-added tax	增值稅	—	35,856,902.24
Corporate income tax	企業所得稅	—	122,420,212.23
Individual income tax	個人所得稅	1,757,330.60	5,684,096.90
Property tax	房產稅	5,439,942.38	4,824,492.39
Stamp duty	印花稅	—	1,838,426.55
Land use tax	土地使用稅	5,500,041.00	4,304,854.00
City construction	城建稅	11,456.17	2,573,797.15
Business tax	營業稅	152,179.75	903,482.10
Educational surtax	教育費附加	8,182.98	5,147,188.00
Others	其他	1,636.59	354,320.37
		12,870,769.47	183,907,771.93

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 13. Other current liabilities

## 十五、公司主要財務報表項目註釋(續)

## 13. 其他流動負債

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Expected after-sales expenses (Note)	預計三包費(註)	564,010,595.83	722,824,200.00

Note: The Group's expected after-sales expenses were recognized according to the historical after-sale expenses incurred for the units of product effectively sold and the number of product sold which are still within the after-sale period.

註：本公司預計三包費用根據歷史上實際發生單位產品的三包費用和尚在三包期內的已售產品數量計提。

## 14. Deferred income

## 14. 遞延收益

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Asset-related government grant:	與資產相關的政府補助：		
Land-related government grant	與土地相關的政府補助	244,796,121.44	246,249,585.56
Technological renovation and financial special funds	技改和財政專項資金	9,822,847.42	13,113,660.93
		254,618,968.86	259,363,246.49

## 15. Revenue and cost of sales

## 15. 營業收入及成本

		January-June 2015 2015年1-6月 (Unaudited) (未經審核)		January-June 2014 2014年1-6月 (Unaudited) (未經審核)	
		Revenue 收入	Cost 成本	Revenue 收入	Cost 成本
Principal operations	主營業務				
Sale of goods and others	商品銷售及其他	6,361,563,171.56	4,824,330,082.78	13,143,476,525.93	9,115,025,281.06
Other revenue	其他業務	373,635,910.53	355,224,543.90	623,127,626.56	574,956,198.78
		6,735,199,082.09	5,179,554,626.68	13,766,604,152.49	9,689,981,479.84

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 16. Investment income

## 十五、公司主要財務報表項目註釋(續)

## 16. 投資收益

		January-June 2015 2015年1-6月 (Unaudited) (未經審核)	January-June 2014 2014年1-6月 (Unaudited) (未經審核)
Gain on long-term equity investments under the cost method	成本法核算的長期股權投資收益	194,911,381.98	96,299,099.76
Gain on long-term equity investments under the equity method	權益法核算的長期股權投資收益	15,415,407.47	5,250,690.81
Investment income arising from the disposal of other long-term equity investments	處置其他長期股權投資產生的投資收益	11,227,751.15	—
Investment gain during the period in which available-for-sale financial assets were held	持有可供出售金融資產期間取得的投資收益	1,720,000.00	—
		223,274,540.60	101,549,790.57

## 17. Total profit

Supplemental information on the Company's expenses by nature is presented as follows:

## 17. 利潤總額

本公司費用按照性質分類的補充資料如下：

		January-June 2015 2015年1-6月 (Unaudited) (未經審核)	January-June 2014 2014年1-6月 (Unaudited) (未經審核)
Materials used	耗用的材料	3,152,516,962.40	6,264,922,177.93
Movement of inventories of finished goods and work in progress	產成品及在產品存貨變動	250,258,844.91	202,737,293.30
Staff remuneration	職工薪酬	542,928,092.90	611,875,848.61
Depreciation and amortization expenses	折舊費和攤銷費用	237,799,131.22	282,421,616.18
Rental	租金	4,217,046.33	3,714,306.29
Finance expenses	財務費用	(79,257,580.68)	(31,978,303.31)

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 18. Income tax expenses

## 十五、公司主要財務報表項目註釋(續)

## 18. 所得稅費用

		January-June 2015 2015年1-6月 (Unaudited) (未經審核)	January-June 2014 2014年1-6月 (Unaudited) (未經審核)
Current tax expenses	當期所得稅費用	21,364,376.35	331,550,890.81
Deferred tax expenses	遞延所得稅費用	64,936,027.02	26,179,469.54
		<b>86,300,403.37</b>	<b>357,730,360.35</b>

The relationship between income tax expenses and the total profit is listed as follows:

所得稅費用與利潤總額的關係列示如下：

		January-June 2015 2015年1-6月 (Unaudited) (未經審核)	January-June 2014 2014年1-6月 (Unaudited) (未經審核)
Total profit	利潤總額	922,393,302.09	2,586,946,387.38
Tax at statutory tax rate	按法定稅率計算的稅項	230,598,325.52	646,736,596.85
Effect of different applicable tax rates	適用不同稅率的影響	(92,239,330.19)	(258,694,638.74)
Adjustments to current tax of previous periods	對以前期間當期所得稅的調整	(133,026.45)	(307,635.97)
Gain and losses attributable to associates	歸屬於聯營企業的損益	(2,260,547.74)	(787,603.62)
Income not subject to tax	無須納稅的收入	(29,496,957.30)	(14,444,864.96)
Expenses not deductible for tax	不可抵扣的費用	1,806,304.28	1,906,598.12
Tax benefit applicable to qualified expenses	符合稅務優惠的支出享受之稅務優惠	(14,466,367.67)	(16,678,091.33)
Effect of unrecognised deductible temporary differences	未確認的可抵扣暫時性差異的影響	(7,507,997.08)	—
Tax expense at the Company's effective tax rate	按本公司實際稅率計算的所得稅費用	<b>86,300,403.37</b>	<b>357,730,360.35</b>

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註 (續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 19. Supplement to cash flow statement

## 十五、公司主要財務報表項目註釋 (續)

## 19. 現金流量表補充資料

		January-June 2015 2015年1-6月 (Unaudited) (未經審核)	January-June 2014 2014年1-6月 (Unaudited) (未經審核)
Net profit	淨利潤	836,092,898.72	2,229,216,027.03
Add: Provision for impairment of assets	加：計提的資產減值準備	(3,865,780.28)	77,421,690.85
Increase in special reserve	專項儲備的增加	6,269,514.58	5,683,197.23
Depreciation of fixed assets and investment properties	固定資產及投資性房地產折舊	235,047,678.12	310,224,596.94
Amortization of intangible assets	無形資產攤銷	2,751,453.10	2,915,502.26
Amortization of long-term deferred expenses	長期待攤費用攤銷	1,245,498.00	—
Gains on disposal of fixed assets, intangible assets and other long-term assets	處置固定資產、無形資產和其他長期資產的收益	(342,830.49)	(316,949.61)
Finance expenses	財務費用	40,914,664.50	75,158,839.47
Investment income	投資收益	(223,274,540.60)	(101,549,790.57)
Decrease in deferred tax assets	遞延所得稅資產的減少	78,094,299.65	25,610,207.53
Decrease in inventories	存貨的減少	211,538,410.32	120,702,497.92
Decrease/(increase) in operating receivables	經營性應收項目的減少／(增加)	2,659,404,626.27	(3,635,297,949.74)
(Decrease)/increase in operating payables	經營性應付項目的(減少)／增加	(4,045,438,785.60)	1,013,836,515.08
Net cash flow from operating activities	經營活動產生的現金流量淨額	(201,562,893.71)	123,604,384.39

## Notes to Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

2015年6月30日(人民幣元)

## XV. Notes to Key Items of the Company Financial Statements (Continued)

## 20. Cash and cash equivalents

## 十五、公司主要財務報表項目註釋(續)

## 20. 現金及現金等價物

		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Cash	現金		
Incl: Cash on hand	其中：庫存現金	191,011.21	108,814.77
Bank deposit on demand	可隨時用於支付的 銀行存款	12,663,951,914.70	13,418,505,629.66
Closing balance of cash and cash equivalents	期／年末現金及 現金等價物餘額	12,664,142,925.91	13,418,614,444.43
		30 June 2015 2015年6月30日 (Unaudited) (未經審核)	31 December 2014 2014年12月31日 (Audited) (經審核)
Closing balance of cash and cash equivalents	期／年末貨幣資金餘額	12,701,058,850.82	13,471,590,469.50
Less: Balance of restricted cash and cash equivalents	減：使用受到限制的 貨幣資金餘額	36,915,924.91	52,976,025.07
Closing balance of cash and cash equivalents	期／年末現金及 現金等價物餘額	12,664,142,925.91	13,418,614,444.43



Supplemental Information on  
Financial Statements

30 June 2015 (Expressed in Renminbi Yuan)

財務報表  
補充資料

2015年6月30日(人民幣元)

## 1. Schedule of Extraordinary Profit and Loss

## 1、非經常性損益明細表

(Unaudited) (未經審核)		Amount in January to June 2015 2015年1-6月金額
Gains or losses from disposal of non-current assets, including the offset portion of impairment provision for such assets	非流動資產處置損益，包括已計提 資產減值準備的沖銷部分	30,096,467.53
Government grants charged in profit or loss for the current period, except for those closely related to the ordinary operation and gained constantly at a fixed amount or quantity according to certain standard based on state policies	計入當期損益的政府補助(與正常經 營業務密切相關，符合國家政策 規定、按照一定標準定額或定量 持續享受的政府補助除外)	28,036,290.04
Profit and loss from debt restructuring	債務重組損益	3,366,136.31
Profit and loss on the changes in fair value generated from financial assets and financial liabilities held for trading and investment income received from disposal of financial assets held for trading, financial liabilities held for trading and available-for-sale financial assets, other than effective hedging business relating to ordinary operating business of the Company	除同公司正常經營業務相關的有效 套期保值業務外，持有交易性金 融資產、交易性金融負債產生的 公允價值變動損益，以及處置交 易性金融資產、交易性金融負債 和可供出售金融資產取得的投資 收益	-
Reversal of impairment provision of receivables tested individually	單獨進行減值測試的應收款項減值 準備轉回	1,200,809.49
Non-operating income and expenses other than the above items	除上述各項之外的其他營業外收入 和支出	79,892,430.37
		142,592,133.74
Tax effect	所得稅影響數	(34,146,120.01)
Effect on minority interests	少數股東權益影響數	(22,299,300.61)
		86,146,713.12

The Group recognized extraordinary profit and loss items in accordance with the provisions in Explanatory Announcement on Information Disclosure for Companies Offering their Securities to the Public No. 1 – Extraordinary Items (CSRC Announcement [2008] No. 43).

本集團對非經常性損益項目的確認依照《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》(證監會公告[2008]43號)的規定執行。

Supplemental Information on  
Financial Statements (Continued)

30 June 2015 (Expressed in Renminbi Yuan)

財務報表  
補充資料 (續)

2015年6月30日 (人民幣元)

**2. Return on Net Assets (“RONA”) and  
Earnings Per Share (“EPS”)**  
January to June 2015

**2、淨資產收益率和每股收益**  
2015年1-6月

(Unaudited) (未經審核)		Weighted average RONA 加權平均 淨資產收益率 (%)	EPS 每股收益 Basic 基本		Diluted 稀釋
Net profit attributable to the Company's ordinary shareholders	歸屬於公司普通股股東的 淨利潤	3.00	0.24		0.24
Net profit attributable to the Company's ordinary shareholders after extraordinary profit and loss	扣除非經常性損益後歸屬於 公司普通股股東的淨利潤	2.73	0.22		0.22

January to June 2014

2014年1-6月

(Unaudited) (未經審核)		Weighted average RONA 加權平均 淨資產收益率 (%)	EPS 每股收益 Basic 基本		Diluted 稀釋
Net profit attributable to the Company's ordinary shareholders	歸屬於公司普通股股東的 淨利潤	12.64	0.94		0.94
Net profit attributable to the Company's ordinary shareholders after extraordinary profit and loss	扣除非經常性損益後歸屬於 公司普通股股東的淨利潤	7.37	0.55		0.55

The Company holds no potential ordinary shares that are dilutive.

本公司無稀釋性潛在普通股。

The Group presents RONA and EPS in accordance with Compilation Rules No. 9 for Information Disclosure by Companies Offering Securities to the Public – Calculation and Disclosure of Return on Net Assets and Earnings per Share (Revised in 2010) of the CSRC.

本集團對淨資產收益率和每股收益的列報依照中國證監會《公開發行證券的公司信息披露編報規則第9號—淨資產收益率和每股收益的計算及披露》(2010年修訂)的規定。

# AUDITORS' REPORT

# 審計報告



Ernst & Young Hua Ming (2015) Shen Zi No. 60729920\_B01

安永華明(2015)審字第60729920\_B01號

To the Shareholders of Weichai Power Co., Ltd.:

濰柴動力股份有限公司全體股東：

We have audited the accompanying financial statements of Weichai Power Co., Ltd. which comprise the consolidated and company balance sheets as at 31 December 2014, the consolidated and company income statements, statement of changes in equity and cash flow statement for the year 2014 and notes to the financial statements.

我們審計了後附的濰柴動力股份有限公司的財務報表，包括2014年12月31日合併及公司的資產負債表，2014年度合併及公司的利潤表、股東權益變動表和現金流量表以及財務報表附註。

## I. MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The management of Weichai Power Co., Ltd. is responsible for the preparation and fair presentation of financial statements. Such responsibility includes: (1) preparation of the financial statements in accordance with the Accounting Standards for Business Enterprises to ensure fair representation; (2) the design, implementation and maintenance of necessary internal controls so that the financial statements are free from material misstatement whether due to fraud or error.

## 一、管理層對財務報表的責任

編製和公允列報財務報表是濰柴動力股份有限公司管理層的責任。這種責任包括：(1)按照企業會計準則的規定編製財務報表，並使其實現公允反映；(2)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。

## II. RESPONSIBILITY OF THE CERTIFIED PUBLIC ACCOUNTANT

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Chinese Auditing Standards issued by the Chinese Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements of the Chinese Certified Public Accountants and plan and perform the audit to obtain a reasonable assurance as to whether the financial statements are free from material misstatement.

## 二、註冊會計師的責任

我們的責任是在執行審計工作的基礎上對財務報表發表審計意見。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。中國註冊會計師審計準則要求我們遵守中國註冊會計師職業道德守則，計劃和執行審計工作以對財務報表是否不存在重大錯報獲取合理保證。

**Ernst & Young Hua Ming (2015) Shen Zi No. 60729920\_B01****安永華明(2015)審字第60729920\_B01號**

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the certified public accountant's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, certified public accountants consider the internal control relevant to the entity's preparation and fair presentation of financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

審計工作涉及實施審計程序，以獲取有關財務報表金額和披露的審計證據。選擇的審計程序取決於註冊會計師的判斷，包括對由於舞弊或錯誤導致的財務報表重大錯報風險的評估。在進行風險評估時，註冊會計師考慮與財務報表編製和公允列報相關的內部控制，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。審計工作還包括評價管理層選用會計政策的恰當性和作出會計估計的合理性，以及評價財務報表的總體列報。

我們相信，我們獲取的審計證據是充分、適當的，為發表審計意見提供了基礎。

**III. OPINION**

In our opinion, the financial statements have been prepared in accordance with Accounting Standards for Business Enterprises, and present fairly, in all material aspects, the consolidated and company financial position as at 31 December 2014 and the consolidated and company results of operations and cash flows of Weichai Power Co., Ltd. for the year 2014.

**三、審計意見**

我們認為，上述財務報表在所有重大方面按照企業會計準則的規定編製，公允反映了濰柴動力股份有限公司2014年12月31日的合併及公司的財務狀況以及2014年度的合併及公司的經營成果和現金流量。

**Ernst & Young Hua Ming LLP**

Beijing, PRC

Chinese Certified Public Accountant:

**Zhang Fei**

Chinese Certified Public Accountant:

**You Jin**

30 March 2015

**安永華明會計師事務所(特殊普通合夥)**

中國北京

中國註冊會計師：

**張飛**

中國註冊會計師：

**游瑾**

二零一五年三月三十日

# CONSOLIDATED BALANCE SHEET

31 December 2014 (Expressed in Renminbi Yuan)

# 合併資產負債表

二零一四年十二月三十一日(人民幣元)

ASSETS	資產	Note V 附註五	31 December 2014 2014年12月31日	31 December 2013 2013年12月31日	1 January 2013 2013年1月1日
Current assets	流動資產				
Cash and cash equivalents	貨幣資金	1	24,434,414,214.89	19,580,127,632.91	16,726,970,096.00
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	2	66,996,021.60	51,077,466.30	137,050,693.51
Notes receivable	應收票據	3	13,780,880,376.52	14,126,950,813.40	9,242,232,142.39
Accounts receivable	應收賬款	4	9,660,031,602.65	4,440,534,339.82	4,168,525,397.14
Prepayments	預付款項	5	487,985,072.32	405,481,103.37	365,397,070.50
Interests receivable	應收利息	6	134,246,230.24	15,439,001.39	7,418,831.76
Dividends receivable	應收股利	7	3,040,000.00	3,040,000.00	70,540,000.00
Other receivables	其他應收款	8	871,642,626.76	382,476,843.43	444,105,891.14
Inventories	存貨	9	12,614,740,002.08	8,573,263,068.43	7,509,902,216.33
Classified as available-for-sale assets	劃分為持有待售的資產	10	35,770,735.32	–	–
Non-current assets due within one year	一年內到期的非流動資產	11	1,509,870,834.00	–	–
Other current assets	其他流動資產	12	772,177,588.25	471,818,015.98	487,991,597.21
Total current assets	流動資產合計		64,371,795,304.63	48,050,208,285.03	39,160,133,935.98
Non-current assets	非流動資產				
Available-for-sale financial assets	可供出售金融資產	13	431,617,288.51	294,601,926.11	334,802,126.11
Long-term receivables	長期應收款	14	2,574,098,089.20	–	–
Long-term equity investments	長期股權投資	15	1,477,725,658.30	7,789,229,080.64	4,885,941,806.51
Investment property	投資性房地產	16	522,163,315.32	547,396,551.63	329,994,770.86
Fixed assets	固定資產	17	22,219,357,185.13	13,149,176,100.96	11,526,489,430.20
Construction in progress	在建工程	18	3,421,243,155.61	3,284,090,409.80	5,175,099,417.99
Materials used in construction	工程物資		2,692.31	16,914.51	–
Disposal of fixed assets	固定資產清理		1,965,332.73	1,267,095.38	3,493,436.95
Intangible assets	無形資產	19	12,715,477,787.47	2,273,431,309.49	2,160,257,108.86
Development expenditure	開發支出	20	533,706,390.76	497,418,862.34	431,692,444.28
Goodwill	商譽	21	8,347,260,453.97	1,430,849,833.51	1,443,114,787.31
Long-term prepaid expenses	長期待攤費用	22	168,785,139.70	158,779,148.42	169,123,071.48
Deferred tax assets	遞延所得稅資產	23	3,453,989,113.43	785,535,351.82	700,119,807.88
Other non-current assets	其他非流動資產	24	172,564,779.00	259,807,862.57	100,706.28
Total non-current assets	非流動資產合計		56,039,956,381.44	30,471,600,447.18	27,160,228,914.71
Total assets	資產總計		120,411,751,686.07	78,521,808,732.21	66,320,362,850.69

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Wang Junwei

王俊偉

CONSOLIDATED BALANCE SHEET (CONTINUED)

31 December 2014 (Expressed in Renminbi Yuan)

合併資產負債表(續)

二零一四年十二月三十一日(人民幣元)

LIABILITIES AND EQUITY	負債和股東權益	Note V 附註五	31 December 2014 2014年12月31日	31 December 2013 2013年12月31日	1 January 2013 2013年1月1日
Current liabilities	流動負債				
Short-term loans	短期借款	25	2,765,864,402.35	1,245,568,357.29	2,742,091,634.05
Financial liabilities at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融負債	26	76,807,591.20	—	—
Notes payable	應付票據	27	10,867,683,844.51	6,687,151,599.77	5,244,310,106.70
Accounts payable	應付賬款	28	15,922,080,225.78	13,472,675,550.89	9,962,420,973.54
Advances from customers	預收款項	29	1,479,206,814.82	1,211,259,736.92	872,835,717.97
Payroll payable	應付職工薪酬	30	3,115,024,045.45	1,175,313,751.59	1,026,722,757.02
Taxes payable	應交稅費	31	1,249,956,877.43	552,024,065.76	239,380,723.63
Interests payable	應付利息	32	196,311,317.66	132,089,773.25	61,680,626.43
Dividends payable	應付股利	33	34,772,276.45	43,101,211.76	33,103,222.12
Other payables	其他應付款	34	4,235,819,685.51	3,398,458,815.35	2,535,764,374.58
Non-current liabilities due within one year	一年內到期的非流動負債	35	5,634,124,985.20	352,375,772.74	352,604,906.92
Other current liabilities	其他流動負債	36	2,482,364,929.13	1,028,305,788.79	852,860,219.00
Total current liabilities	流動負債合計		48,060,016,995.49	29,298,324,424.11	23,923,775,261.96
Non-current liabilities	非流動負債				
Long-term borrowings	長期借款	37	7,271,880,584.20	9,146,039,593.52	6,344,249,958.75
Bonds payable	應付債券	38	5,834,582,252.32	3,493,858,837.76	2,691,489,273.21
Long-term payables	長期應付款	39	5,185,606,146.40	8,847,480.34	5,500,000.00
Long-term payroll payable	長期應付職工薪酬	40	7,073,983,911.20	606,487,220.23	565,056,325.46
Special payables	專項應付款	41	43,000,000.00	53,000,000.00	43,000,000.00
Provision	預計負債	42	444,249,381.60	—	—
Deferred income	遞延收益	43	1,983,761,896.93	641,140,695.49	351,960,604.12
Deferred tax liabilities	遞延所得稅負債	23	3,628,608,697.29	146,119,914.93	168,154,335.44
Other non-current liabilities	其他非流動負債	44	31,649,140.04	800,679,194.44	827,941,314.25
Total non-current liabilities	非流動負債合計		31,497,322,009.98	14,896,172,936.71	10,997,351,811.23
Total liabilities	負債總計		79,557,339,005.47	44,194,497,360.82	34,921,127,073.19

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Principal in charge of accounting:

主管會計工作負責人：

Head of accounting department:

會計機構負責人：

Tan Xuguang

譚旭光

Kwong Kwan Tong

鄭焜堂

Wang Junwei

王俊偉

CONSOLIDATED BALANCE SHEET (CONTINUED)

31 December 2014 (Expressed in Renminbi Yuan)

合併資產負債表(續)

二零一四年十二月三十一日(人民幣元)

LIABILITIES AND EQUITY	負債和股東權益	Note V 附註五	31 December 2014 2014年12月31日	31 December 2013 2013年12月31日	1 January 2013 2013年1月1日
Shareholders' equity	股東權益				
Share capital	股本	45	1,999,309,639.00	1,999,309,639.00	1,999,309,639.00
Capital reserve	資本公積	46	1,288,252,938.51	758,458,887.62	772,078,911.50
Other comprehensive income	其他綜合收益	47	(342,209,472.70)	(17,960,938.21)	37,125,123.30
Special reserve	專項儲備	48	51,026,772.11	35,605,889.68	23,089,542.52
Surplus reserve	盈餘公積	49	3,051,742,591.19	2,683,223,334.61	2,300,128,466.82
Retained earnings	未分配利潤	50	26,419,607,056.45	22,264,536,818.92	19,737,619,540.81
Total equity attributable to the shareholders of the parent	歸屬於母公司股東權益合計		32,467,729,524.56	27,723,173,631.62	24,869,351,223.95
Minority interests	少數股東權益		8,386,683,156.04	6,604,137,739.77	6,529,884,553.55
Total shareholders' equity	股東權益合計		40,854,412,680.60	34,327,311,371.39	31,399,235,777.50
Total liabilities and shareholders' equity	負債和股東權益總計		120,411,751,686.07	78,521,808,732.21	66,320,362,850.69

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Wang Junwei

王俊偉



# CONSOLIDATED INCOME STATEMENT

Year 2014 (Expressed in Renminbi Yuan)

# 合併利潤表

二零一四年度(人民幣元)

		Note V 附註五	2014 2014年	2013 2013年
Revenue	營業收入	51	<b>79,637,161,537.13</b>	58,311,713,430.31
Less: Cost of sales	減：營業成本	51	<b>62,547,775,525.88</b>	46,287,777,066.90
Taxes and surcharges	營業稅金及附加	52	<b>266,085,495.56</b>	272,444,023.67
Distribution and selling expenses	銷售費用	53	<b>5,088,075,987.64</b>	3,152,780,574.25
General and administrative expenses	管理費用	54	<b>6,405,263,078.43</b>	3,856,302,328.23
Finance expenses	財務費用	55	<b>23,084,727.66</b>	216,666,103.77
Impairment loss of assets	資產減值損失	56	<b>275,398,913.11</b>	231,173,894.41
Add: Gain or loss on change of fair value	加：公允價值變動損益	57	<b>(156,271,038.41)</b>	150,137,868.78
Investment income	投資收益	58	<b>1,714,840,638.18</b>	11,542,850.04
Incl: Share of profit of associates and jointly controlled enterprises	其中：對聯營企業和合營企業的投資收益		<b>103,753,902.61</b>	5,177,273.16
Operating profit	營業利潤		<b>6,590,047,408.62</b>	4,456,250,157.90
Add: Non-operating income	加：營業外收入	59	<b>509,921,941.27</b>	194,734,409.82
Incl: Gain on disposal of non-current assets	其中：非流動資產處置利得		<b>40,801,757.28</b>	8,267,204.34
Less: Non-operating expenses	減：營業外支出	60	<b>134,273,707.02</b>	42,238,807.13
Incl: Loss on disposal of non-current assets	其中：非流動資產處置損失		<b>57,486,612.73</b>	16,554,944.38
Total profit	利潤總額	61	<b>6,965,695,642.87</b>	4,608,745,760.59
Less: Income tax expenses	減：所得稅費用	62	<b>1,181,199,964.08</b>	791,109,685.09
Net profit	淨利潤		<b>5,784,495,678.79</b>	3,817,636,075.50
Net profit attributable to the shareholders of the parent	歸屬於母公司股東的淨利潤		<b>5,024,502,354.07</b>	3,570,791,384.62
Minority interests	少數股東損益		<b>759,993,324.72</b>	246,844,690.88

Details of dividends paid and proposed to be paid during the year are disclosed in Note V.50 and Note XIII to the financial statements.

年內應付及建議派付股息之詳情於財務報表附註五、50及附註十三披露。

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:  
法定代表人：

Principal in charge of accounting:  
主管會計工作負責人：

Head of accounting department:  
會計機構負責人：

Tan Xuguang  
譚旭光

Kwong Kwan Tong  
鄭焜堂

Wang Junwei  
王俊偉

CONSOLIDATED INCOME STATEMENT (CONTINUED)

Year 2014 (Expressed in Renminbi Yuan)

合併利潤表(續)

二零一四年度(人民幣元)

		Note V 附註五	2014 2014年	2013 2013年
Net other comprehensive income after tax	其他綜合收益的稅後淨額			
Net other comprehensive income attributable to shareholders of the parent after tax	歸屬於母公司股東的 其他綜合收益的 稅後淨額		(324,248,534.49)	(55,086,061.51)
Those other comprehensive income not to be reclassified into profit or loss in subsequent periods	以後不能重分類進損益的 其他綜合收益			
Changes arising from re-measuring net assets or net liabilities of defined benefit plan	重新計量設定受益計劃 淨負債或淨資產的 變動		(308,340,448.45)	9,284,134.70
Share of investee's other comprehensive income not to be reclassified into profit or loss using the equity method	權益法下在被投資單位 不能重分類進損益的 其他綜合收益中 所享有的份額		(162,692,384.76)	(7,196,756.00)
Those other comprehensive income to be reclassified into profit or loss in subsequent periods	以後將重分類 進損益的其他 綜合收益			
Share of investee's other comprehensive income to be reclassified into profit or loss using the equity method	權益法下在被投資單位 將重分類進損益的 其他綜合收益中 所享有的份額		64,610,512.58	(44,611,280.55)
Change of fair value of available-for-sale financial assets	可供出售金融資產 公允價值變動		39,440,000.00	(55,420,000.00)
Effective portion of cashflow from hedging instrument	現金流量套期工具的 有效部分		(6,420,300.47)	—
Exchange differences on foreign currency translation	外幣財務報表折算 差額		49,154,086.61	42,857,840.34
Net other comprehensive income attributable to minority owners after tax	歸屬於少數股東的其他 綜合收益的稅後淨額		(950,292,749.83)	3,581,128.47
Total comprehensive income	綜合收益總額		4,509,954,394.47	3,766,131,142.46
Incl:	其中：			
Total comprehensive income attributable to the shareholders of the parent	歸屬於母公司股東的 綜合收益總額		4,700,253,819.58	3,515,705,323.11
Total comprehensive income attributable to minority owners	歸屬於少數股東的 綜合收益總額		(190,299,425.11)	250,425,819.35
Earnings per share	每股收益	63		
Basic earnings per share	基本每股收益		2.51	1.79
Diluted earnings per share	稀釋每股收益		2.51	1.79

The financial statements have been signed by:

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Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Wang Junwei

王俊偉

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year 2014 (Expressed in Renminbi Yuan)

# 合併股東權益變動表

二零一四年度(人民幣元)

2014

2014年

			Equity attributable to shareholders of the parent									
			歸屬於母公司股東權益									
			Other									
			Share	Capital	comprehensive	Special	Surplus	Retained		Minority		
			capital	reserve	income	reserve	reserve	earnings	Subtotal	interests		
			Note V									
			附註五	股本	資本公積	其他綜合收益	專項儲備	盈餘公積	未分配利潤	小計	少數股東權益	股東權益合計
I.	At beginning of year	一、本年年初餘額		1,999,309,639.00	758,458,887.62	(17,960,938.21)	35,605,889.68	2,683,223,334.61	22,264,536,818.92	27,723,173,631.62	6,604,137,739.77	34,327,311,371.39
II.	Movements in current year	二、本年增減變動金額										
(I)	Total comprehensive income	(一)綜合收益總額		-	-	(324,248,534.49)	-	-	5,024,502,354.07	4,700,253,819.58	(190,229,425.11)	4,509,954,394.47
(II)	Injection and reduction	(二)股東投入和減少資本										
1.	Capital injection from shareholders	1. 股東投入資本		-	-	-	-	-	-	-	573,084,186.00	573,084,186.00
2.	Minority interests and others arising from acquisition	2. 收購產生的少數股東權益及其他		-	-	-	-	-	-	-	1,819,630,417.92	1,819,630,417.92
3.	Acquisition of minority interests	3. 收購少數股東權益		-	(107,603,890.24)	-	-	-	(107,603,890.24)	(120,504,582.29)	(228,108,472.53)	
4.	Others	4. 其他		-	4,492,588.46	-	-	-	4,492,588.46	(4,656,798.64)	(164,210.18)	
(III)	Profit appropriation	(三)利潤分配										
1.	Appropriation of surplus reserve	1. 提取盈餘公積		-	-	-	-	368,519,256.58	(368,519,256.58)	-	-	-
2.	Distribution to owners	2. 對股東的分配	50	-	-	-	-	(499,827,409.75)	(499,827,409.75)	(301,898,699.23)	(801,726,108.98)	
3.	Others	3. 其他		-	-	-	-	(1,085,450.21)	(1,085,450.21)	(361,816.74)	(1,447,266.95)	
(IV)	Special reserve	(四)專項儲備										
1.	Appropriation during the year	1. 本年提取	48	-	-	-	72,481,738.51	-	-	72,481,738.51	29,359,347.85	101,841,086.36
2.	Used during the year	2. 本年使用	48	-	-	-	(57,060,856.08)	-	-	(57,060,856.08)	(21,807,213.49)	(78,868,069.57)
(V)	Others	(五)其他										
1.	Put options in relation to minority interests	1. 與少數股東權益相關的出售期權	46	-	632,905,352.67	-	-	-	-	632,905,352.67	-	632,905,352.67
III.	At end of year	三、本年年末餘額		1,999,309,639.00	1,288,252,938.51	(342,209,472.70)	51,026,772.11	3,051,742,591.19	26,419,607,056.45	32,467,729,524.56	8,386,683,156.04	40,854,412,680.60

The financial statements have been signed by:

財務報表由以下人士簽署：

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Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Wang Junwei

王俊偉

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)  
Year 2014 (Expressed in Renminbi Yuan)

合併股東權益變動表(續)  
二零一四年度(人民幣元)

2013

2013年

		Equity attributable to shareholders of the parent 歸屬於母公司股東權益									
		Note V 附註五	Share capital 股本	Capital reserve 資本公積	Other comprehensive income 其他綜合收益	Special reserve 專項儲備	Surplus reserve 盈餘公積	Retained earnings 未分配利潤	Subtotal 小計	Minority interests 少數股東權益	Total equity 股東權益合計
I. At beginning of year	一、本年年初餘額		1,999,309,639.00	772,078,911.50	37,125,123.30	23,089,542.52	2,300,128,466.82	19,737,619,540.81	24,869,351,223.95	6,529,884,553.55	31,399,235,777.50
II. Movements in current year	二、本年增減變動金額										
(I) Total comprehensive income	(一)綜合收益總額		-	-	(55,086,061.51)	-	-	3,570,791,384.62	3,515,705,323.11	250,425,819.35	3,766,131,142.46
(II) Injection and reduction	(二)股東投入和 減少資本										
1. Capital injection from shareholders	1. 股東投入資本		-	-	-	-	-	-	-	67,909,888.00	67,909,888.00
2. Minority interests and others arising from acquisition	2. 收購產生的少數 股東權益及其他		-	(13,620,023.88)	-	-	-	-	(13,620,023.88)	14,013,947.40	393,923.52
(III) Profit appropriation	(三)利潤分配										
1. Appropriation of surplus reserve	1. 提取盈餘公積	49	-	-	-	-	383,094,867.79	(383,094,867.79)	-	-	-
2. Distribution to owners	2. 對股東的分配	50	-	-	-	-	(659,772,180.87)	(659,772,180.87)	(659,772,180.87)	(261,932,300.73)	(921,704,481.60)
3. Others	3. 其他		-	-	-	-	(1,007,057.85)	(1,007,057.85)	(1,007,057.85)	(335,685.95)	(1,342,743.80)
(IV) Special reserve	(四)專項儲備										
1. Appropriation during the year	1. 本年提取	48	-	-	-	48,038,956.35	-	-	48,038,956.35	25,383,535.52	73,422,491.87
2. Used during the year	2. 本年使用	48	-	-	-	(35,522,609.19)	-	-	(35,522,609.19)	(21,212,017.37)	(56,734,626.56)
III. At end of year	三、本年年末餘額		1,999,309,639.00	758,458,887.62	(17,960,938.21)	35,605,889.68	2,683,223,334.61	22,264,536,818.92	27,723,173,631.62	6,604,137,739.77	34,327,311,371.39

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:  
法定代表人：

Principal in charge of accounting:  
主管會計工作負責人：

Head of accounting department:  
會計機構負責人：

Tan Xuguang  
譚旭光

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鄭焜堂

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王俊偉

# CONSOLIDATED CASH FLOW STATEMENT

Year 2014 (Expressed in Renminbi Yuan)

# 合併現金流量表

二零一四年度(人民幣元)

		Note V 附註五	2014 2014年	2013 2013年
I. CASH FLOWS FROM OPERATING ACTIVITIES	一、經營活動產生的現金流量			
Cash received from sales of goods or rendering of services	銷售商品、提供勞務收到的現金		66,632,884,191.79	40,518,090,662.81
Refunds of taxes	收到的稅費返還		369,141,764.89	464,202,433.01
Other cash received relating to operating activities	收到其他與經營活動有關的現金	64	1,268,659,937.08	1,015,973,997.39
Subtotal of cash inflows from operating activities	經營活動現金流入小計		68,270,685,893.76	41,998,267,093.21
Cash paid for goods and services	購買商品、接受勞務支付的現金		36,313,007,425.27	24,562,371,492.44
Cash paid to and on behalf of employees	支付給職工以及為職工支付的現金		9,910,533,344.12	4,314,619,005.32
Cash paid for all types of taxes	支付的各項稅費		3,655,288,157.46	3,127,928,128.57
Other cash paid relating to operating activities	支付其他與經營活動有關的現金	64	7,220,128,685.89	4,224,937,704.95
Subtotal of cash outflows from operating activities	經營活動現金流出小計		57,098,957,612.74	36,229,856,331.28
Net cash flows from operating activities	經營活動產生的現金流量淨額	65	11,171,728,281.02	5,768,410,761.93
II. CASH FLOWS USED IN INVESTING ACTIVITIES	二、投資活動使用的現金流量			
Cash received from sale of investments	收回投資收到的現金		423,000,000.00	442,098,940.00
Cash received from return on investments	取得投資收益收到的現金		166,984,772.24	23,364,660.73
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	65	37,114,595.50	—
Net cash received from disposal of fixed assets, intangible assets and other long-term assets	處置固定資產、無形資產和其他長期資產收回的現金淨額		418,706,669.33	3,988,631.77
Other cash received relating to investing activities	收到其他與投資活動有關的現金	64	1,291,374,555.83	291,332,634.65
Subtotal of cash inflows from investing activities	投資活動現金流入小計		2,337,180,592.90	760,784,867.15
Cash paid for acquisition of fixed assets, intangible assets and other long-term assets	購建固定資產、無形資產和其他長期資產支付的現金		3,309,695,720.50	1,468,379,714.85
Cash paid for acquisition of investments	投資支付的現金		1,153,788,708.38	3,282,213,467.01
Other cash paid relating to investing activities	支付其他與投資活動有關的現金	64	3,456,179.58	—
Subtotal of cash outflows from investing activities	投資活動現金流出小計		4,466,940,608.46	4,750,593,181.86
Net cash flows used in investing activities	投資活動使用的現金流量淨額		(2,129,760,015.56)	(3,989,808,314.71)

CONSOLIDATED CASH FLOW STATEMENT (CONTINUED)

Year 2014 (Expressed in Renminbi Yuan)

合併現金流量表(續)

二零一四年度(人民幣元)

		Note V 附註五	2014 2014年	2013 2013年
III. CASH FLOWS (USED IN)/ FROM FINANCING ACTIVITIES	三、籌資活動(使用)/產生的現金流量			
Cash received from capital contributions	吸收投資收到的現金		573,084,186.00	67,909,888.00
Incl: Cash received by subsidiaries from capital contributions of minority owners	其中：子公司吸收少數股東投資收到的現金		573,084,186.00	67,909,888.00
Cash received from borrowings	取得借款收到的現金		4,303,541,423.50	4,432,353,455.64
Cash received from issuance of bonds	發行債券收到的現金		–	797,600,000.00
Other cash received relating to financing activities	收到其他與籌資活動有關的現金	64	20,459,879.10	459,500.00
Subtotal of cash inflows from financing activities	籌資活動現金流入小計		4,897,085,488.60	5,298,322,843.64
Cash repayments of borrowings	償還債務支付的現金		8,302,541,040.65	3,267,424,782.30
Cash paid for distribution of dividends or profits and for interest expenses	分配股利、利潤或償付利息支付的現金		1,586,525,262.34	1,324,322,808.09
Incl: Cash paid to minority owners for distribution of dividends or profits by subsidiaries	其中：子公司支付給少數股東的股利、利潤		310,227,634.54	247,242,823.68
Other cash paid relating to financing activities	支付其他與籌資活動有關的現金	64	74,942,293.80	11,913,846.03
Subtotal of cash outflows from financing activities	籌資活動現金流出小計		9,964,008,596.79	4,603,661,436.42
Net cash flows (used in)/ from financing activities	籌資活動(使用)/產生的現金流量淨額		(5,066,923,108.19)	694,661,407.22
IV. EFFECT OF CHANGES IN EXCHANGE RATE ON CASH	四、匯率變動對現金的影響		(77,368,335.05)	24,526,088.54
V. NET INCREASE IN CASH AND CASH EQUIVALENTS	五、現金及現金等價物淨增加額		3,897,676,822.22	2,497,789,942.98
Add: Cash and cash equivalents at beginning of year	加：年初現金及現金等價物餘額		16,596,941,296.20	14,099,151,353.22
VI. CASH AND CASH EQUIVALENTS AT END OF YEAR	六、年末現金及現金等價物餘額	65	20,494,618,118.42	16,596,941,296.20

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Wang Junwei

王俊偉

# BALANCE SHEET

31 December 2014 (Expressed in Renminbi Yuan)

# 資產負債表

二零一四年十二月三十一日(人民幣元)

ASSETS	資產	Note XV 附註十五	31 December 2014 2014年12月31日	31 December 2013 2013年12月31日	1 January 2013 2013年1月1日
Current assets	流動資產				
Cash and cash equivalents	貨幣資金	1	13,471,590,469.50	13,384,081,420.60	11,172,638,035.07
Notes receivable	應收票據	2	9,387,204,158.36	9,766,230,445.12	7,093,096,681.29
Accounts receivable	應收賬款	3	1,026,365,645.31	244,988,175.52	375,556,978.89
Prepayments	預付款項		52,697,084.17	83,071,374.23	105,117,029.08
Interests receivable	應收利息		133,399,138.89	14,815,594.44	7,331,318.68
Dividends receivable	應收股利		34,167,062.06	43,075,603.72	99,126,103.69
Other receivables	其他應收款	4	1,863,144,593.87	1,762,289,386.87	1,156,166,626.23
Inventories	存貨	5	1,952,477,318.55	1,979,350,646.02	1,445,500,066.07
Other current assets	其他流動資產		–	118,182,139.50	20,000,000.00
Total current assets	流動資產合計		27,921,045,470.71	27,396,084,786.02	21,474,532,839.00
Non-current assets	非流動資產				
Available-for-sale financial assets	可供出售金融資產		282,080,000.00	235,680,000.00	300,880,000.00
Long-term equity investments	長期股權投資	6、7	10,055,462,694.26	7,701,961,114.30	6,596,836,401.12
Investment property	投資性房地產	8	993,797,538.54	1,055,234,504.30	697,478,506.43
Fixed assets	固定資產	9	2,620,753,452.52	2,612,062,852.50	2,223,533,258.74
Construction in progress	在建工程		1,680,803,418.53	1,724,376,418.56	2,772,786,478.08
Disposal of fixed assets	固定資產清理		244,955.71	328,595.31	230,232.94
Intangible assets	無形資產	10	335,448,373.29	341,165,627.61	376,157,548.24
Goodwill	商譽		579,145,043.76	579,145,043.76	579,145,043.76
Long learn prepaid expense	長期待攤費用		7,057,834.00	–	–
Deferred tax assets	遞延所得稅資產		319,596,572.97	293,625,964.26	238,352,408.49
Other non-current assets	其他非流動資產		383,161,196.00	1,073,203,388.00	–
Total non-current assets	非流動資產合計		17,257,551,079.58	15,616,783,508.60	13,785,399,877.80
Total assets	資產總計		45,178,596,550.29	43,012,868,294.62	35,259,932,716.80

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Wang Junwei

王俊偉



## BALANCE SHEET (CONTINUED)

31 December 2014 (Expressed in Renminbi Yuan)

## 資產負債表(續)

二零一四年十二月三十一日(人民幣元)

LIABILITIES AND EQUITY	負債和股東權益	Note XV 附註十五	31 December 2014 2014年12月31日	31 December 2013 2013年12月31日	1 January 2013 2013年1月1日
Current liabilities	流動負債				
Notes payable	應付票據		6,095,957,306.04	4,937,793,613.31	3,485,391,961.16
Accounts payable	應付賬款		4,426,815,259.81	5,629,108,204.84	2,970,489,343.45
Advances from customers	預收款項		35,614,863.96	76,916,612.37	56,179,991.78
Payroll payable	應付職工薪酬	11	542,818,361.66	543,200,626.47	495,341,647.41
Taxes payable	應交稅費	12	183,907,771.93	233,667,748.19	55,958,879.84
Interests payable	應付利息		32,958,333.47	54,408,333.43	54,408,333.39
Other payables	其他應付款		2,098,746,409.80	1,894,124,012.04	1,793,244,973.97
Other current liabilities	其他流動負債	13	722,824,200.00	576,000,000.00	454,290,000.00
Total current liabilities	流動負債合計		14,139,642,506.67	13,945,219,150.65	9,365,305,131.00
Non-current liabilities	非流動負債				
Bonds payable	應付債券		1,398,219,228.23	2,695,720,748.07	2,691,489,273.21
Long term payroll payable	長期應付職工薪酬		15,815,305.29	—	—
Special payables	專項應付款		20,000,000.00	30,000,000.00	20,000,000.00
Deferred income	遞延收益	14	259,363,246.49	213,764,174.97	161,510,133.16
Deferred tax liabilities	遞延所得稅負債		—	17,833,800.60	27,613,800.60
Total non-current liabilities	非流動負債合計		1,693,397,780.01	2,957,318,723.64	2,900,613,206.97
Total liabilities	負債合計		15,833,040,286.68	16,902,537,874.29	12,265,918,337.97
Shareholders' equity	股東權益				
Share capital	股本		1,999,309,639.00	1,999,309,639.00	1,999,309,639.00
Capital reserve	資本公積		1,011,431,890.64	1,010,975,033.38	1,011,581,590.62
Other comprehensive income	其他綜合收益		47,940,000.00	8,500,000.00	70,297,070.55
Special reserve	專項儲備		31,283,539.94	21,319,709.95	13,776,537.65
Surplus reserve	盈餘公積		3,051,742,591.19	2,683,223,334.61	2,300,128,466.82
Retained earnings	未分配利潤		23,203,848,602.84	20,387,002,703.39	17,598,921,074.19
Total shareholders' equity	股東權益合計		29,345,556,263.61	26,110,330,420.33	22,994,014,378.83
Total liabilities and shareholders' equity	負債和股東權益總計		45,178,596,550.29	43,012,868,294.62	35,259,932,716.80

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法定代表人：

Principal in charge of accounting:

主管會計工作負責人：

Head of accounting department:

會計機構負責人：

Tan Xuguang

譚旭光

Kwong Kwan Tong

鄭焜堂

Wang Junwei

王俊偉

# INCOME STATEMENT

Year 2014 (Expressed in Renminbi Yuan)

# 利潤表

二零一四年度(人民幣元)

		Note XV 附註十五	2014 2014年	2013 2013年
Revenue	營業收入	15	<b>23,687,428,634.93</b>	22,973,110,876.17
Less: Cost of sales	減：營業成本	15	<b>17,346,646,322.46</b>	16,078,835,091.00
Taxes and surcharges	營業税金及附加		<b>130,914,842.70</b>	155,819,284.76
Distribution and selling expenses	銷售費用		<b>841,069,714.96</b>	1,248,808,145.49
General and administrative expenses	管理費用		<b>1,828,731,874.89</b>	1,726,523,493.96
Finance expenses	財務費用		<b>(255,939,935.08)</b>	(127,872,774.26)
Impairment loss of assets	資產減值損失		<b>48,508,567.71</b>	(29,289,088.40)
Add: Investment income	加：投資收益	16	<b>443,416,862.97</b>	426,997,138.98
Incl: Share of profit of associates and jointly controlled enterprises	其中：對聯營企業和合營企業的投資收益		<b>16,070,619.10</b>	15,263,789.40
Operating profit	營業利潤		<b>4,190,914,110.26</b>	4,347,283,862.60
Add: Non-operating income	加：營業外收入		<b>39,450,216.18</b>	68,568,732.41
Incl: Gain and disposal of non-current assets	其中：非流動資產處置利得		<b>773,091.96</b>	1,740,583.66
Less: Non-operating expenses	減：營業外支出		<b>10,074,988.41</b>	18,660,896.21
Incl: Loss on disposal of non-current assets	其中：非流動資產處置損失		<b>3,528,992.78</b>	6,293,184.86
Total profit	利潤總額	17	<b>4,220,289,338.03</b>	4,397,191,698.80
Less: Income tax expenses	減：所得稅費用	18	<b>535,096,772.25</b>	566,243,020.94
Net profit	淨利潤		<b>3,685,192,565.78</b>	3,830,948,677.86

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:  
法定代表人：

Principal in charge of accounting:  
主管會計工作負責人：

Head of accounting department:  
會計機構負責人：

Tan Xuguang  
譚旭光

Kwong Kwan Tong  
鄺焜堂

Wang Junwei  
王俊偉

## INCOME STATEMENT (CONTINUED)

Year 2014 (Expressed in Renminbi Yuan)

## 利潤表(續)

二零一四年度(人民幣元)

	Note XV 附註十五	2014 2014年	2013 2013年
Net other comprehensive income after tax	其他綜合收益的稅後淨額		
Net other comprehensive income attributable to shareholders of the parent after tax	歸屬於母公司股東的其他綜合收益的稅後淨額	39,440,000.00	(61,797,070.55)
Those other comprehensive income to be reclassified into profit or loss	以後將重分類進損益的其他綜合收益		
Share of investee's other comprehensive income to be reclassified into profit or loss using the equity method	權益法下在被投資單位將重分類進損益的其他綜合收益中所享有的份額	—	(6,377,070.55)
Change of fair value of available-for-sale financial assets	可供出售金融資產公允價值變動	39,440,000.00	(55,420,000.00)
Total comprehensive income	綜合收益總額	3,724,632,565.78	3,769,151,607.31

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Legal Representative:  
法定代表人：Principal in charge of accounting:  
主管會計工作負責人：Head of accounting department:  
會計機構負責人：Tan Xuguang  
譚旭光Kwong Kwan Tong  
鄭焜堂Wang Junwei  
王俊偉

# STATEMENT OF CHANGES IN EQUITY

Year 2014 (Expressed in Renminbi Yuan)

# 股東權益變動表

二零一四年度(人民幣元)

2014

2014年

		Share capital	Capital reserve	Other comprehensive income	Special reserve	Surplus reserve	Retained earnings	Total equity
		股本	資本公積	其他綜合收益	專項儲備	盈餘公積	未分配利潤	股東權益合計
I. At beginning of year	一、本年年初餘額	1,999,309,639.00	1,010,975,033.38	8,500,000.00	21,319,709.95	2,683,223,334.61	20,387,002,703.39	26,110,330,420.33
II. Movements in current year	二、本年增減變動金額							
(I) Total comprehensive income	(一) 綜合收益總額	-	-	39,440,000.00	-	-	3,685,192,565.78	3,724,632,565.78
(II) Injection and reduction	(二) 股東投入及減少資本							
1. Others	1. 其他	-	456,857.26	-	-	-	-	456,857.26
(III) Profit appropriation	(三) 利潤分配							
1. Appropriation of surplus reserve	1. 提取盈餘公積	-	-	-	-	368,519,256.58	(368,519,256.58)	-
2. Distribution to owners	2. 對股東的分配	-	-	-	-	-	(499,827,409.75)	(499,827,409.75)
(IV) Special reserve	(四) 專項儲備							
1. Appropriation during the year	1. 本年提取	-	-	-	17,167,887.67	-	-	17,167,887.67
2. Used during the year	2. 本年使用	-	-	-	(7,204,057.68)	-	-	(7,204,057.68)
III. At end of year	三、本年年末餘額	1,999,309,639.00	1,011,431,890.64	47,940,000.00	31,283,539.94	3,051,742,591.19	23,203,848,602.84	29,345,556,263.61

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Wang Junwei

王俊偉

## STATEMENT OF CHANGES IN EQUITY (CONTINUED)

Year 2014 (Expressed in Renminbi Yuan)

## 股東權益變動表(續)

二零一四年度(人民幣元)

2013

2013年

		Share capital	Capital reserve	Other comprehensive income	Special reserve	Surplus reserve	Retained earnings	Total equity
		股本	資本公積	其他綜合收益	專項儲備	盈餘公積	未分配利潤	股東權益合計
I. At beginning of year	一、本年年初餘額	1,999,309,639.00	1,011,581,590.62	70,297,070.55	13,776,537.65	2,300,128,466.82	17,598,921,074.19	22,994,014,378.83
II. Movements in current year	二、本年增減變動金額							
(I) Total comprehensive income	(一) 綜合收益總額	-	-	(61,797,070.55)	-	-	3,830,948,677.86	3,769,151,607.31
(II) Injection and reduction	(二) 股東投入及減少資本							
1. Others	1. 其他	-	(606,557.24)	-	-	-	-	(606,557.24)
(III) Profit appropriation	(三) 利潤分配							
1. Appropriation of surplus reserve	1. 提取盈餘公積	-	-	-	-	383,094,867.79	(383,094,867.79)	-
2. Distribution to owners	2. 對股東的分配	-	-	-	-	-	(659,772,180.87)	(659,772,180.87)
(IV) Special reserve	(四) 專項儲備							
1. Appropriation during the year	1. 本年提取	-	-	-	14,581,295.68	-	-	14,581,295.68
2. Used during the year	2. 本年使用	-	-	-	(7,038,123.38)	-	-	(7,038,123.38)
III. At end of year	三、本年年末餘額	1,999,309,639.00	1,010,975,033.38	8,500,000.00	21,319,709.95	2,683,223,334.61	20,387,002,703.39	26,110,330,420.33

The financial statements have been signed by:

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Head of accounting department:

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主管會計工作負責人：

會計機構負責人：

Tan Xuguang

Kwong Kwan Tong

Wang Junwei

譚旭光

鄭焜堂

王俊偉

# CASH FLOW STATEMENT

Year 2014 (Expressed in Renminbi Yuan)

# 現金流量表

二零一四年度(人民幣元)

		Note XV 附註十五	2014 2014年	2013 2013年
I. CASH FLOWS FROM OPERATING ACTIVITIES	一、經營活動產生的現金流量			
Cash received from sales of goods or rendering of services	銷售商品、提供勞務收到的現金		23,476,269,591.71	20,961,498,306.05
Other cash received relating to operating activities	收到其他與經營活動有關的現金		358,931,258.93	853,122,007.76
Subtotal of cash inflows from operating activities	經營活動現金流入小計		23,835,200,850.64	21,814,620,313.81
Cash paid for goods and services	購買商品、接受勞務支付的現金		13,907,215,965.44	12,748,123,078.85
Cash paid to and on behalf of employees	支付給職工以及為職工支付的現金		1,213,516,630.31	1,169,201,029.61
Cash paid for all types of taxes	支付的各項稅費		1,828,183,792.78	1,857,033,543.88
Other cash paid relating to operating activities	支付其他與經營活動有關的現金		1,363,839,871.92	1,416,128,073.88
Subtotal of cash outflows from operating activities	經營活動現金流出小計		18,312,756,260.45	17,190,485,726.22
Net cash flows from operating activities	經營活動產生的現金流量淨額	19	5,522,444,590.19	4,624,134,587.59

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄺焜堂

Head of accounting department:

會計機構負責人：

Wang Junwei

王俊偉

## CASH FLOW STATEMENT (CONTINUED)

Year 2014 (Expressed in Renminbi Yuan)

## 現金流量表(續)

二零一四年度(人民幣元)

	Note XV 附註十五	2014 2014年	2013 2013年
II. CASH FLOWS FROM INVESTING ACTIVITIES	二、投資活動產生的現金流量		
Cash received from sale of investments	收回投資收到的現金	—	372,067,880.00
Cash received from return on investments	取得投資收益收到的現金	461,953,343.49	304,841,625.00
Net cash received from disposal of fixed assets, intangible assets and other long-term assets	處置固定資產、無形資產和其他長期資產收回的現金淨額	64,228.80	160,978.07
Other cash received relating to investing activities	收到其他與投資活動有關的現金	17,183,500.00	11,792,740.80
Subtotal of cash inflows from investing activities	投資活動現金流入小計	479,201,072.29	688,863,223.87
Cash paid for acquisition of fixed assets, intangible assets and other long-term assets	購建固定資產、無形資產和其他長期資產支付的現金	189,727,350.75	450,817,315.87
Cash paid for acquisition of investments	投資支付的現金	1,674,087,326.84	2,266,174,407.00
Subtotal of cash outflows from investing activities	投資活動現金流出小計	1,863,814,677.59	2,716,991,722.87
Net cash flows used in investing activities	投資活動使用的現金流量淨額	(1,384,613,605.30)	(2,028,128,499.00)

The financial statements have been signed by:

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Head of accounting department:

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譚旭光

鄭焜堂

王俊偉



## CASH FLOW STATEMENT (CONTINUED)

Year 2014 (Expressed in Renminbi Yuan)

## 現金流量表(續)

二零一四年度(人民幣元)

		Note XV 附註十五	2014 2014年	2013 2013年
III. CASH FLOWS USED IN FINANCING ACTIVITIES	三、籌資活動使用的現金流量			
Cash paid for repaying debts	償還債務支付的現金		1,300,000,000.00	—
Cash paid for distribution of dividends or profits and for interest expenses	分配股利、利潤或償付利息支付的現金		643,277,409.75	792,063,438.28
Other cash paid relating to financing activities	支付其他與籌資活動有關的現金		28,236,348.60	8,713,846.03
Subtotal of cash outflows from financing activities	籌資活動現金流出小計		1,971,513,758.35	800,777,284.31
Net cash flows used in financing activities	籌資活動使用的現金流量淨額		(1,971,513,758.35)	(800,777,284.31)
IV. EFFECT OF CHANGES IN EXCHANGE RATE ON CASH	四、匯率變動對現金的影響		1,940.92	(15,988.89)
V. NET INCREASE IN CASH AND CASH EQUIVALENTS	五、現金及現金等價物淨增加		2,166,319,167.46	1,795,212,815.39
Add: Cash and cash equivalents at beginning of year	加：年初現金及現金等價物餘額		11,252,295,276.97	9,457,082,461.58
VI. CASH AND CASH EQUIVALENTS AT END OF YEAR	六、年末現金及現金等價物餘額	20	13,418,614,444.43	11,252,295,276.97

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Head of accounting department:

會計機構負責人：

Tan Xuguang

譚旭光

Kwong Kwan Tong

鄭焜堂

Wang Junwei

王俊偉

# NOTES TO FINANCIAL STATEMENTS

31 December 2014 (Expressed in Renminbi Yuan)

# 財務報表附註

二零一四年十二月三十一日(人民幣元)

## I. CORPORATE BACKGROUND

Weichai Power Co., Ltd. (the "Company") is a joint stock company limited by shares incorporated in Shandong, the People's Republic of China. It was established on 23 December 2002.

The RMB ordinary A shares and overseas listed foreign H shares issued by the Company were listed on the Shenzhen Stock Exchange and The Stock Exchange of Hong Kong Limited, respectively. The registered address of the Company's headquarters is 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province. The Company operates in the transportation equipment manufacturing industry. The approved scope of operations of the Company covers: Design, development, production, sale, repair, import and export of diesel engines and auxiliary products; automobile (except sedans), automobile axle and components, gear boxes and components and other automobile components, hydraulic pumps, hydraulic motors, hydraulic valves, gears and gear transmission devices, ancillary casting and casting products of hydraulic components; technical consultation and technical services; leasing of self-owned houses; sale of steel; business management service; forklift trucks and warehouses technology services (should hold operating permit(s) for operations requiring administrative permission).

Weichai Group Holdings Limited and Shandong Heavy Industry Group Co., Ltd., established in the PRC, are the parent company and ultimate parent company of the Group respectively.

These financial statements were approved by the board of directors of the Company on 30 March 2015. Pursuant to the Articles of Association, these financial statements will be put forth to the general meeting for consideration and approval.

The consolidation scope of consolidated financial statements is determined on the basis of control. Please refer to Note VI for changes this year.

## II. PREPARATION BASIS OF THE FINANCIAL STATEMENTS

### 1. Basis of preparation

The financial statements have been prepared in accordance with the Accounting Standards for Business Enterprises-Basic Standard and specific accounting standards, implementation guidance, interpretations and other relevant provisions issued and amended subsequently by the Ministry of Finance (the "MOF") (collectively referred to as "Accounting Standards for Business Enterprises").

## 一、本公司基本情况

潍柴動力股份有限公司(「本公司」)是一家在中華人民共和國山東省註冊的股份有限公司，於2002年12月23日成立。

本公司所發行人民幣普通A股及境外上市外資H股已分別在深圳證券交易所和香港聯合交易所有限公司上市。本公司總部註冊地址位於山東省濰坊市高新技術產業開發區福壽東街197號甲。本公司所屬行業為交通運輸設備製造業。經核准的經營範圍為：柴油機及配套產品，汽車(小轎車除外)，汽車車橋及零部件，汽車變速器及零部件以及其他汽車零部件，液壓泵、液壓馬達、液壓閥門、齒輪和齒輪傳動裝置、液壓元件附屬鑄件和鑄造品的設計、開發、生產、銷售、維修、進出口；技術諮詢和技術服務；自有房租租賃、鋼材銷售、企業管理服務；叉車及倉庫技術服務(涉及行政許可的憑許可證經營)。

本集團的母公司和最終母公司為於中國成立的濰柴控股集團有限公司和山東重工集團有限公司。

本財務報表業經本公司董事會於2015年3月30日決議批准。根據本公司章程，本財務報表將提交股東大會審議。

合併財務報表的合併範圍以控制為基礎確定，本年度變化情況參見附註六。

## 二、財務報表的編製基礎

### 1. 編製基礎

本財務報表按照財政部頒布的《企業會計準則—基本準則》以及其後頒布及修訂的具體會計準則、應用指南、解釋以及其他相關規定(統稱「企業會計準則」)編製。

## II. PREPARATION BASIS OF THE FINANCIAL STATEMENTS (CONTINUED)

### 1. Basis of preparation (Continued)

The financial statements are presented on a going concern basis.

There are no significant uncertainties which would otherwise affect the Company's ability for its going concerns in the next 12 months as from the date hereof.

In preparing these financial statements, all the assets (other than certain financial instruments) are carried at historical cost. Non-current assets classified as held-for-sale and assets under disposal group classified as held-to-sale are carried at the lower of fair value less foreseeable expenses or original carrying amount upon satisfying conditions for held-for-sale. If the assets are impaired, corresponding provisions for impairment shall be made according to relevant provisions.

### 2. Adoption of certain amended/new accounting standards

In January to March 2014, the MOF formulated the "Accounting Standard for Business Enterprises No. 39 – Fair Value Measurement", "Accounting Standard for Business Enterprises No. 40 – Joint Arrangements" and "Accounting Standard for Business Enterprises No. 41 – Disclosure of Interests in Other Entities", and issued amendments to "Accounting Standard for Business Enterprises No. 2 – Long-term Equity Investments", "Accounting Standard for Business Enterprises No. 9 – Employee Benefits", "Accounting Standard for Business Enterprises No. 30 – Presentation of Financial Statements" and "Accounting Standard for Business Enterprises No. 33 – Consolidated Financial Statements". The 7 accounting standards above became effective from 1 July 2014, but early adoption was encouraged for entities listed overseas. As a locally and overseas listed company, the Company adopted the 6 accounting standards above except "Accounting Standard for Business Enterprises No. 41 – Disclosure of Interests in Other Entities" in its preparation of the financial statements 2013, and transitional arrangements have been made where appropriate. In June 2014, the MOF amended "Accounting Standard for Business Enterprises No. 37 – Presentation of Financial Instruments", which amendment shall apply to financial reports for 2014 and subsequent periods. The Group adopted the above in its preparation of the foregoing financial statements 2014.

## 二、財務報表的編製基礎(續)

### 1. 編製基礎(續)

本財務報表以持續經營為基礎列報。

自本報告期末起至未來12個月，本公司不存在影響持續經營能力的重大不確定事項。

編製本財務報表時，除某些金融工具外，均以歷史成本為計價原則。劃分為持有待售的非流動資產及劃分為持有待售的處置組中的資產，按公允價值減去預計費用後的金額，以及符合持有待售條件時的原賬面價值，取兩者孰低計價。資產如果發生減值，則按照相關規定計提相應的減值準備。

### 2. 採用若干修訂後／新會計準則

2014年1至3月，財政部制定了《企業會計準則第39號－公允價值計量》、《企業會計準則第40號－合營安排》和《企業會計準則第41號－在其他主體中權益的披露》；修訂了《企業會計準則第2號－長期股權投資》、《企業會計準則第9號－職工薪酬》、《企業會計準則第30號－財務報表列報》和《企業會計準則第33號－合併財務報表》。上述7項會計準則均自2014年7月1日起施行，但鼓勵在境外上市的企業提前執行。本公司作為境內外上市公司，在編製2013年度財務報表時，提前執行了除《企業會計準則第41號－在其他主體中權益的披露》之外的其他6項會計準則，並按照相關的銜接規定進行了處理，2014年6月，財政部修訂了《企業會計準則第37號－金融工具列報》，在2014年年度及以後期間的財務報告中施行。本集團在編製上述2014年財務報表時，執行了上述準則。

## II. PREPARATION BASIS OF THE FINANCIAL STATEMENTS (CONTINUED)

## 2. Adoption of certain amended/new accounting standards (Continued)

For the purpose of these financial statements, changes in accounting policies of the Group that correspond to changes in the accounting standards above have been dealt with pursuant to relevant transitional provisions, and corresponding retrospective adjustments have been made to those comparable figures to which retrospective adjustments had to be made.

Pursuant to the application guidelines published in 2014 for "Accounting Standard for Business Enterprises No. 30 – Presentation of Financial Statements", deferred income, other non-current liabilities, capital reserve, other comprehensive income and exchange difference on foreign currency translation have been reclassified. The main effects on the financial statements for 2014 and 2013 caused by the aforesaid retrospective adjustments are set out below:

The Group  
2014

## 二、財務報表的編製基礎(續)

## 2. 採用若干修訂後／新會計準則(續)

就本財務報表而言，上述會計準則的變化，引起本公司相應會計政策變化的，已根據相關銜接規定進行了處理，對於對比較數據需要進行追溯調整的，已進行了相應追溯調整。

根據《企業會計準則第30號—財務報表列報》2014年出版的應用指南，本集團對遞延收益，其他非流動負債，資本公積，其他綜合收益和外幣報表折算差額進行了重新列報，上述引起的追溯調整對2014年度和2013年度財務報表的主要影響如下：

本集團  
2014年

		Opening balance/ Incurred during the year prior to adoption	Adoption of accounting standards of "Accounting Standard for Business Enterprises No. 30 – Presentation of Financial Statements" 採用會計準則 《企業會計準則 第30號 —財務報表列報》	Opening balance/ Incurred during the year following adoption
		採用前 年初餘額	採用後 年初餘額	
Deferred income	遞延收益	–	641,140,695.49	641,140,695.49
Other non-current liabilities	其他非流動負債	1,441,819,889.93	(641,140,695.49)	800,679,194.44
Capital reserve	資本公積	703,970,229.92	54,488,657.70	758,458,887.62
Other comprehensive income	其他綜合收益	–	(17,960,938.21)	(17,960,938.21)
Exchange differences on foreign currency translation	外幣報表折算差額	36,527,719.49	(36,527,719.49)	–

## II. PREPARATION BASIS OF THE FINANCIAL STATEMENTS (CONTINUED)

## 2. Adoption of certain amended/new accounting standards (Continued)

## The Group (Continued)

2013

## 二、財務報表的編製基礎(續)

## 2. 採用若干修訂後／新會計準則(續)

## 本集團(續)

2013年

		Opening balance/ Incurred during the year prior to adoption	Adoption of accounting standards of "Accounting Standard for Business Enterprises No. 30 – Presentation of Financial Statements" 採用會計準則 《企業會計準則 第30號 —財務報表列報》	Opening balance/ Incurred during the year following adoption
		採用前 年初餘額	採用後 年初餘額	採用後 年初餘額
Deferred income	遞延收益	—	351,960,604.12	351,960,604.12
Other non-current liabilities	其他非流動負債	1,179,901,918.37	(351,960,604.12)	827,941,314.25
Capital reserve	資本公積	842,375,982.05	(70,297,070.55)	772,078,911.50
Other comprehensive income	其他綜合收益	—	37,125,123.30	37,125,123.30
Exchange differences on foreign currency translation	外幣報表折算差額	(33,171,947.25)	33,171,947.25	—

## II. PREPARATION BASIS OF THE FINANCIAL STATEMENTS (CONTINUED)

## 2. Adoption of certain amended/new accounting standards (Continued)

The Company  
2014

## 二、財務報表的編製基礎(續)

2. 採用若干修訂後/新會計準則  
(續)本公司  
2014年

		Opening balance/ Incurred during the year prior to adoption	Adoption of accounting standards of "Accounting Standard for Business Enterprises No. 30 – Presentation of Financial Statements" 採用會計準則 《企業會計準則 第30號 —財務報表列報》	Opening balance/ Incurred during the year following adoption
		採用前 年初餘額	採用後 年初餘額	
Deferred income	遞延收益	–	213,764,174.97	213,764,174.97
Other non-current liabilities	其他非流動負債	213,764,174.97	(213,764,174.97)	–
Capital reserve	資本公積	1,019,475,033.38	(8,500,000.00)	1,010,975,033.38
Other comprehensive income	其他綜合收益	–	8,500,000.00	8,500,000.00

2013

2013年

		Opening balance/ Incurred during the year prior to adoption	Adoption of accounting standards of "Accounting Standard for Business Enterprises No. 30 – Presentation of Financial Statements" 採用會計準則 《企業會計準則 第30號 —財務報表列報》	Opening balance/ Incurred during the year following adoption
		採用前 年初餘額	採用後 年初餘額	
Deferred income	遞延收益	–	161,510,133.16	161,510,133.16
Other non-current liabilities	其他非流動負債	161,510,133.16	(161,510,133.16)	–
Capital reserve	資本公積	1,081,878,661.17	(70,297,070.55)	1,011,581,590.62
Other comprehensive income	其他綜合收益	–	70,297,070.55	70,297,070.55

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

#### 1. Statement of compliance with Accounting Standards for Business Enterprises

The financial statements present, fairly and fully, the financial position of the Company and the Group as at 31 December 2014 and the results of operations and the cash flows for year 2014 in accordance with Accounting Standards for Business Enterprises.

#### 2. Accounting year

The accounting year of the Group is from 1 January to 31 December of each calendar year.

The normal business cycle of the Group is 12 months.

#### 3. Functional currency

The functional currency of the Company and the currency used in preparing the financial statements were Renminbi. The amounts in the financial statements were denominated in Renminbi, unless otherwise stated.

The subsidiaries, jointly controlled enterprises and associates of the Company may determine their own functional currencies based on the major economic environment in which they operate the business. In preparation of financial statements, their functional currencies shall be translated into RMB.

#### 4. Business combination

A business combination is a transaction or event that brings together two or more separate entities into one reporting entity. Business combinations are classified into business combinations involving entities under common control and business combinations not involving entities under common control.

##### *Business combinations involving entities under common control*

A business combination involving entities under common control is a business combination in which all of the combining entities are ultimately controlled by the same party or parties both before and after the combination, and that control is not transitory. For a business combination involving entities under common control, the party that, on the combination date, obtains control of another entity participating in the combination is the absorbing party, while that other entity participating in the combination is a party being absorbed. Combination date is the date on which the absorbing party effectively obtains control of the party being absorbed.

### 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、完整地反映了本公司及本集團於2014年12月31日的財務狀況以及2014年度的經營成果和現金流量。

#### 2. 會計期間

本集團會計年度採用公曆年度，即每年自1月1日起至12月31日止。

本集團的正常營業周期為12個月。

#### 3. 記賬本位幣

本公司記賬本位幣和編製本財務報表所採用的貨幣均為人民幣。除有特別說明外，均以人民幣元為單位表示。

本公司下屬子公司、合營企業及聯營企業，根據其經營所處的主要經濟環境自行決定其記賬本位幣，編製財務報表時折算為人民幣。

#### 4. 企業合併

企業合併，是指將兩個或兩個以上單獨的企業合併形成一個報告主體的交易或事項。企業合併分為同一控制下企業合併和非同一控制下企業合併。

##### *同一控制下企業合併*

參與合併的企業在合併前後均受同一方或相同的多方最終控制，且該控制並非暫時性的，為同一控制下的企業合併。同一控制下的企業合併，在合併日取得對其他參與合併企業控制權的一方為合併方，參與合併的其他企業為被合併方。合併日，是指合併方實際取得對被合併方控制權的日期。



### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 4. Business combination (Continued) *Business combinations involving entities under common control (Continued)*

Assets and liabilities that are obtained by the absorbing party in a business combination involving entities under common control, including goodwill arising from the acquisition of the party being absorbed by the ultimate controller, shall be accounted for on the basis of the carrying amounts on the financial statements of the ultimate controller at the combination date. The difference between the carrying amount of the net assets obtained and the carrying amount of the consideration paid for the combination (or the aggregate face value of shares issued as consideration) shall be adjusted to share premium under capital reserve. If the capital reserve is not sufficient to absorb the difference, any excess shall be adjusted against retained earnings.

#### *Business combinations not involving entities under common control*

A business combination not involving entities under common control is a business combination in which all of the combining entities are not ultimately controlled by the same party or parties both before and after the combination. For a business combination not involving entities under common control, the party that, on the acquisition date, obtains control of another entity participating in the combination is the acquirer, while that other entity participating in the combination is the acquiree. Acquisition date refers to the date on which the acquirer effectively obtains control of the acquiree.

The acquirer shall measure the acquiree's identifiable assets, liabilities and contingent liabilities acquired in the business combination not involving entities under common control at their fair values on the acquisition date.

### 三、重要會計政策及會計估計(續)

#### 4. 企業合併(續) *同一控制下企業合併(續)*

合併方在同一控制下企業合併中取得的資產和負債(包括最終控制方收購被合併方而形成的商譽)，按合併日在最終控制方財務報表中的賬面價值為基礎進行相關會計處理。合併方取得的淨資產賬面價值與支付的合併對價的賬面價值(或發行股份面值總額)的差額，調整資本公積中的股本溢價，不足沖減的則調整留存收益。

#### *非同一控制下的企業合併*

參與合併的企業在合併前後不受同一方或相同的多方最終控制的，為非同一控制下的企業合併。非同一控制下的企業合併，在購買日取得對其他參與合併企業控制權的一方為購買方，參與合併的其他企業為被購買方。購買日，是指購買方實際取得對被購買方控制權的日期。

非同一控制下企業合併中所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。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 4. Business combination (Continued)

##### *Business combinations not involving entities under common control (Continued)*

The excess of the sum of the fair value of consideration paid (or equities securities issued) for business combination and fair value of equity interests in the acquiree held prior to the date of acquisition over the share of the fair value of attributable net identifiable assets of the acquiree, was recognized as goodwill, which is subsequently measured at cost less cumulative impairment loss. In case the sum of the fair value of consideration paid (or equities securities issued) and fair value of equity interests in the acquiree held prior to the date of acquisition is less than the share of the fair value of attributable net identifiable assets of the acquiree, a review of the measurement of the fair values of the identifiable assets, liabilities and contingent liabilities, the consideration paid for the combination (or equity securities issued) and the equity interests in the acquiree held prior to the date of acquisition is conducted. If the review indicates that the sum of the fair value of consideration paid (or equities securities issued) and equity interests in the acquiree held prior to the date of acquisition is indeed less than the fair value of the share of the attributable net identifiable assets of the acquiree, the difference is recognized in current profit or loss.

For a business combination involving enterprises not under common control and achieved in stages, the Group remeasures its previously-held equity interest in the acquiree to its fair value at the acquisition date. The difference between the fair value and the carrying amount is recognized as investment income for the current period; the amount recognized in other comprehensive income using the equity method and relating to the previously-held equity interest in the acquiree shall be accounted for in accordance with the same accounting treatment for direct disposal of relevant asset or liability by investee. Movement of other owners' equity (excluding net profit or loss, other comprehensive income and profit distribution) shall be transferred to profit or loss for the current period to which the acquisition date belongs.

### 三、重要會計政策及會計估計(續)

#### 4. 企業合併(續)

##### *非同一控制下的企業合併(續)*

支付的合併對價的公允價值(或發行的權益性證券的公允價值)與購買日之前持有的被購買方的股權的公允價值之和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, 並以成本減去累計減值損失進行後續計量。支付的合併對價的公允價值(或發行的權益性證券的公允價值)與購買日之前持有的被購買方的股權的公允價值之和小於合併中取得的被購買方可辨認淨資產公允價值份額的, 首先對取得的被購買方各項可辨認資產、負債及或有負債的公允價值以及支付的合併對價的公允價值(或發行的權益性證券的公允價值)及購買日之前持有的被購買方的股權的公允價值的計量進行覆核, 覆核後支付的合併對價的公允價值(或發行的權益性證券的公允價值)與購買日之前持有的被購買方的股權的公允價值之和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, 其差額計入當期損益。

通過多次交易分步實現非同一控制下企業合併的, 對於購買日之前持有的被購買方的股權, 按照該股權在購買日的公允價值進行重新計量, 公允價值與其賬面價值的差額計入當期投資收益; 購買日之前持有的被購買方的股權涉及權益法核算下的其他綜合收益的, 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, 除淨損益、其他綜合收益和利潤分配外的其他股東權益變動, 轉為購買日所屬當期損益。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 5. Consolidated financial statements

The consolidation scope of consolidated financial statements is determined on the basis of control, including the financial statements for the year ended 31 December 2014 of the Company and all of its subsidiaries. A subsidiary is an entity that is controlled by the Company, including separable parts of an enterprise or investee and structured entities controlled by the Company etc.

In preparation of consolidated financial statements, the subsidiaries use the same accounting period and accounting policies as those of the Company. When the accounting policies of a subsidiary are different from those of the Company, the Company shall make adjustments to the financial statements of the subsidiary based on its own accounting policies. All intra-group assets, liabilities, interests, income, expenses and cash flow are eliminated in full on consolidation in full.

Where the amount of losses of a subsidiary attributable to the minority shareholders in the current period exceeds their share of the opening balance of owner's equity of the subsidiary, the excess shall be allocated against minority interests.

For subsidiaries acquired through business combinations not involving entities under common control, the operating results and cash flows of the acquiree shall be included in the consolidated financial statements, from the day on which the Group gains control, till the Group ceases the control of it. While preparing the consolidated financial statements, the acquirer shall adjust the subsidiary's financial statements, on the basis of the fair values of the identifiable assets, liabilities and contingent liabilities recognized on the acquisition date.

### 三、重要會計政策及會計估計(續)

#### 5. 合併財務報表

合併財務報表的合併範圍以控制為基礎確定，包括本公司及全部子公司截至2014年12月31日止年度的財務報表。子公司，是指被本公司控制的主體(含企業、被投資單位中可分割的部分，以及本公司所控制的結構化主體等)。

編製合併財務報表時，子公司採用與本公司一致的會計期間和會計政策，對子公司可能存在的與本公司不一致的會計政策，已按照本公司的會計政策調整一致。本集團內部各公司之間的所有交易產生的資產、負債、權益、收入、費用和現金流量於合併時全額抵銷。

子公司少數股東分擔的當期虧損超過了少數股東在該子公司期初股東權益中所享有的份額的，其餘額仍沖減少數股東權益。

對於通過非同一控制下的企業合併取得的子公司，被購買方的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，直至本集團對其控制權終止。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。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 5. Consolidated financial statements (Continued)

For subsidiaries acquired through business combinations involving entities under common control, the operating results and cash flows of the acquiree shall be included in the consolidated financial statements from the beginning of the period in which the combination occurs. While preparing the comparative consolidated financial statements, adjustments are made to related items in the financial statements for the prior period as if the reporting entity established through combination has been existing since the ultimate controller begins to exercise control.

The Group's control over an investee is re-assessed if change in relevant facts and situations causes changes in one or more of the control substances.

Where there is no loss of control, the change in minority interests is accounted for as equity transaction.

#### 6. Classification of joint arrangements and joint operation

Joint arrangements are in the form of joint operation or jointly-controlled enterprise. A joint operation is a joint arrangement under which the joint venture parties are entitled to assets and undertake liabilities under the arrangement. A jointly-controlled enterprise is a joint arrangement under which the joint venture parties are only entitled to the net assets under such arrangement.

The following items should be recognised by a joint venture party in relation to its share of profit in the joint operation: solely held assets, as well as jointly held assets according to its share; solely assumed liabilities, as well as jointly assumed liabilities according to its share; income derived from its entitled share of production of the joint operation; income derived from the sales of production of the joint operation according to its share; solely incurred expenses, as well as expenses incurred by the joint operation according to its share.

### 三、重要會計政策及會計估計(續)

#### 5. 合併財務報表(續)

對於通過同一控制下的企業合併取得的子公司，被合併方的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，對前期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實施控制時一直存在。

如果相關事實和情況的變化導致對控制要素中的一項或多項發生變化的，本集團重新評估是否控制被投資方。

不喪失控制權情況下，少數股東權益發生變化作為權益性交易。

#### 6. 合營安排分類及共同經營

合營安排分為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。

合營方確認其與共同經營中利益份額相關的下列項目：確認單獨所持有的資產，以及按其份額確認共同持有的資產；確認單獨所承擔的負債，以及按其份額確認共同承擔的負債；確認出售其享有的共同經營產出份額所產生的收入；按其份額確認共同經營因出售產出所產生的收入；確認單獨所發生的費用，以及按其份額確認共同經營發生的費用。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 7. Cash and cash equivalents

Cash comprises the Group's cash on hand and deposits that can be readily withdrawn on demand. Cash equivalents are short-term, highly liquid investments held by the Group, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

#### 8. Foreign currency operations and foreign currency translation

The Group translates the amount of foreign currency transactions occurred into its functional currency.

Foreign currency transactions are recorded, on initial recognition, in the functional currency, by applying to the foreign currency amount the spot exchange rate prevailing on the transaction dates. At the balance sheet date, foreign currency monetary items are translated using the spot exchange rate prevailing on the balance sheet date. All the resulting differences on settlement and monetary item translation are taken to profit or loss in the current period, except for those relating to foreign currency borrowings specifically for construction and acquisition of qualifying assets, which are capitalized in accordance with the principle of capitalization of borrowing costs. Non-monetary foreign currency items measured at historical cost shall still be translated at the spot exchange rate prevailing on the transaction date, and the amount denominated in the functional currency is not changed. Non-monetary foreign currency items measured at fair value are translated at the spot exchange rate prevailing at the date on which the fair values are determined. The difference thus resulted are recognized in profit or loss for the current period or as other comprehensive income based on the nature of the non-monetary items.

### 三、重要會計政策及會計估計(續)

#### 7. 現金及現金等價物

現金，是指本集團的庫存現金以及可以隨時用於支付的存款；現金等價物，是指本集團持有的期限短、流動性強、易於轉換為已知金額的現金、價值變動風險很小的投資。

#### 8. 外幣業務和外幣報表折算

本集團對於發生的外幣交易，將外幣金額折算為記賬本位幣金額。

外幣交易在初始確認時，採用交易發生日的即期匯率將外幣金額折算為記賬本位幣金額。於資產負債表日，對於外幣貨幣性項目採用資產負債表日即期匯率折算，由此產生的結算和貨幣性項目折算差額，除屬於與購建符合資本化條件的資產相關的外幣專門借款產生的差額按照借款費用資本化的原則處理之外，均計入當期損益。以歷史成本計量的外幣非貨幣性項目，仍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，由此產生的差額根據非貨幣性項目的性質計入當期損益或其他綜合收益。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 8. Foreign currency operations and foreign currency translation (Continued)

For foreign operations, the Group translates their functional currency amounts into RMB in preparing the financial statements as follows: asset and liability items in the balance sheet are translated using the spot exchange rate at the balance sheet date, and equity items other than "retained earnings" are translated using the spot exchange rate at the date of transactions; revenue and expense items in the income statement are translated using the average exchange rate for the period during which the transactions occur. The resulting foreign currency exchange differences in the financial statement are recognized in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognized in the profit or loss for the current period. If the disposal only involves a portion of a particular foreign operation, the amount is recognized on a pro-rata basis.

Foreign currency cash flows and the cash flows of foreign subsidiaries are translated using the average exchange rate for the period during which the cash flows occur. The effect of exchange rate changes on cash is separately presented as an adjustment item in the cash flow statement.

#### 9. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

##### *Recognition and Derecognition of Financial Instruments*

The Group recognizes a financial asset or a financial liability when it becomes a party to the contractual provisions of a financial instrument.

### 三、重要會計政策及會計估計(續)

#### 8. 外幣業務和外幣報表折算(續)

對於境外經營，本集團在編製財務報表時將其記賬本位幣折算為人民幣：對資產負債表中的資產和負債項目，採用資產負債表日的即期匯率折算，股東權益項目除「未分配利潤」項目外，其他項目採用發生時的即期匯率折算；利潤表中的收入和費用項目，採用交易發生當期平均匯率折算。按照上述折算產生的外幣財務報表折算差額，確認為其他綜合收益。處置境外經營時，將與該境外經營相關的其他綜合收益轉入處置當期損益，部分處置按處置比例計算。

外幣現金流量以及境外子公司現金流量，採用現金流量發生當期平均匯率折算。匯率變動對現金影響額作為調節項目，在現金流量表單獨列報。

#### 9. 金融工具

金融工具，是指形成一個企業的金融資產，並形成其他單位的金融負債或權益工具的合同。

##### *金融工具的確認和終止確認*

本集團於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。



### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 9. Financial instruments (Continued)

##### *Recognition and Derecognition of Financial Instruments (Continued)*

The Group derecognizes a financial asset (or part of a financial asset, or part of a group of similar financial assets), i.e. writes off the financial asset from the account and balance sheet, when the following conditions are met:

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

If the underlying obligation of a financial liability has been discharged or cancelled or has expired, the financial liability is derecognized. If an existing financial liability is replaced by the same creditor with a new financial liability that has substantially different terms, or if the terms of an existing financial liability are substantially revised, such replacement or revision is accounted for as the derecognition of the original liability and the recognition of a new liability, and the resulting difference is recognized in profit or loss for the current period.

Regular way purchase or sale of financial assets are recognized and derecognized using trade date accounting. Regular way purchase or sale of financial assets refers to that the financial assets are delivered to or by the Group under the terms of a contract within a period as specified by law or general practice. The trade date is the date on which the Group undertakes to buy or sell a financial asset.

### 三、重要會計政策及會計估計(續)

#### 9. 金融工具(續)

##### *金融工具的確認和終止確認(續)*

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(a)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(b)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。常規方式買賣金融資產，是指按照合同條款的約定，在法規或通行慣例規定的期限內收取或交付金融資產。交易日，是指本集團承諾買入或賣出金融資產的日期。



### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 9. Financial instruments (Continued)

##### *Classification and Measurement of Financial Assets*

Financial assets are, on initial recognition, classified into the following categories: financial assets at fair value through profit or loss, held-to-maturity investments, loans and receivables, available-for-sale financial assets and derivatives designated as effective hedging instruments. A financial asset is recognized initially at fair value. In the case of financial assets at fair value through profit or loss, relevant transaction costs are directly charged to the profit and loss of the current period; transaction costs relating to financial assets of other categories are included in the amount initially recognized.

The subsequent measurement of a financial asset is determined by its category:

##### *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss include financial assets at fair value through profit or loss and those designated upon initial recognition as financial assets at fair value through profit or loss. A financial asset at fair value through profit or loss is the financial asset that meets one of the following conditions: the financial asset is acquired for the purpose of selling it in a short term; the financial asset is a part of a portfolio of identifiable financial instruments that are collectively managed, and there is objective evidence indicating that the enterprise recently manages this portfolio for the purpose of short-term profits; the financial asset is a derivative, except for a derivative that is designated as an effective hedging instrument, or a financial guarantee contract, or a derivative that is linked to and must be settled by delivery of an unquoted equity investment (without a quoted price from an active market) whose fair value cannot be reliably measured. For such kind of financial assets, fair values are adopted for subsequent measurement. All the realized or unrealized gains or losses on these financial assets are recognized in profit or loss for the current period. Dividend income or interest income related to financial assets at fair value through profit or loss is charged to profit or loss for the current period.

### 三、重要會計政策及會計估計(續)

#### 9. 金融工具(續)

##### *金融資產分類和計量*

本集團的金融資產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資產、持有至到期投資、貸款和應收款項、可供出售金融資產、被指定為有效套期工具的衍生工具。金融資產在初始確認時以公允價值計量。對於以公允價值計量且其變動計入當期損益的金融資產，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：

##### *以公允價值計量且其變動計入當期損益的金融資產*

以公允價值計量且其變動計入當期損益的金融資產，包括以公允價值計量且其變動計入當期損益的金融資產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資產。以公允價值計量且其變動計入當期損益的金融資產是指滿足下列條件之一的金融資產：取得該金融資產的目的是為了在短期內出售；屬於進行集中管理的可辨認金融工具組合的一部分，且有客觀證據表明企業近期採用短期獲利方式對該組合進行管理；屬於衍生工具，但是，被指定且為有效套期工具的衍生工具、屬於財務擔保合同的衍生工具、與在活躍市場中沒有報價且其公允價值不能可靠計量的權益工具投資掛鉤並須通過交付該權益工具結算的衍生工具除外。對於此類金融資產，採用公允價值進行後續計量，所有已實現和未實現的損益均計入當期損益。與以公允價值計量且其變動計入當期損益的金融資產相關的股利或利息收入，計入當期損益。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 9. Financial instruments (Continued)

##### *Classification and Measurement of Financial Assets (Continued)*

##### *Held-to-maturity investments*

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity date that the Group has the positive intention and ability to hold to maturity. Such kind of financial assets are subsequently measured at amortized cost using the effective interest method. Gains or losses arising from amortization or impairment and derecognition are recognized in profit or loss for the current period.

##### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such kind of financial assets are subsequently measured at amortized cost using the effective interest method. Gains or losses arising from amortization or impairment are recognized in profit or loss for the current period.

##### *Available-for-sale financial assets*

Available-for-sale financial assets are those non-derivative financial assets that are on initial recognition designated as available for sale or are not classified as any of the aforesaid categories. After initial recognition, available-for-sale financial assets are measured at fair value. The discount/premium is amortized using effective interest method and recognized as interest income or expense. Changes in the fair value of an available-for-sale financial asset is recognized as other comprehensive income in capital reserve, except for impairment losses and exchange differences resulted from monetary financial assets, until the financial asset is derecognized or determined to be impaired, at which time the accumulated gain or loss is transferred to profit or loss for the current period. Dividends or interest income relating to an available-for-sale financial asset are recognized in profit or loss for the current period.

Investments in equity investments, which do not have quoted prices in an active market and whose fair values cannot be reliably measured, are measured at cost.

### 三、重要會計政策及會計估計(續)

#### 9. 金融工具(續)

##### *金融資產分類和計量(續)*

##### *持有至到期投資*

持有至到期投資，是指到期日固定、回收金額固定或可確定，且本集團有明確意圖和能力持有至到期的非衍生金融資產。對於此類金融資產，採用實際利率法，按照攤餘成本進行後續計量，其攤銷或減值以及終止確認產生的利得或損失，均計入當期損益。

##### *貸款和應收款項*

貸款和應收款項，是指在活躍市場中沒有報價、回收金額固定或可確定的非衍生金融資產。對於此類金融資產，採用實際利率法，按照攤餘成本進行後續計量，其攤銷或減值產生的利得或損失，均計入當期損益。

##### *可供出售金融資產*

可供出售金融資產，是指初始確認時即指定為可供出售的非衍生金融資產，以及除上述金融資產類別以外的金融資產。對於此類金融資產，採用公允價值進行後續計量。其折價或溢價採用實際利率法進行攤銷並確認為利息收入或費用。除減值損失及外幣貨幣性金融資產的匯兌差額確認為當期損益外，可供出售金融資產的公允價值變動作為其他綜合收益確認，直到該金融資產終止確認或發生減值時，其累計利得或損失轉入當期損益。與可供出售金融資產相關的股利或利息收入，計入當期損益。

對於在活躍市場中沒有報價且其公允價值不能可靠計量的權益工具投資，按成本計量。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 9. Financial instruments (Continued) *Classification and Measurement of Financial Liabilities*

The Group's financial liabilities are, on initial recognition, classified into financial liabilities at fair value through profit or loss, other financial liabilities or derivatives designated as effective hedging instruments. For financial liabilities at fair value through profit or loss, relevant transaction costs are directly recognized in profit or loss for the current period, and transaction costs relating to other financial liabilities are included in the initial recognition amounts.

The subsequent measurement of a financial liability is determined by its category:

##### *Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and those designated upon initial recognition as financial liabilities at fair value through profit or loss. A financial liability held for trading is the financial liability that meets one of the following conditions: the financial liability is assumed for the purpose of repurchasing it in a short term; the financial liability is a part of a portfolio of identifiable financial instruments that are collectively managed, and there is objective evidence indicating that the enterprise recently manages this portfolio for the purpose of short-term profits; the financial liability is a derivative, except for a derivative that is designated as effective hedging instrument, or a financial guarantee contract, or a derivative that is linked to and must be settled by delivery of an unquoted equity investment (without a quoted price from an active market) whose fair value cannot be reliably measured. For such kind of financial liabilities, fair values are adopted for subsequent measurement. All the realized or unrealized gains or losses on these financial liabilities are recognized in profit or loss for the current period.

##### *Other financial liabilities*

After initial recognition, such kind of financial liabilities are measured at amortized costs by using the effective interest method.

### 三、重要會計政策及會計估計(續)

#### 9. 金融工具(續) *金融負債分類和計量*

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、其他金融負債、被指定為有效套期工具的衍生工具。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，其他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：

##### *以公允價值計量且其變動計入當期損益的金融負債*

以公允價值計量且其變動計入當期損益的金融負債，包括交易性金融負債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。交易性金融負債是指滿足下列條件之一的金融負債：承擔該金融負債的目的是為了在近期內回購；屬於進行集中管理的可辨認金融工具組合的一部分，且有客觀證據表明企業近期採用短期獲利方式對該組合進行管理；屬於衍生工具，但是，被指定且為有效套期工具的衍生工具、屬於財務擔保合同的衍生工具、與在活躍市場中沒有報價且其公允價值不能可靠計量的權益工具投資掛鉤並須通過交付該權益工具結算的衍生工具除外。對於此類金融負債，按照公允價值進行後續計量，所有已實現和未實現的損益均計入當期損益。

##### *其他金融負債*

對於此類金融負債，採用實際利率法，按照攤餘成本進行後續計量。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 9. Financial instruments (Continued) *Classification and Measurement of Financial Liabilities (Continued)* *Elimination of financial instruments*

The net amount after eliminating financial assets and financial liabilities is presented in the balance sheet if the following conditions are satisfied: A lawful right exists for eliminating recognized amounts, and such lawful right is currently enforceable; it is planned that the financial assets and financial liabilities are to be netted against each other, or that they are to be realized and settled simultaneously.

#### *Financial guarantee contracts*

A financial guarantee contract is a contract that requires the issuer to settle a debt or assume a liability to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are measured, on initial recognition, at fair value. For financial guarantee contracts that are not designated as financial liabilities at fair value through profit or loss, they are, after initial recognition, subsequently measured at the higher of: the amount of the best estimate of the expenditure required to settle the present obligation at the balance sheet date; and the amount initially recognized less the accumulated amortization determined according to the principles of revenue recognition.

#### *Derivative Financial Instruments*

The Group uses derivative financial instruments such as forward currency contracts and interest rate swaps to hedge its risks associated with foreign currency and interest rate fluctuations. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. A financial derivative that is linked to and must be settled by delivery of an unquoted equity instrument (without a quoted price in an active market) whose fair value cannot be reliably measured is measured at cost.

### 三、重要會計政策及會計估計(續)

#### 9. 金融工具(續) *金融負債分類和計量(續)*

#### *金融工具抵銷*

同時滿足下列條件的，金融資產和金融負債以相互抵銷後的淨額在資產負債表內列示：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；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。

#### *財務擔保合同*

財務擔保合同，是指保證人和債權人約定，當債務人不履行債務時，保證人按照約定履行債務或者承擔責任的合同。財務擔保合同在初始確認為負債時按照公允價值計量，不屬於指定為以公允價值計量且其變動計入當期損益的金融負債的財務擔保合同，在初始確認後，按照資產負債表日履行相關現時義務所需支出的當前最佳估計數確定的金額，和初始確認金額扣除按照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。

#### *衍生金融工具*

本集團使用衍生金融工具，例如以遠期外匯合同和利率互換，分別對匯率風險和利率風險進行套期保值。衍生金融工具初始以衍生交易合同簽訂當日的公允價值進行計量，並以其公允價值進行後續計量。公允價值為正數的衍生金融工具確認為一項資產，公允價值為負數的確認為一項負債。但對於在活躍市場中沒有報價且其公允價值不能可靠計量的權益工具掛鉤並須通過交付該權益工具結算的衍生金融工具，按成本計量。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 9. Financial instruments (Continued)

##### *Derivative Financial Instruments (Continued)*

Any gains or losses arising from changes in fair value of derivatives are taken directly to profit or loss for the current period, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income and later reclassified to profit or loss when the hedged item affects profit or loss.

##### *Impairment of Financial Assets*

The Group assesses at the balance sheet date the carrying amount of every financial asset. If there is objective evidence indicating a financial asset may be impaired, a provision is provided for the impairment. Objective evidence that a financial asset is impaired is one or more events that occur after the initial recognition of the asset and have an impact (which can be reliably estimated) on the expected future cash flows of the financial asset. Where there arises any of the following objective evidences indicating that accounts receivable have been impaired, an impairment provision will be made: a serious financial difficulty occurs to the debtor; the debtor breaches any of the contractual stipulations (such as he fails to pay or delays the payment of interests or the principal); the debtor will probably go bankrupt or carry out other financial reorganisations; other objective evidences show that the accounts receivable are impaired.

##### *Financial assets carried at amortized cost*

If an impairment on a financial asset has incurred, the carrying amount of the asset is reduced to the present value of expected future cash flows (excluding future credit losses that have not been incurred) and such reduction is taken to profit or loss for the current period. The present value of expected future cash flows is discounted at the financial asset's original effective interest rate (i.e. effective interest rate computed on initial recognition) and includes the value of any related collateral. Where floating interest rate is adopted, the discount rate for determining the present value of future cash flow shall be equal to the prevailing effective rate which is contractually stipulated. Interest income upon impairment is recognized at a rate equal to the discount rate used for discounting future cashflow upon recognition of impairment loss.

### 三、重要會計政策及會計估計(續)

#### 9. 金融工具(續)

##### *衍生金融工具(續)*

除現金流量套期中屬於有效套期的部分計入其他綜合收益並於被套期項目影響損益時轉出計入當期損益之外，衍生工具公允價值變動而產生的利得或損失，直接計入當期損益。

##### *金融資產減值*

本集團於資產負債表日對金融資產的賬面價值進行檢查，有客觀證據表明該金融資產發生減值的，計提減值準備。表明金融資產發生減值的客觀證據，是指金融資產初始確認後實際發生的、對該金融資產的預計未來現金流量有影響，且企業能夠對該影響進行可靠計量的事項。金融資產發生減值的客觀證據，包括發行人或債務人發生嚴重財務困難、債務人違反合同條款(如償付利息或本金發生違約或逾期等)、債務人很可能倒閉或進行其他財務重組，以及公開的數據顯示預計未來現金流量確已減少且可計量。

##### *以攤餘成本計量的金融資產*

發生減值時，將該金融資產的賬面通過備抵項目價值減記至預計未來現金流量(不包括尚未發生的未來信用損失)現值，減記金額計入當期損益。預計未來現金流量現值，按照該金融資產原實際利率(即初始確認時計算確定的實際利率)折現確定，並考慮相關擔保物的價值。對於浮動利率，在計算未來現金流量現值時採用合同規定的現行實際利率作為折現率。減值後利息收入按照確定減值損失時對未來現金流量進行折現採用的折現率作為利率計算確認。



### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 9. Financial instruments (Continued)

##### *Impairment of Financial Assets (Continued)*

##### *Financial assets carried at amortized cost (Continued)*

For a financial asset that is individually significant, the asset is individually assessed for impairment, and the amount of impairment loss is recognized in profit or loss for the current period if there is objective evidence of impairment. For a financial asset that is not individually significant, it is included in a group of financial assets with similar credit risk characteristics and collectively assessed for impairment. If no impairment incurs for an individually assessed financial asset (whether the financial asset is individually significant or not individually significant), it is included in a group of financial assets with similar credit risk characteristics and collectively assessed for impairment. Assets for which an impairment loss is individually recognized is not included in a group of financial assets with similar credit risk characteristics and collectively assessed for impairment.

If, subsequent to the Group's recognition of an impairment loss on a financial asset carried at amortized cost, there is objective evidence of a recovery in value of the financial asset and the recovery can be related to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed and recognized in profit or loss for the current period. However, the reversal shall not result in a carrying amount of the financial asset that exceeds what the amortized cost would have been had the impairment loss not been recognized at the date the impairment is reversed.

##### *Available-for-sale financial assets*

If there is objective evidence that an available-for-sale asset is impaired, the accumulated loss arising from decline in fair value previously recognized in other comprehensive income is removed and recognized in profit or loss. The accumulated loss that removed from other comprehensive income is the difference between the acquisition cost (net of any principal repayment and amortization) and the current fair value, less any impairment loss on the financial asset previously recognized in profit or loss.

### 三、重要會計政策及會計估計(續)

#### 9. 金融工具(續)

##### *金融資產減值(續)*

##### *以攤餘成本計量的金融資產(續)*

對單項金額重大的金融資產單獨進行減值測試，如有客觀證據表明其已發生減值，確認減值損失，計入當期損益。對單項金額不重大的金融資產，包括在具有類似信用風險特徵的金融資產組合中進行減值測試或單獨進行減值測試。單獨測試未發生減值的金融資產(包括單項金額重大和不重大的金融資產)，包括在具有類似信用風險特徵的金融資產組合中再進行減值測試。已單項確認減值損失的金融資產，不包括在具有類似信用風險特徵的金融資產組合中進行減值測試。

本集團對以攤餘成本計量的金融資產確認減值損失後，如有客觀證據表明該金融資產價值已恢復，且客觀上與確認該損失後發生的事項有關，原確認的減值損失予以轉回，計入當期損益。但是，該轉回後的賬面價值不超過假定不計提減值準備情況下該金融資產在轉回日的攤餘成本。

##### *可供出售金融資產*

如果有客觀證據表明該金融資產發生減值，原計入其他綜合收益的因公允價值下降形成的累計損失，予以轉出，計入當期損益。該轉出的累計損失，為可供出售金融資產的初始取得成本扣除已收回本金和已攤銷金額、當前公允價值和原已計入損益的減值損失後的餘額。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 9. Financial instruments (Continued)

##### *Impairment of Financial Assets (Continued)*

##### *Available-for-sale financial assets (Continued)*

Objective evidence indicating that available-for-sale equity investment is impaired include significant or prolonged decline in fair value. Judgments shall be made in distinguishing "significant" and "prolonged". "Significant" is judged by the extent of fair value below its cost and "prolonged" is judged by the length of period where fair value falls below its cost. Where objective evidence of impairment exists, the accumulated loss of the transfer is represented by the balance of acquisition cost after deduction of the current fair value and impairment loss previously charged to profit and loss. The impairment loss on an available-for-sale equity investment is not reversed through profit or loss, and any increase of fair value that occurs after the impairment is recognized directly in other comprehensive income.

The determination of what is "significant" and "prolonged" requires judgment. The Group takes into account, among other factors, the extent and duration of the period of the fair value being lower than cost, in such determination.

If, after an impairment loss has been recognized on an available-for-sale debt instrument, the fair value of the debt instrument increases in a subsequent period and the increase can be objectively related to an event occurring after the original impairment loss was recognized, the original impairment loss is reversed with the amount of the reversal recognized in profit or loss for the current period.

##### *Financial assets carried at cost*

If there is objective evidence that such a financial asset is impaired, the difference between its carrying amount and the present value of expected future cash flows which are discounted at the current market yield rate of similar financial assets is recognized as an impairment loss in profit or loss for the current period. Once an impairment loss is recognized, it is not reversed.

### 三、重要會計政策及會計估計(續)

#### 9. 金融工具(續)

##### *金融資產減值(續)*

##### *可供出售金融資產(續)*

可供出售權益工具投資發生減值的客觀證據，包括公允價值發生嚴重或非暫時性下跌。「嚴重」根據公允價值低於成本的程度進行判斷，「非暫時性」根據公允價值低於成本的期間長短進行判斷。存在發生減值的客觀證據的，轉出的累計損失，為取得成本扣除當前公允價值和原已計入損益的減值損失後的餘額。可供出售權益工具投資發生的減值損失，不通過損益轉回，減值之後發生的公允價值增加直接在其他綜合收益中確認。

在確定何謂「嚴重」或「非暫時性」時，需要進行判斷。本集團根據公允價值低於成本的程度或期間長短，結合其他因素進行判斷。

對於已確認減值損失的可供出售債務工具，在隨後的會計期間公允價值已上升且客觀上與確認原減值損失確認後發生的事項有關的，原確認的減值損失予以轉回，計入當期損益。

##### *以成本計量的金融資產*

如果有客觀證據表明該金融資產發生減值，將該金融資產的賬面價值，與按照類似金融資產當時市場收益率對未來現金流量折現確定的現值之間的差額，確認為減值損失，計入當期損益。發生的減值損失一經確認，不再轉回。



### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 9. Financial instruments (Continued)

##### *Transfer of Financial Assets*

If the Group transfers substantially all the risks and rewards of ownership of the financial asset to the transferee, the Group derecognizes the financial asset; if the Group retains substantially all the risks and rewards of ownership of the financial asset, the Group does not derecognize the financial asset.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, it is accounted for as follows: if the Group has not retained control, it derecognizes the financial asset and recognizes any resulting assets or liabilities; if the Group has retained control, it continues to recognize the financial asset to the extent of its continuing involvement in the transferred financial asset and recognizes the relevant liability.

For ongoing involvement by way of provision of financial guarantee in respect of the transferred financial assets, the assets arising from such involvement is recognized as the lower of the carrying amount of the financial assets and the amount of the financial guarantee. Amount of financial guarantee refers to the maximum amount to be repayable on demand among the considerations received.

#### 10. Receivables

##### *(1) Receivables Which Are Individually Significant and for Which Provision for Bad Debt Is Recognized Separately*

In judging receivables which are individually significant, the Group takes into account accounts receivables and other receivables due from individual customers, risks specific to particular customers, risks specific to particular countries, interest on long-term receivables and the extent of guaranteed portion of receivables etc. Receivables which are individually significant are tested for impairment individually. When objective evidence indicates that the receivable has been impaired, bad debt provision is made based on the shortfall of the present value of future cash flow as compared to its carrying amount, and is charged to profit and loss for the current period.

### 三、重要會計政策及會計估計(續)

#### 9. 金融工具(續)

##### *金融資產轉移*

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。

本集團既沒有轉移也沒有保留金融資產所有權上幾乎所有的風險和報酬的，分別下列情況處理：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。

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。

#### 10. 應收款項

##### *(1) 單項金額重大並單獨計提壞賬準備的應收款項*

本集團在判斷單項金額重大的應收款項時，會考慮單個客戶應收賬款和其他應收款餘額、特定客戶風險、特定國家風險、長期應收款利息及應收款項被擔保部分等因素。本集團對單項金額重大的應收款項單獨進行減值測試。當存在客觀證據表明該應收款項發生減值的，本集團根據其未來現金流量現值低於其賬面價值的差額，計提壞賬準備，計入當期損益。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 10. Receivables (Continued)

##### (2) *Receivables for Which Provision for Bad Debt Is Recognized by Group With Distinctive Credit Risk Characteristics*

Other than receivables for which provision for bad debts has been recognized individually, provision for bad debt is recognized by group based on the actual loss rate of identical or similar group in prior year or with similar distinctive credit risk characteristics, taking into account the current situation.

Other than business segments located overseas, the grouping of receivables is based on their ages which are taken as a distinctive credit risk characteristic. Ageing analysis is conducted to determine the provision for bad debt for trade receivables and other receivables, at the following percentages:

Age 賬齡		Percentage provided for 計提比例
Within 1 year	1年以內	5%
1-2 years	1至2年	15%
2-3 years	2至3年	30%
3-4 years	3至4年	50%
4-5 years	4至5年	80%
Over 5 years	5年以上	100%

For business segments located overseas, grouping of receivables is based on their overdue ages which are taken as a distinctive credit risk characteristic.

If objective evidence shows a recovery in value of the receivables, the original bad debt provision can be reversed and carried through profit and loss in the current period.

### 三、重要會計政策及會計估計(續)

#### 10. 應收款項(續)

##### (2) *按信用風險特徵組合計提壞賬準備的應收款項*

除已單獨計提壞賬準備的應收款項外，根據以前年度與之相同或相類似的、具有類似信用風險特徵的應收款項組合的實際損失率為基礎，結合現時情況確定應計提的壞賬準備。

除位於境外的某板塊業務外，本集團以賬齡作為信用風險特徵確定應收款項組合，並採用賬齡分析法對應收賬款和其他應收款計提壞賬準備比例如下：

本集團對位於境外的某板塊業務，以逾期賬齡作為信用風險特徵確定應收款項組合。

如有客觀證據表明應收款項的價值已經恢復，則原確認的壞賬準備予以轉回，計入當期損益。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 10. Receivables (Continued)

##### (3) *Receivables Which Are Not Individually Significant But Provision for Bad Debt Is Recognized Separately*

For receivables which are not individually significant but objective evidence shows that the impairment has occurred, bad debt provision will be made according to the difference between the present value of future cash flows and its carrying amounts and will be carried through profit and loss for the current period.

If clear evidence indicates that the receivables are indeed not recoverable, such as in case of cancellation, bankruptcy or insolvency of the debtor or its serious cash flow problem, then it is recognized as a bad debt and written off for bad debt provision already made.

#### 11. Inventories

Inventories include materials in transit, raw materials, work in progress, finished goods, materials under entrusted processing, self made semi-finished goods, turnover materials and second-hand vehicles etc.

Inventories are initially carried at cost. Cost of inventories comprises all costs of purchase, costs of conversion and other costs. The actual cost of inventories transferred out is assigned by using weighted average method, first-in-first-out method or specific identification method. Low value consumables are amortized by using immediate write-off method.

The Groups adopts perpetual inventory system.

At the balance sheet date, inventories are measured at the lower of cost and net realizable value. If the cost of inventories is higher than the net realizable value, a provision for decline in value of inventories is recognized in profit or loss for the current period. If factors that previously resulted in the provision for decline in value of inventories no longer exist, so that the net realizable value is higher than the carrying amount, the amount of the write-down is reversed. The reversal is limited to the amount originally provided for the decline in value of inventories. The amount of the reversal is recognized in profit or loss for the current period.

### 三、重要會計政策及會計估計(續)

#### 10. 應收款項(續)

##### (3) *單項金額不重大但單獨計提壞賬準備的應收款項*

本集團對於單項金額不重大但存在客觀證據表明該應收款項發生減值的，本集團根據其未來現金流量現值低於其賬面價值的差額，計提壞賬準備，計入當期損益。

對於有確鑿證據表明應收款項確實無法收回時，如債務單位已撤銷、破產、資不抵債、現金流量嚴重不足等，確認為壞賬，並沖銷已計提的壞賬準備。

#### 11. 存貨

存貨包括在途物資、原材料、在產品、產成品、委托加工材料、自製半成品、周轉材料和二手車等。

存貨按照成本進行初始計量。存貨成本包括採購成本、加工成本和其他成本。發出存貨，採用加權平均法、先進先出法或個別計價法確定其實際成本。低值易耗品採用一次轉銷法進行攤銷。

存貨的盤存制度採用永續盤存制。

於資產負債表日，存貨按照成本與可變現淨值孰低計量，對成本高於可變現淨值的，計提存貨跌價準備，計入當期損益。如果以前計提存貨跌價準備的影響因素已經消失，使得存貨的可變現淨值高於其賬面價值，則在原已計提的存貨跌價準備金額內，將以前減記的金額予以恢復，轉回的金額計入當期損益。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 11. Inventories (Continued)

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale and relevant taxes. The provision for decline in value of inventories is made on an individual basis or a category basis.

#### 12. Assets classified as held-for-sale

Except for financial assets and deferred tax assets, corporate constituents (or non-current assets) are classified as held-for-sale if the following conditions are satisfied:

- (1) The constituent (or non-current asset) shall be ready for immediate sale merely under customary terms for this kind of constituent in its existing conditions;
- (2) Resolution has been made by the Group concerning the disposition of such constituent (or non-current asset) and, if required, shareholders' approval have been obtained;
- (3) Irrevocable transfer agreement has been entered into with transferee;
- (4) The transfer will be completed within one year.

Individual assets or disposal groups of non-current assets classified as held-for-sale are not subject to depreciation or amortization. They are measured at fair value less cost of disposal, but such amount shall not exceed the original carrying amount during a period where the conditions precedent to being held-for-sale are satisfied. The excess of the original carrying amount over fair value less cost of disposal shall be taken to profit and loss for the current period as loss on impairment of assets.

#### 13. Long-term equity investments

Long-term equity investments include equity investments in subsidiaries, jointly controlled enterprises and associates.

### 三、重要會計政策及會計估計(續)

#### 11. 存貨(續)

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。計提存貨跌價準備時按單個存貨項目或類別計提。

#### 12. 劃分為持有待售的資產

同時滿足以下條件的企業組成部分(或非流動資產)，除金融資產、遞延所得稅資產之外，本集團將其劃分為持有待售：

- (1) 該組成部分(或非流動資產)必須在其當前狀況下僅根據出售此類組成部分的慣常條款即可立即出售；
- (2) 本集團已經就處置該組成部分(或非流動資產)作出決議，如規定需得到股東批准的，已經取得股東大會的批准；
- (3) 已經與受讓方簽訂了不可撤銷的轉讓協議；
- (4) 該項轉讓將在一年內完成。

劃分為持有待售的非流動資產的單項資產和處置組，不計提折舊或攤銷，按照公允價值減去處置費用後的金額計量，但不得超過符合持有待售條件時的原賬面價值。原賬面價值高於公允價值減去處置費用後的差額，作為資產減值損失計入當期損益。

#### 13. 長期股權投資

長期股權投資包括對子公司、合營企業和聯營企業的權益性投資。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 13. Long-term equity investments (Continued)

A long-term equity investment is initially recorded at its initial investment cost on acquisition. For a long-term equity investment acquired under business combination involving entities under common control, the initial investment cost is determined as the initial investment cost of the long-term equity investment is the carrying value of the absorbing party's share of the owner's equity of the party being absorbed as of the date of business combination on the consolidated financial statements of the ultimate controller. The difference between the initial investment cost and the carrying value of the consideration for combination is adjusted to capital reserve (or charged against retained earnings if there is any shortfall). Other comprehensive income held prior to the acquisition date is accounted for on the same basis as where the assets or liabilities are directly disposed of by the investee in disposing of such assets or liabilities. Owners' equity recognized as a result of changes in other owners' equity of the investee other than net gains and losses, other comprehensive income and profit appropriation is taken to profit and loss for the current period upon the disposal of such investment. In particular, those which remain as long-term equity investments upon disposal are carried forward in proportion, and those which are converted to financial instruments upon disposal are carried forward in full. For a long-term equity investment acquired through a business combination involving entities not under common control, the initial investment cost is the cost of business combination (Business combination involving entities not under common control which is achieved after multiple transactions, the initial investment cost is the sum of carrying value of equity investments of the acquiree held prior to the date of acquisition and the addition to investment cost on the date of acquisition). Cost of business combination includes the sum of fair values of the assets given, liabilities incurred or assumed, and equity securities issued by the acquirer. Other comprehensive income recognized on equity method held prior to the date of acquisition is accounted for on the same basis as where the assets or liabilities are directly disposed of by the investee in disposing of such assets or liabilities. Accumulated fair value change of equity investments held prior to the date of acquisition being taken to other comprehensive income as financial instrument is taken to profit or loss for the current period under cost method. Long-term equity investments acquired by means other than business combination, initial investment cost is determined as follows: for a long-term equity investment acquired by paying cash, the initial investment cost is the actual purchase price paid and those costs, taxes and other necessary expenditures directly attributable to the acquisition of the long-term equity investment; for a long-term equity investment acquired by the issue of equity securities, the initial investment cost is the fair value of the equity securities issued. For a long-term equity investment acquired by the swap of non-monetary assets, initial investment cost is determined based on Accounting Standard for Business Enterprises No. 7 – Swap of Non-monetary Assets. For a long-term equity investment acquired by way of debt restructuring, initial investment cost is determined based on Accounting Standard for Business Enterprises No. 12 – Debt Restructuring.

### 三、重要會計政策及會計估計(續)

#### 13. 長期股權投資(續)

長期股權投資在取得時以初始投資成本進行初始計量。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所有者權益在最終控制方合併財務報表中的賬面價值的份額作為初始投資成本；初始投資成本與合併對價賬面價值之間差額，調整資本公積(不足沖減的，沖減留存收益)；合併日之前的其他綜合收益，在處置該項投資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股東權益變動而確認的股東權益，在處置該項投資時轉入當期損益；其中，處置後仍為長期股權投資的按比例結轉，處置後轉換為金融工具的則全額結轉。通過非同一控制下的企業合併取得的，以合併成本作為初始投資成本(通過多次交易分步實現非同一控制下的企業合併的，以購買日之前所持被購買方的股權投資的賬面價值與購買日新增投資成本之和作為初始投資成本)，合併成本包括購買方付出的資產、發生或承擔的負債、發行的權益性證券的公允價值之和；購買日之前持有的因採用權益法核算而確認的其他綜合收益，在處置該項投資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；購買日之前持有的股權投資作為金融工具計入其他綜合收益的累計公允價值變動在改按成本法核算時轉入當期損益。除企業合併形成的長期股權投資以外方式取得的長期股權投資，按照下列方法確定初始投資成本：支付現金取得的，以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、税金及其他必要支出作為初始投資成本；發行權益性證券取得的，以發行權益性證券的公允價值作為初始投資成本。通過非貨幣性資產交換取得的，按照《企業會計準則第7號—非貨幣性資產交換》確定初始投資成本；通過債務重組取得的，按照《企業會計準則第12號—債務重組》確定初始投資成本。



### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 13. Long-term equity investments (Continued)

For a long-term equity investment where the Company can exercise control over the investee, the Company uses the cost method in the Company's financial statements. Control refers to the power over an investee, and exposure, or rights, to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect the amount of the investor's returns.

Under the cost method, the long-term equity investment is measured at its initial investment cost. For addition or reduction of investments, the cost of long-term equity investments is adjusted. Cash dividend or profit distribution declared by an investee is recognized as profit or loss in the current period.

The equity method is adopted for a long-term equity investment when the Group holds joint control, or exercises significant influence on the investee. Joint control refers to the contractually-agreed shared control over an arrangement and related activities under such arrangement shall be decided upon with the unanimous consent of the parties sharing control. Significant influence is the power to participate in the financial and operating policy decisions of the investee but cannot control or jointly control with other parties over the formulation of those policies.

Under the equity method, where the initial investment cost of a long-term equity investment exceeds the investing entity's interest in the fair values of the investee's identifiable net assets at the acquisition date, the excess is included in the initial investment cost. Where the initial investment cost is less than the investing entity's interest in the fair values of the investee's identifiable net assets at the acquisition date, the difference is charged to profit or loss for the current period, and the cost of the long-term equity investment is adjusted accordingly.

### 三、重要會計政策及會計估計(續)

#### 13. 長期股權投資(續)

本公司能夠對被投資單位實施控制的長期股權投資，在本公司個別財務報表中採用成本法核算。控制，是指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回報金額。

採用成本法時，長期股權投資按初始投資成本計價。追加或收回投資的，調整長期股權投資的成本。被投資單位宣告分派的現金股利或利潤，確認為當期投資收益。

本集團對被投資單位具有共同控制或重大影響的，長期股權投資採用權益法核算。共同控制，是指按照相關約定對某項安排所共有的控制，並且該安排的相關活動必須經過分享控制權的參與方一致同意後才能決策。重大影響，是指對被投資單位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。

採用權益法時，長期股權投資的初始投資成本大於投資時應享有被投資單位可辨認淨資產公允價值份額的，歸入長期股權投資的初始投資成本；長期股權投資的初始投資成本小於投資時應享有被投資單位可辨認淨資產公允價值份額的，其差額計入當期損益，同時調整長期股權投資的成本。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 13. Long-term equity investments (Continued)

Under the equity method, the Group recognizes its share of the net profits or losses and other comprehensive income made by the investee as investment income or losses and other comprehensive income after the acquisition of the long-term equity investments, and adjusts the carrying amount of the investment accordingly. The Group recognizes its share of the investee's net profits or losses after making appropriate adjustments to the investee's net profits based on the fair value of the investee's identifiable assets at the acquisition date, using the Group's accounting policies and periods, and eliminating the portion of the profits or losses arising from internal transactions with its jointly controlled enterprises and associates, attributable to the investing entity according to its share ratio (but impairment losses for assets arising from internal transactions shall be recognized in full). The carrying amount of the investment is reduced accordingly based on the Group's share of any profit distributions or cash dividends declared by the investee. The Group's share of net losses of the investee is recognized to the extent the carrying amount of the investment together with any long-term interests that in substance form part of its net investment in the investee is reduced to zero, except that the Group has incurred obligations to assume additional losses. The Group adjusts the carrying amount of the long-term equity investment for any changes in owners' equity of the investee (other than net profits or losses, other comprehensive income and profit distribution) and includes the corresponding adjustments in the shareholders' equity.

### 三、重要會計政策及會計估計(續)

#### 13. 長期股權投資(續)

採用權益法時，取得長期股權投資後，按照應享有或應分擔的被投資單位實現的淨損益和其他綜合收益的份額，分別確認投資損益和其他綜合收益並調整長期股權投資的賬面價值。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內部交易損益按照應享有的比例計算歸屬於投資方的部分(但內部交易損失屬於資產減值損失的，應全額確認)，對被投資單位的淨利潤進行調整後確認，但投出或出售的資產構成業務的除外。按照被投資單位宣告分派的利潤或現金股利計算應享有的部分，相應減少長期股權投資的賬面價值。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。對於被投資單位除淨損益、其他綜合收益和利潤分配以外股東權益的其他變動，調整長期股權投資的賬面價值並計入股東權益。



### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 13. Long-term equity investments (Continued)

On disposal of the long-term equity investments, the difference between book value and market price is recognized in profit or loss for the current period. For long-term equity investments under equity method, when the use of the equity method is discontinued, other comprehensive income previously accounted for under the equity method shall be dealt with on the same basis as if the relevant assets or liabilities were disposed of directly by the investee. Shareholders' equity recognised as a result of changes in shareholders' equity other than the net-off of profit and loss, other comprehensive income and profit allocation of the investee shall be transferred in full to current profit and loss. If the equity method remains in use, other comprehensive income previously accounted for under the equity method shall be dealt with on the same basis as if the relevant assets or liabilities were disposed of directly by the investee and transferred to current profit and loss on a pro-rata basis. Shareholders' equity recognised as a result of changes in shareholders' equity other than the net-off of profit and loss, other comprehensive income and profit allocation of the investee shall be transferred to current profit and loss on a pro-rata basis.

#### 14. Investment property

Investment property is property held to earn rentals or for capital appreciation or both. Investment property includes a land use right that is leased out and a building that is leased out.

An investment property is measured initially at its cost. If the economic benefits relating to an investment property will probably flow in and the cost can be reliably measured, subsequent costs incurred for the property is included in the cost of the investment property. Otherwise, subsequent costs are recognized in profit or loss for the period in which they are incurred.

### 三、重要會計政策及會計估計(續)

#### 13. 長期股權投資(續)

處置長期股權投資，其賬面價值與實際取得價款的差額，計入當期損益。採用權益法核算的長期股權投資，終止採用權益法的，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股東權益變動而確認的股東權益，全部轉入當期損益；仍採用權益法的，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進行會計處理並按比例轉入當期損益，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股東權益變動而確認的股東權益按相應的比例轉入當期損益。

#### 14. 投資性房地產

投資性房地產，是指為賺取租金或資本增值，或兩者兼有而持有的房地產，包括已出租的土地使用權、已出租的建築物。

投資性房地產按照成本進行初始計量。與投資性房地產有關的後續支出，如果與該資產有關的經濟利益很可能流入且其成本能夠可靠地計量，則計入投資性房地產成本。否則，於發生時計入當期損益。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 14. Investment property (Continued)

The Group uses the cost model for subsequent measurement of its investment property. Depreciation or amortization is calculated on the straight-line basis over its useful life, as follows:

Item 項目	Expected useful life (years) 預計使用壽命(年)	Expected net rate of residual value 預計淨殘值率(%)	Annual depreciation 年折舊率(%)
Land use rights 土地所有權	48.5–50 years	0	2.00–2.06
Houses and buildings 房屋及建築物	14.5–30 years	0–5	3.17–6.90

#### 15. Fixed assets

A fixed asset is recognized only when the economic benefits associated with the asset will probably flow to the Group and the cost of the asset can be measured reliably. Subsequent expenditure incurred for a fixed asset that meet the recognition criteria shall be included in the cost of the fixed asset, and the carrying amount of the component of the fixed asset that is replaced shall be derecognized. Otherwise, such expenditure shall be recognized in profit or loss for the period in which they are incurred.

Fixed assets are initially measured at cost. The cost of a purchased fixed asset comprises the purchase price, relevant taxes and any directly attributable expenditure for bringing the asset to working condition for its intended use. Other than fixed assets arising from the use and appropriation of safety funds, special reserve offset against the cost of fixed assets, and equivalent amounts of accumulated depreciation recognized; and certain equipment of the parent company, and machinery and equipment of certain subsidiaries namely Weichai America Corp., Shaanxi Fast Gear Co., Ltd., Baoji Fast Gear Co., Ltd. and Xi'an Fast Auto Drive Co., Ltd., for which double-declining balance method is used for depreciation, the straight line method is adopted for the depreciation of other fixed assets.

### 三、重要會計政策及會計估計(續)

#### 14. 投資性房地產(續)

本集團採用成本模式對投資性房地產進行後續計量，在其使用壽命內採用直線法計提折舊或攤銷。列示如下：

#### 15. 固定資產

固定資產僅在與其有關的經濟利益很可能流入本集團，且其成本能夠可靠地計量時才予以確認。與固定資產有關的後續支出，符合該確認條件的，計入固定資產成本，並終止確認被替換部分的賬面價值；否則，於發生時計入當期損益。

固定資產按照成本進行初始計量。購置固定資產的成本包括購買價款，相關稅費，以及為使固定資產達到預定可使用狀態前所發生的可直接歸屬於該項資產的其他支出。除使用提取的安全生產費形成的固定資產，按照形成固定資產的成本沖減專項儲備，並確認相同金額的累計折舊；以及母公司部分設備、子公司濰柴北美公司、陝西法士特齒輪有限公司、寶雞法士特齒輪有限公司及西安法士特汽車傳動有限公司的機器設備折舊採用雙倍餘額遞減法之外，其他固定資產折舊均採用直線法。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 15. Fixed assets (Continued)

The expected useful lives, net residual value rates and annual depreciation rates of fixed assets are presented as follows:

Item	項目	Expected useful life (years) 預計使用壽命 (年)	Expected net residual value rate (%) 預計淨殘值率 (%)	Annual depreciation rate (%) 年折舊率 (%)
Land use rights	土地所有權	Indefinite 無期限	0	0
Houses and buildings	房屋及建築物	10–50	0–5	1.90–10.00
Machinery and equipment	機器設備	3–15	0–5	6.33–23.85
Vehicles	運輸工具	4–10	0–5	9.50–25.00
Electronic equipment	電子設備	2–15	0–5	6.33–50.00
Other equipment	其他設備	2–15	0–5	6.33–50.00
Forklift trucks and equipment leased out (long-term)	租出的叉車及設備(長期)	2–15	0	6.67–50.00
Forklift trucks and equipment leased out (short-term)	租出的叉車及設備(短期)	2–15	0	6.67–50.00

#### *Forklift trucks and equipment leased out (long-term)*

If the risks and rewards of the leased assets remains with the company as the lessor under an operating lease, the assets are reported as a separate item in the balance sheet and, being measured at cost and are depreciated. To fund leases, industrial trucks are generally sold to leasing companies. The industrial trucks are then leased back to companies in the KION GROUP AG (head lease), who sub-lease them to external end customers (described below as “sale and leaseback sub-leases”). These long-term leases generally have a term of four to five years. If, in the case of sale and leaseback sub-leases, the risks and rewards incidental to the head lease are substantially borne by KION GROUP AG and are not transferred to the end customers, the corresponding assets are reported as forklift trucks and equipment leased out (long-term) under fixed assets. However, if substantially the risks and rewards incidental to the head lease are transferred to the end customers, a corresponding lease receivable is recognized. In both cases, the funding items for these long-term customer leases, which are funded for terms that match those of the leases, are recognized as lease liabilities.

### 三、重要會計政策及會計估計(續)

#### 15. 固定資產(續)

各類固定資產的原始預計使用壽命、淨殘值率及年折舊率列示如下：

#### *租出的叉車及設備(長期)*

在經營租賃的情況下，公司作為出租人保留了租賃資產相關的風險與報酬，相關資產在財務報表附註中單獨披露，租賃資產以成本計量，並計提折舊。為滿足融資需求，公司通常將工業叉車銷售給第三方租賃公司，然後再租回到本公司之子集團KION GROUP AG內部的公司(首次租賃)，再轉租給外部最終用戶(以下稱為「售後租回再轉租」)，租賃期通常為4到5年。如果售後租回再轉租的首次租賃的風險報酬仍然由KION GROUP AG承擔，同時也未通過轉租轉移給最終客戶，則相應資產列示為固定資產項下的租出的叉車及設備(長期)。如果風險報酬轉移給了最終客戶，則確認相應應收租賃款項。上述兩種情況下，與租賃期相匹配的長期租賃融資項目確認為租賃負債。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 15. Fixed assets (Continued)

##### *Forklift trucks and equipment leased out (short-term)*

Forklift trucks and equipment leased out (short-term) arises from short-term rental transactions as well as the sale of industrial trucks in relation to which significant risks and rewards remain with the Company ("sale with risk").

In the case of short-term rentals, Linde Material Handling Ltd ("LMH") and STILL Materials Handling Ltd ("STILL") under KION GROUP AG, a subsidiary group under the Company rent industrial trucks to customers directly. Short-term rental agreements usually have a term within one year. The significant risks and rewards remain with the aforesaid companies. The industrial trucks are carried at cost and depreciated over the normal useful life, depending on the product group.

In an indirect leasing arrangement, industrial trucks are sold to finance partners who then enter into leases with end customers. If LMH and STILL provide material residual value guarantees or a customer default guarantee ("sale with risk"), the trucks are recognized as assets in the balance sheet at their cost on the date of the sale and written down to their guaranteed residual value, or zero, on a straight-line basis over the period until the customer default guarantee expires. If the Company provides a residual value guarantee, an amount equivalent to the residual value obligation is recognized under financial liabilities.

For fixed assets leased in under finance lease, depreciation for leased assets is provided for using policy similar to that applied to selfowned fixed assets. When it can be reasonably determined that the ownership of a leased asset will be obtained at the end of the lease term, it is depreciated over the period of expected use; otherwise, the lease asset is depreciated over the shorter period of the lease term and its useful life.

The Group reviews the useful life and estimated net residual value of a fixed asset and the depreciation method applied at least at each year-end, and make adjustments if necessary.

### 三、重要會計政策及會計估計(續)

#### 15. 固定資產(續)

##### *租出的叉車及設備(短期)*

租出的叉車及設備(短期)產生於短期租賃交易和主要風險報酬仍由公司承擔的售出工業叉車(保留風險銷售)。

在短期租賃情況下，本公司之子集團KION GROUP AG下屬子分部Linde Material Handling(「LMH」)和STILL Materials Handling Ltd(「STILL」)直接銷售給最終客戶，租賃期通常為1年以內，主要風險和報酬仍由上述公司承擔。工業叉車按成本計量，在正常使用年限內進行攤銷，使用年限取決於所屬的產品類別。

在間接租賃協議情況下，工業叉車銷售給金融合作夥伴，再由金融合作夥伴租賃給最終客戶。如果LMH和STILL承擔主要的擔保餘額或違約風險保證(保留風險銷售)，則上述租出資產在出售時確認為資產負債表的資產項目，則按成本計量，並在違約風險保證到期前按直線法折舊到擔保餘值或者零。對於公司提供的餘值擔保，義務被確認為金融負債。

以融資租賃方式租入的固定資產採用與自有固定資產一致的政策計提租賃資產折舊。能夠合理確定租賃期屆滿時取得租賃資產所有權的，在租賃資產使用壽命內計提折舊，無法合理確定租賃期屆滿能夠取得租賃資產所有權的，在租賃期與租賃資產使用壽命兩者中較短的期間內計提折舊。

本集團至少於每年年度終了，對固定資產的使用壽命、預計淨殘值和折舊方法進行覆核，必要時進行調整。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 16. Construction in progress

The cost of construction in progress is determined according to the actual expenditure incurred for the construction, including all necessary construction expenditure incurred during the construction period, borrowing costs that shall be capitalized before the construction gets ready for its intended use and other relevant expenses.

A construction in progress is transferred to fixed asset when the asset is ready for its intended use.

#### 17. Borrowing costs

Borrowing costs are interest and other costs incurred by the Group in connection with the borrowing of the funds. Borrowing costs include interest, amortization of discounts or premiums related to borrowings, ancillary costs incurred in connection with the arrangement of borrowings, and exchange differences arising from foreign currency borrowings.

The borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized. The amounts of other borrowing costs incurred are recognized as an expense in the period in which they are incurred. Qualifying assets are assets (fixed assets, investment property and inventories, etc.) that necessarily take a substantial period of time for acquisition, construction or production to get ready for their intended use or sale.

The capitalization of borrowing costs commences only when all of the following conditions are satisfied:

- (1) expenditures for the asset are being incurred;
- (2) borrowing costs are being incurred;
- (3) activities relating to the acquisition, construction or production of the asset that are necessary to prepare the asset for its intended use or sale have commenced.

### 三、重要會計政策及會計估計(續)

#### 16. 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時轉入固定資產。

#### 17. 借款費用

借款費用，是指本集團因借款而發生的利息及其他相關成本，包括借款利息、折價或者溢價的攤銷、輔助費用以及因外幣借款而發生的匯兌差額等。

可直接歸屬於符合資本化條件的資產的購建或者生產的借款費用，予以資本化，其他借款費用計入當期損益。符合資本化條件的資產，是指需要經過相當長時間的購建或者生產活動才能達到預定可使用或者可銷售狀態的固定資產、投資性房地產和存貨等資產。

借款費用同時滿足下列條件的，才能開始資本化：

- (1) 資產支出已經發生；
- (2) 借款費用已經發生；
- (3) 為使資產達到預定可使用或者可銷售狀態所必要的購建或者生產活動已經開始。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 17. Borrowing costs (Continued)

Capitalization of borrowing costs ceases when the qualifying asset being acquired, constructed or produced becomes ready for its intended use or sale. Any borrowing costs subsequently incurred are recognized as an expense in the period in which they are incurred.

During the capitalization period, the amount of interest to be capitalized for each accounting period shall be determined as follows:

- (1) where funds are borrowed for a specific purpose, the amount of interest to be capitalized is the actual interest expense incurred on that borrowing for the period less any bank interest earned from depositing the borrowed funds before being used on the asset or any investment income on the temporary investment of those funds.
- (2) where funds are borrowed for a general purpose, the amount of interest to be capitalized on such borrowings is determined by applying a weighted average interest rate to the weighted average of the excess amounts of accumulated expenditure on the asset over and above the amounts of specific-purpose borrowings.

Capitalization of borrowing costs is suspended during periods in which the acquisition, construction or production of a qualifying asset is interrupted by activities other than those necessary to prepare the asset for its intended use or sale, when the interruption is for a continuous period of more than 3 months. Borrowing costs incurred during these periods are recognized as an expense for the current period until the acquisition, construction or production is resumed.

#### 18. Intangible assets

An intangible asset shall be recognized only when it is probable that the economic benefit associated with the asset will flow to the Group and the cost of the asset can be measured reliably. Intangible assets are measured initially at cost. However, intangible assets acquired in a business combination with a fair value that can be measured reliably are recognized separately as intangible assets and measured at the fair value.

### 三、重要會計政策及會計估計(續)

#### 17. 借款費用(續)

購建或者生產符合資本化條件的資產達到預定可使用或者可銷售狀態時，借款費用停止資本化。之後發生的借款費用計入當期損益。

在資本化期間內，每一會計期間的利息資本化金額，按照下列方法確定：

- (1) 專門借款以當期實際發生的利息費用，減去暫時性的存款利息收入或投資收益後的金額確定。
- (2) 佔用的一般借款，根據累計資產支出超過專門借款部分的資產支出加權平均數乘以所佔用一般借款的加權平均利率計算確定。

符合資本化條件的資產在購建或者生產過程中，發生除達到預定可使用或者可銷售狀態必要的程序之外的非正常中斷、且中斷時間連續超過3個月的，暫停借款費用的資本化。在中斷期間發生的借款費用確認為費用，計入當期損益，直至資產的購建或者生產活動重新開始。

#### 18. 無形資產

無形資產僅在與其有關的經濟利益很可能流入本集團，且其成本能夠可靠地計量時才予以確認，並以成本進行初始計量。但企業合併中取得的無形資產，其公允價值能夠可靠地計量的，即單獨確認為無形資產並按照公允價值計量。



### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 18. Intangible assets (Continued)

The useful life of an intangible asset is determined according to the period over which it is expected to generate economic benefits for the Group. An intangible asset is regarded as having an indefinite useful life when there is no foreseeable limit to the period over which the asset is expected to generate economic benefits for the Group.

The original useful lives of the intangible assets are as follows:

		Useful life (years) 使用壽命(年)
Technology know-how	專有技術	3–20 years 3–20年
Land use rights	土地使用權	30–50 years 30–50年
Computer software	計算機軟件	2–10 years 2–10年
License	特許權	3–15 years 3–15年
Orders on hand	在手訂單	1–25 years 1–25年
Customer relationship	客戶關係	2–17 years 2–17年
Intangible assets arising from in-house research and development	內部研發形成無形資產	5–7 years 5–7年
Others	其他	3–10 years 3–10年
Trademark rights	商標使用權	indefinite 不確定

Land use rights that are acquired by the Group are generally accounted for as intangible assets. Buildings, such as plants that are developed and constructed by the Group, and relevant land use rights and buildings, are accounted for as intangible assets and fixed assets, respectively. Payments for the land and buildings acquired are allocated between the land use rights and the buildings; if they cannot be reasonably allocated, all of the land use rights and buildings are accounted for as fixed assets.

An intangible asset with a finite useful life is amortized using the straight-line method over its useful life. For an intangible asset with a finite useful life, the Group reviews the useful life and amortization method at least at each year-end and makes adjustment if necessary.

### 三、重要會計政策及會計估計(續)

#### 18. 無形資產(續)

無形資產按照其能為本集團帶來經濟利益的期限確定使用壽命，無法預見其為本集團帶來經濟利益期限的作為使用壽命不確定的無形資產。

各項無形資產的原始使用壽命如下：

本集團取得的土地使用權，通常作為無形資產核算。自行開發建造廠房等建築物，相關的土地使用權和建築物分別作為無形資產和固定資產核算。外購土地及建築物支付的價款在土地使用權和建築物之間進行分配，難以合理分配的，全部作為固定資產處理。

使用壽命有限的無形資產，在其使用壽命內採用直線法攤銷。本集團至少於每年年度終了，對使用壽命有限的無形資產的使用壽命及攤銷方法進行覆核，必要時進行調整。



### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 18. Intangible assets (Continued)

An intangible asset with an indefinite useful life are tested for impairment at least once every year, irrespective of whether there is any indication that the asset may be impaired. This category of intangible assets will not be amortized and will be reviewed every accounting period based on its useful life. If there are evidence indicates that its useful life is limited, the asset will be accounted for in accordance to the policy for intangible asset with definite useful life stated above.

The Group classifies the expenditure on an internal research and development project into expenditure on the research phase and expenditure on the development phase. Expenditure on the research phase is recognized in profit or loss for the period in which it is incurred. Expenditure on the development phase is capitalized when the Group can demonstrate all of the following: (i) the technical feasibility of completing the intangible asset so that it will be available for use or sale; (ii) the intention to complete the intangible asset and use or sell it; (iii) how the intangible asset will generate probable future economic benefits. Among other things, the Group can demonstrate the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the usefulness of the intangible asset; (iv) the availability of adequate technical, financial and other resources to complete the development and the ability to use or sell the intangible asset; and (v) its ability to measure reliably the expenditure attributable to the intangible asset during its development. Expenditure in the development phase that does not meet the above criteria is recognized in profit or loss for the period in which it is incurred.

#### 19. Impairment of assets

The Group determines the impairment of assets, other than the impairment of inventories, deferred income taxes, financial assets and assets classified as held-for-sale, using the following methods:

### 三、重要會計政策及會計估計(續)

#### 18. 無形資產(續)

對使用壽命不確定的無形資產，無論是否存在減值跡象，每年均進行減值測試。此類無形資產不予攤銷，在每個會計期間對其使用壽命進行覆核。如果有證據表明使用壽命是有限的，則按上述使用壽命有限的無形資產的政策進行會計處理。

本集團將內部研究開發項目的支出，區分為研究階段支出和開發階段支出。研究階段的支出，於發生時計入當期損益。開發階段的支出，只有在同時滿足下列條件時，才能予以資本化，即：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；具有完成該無形資產並使用或出售的意圖；無形資產產生經濟利益的方式，包括能夠證明運用該無形資產生產的產品存在市場或無形資產自身存在市場，無形資產將在內部使用的，能夠證明其有用性；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；歸屬於該無形資產開發階段的支出能夠可靠地計量。不滿足上述條件的開發支出，於發生時計入當期損益。

#### 19. 資產減值

本集團對除存貨、遞延所得稅、金融資產、劃分為持有待售的資產外的資產減值，按以下方法確定：

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 19. Impairment of assets (Continued)

The Group assesses at the balance sheet date whether there is any indication that an asset may be impaired. If any indication exists that an asset may be impaired, the Group estimates the recoverable amount of the asset and performs test for impairment. Goodwill arising from a business combination and an intangible asset with an indefinite useful life are tested for impairment at least at each year-end, irrespective of whether there is any indication that the asset may be impaired. Intangible assets that have not been ready for intended use are tested for impairment each year.

The recoverable amount of an asset is the higher of its fair value less costs to sell and the present value of the future cash flow expected to be derived from the asset. The Group estimates the recoverable amount on an individual basis. If it is not possible to estimate the recoverable amount of the individual asset, the Group determines the recoverable amount of the asset group to which the asset belongs. Identification of an asset group is based on whether major cash inflows generated by the asset group are largely independent of the cash inflows from other assets or asset groups.

When the recoverable amount of an asset or asset group is less than its carrying amount, the carrying amount is reduced to the recoverable amount. The reduction in carrying amount is recognized in profit or loss for the current period. A provision for impairment of the asset is recognized accordingly.

For the purpose of impairment testing, the carrying amount of goodwill acquired in a business combination is allocated from the acquisition date on a reasonable basis, to each of the related asset groups; if it is impossible to allocate to the related asset groups, it is allocated to each of the related sets of asset groups. Each of the related asset groups or sets of asset groups is an asset group or set of asset group that is able to benefit from the synergies of the business combination and shall not be larger than a reportable segment determined by the Group.

### 三、重要會計政策及會計估計(續)

#### 19. 資產減值(續)

本集團於資產負債表日判斷資產是否存在可能發生減值的跡象，存在減值跡象的，本集團將估計其可收回金額，進行減值測試。對因企業合併所形成的商譽和使用壽命不確定的無形資產，無論是否存在減值跡象，至少於每年末進行減值測試。對於尚未達到可使用狀態的無形資產，也每年進行減值測試。

可收回金額根據資產的公允價值減去處置費用後的淨額與資產預計未來現金流量的現值兩者之間較高者確定。本集團以單項資產為基礎估計其可收回金額；難以對單項資產的可收回金額進行估計的，以該資產所屬的資產組為基礎確定資產組的可收回金額。資產組的認定，以資產組產生的主要現金流入是否獨立於其他資產或者資產組的現金流入為依據。

當資產或者資產組的可收回金額低於其賬面價值時，本集團將其賬面價值減記至可收回金額，減記的金額計入當期損益，同時計提相應的資產減值準備。

就商譽的減值測試而言，對於因企業合併形成的商譽的賬面價值，自購買日起按照合理的方法分攤至相關的資產組；難以分攤至相關的資產組的，將其分攤至相關的資產組組合。相關的資產組或者資產組組合，是能夠從企業合併的協同效應中受益的資產組或者資產組組合，且不大於本集團確定的報告分部。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 19. Impairment of assets (Continued)

In testing an asset group or a set of asset groups to which goodwill has been allocated for impairment, if there is any indication of impairment, the Group firstly tests the asset group or set of asset groups excluding the amount of goodwill allocated for impairment, determines the recoverable amount and recognizes any impairment loss. After that, the Group tests the asset group or set of asset groups including goodwill for impairment, whereby the carrying amount of the related asset group or set of asset groups is compared to its recoverable amount. If the carrying amount of the asset group or set of asset groups is higher than its recoverable amount, the amount of the impairment loss firstly reduces the carrying amount of the goodwill allocated to the asset group or set of asset groups, and then reduce the carrying amount of other assets (other than the goodwill) within the asset group or set of asset groups, pro rata on the basis of the carrying amount of each asset.

Once the above impairment loss is recognized, it cannot be reversed in subsequent accounting periods.

#### 20. Long-term prepaid expenses

Long-term prepaid expenses are amortized using straight-line method with amortization period as follows:

		Amortization period (years) 攤銷期(年)
Industrial mould fee	工裝模具費	1-5
Industrial equipment fee	工位器具費	5
Expenditure on improvement of fixed assets leased in	租入固定資產改良支出	The shorter of useful life and lease term 使用壽命與租賃期孰短

#### 21. Payroll

Payroll are all forms of consideration or compensation given by the Group for obtaining services rendered by employees or for terminating working relationship. Payroll include short-term remuneration, post-employment benefits, severance benefits and other long-term staff benefits. The benefits provided to spouses, children, persons receiving maintenance, widows or widowers of deceased staff and other beneficiaries are also included in payroll.

### 三、重要會計政策及會計估計(續)

#### 19. 資產減值(續)

對包含商譽的相關資產組或者資產組組合進行減值測試時，如與商譽相關的資產組或者資產組組合存在減值跡象的，首先對不包含商譽的資產組或者資產組組合進行減值測試，計算可收回金額，確認相應的減值損失。然後對包含商譽的資產組或者資產組組合進行減值測試，比較其賬面價值與可收回金額，如可收回金額低於賬面價值的，減值損失金額首先抵減分攤至資產組或者資產組組合中商譽的賬面價值，再根據資產組或者資產組組合中除商譽之外的其他各項資產的賬面價值所佔比重，按比例抵減其他各項資產的賬面價值。

上述資產減值損失一經確認，在以後會計期間不再轉回。

#### 20. 長期待攤費用

長期待攤費用採用直線法攤銷，攤銷期如下：

#### 21. 職工薪酬

職工薪酬，是指本集團為獲得職工提供的服務或解除勞動關係而給予的除股份支付以外各種形式的報酬或補償。職工薪酬包括短期薪酬、離職後福利、辭退福利和其他長期職工福利。本集團提供給職工配偶、子女、受贍養人、已故員工遺屬及其他受益人等的福利，也屬於職工薪酬。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 21. Payroll (Continued)

##### *Short-term remuneration*

Short-term remuneration actually incurred during the accounting period in which the staff members provide services are recognized as liability and taken to the profit and loss for the current period or the costs of the relevant asset.

##### *Post-employment benefits (Defined contribution plan)*

The employees of the Group participate in pension insurance administered by local governments. The relevant expenditure is recognized, when incurred, in the costs of relevant assets or the profit and loss for the current period.

##### *Post-employment benefits (Defined benefit plan)*

Some overseas subsidiaries of the group operate defined benefit pension plan, under which contributions shall be made to a separately-administered fund. The cost of providing benefits under the defined benefit pension plan is determined using the projected unit credit method.

Any re-measurements arising from the defined benefit pension plan, including actuarial gains and losses, change to the effect on maximum assets (net of amounts included under net interest) and return on assets under the plan (net of amount included under net interest), are recognized immediately in balance sheet, and included as incurred in owners' equity through other comprehensive income. No reversal to profit or loss will be made in subsequent periods.

Previous service costs are recognized as expenses for the current period on the earlier of the following dates: when amendments are made to the defined benefit plan; or when the Group recognizes the relevant reorganization costs or severance benefits.

### 三、重要會計政策及會計估計(續)

#### 21. 職工薪酬(續)

##### *短期薪酬*

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，並計入當期損益或相關資產成本。

##### *離職後福利(設定提存計劃)*

本集團的職工參加由當地政府管理的養老保險，相應支出在發生時計入相關資產成本或當期損益。

##### *離職後福利(設定受益計劃)*

本集團的部分海外子公司運作設定受益退休金計劃，該等計劃要求向獨立管理的基金繳存費用。設定受益計劃下提供該福利的成本採用預期累積福利單位法。

設定受益退休金計劃引起的重新計量，包括精算利得或損失，資產上限影響的變動(扣除包括在設定受益計劃淨負債利息淨額中的金額)和計劃資產回報(扣除包括在設定受益計劃淨負債利息淨額中的金額)，均在資產負債表中立即確認，並在其發生期間通過其他綜合收益計入股東權益，後續期間不轉回至損益。

在下列日期孰早日將過去服務成本確認為當期費用：修改設定受益計劃時；本集團確認相關重組費用或辭退福利時。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 21. Payroll (Continued)

##### *Post-employment benefits (Defined benefit plan) (Continued)*

Net interest is calculated by multiplying the net liabilities or net assets under the defined benefit plan with the discount rate. Changes in the net obligations under the defined benefit plan are recognized under cost of sales, general and administrative expenses and finance expenses in the income statement. Costs of services include costs of services for the current period, costs of services for previous periods, and gains or losses on settlement. Net interest includes interest income accrued upon assets under the plan, interest expenses incurred due to obligations under the plan, and interest under the effect of maximum assets.

##### *Severance benefits*

Where the Group provides severance benefits to its employees, payroll payable arising from such severance benefits are recognized on the earlier of the following dates and included in profit or loss for the current period: when the company is unable to unilaterally withdraw the severance benefits provided under its plan to terminate working relationship with employees or redundancy plan; or when the company recognizes costs or expenses relating to reorganization involving the payment of severance benefits.

##### *Other long-term staff benefits*

For other long-term staff benefits provided to staff members, the provisions for post-employment benefits apply for recognizing and measuring the net liabilities or net assets for other long-term staff benefits, but movements are taken to profit and loss for the current period or the costs of the relevant assets.

#### 22. Provisions

Except for contingent consideration transferred and contingent liability assumed in business combinations not involving entities under common control, the Group recognizes an obligation related to a contingency as a provision when all of the following conditions are satisfied:

- (1) the obligation is a present obligation of the Group;
- (2) it is probable that an outflow of economic benefits from the Group will be required to settle the obligation;
- (3) the amount of the obligation can be measured reliably.

### 三、重要會計政策及會計估計(續)

#### 21. 職工薪酬(續)

##### *離職後福利(設定受益計劃)(續)*

利息淨額由設定受益計劃淨負債或淨資產乘以折現率計算而得。本集團在利潤表的營業成本、管理費用、財務費用中確認設定受益計劃淨義務的變動：服務成本，包括當期服務成本、過去服務成本和結算利得或損失；利息淨額，包括計劃資產的利息收益、計劃義務的利息費用以及資產上限影響的利息。

##### *辭退福利*

本集團向職工提供辭退福利的，在下列兩者孰早日確認辭退福利產生的職工薪酬負債，並計入當期損益：企業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；企業確認與涉及支付辭退福利的重組相關的成本或費用時。

##### *其他長期職工福利*

向職工提供的其他長期職工福利，適用離職後福利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，但變動均計入當期損益或相關資產成本。

#### 22. 預計負債

除了非同一控制下企業合併中的或有對價及承擔的或有負債之外，當與或有事項相關的義務同時符合以下條件，本集團將其確認為預計負債：

- (1) 該義務是本集團承擔的現時義務；
- (2) 該義務的履行很可能導致經濟利益流出本集團；
- (3) 該義務的金額能夠可靠地計量。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 22. Provisions (Continued)

A provision is initially measured at the best estimate of the expenditure required to settle the related present obligation, with comprehensive consideration of factors such as the risks, uncertainty and time value of money relating to a contingency. The carrying amount of a provision is reviewed at the balance sheet date. If there is clear evidence that the carrying amount does not reflect the current best estimate, the carrying amount is adjusted to the best estimate.

A contingent liability recognized in a business combination from the acquiree is initially measured at its fair value. Subsequently, it is measured at the higher of (i) the amount that would be recognized in accordance with the general guidance for provisions above; and (ii) the amount initially recognized less, when appropriate, cumulative amortization recognized in accordance with the guidance for revenue recognition.

#### 23. Share-based payments

Share-based payments can be distinguished into equity-settled share-based payments and cash-settled share-based payments. Equity-settled share-based payments are transactions of the Group settled through the payment of shares or other equity instruments in consideration for receiving services.

Equity-settled share-based payments made in exchange for services rendered by employees are measured at the fair value of equity instruments granted to employees. Instruments which are vested immediately upon the grant are charged to relevant costs or expenses at the fair value on the date of grant and the capital reserve is credited accordingly. Instruments of which vesting is conditional upon completion of services or fulfillment of performance conditions are measured by recognizing services rendered during the period in relevant costs or expenses and crediting the capital reserve accordingly at the fair value on the date of grant according to the best estimates conducted by the Group at each balance sheet date during the pending period based on subsequent information such as latest updates on the change in the number of entitled employees and whether performance conditions have been fulfilled, and etc. For the fair value of equity instruments, see Note XI.

### 三、重要會計政策及會計估計(續)

#### 22. 預計負債(續)

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。每個資產負債表日對預計負債的賬面價值進行覆核。有確鑿證據表明該賬面價值不能反映當前最佳估計數的，按照當前最佳估計數對該賬面價值進行調整。

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。

#### 23. 股份支付

股份支付，分為以權益結算的股份支付和以現金結算的股份支付。以權益結算的股份支付，是指本集團為獲取服務以股份或其他權益工具作為對價進行結算的交易。

以權益結算的股份支付換取職工提供服務的，以授予職工權益工具的公允價值計量。授予後立即可行權的，在授予日按照公允價值計入相關成本或費用，相應增加資本公積；完成等待期內的服務或達到規定業績條件才可行權的，在等待期內每個資產負債表日，本集團根據最新取得的可行權職工人數變動、是否達到規定業績條件等後續信息對可行權權益工具數量作出最佳估計，以此為基礎，按照授予日的公允價值，將當期取得的服務計入相關成本或費用，相應增加資本公積。權益工具的公允價值參見附註十一。



### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 23. Share-based payments (Continued)

The cost of equity-settled transactions is recognised, together with a corresponding increase in capital reserve, over the period in which the performance and service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest.

No expense is recognised for awards that do not ultimately vest, except where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other non-market conditions are satisfied.

Where the terms of an equity-settled share-based payment are modified, as a minimum, services obtained are recognized as if the terms had not been modified. In addition, an expense is recognized for any modification which increases the total fair value of the instrument granted, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognized for the award is recognized immediately. Where employees or other parties are permitted to choose to fulfill non-vesting conditions but have not fulfilled during the pending period, equity-settled share-based payments are deemed cancelled. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the new awards are treated as if they were a modification of the original award.

### 三、重要會計政策及會計估計(續)

#### 23. 股份支付(續)

在滿足業績條件和服務期限條件的期間，應確認以權益結算的股份支付的成本或費用，並相應增加資本公積。可行權日之前，於每個資產負債表日為以權益結算的股份支付確認的累計金額反映了等待期已屆滿的部分以及本集團對最終可行權的權益工具數量的最佳估計。

對於最終未能行權的股份支付，不確認成本或費用，除非行權條件是市場條件或非可行權條件，此時無論是否滿足市場條件或非可行權條件，只要滿足所有可行權條件中的非市場條件，即視為可行權。

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。

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。



### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 23. Share-based payments (Continued)

A cash-settled share-based payment shall be measured in accordance with the fair value of liability calculated and confirmed based on the shares or other equity instruments undertaken by the Group. Initial measurement is based on fair value as at the date of grant, and reference is made to the terms and conditions attached to the equity instruments. Refer to Note XI. If the right may be exercised immediately after the grant, the fair value of the liability undertaken by the enterprise shall, on the date of the grant, be included in the relevant costs or expenses, and the liabilities shall be increased accordingly. If the right may not be exercised until the vesting period comes to an end or until the specified performance conditions are met, on each balance sheet date within the vesting period, the services obtained in the current period shall, based on the best estimate of the information about the exercisable right, be included in the relevant costs or expenses at the fair value of the liability undertaken by the enterprise, and the liabilities shall be increased accordingly. On each balance sheet date prior to settlement of the relevant liabilities and on the settlement date, the fair value of the liability is re-measured and any change of fair value is taken to profit or loss for the current period.

#### 24. Revenue

Revenue is recognized only when it is probable that the associated economic benefits will flow to the Group, its amount can be measured reliably, and the following conditions are satisfied.

##### *Revenue From the Sales of Goods*

Revenue is recognized when the Group has transferred to the buyer the significant risks and rewards of ownership of the goods; the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold; and the associated costs incurred or to be incurred can be measured reliably. The amount of revenue arising from the sale of goods is determined in accordance with the consideration received or receivable from the buyer under contract or agreement, except where the consideration received or receivable under contract or agreement is not fair. Where the consideration receivable under contract or agreement is deferred, such that the arrangement is in substance of a financing nature, the amount of revenue arising on the sale of goods is measured at the fair value of the consideration receivable under contract or agreement.

### 三、重要會計政策及會計估計(續)

#### 23. 股份支付(續)

以現金結算的股份支付，按照本集團承擔的以股份或其他權益工具為基礎計算確定的負債的公允價值計量。初始按照授予日的公允價值計量，並考慮授予權益工具的條款和條件，參見附註十一。授予後立即可行權的，在授予日以承擔負債的公允價值計入成本或費用，相應增加負債；完成等待期內的服務或達到規定業績條件才可行權的，在等待期內以對可行權情況的最佳估計為基礎，按照承擔負債的公允價值，將當期取得的服務計入相關成本或費用，增加相應負債。在相關負債結算前的每個資產負債表日以及結算日，對負債的公允價值重新計量，其變動計入當期損益。

#### 24. 收入

收入在經濟利益很可能流入本集團、且金額能夠可靠計量，並同時滿足下列條件時予以確認。

##### *銷售商品收入*

本集團已將商品所有權上的主要風險和報酬轉移給購貨方，並不再對該商品保留通常與所有權相聯繫的繼續管理權和實施有效控制，且相關的已發生或將發生的成本能夠可靠地計量，確認為收入的實現。銷售商品收入金額，按照從購貨方已收或應收的合同或協議價款確定，但已收或應收的合同或協議價款不公允的除外；合同或協議價款的收取採用遞延方式，實質上具有融資性質的，按照應收的合同或協議價款的公允價值確定。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 24. Revenue (Continued)

##### *Revenue From the Rendering of Services*

When the outcome of a transaction involving the rendering of services can be estimated reliably at the balance sheet date, revenue associated with the transaction is recognized using the percentage of completion method, or otherwise, the revenue is recognized to the extent of costs incurred that are expected to be recoverable. The outcome of a transaction involving rendering of services can be estimated reliably when all of the following conditions are satisfied: the amount of revenue can be measured reliably; it is probable that the associated economic benefits will flow to the Group; the stage of completion of the transaction can be measured reliably; the costs incurred and to be incurred for the transaction can be measured reliably. The Group determines the stage of completion of a transaction involving the rendering of services by using the proportion of costs incurred to date to the estimated total costs. The total service revenue on a transaction involving rendering of services is determined in accordance with the consideration received or receivable from the recipient of services under contract or agreement, except where the consideration received or receivable under contract or agreement is not fair.

Where the contracts or agreements entered into with other entities cover the sale of goods or provision of services, the portion of sale of goods and the portion of provision of services are dealt with separately if the two portions can be distinguished and separately measured. If the two portions cannot be distinguished, or can be distinguished but cannot be separately measured, such contract is fully taken as to relate to sale of goods.

##### *Interest Income*

It is determined according to the length of time for which the Group's cash and cash equivalents is used by others and the effective interest rate.

##### *Royalty Income*

It is determined according to period and method of charging as stipulated in the relevant contract or agreement.

### 三、重要會計政策及會計估計(續)

#### 24. 收入(續)

##### *提供勞務收入*

於資產負債表日，在提供勞務交易的結果能夠可靠估計的情況下，按完工百分比法確認提供勞務收入；否則按已經發生並預計能夠得到補償的勞務成本金額確認收入。提供勞務交易的結果能夠可靠估計，是指同時滿足下列條件：收入的金額能夠可靠地計量，相關的經濟利益很可能流入本集團，交易的完工進度能夠可靠地確定，交易中已發生和將發生的成本能夠可靠地計量。本集團以已經發生的成本佔估計總成本的比例確定提供勞務交易的完工進度。提供勞務收入總額，按照從接受勞務方已收或應收的合同或協議價款確定，但已收或應收的合同或協議價款不公允的除外。

本集團與其他企業簽訂的合同或協議包括銷售商品和提供勞務時，如銷售商品部分和提供勞務部分能夠區分並單獨計量的，將銷售商品部分和提供勞務部分分別處理；如銷售商品部分和提供勞務部分不能夠區分，或雖能區分但不能夠單獨計量的，將該合同全部作為銷售商品處理。

##### *利息收入*

按照他人使用本集團貨幣資金的時間和實際利率計算確定。

##### *使用費收入*

按照有關合同或協議約定的收費時間和方法計算確定。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 24. Revenue (Continued)

##### *Lease Income*

Lease income from operating leases is recognized on a straight-line basis over the lease term. Contingent rents are charged to profit or loss in the period in which they actually arise.

#### 25. Government grants

Government grant is recognized when the Group can comply with the conditions attached to it and it can be received. If a government grant is in the form of a transfer of a monetary asset, it is measured at the amount received or receivable. If a government grant is in the form of a transfer of a non-monetary asset, it is measured at fair value; if fair value is not reliably determinable, it is measured at a nominal amount.

Government grants for purchasing, building or forming long-term assets in other methods regulated in government documents are recognized as government grants related to assets. Judgments should be made based on the necessary basic conditions for obtaining the government grants when government documents are unclearly stated. Government grants with purchasing, building or forming long-term assets in other methods as basic conditions, are recognized as government grants related to assets, whereas the rest as government grants related to income.

A government grant related to income is accounted for as follows: (a) if the grant is a compensation for related expenses or losses to be incurred in subsequent periods, the grant is recognized as deferred income, and recognized in profit or loss over the periods in which the related costs are recognized; (b) if the grant is a compensation for related expenses or losses already incurred, it is recognized immediately in profit or loss for the current period. A government grant related to an asset shall be recognized as deferred income, and evenly amortized to profit or loss for the current period over the useful life of the related asset. However, a government grant measured at a nominal amount is recognized immediately in profit or loss for the current period.

### 三、重要會計政策及會計估計(續)

#### 24. 收入(續)

##### *租賃收入*

經營租賃的租金收入在租賃期內各個期間按照直線法確認，或有租金在實際發生時計入當期損益。

#### 25. 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，按照收到或應收的金額計量。政府補助為非貨幣性資產的，按照公允價值計量；公允價值不能可靠取得的，按照名義金額計量。

政府文件規定用於購建或以其他方式形成長期資產的，作為與資產相關的政府補助；政府文件不明確的，以取得該補助必須具備的基本條件為基礎進行判斷，以購建或以其他方式形成長期資產為基本條件的作為與資產相關的政府補助，除此之外的作為與收益相關的政府補助。

與收益相關的政府補助，用於補償以後期間的相關費用或損失的，確認為遞延收益，並在確認相關費用的期間計入當期損益；用於補償已發生的相關費用或損失的，直接計入當期損益。與資產相關的政府補助，確認為遞延收益，在相關資產使用壽命內平均分配，計入當期損益。但按照名義金額計量的政府補助，直接計入當期損益。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 26. Income tax

Income tax comprises current and deferred tax. Income tax is recognized as income or an expense in profit or loss for the current period, or recognized directly in shareholders' equity if it arises from a business combination or relates to a transaction or event which is recognized directly in shareholders' equity.

The Group measures a current tax asset or liability arising from the current and prior period based on the amount of income tax expected to be paid by the Group or returned by tax authority calculated by related tax laws.

For temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts, and temporary differences between the carrying amounts and the tax bases of items, the tax bases of which can be determined for tax purposes, but which have not been recognized as assets and liabilities according to the tax laws, deferred taxes are provided using the liability method.

A deferred tax liability is recognized for all taxable temporary differences, except:

- (1) where the taxable temporary differences arise from the initial recognition of goodwill, or the initial recognition of an asset or liability in a transaction which contains both of the following characteristics: (i) the transaction is not a business combination; and (ii) at the time of the transaction, it affects neither accounting profit nor taxable profit or deductible loss.
- (2) in respect of taxable temporary differences associated with investments in subsidiaries, jointly-controlled enterprises and associates, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not be reversed in the foreseeable future.

### 三、重要會計政策及會計估計(續)

#### 26. 所得稅

所得稅包括當期所得稅和遞延所得稅。除由於企業合併產生的調整商譽，或與直接計入股東權益的交易或者事項相關的計入股東權益外，均作為所得稅費用或收益計入當期損益。

本集團對於當期和以前期間形成的當期所得稅負債或資產，按照稅法規定計算的預期應交納或返還的所得稅金額計量。

本集團根據資產與負債於資產負債表的賬面價值與計稅基礎之間的暫時性差異，以及未作為資產和負債確認但按照稅法規定可以確定其計稅基礎的項目的賬面價值與計稅基礎之間的差額產生的暫時性差異，採用資產負債表債務法計提遞延所得稅。

各種應納稅暫時性差異均據以確認遞延所得稅負債，除非：

- (1) 應納稅暫時性差異是在以下交易中產生的：商譽的初始確認，或者具有以下特徵的交易中產生的資產或負債的初始確認：該交易不是企業合併，並且交易發生時既不影響會計利潤也不影響應納稅所額或可抵扣虧損。
- (2) 對於與子公司、合營企業及聯營企業投資相關的應納稅暫時性差異，該暫時性差異轉回的時間能夠控制並且該暫時性差異在可預見的未來很可能不會轉回。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 26. Income tax (Continued)

A deferred tax asset is recognized for deductible temporary differences, carryforward of deductible tax losses from prior years and tax credits, to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, and deductible tax losses and tax credits can be utilized, except:

- (1) where the deductible temporary differences arises from a transaction that is not a business combination and, at the time of the transaction, neither the accounting profit nor taxable profit or deductible loss is affected.
- (2) in respect of the deductible temporary differences associated with investments in subsidiaries, associates and jointly-controlled enterprises, a deferred tax asset is only recognized to the extent that it is probable that the temporary differences will be reversed in the foreseeable future and taxable profit will be available against which the deductible temporary differences can be utilized in the future.

At the balance sheet date, deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, according to the requirements of tax laws. The measurement of deferred tax assets and deferred tax liabilities reflects the tax consequences that would follow from the manner in which the Group expects at the balance sheet date, to recover the assets or settle the liabilities.

The carrying amount of deferred tax assets is reviewed at the balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available in future periods to allow the deferred tax assets to be utilized. Unrecognized deferred tax assets are reassessed at the balance sheet date and are recognized to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

### 三、重要會計政策及會計估計(續)

#### 26. 所得稅(續)

對於可抵扣暫時性差異、能夠結轉以後年度的可抵扣虧損和稅款抵減，本集團以很可能取得用來抵扣可抵扣暫時性差異、可抵扣虧損和稅款抵減的未來應納稅所得額為限，確認由此產生的遞延所得稅資產，除非：

- (1) 可抵扣暫時性差異是在以下交易中產生的：該交易不是企業合併，並且交易發生時既不影響會計利潤也不影響應納稅所得額或可抵扣虧損。
- (2) 對於與子公司、合營企業及聯營企業投資相關的可抵扣暫時性差異，同時滿足下列條件的，確認相應的遞延所得稅資產：暫時性差異在可預見的未來很可能轉回，且未來很可能獲得用來抵扣可抵扣暫時性差異的應納稅所得額。

本集團於資產負債表日，對於遞延所得稅資產和遞延所得稅負債，依據稅法規定，按照預期收回該資產或清償該負債期間的適用稅率計量，並反映資產負債表日預期收回資產或清償負債方式的所得稅影響。

於資產負債表日，本集團對遞延所得稅資產的賬面價值進行覆核，如果未來期間很可能無法獲得足夠的應納稅所得額用以抵扣遞延所得稅資產的利益，減記遞延所得稅資產的賬面價值。於資產負債表日，本集團重新評估未確認的遞延所得稅資產，在很可能獲得足夠的應納稅所得額可供所有或部分遞延所得稅資產轉回的限度內，確認遞延所得稅資產。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 26. Income tax (Continued)

Deferred tax assets and deferred tax liabilities presented on a net basis are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities on a net basis and the deferred taxes relate to the same taxable entity and the same taxation authority.

#### 27. Leases

A finance lease is a lease that transfers in substance all the risks and rewards incidental to ownership of an asset. An operating lease is a lease other than a finance lease.

##### *In the Case of the Lessee of an Operating Lease*

Lease payments under an operating lease are recognized by a lessee on a straight-line basis over the lease term, and either included in the cost of the related asset or charged to profit or loss for the current period. Contingent rents are charged to profit or loss in the period in which they actually arise.

##### *In the Case of the Lessor of an Operating Lease*

Rent income under an operating lease is recognized by a lessor on a straight-line basis over the lease term, through profit or loss for the current period. Contingent rents are charged to profit or loss in the period in which they actually arise.

##### *In the Case of the Lessee of a Finance Lease*

At the commencement of lease term, for an asset leased in under finance lease, the difference between the book value of the leased-in asset, which is determined as the lower of the fair value of such leased asset as at the commencement of lease term and the present value of minimum lease payments, and the book value of long-term payables, which is determined as the minimum lease payments, is treated as unrecognized finance costs which is apportioned to the leasing period using effective interest rate method. Contingent rents are charged to profit or loss in the period in which they actually arise.

### 三、重要會計政策及會計估計(續)

#### 26. 所得稅(續)

如果擁有以淨額結算當期所得稅資產及當期所得稅負債的法定權利，且遞延所得稅與同一應納稅主體和同一稅收征管部門相關，則將遞延所得稅資產和遞延所得稅負債以抵銷後的淨額列示。

#### 27. 租賃

實質上轉移了與資產所有權有關的全部風險和報酬的租賃為融資租賃，除此之外的均為經營租賃。

##### *作為經營租賃承租人*

經營租賃的租金支出，在租賃期內各個期間按照直線法計入相關的資產成本或當期損益，或有租金在實際發生時計入當期損益。

##### *作為經營租賃出租人*

經營租賃的租金收入在租賃期內各個期間按直線法確認為當期損益，或有租金在實際發生時計入當期損益。

##### *作為融資租賃承租人*

融資租入的資產，於租賃期開始日將租賃開始日租賃資產的公允價值與最低租賃付款額現值兩者中較低者作為租入資產的入賬價值，將最低租賃付款額作為長期應付款的入賬價值，其差額作為未確認融資費用，在租賃期內各個期間採用實際利率法進行分攤。或有租金在實際發生時計入當期損益。



### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 27. Leases (Continued)

##### *In the Case of the Lessor of a Finance Lease*

At the commencement of lease term, for an asset leased out under finance lease, the book value of finance lease receivable is measured at the sum of minimum lease receipts and initial direct costs, whilst risk exposure shall be recorded simultaneously; and unrealized finance income shall be measured at the difference between the sum of minimum lease receipt, initial direct costs and risk exposure, and its present value. These are recognized using effective interest rate method during the leasing period. Contingent rents are charged to profit or loss in the period in which they actually arise.

#### 28. Hedge accounting

For the purpose of hedge accounting, the Group adopts cash flow hedging against interest rate risks and exchange rate risks.

Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction, or a foreign currency risk in an unrecognised firm commitment.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting, the risk management objective and its strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the Group will assess the hedging instrument's effectiveness in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

### 三、重要會計政策及會計估計(續)

#### 27. 租賃(續)

##### *作為融資租賃出租人*

融資租出的資產，於租賃期開始日將租賃開始日最低租賃收款額與初始直接費用之和作為應收融資租賃款的入賬價值，同時記錄未擔保餘值；將最低租賃收款額、初始直接費用及未擔保餘值之和與其現值之和的差額作為未實現融資收益，在租賃期內各個期間採用實際利率法進行確認。或有租金在實際發生時計入當期損益。

#### 28. 套期會計

就套期會計方法而言，本集團運用現金流量套期對利率風險和匯率風險進行套期。

現金流量套期，是指對現金流量變動風險進行的套期，此現金流量變動源於與已確認資產或負債、很可能發生的預期交易有關的某類特定風險，或一項未確認的確定承諾包含的匯率風險。

在套期關係開始時，本集團對套期關係有正式指定，並準備了關於套期關係、風險管理目標和套期策略的正式書面文件。該文件載明瞭套期工具、被套期項目或交易，被套期風險的性質，以及本集團對套期工具有效性評價方法。套期有效性，是指套期工具的公允價值或現金流量變動能夠抵銷被套期風險引起的被套期項目公允價值或現金流量的程度。此類套期預期高度有效，並被持續評價以確保此類套期在套期關係被指定的會計期間內高度有效。



### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 28. Hedge accounting (Continued)

Hedges which meet the strict criteria for hedge accounting are accounted for as follows:

##### *Cash flow hedges*

The effective portion of the gain or loss on the hedging instrument is recognised directly in other comprehensive income, while the ineffective portion is recognised immediately in profit or loss.

Amounts recognized in other comprehensive income are transferred to profit or loss when the hedged transaction affects profit or loss, such as when hedged financial income or financial expense is recognised or when a forecast sale occurs. If the hedged item is the cost of a non-financial assets or non-financial liability, the amount that would otherwise be recognized in other comprehensive income is transferred out in the same period as the profit or loss of that non-financial assets or non-financial liability, and recognized in profit or loss in current period.

If the hedging instrument expires or is sold, terminated or exercised (with the expiry of rollover of the hedging strategic component or unfulfilled replacement or the termination of processing of the contract), if its designation as a hedge is revoked, or if the hedge no longer fulfills the accounting requirement of a hedge, the amounts previously taken to other comprehensive income remain in other comprehensive income until the forecast transaction or firm commitment occurs or is fulfilled in actual terms.

#### 29. Repurchase of shares

Consideration and transaction costs paid for the repurchase of the Company's own equity instruments are charged against shareholders' equity. Other than share-based payments, issuance (including refinancing), repurchase, sale or cancellation of its own equity instruments is treated as change in equity.

#### 30. Profit appropriation

Interim and final cash dividends are recognized as liabilities upon approval by shareholders in general meeting.

### 三、重要會計政策及會計估計(續)

#### 28. 套期會計(續)

滿足套期會計方法的嚴格條件的，按如下方法進行處理：

##### *現金流量套期*

套期工具利得或損失中屬於有效套期的部分，直接確認為其他綜合收益，屬於無效套期的部分，計入當期損益。

如果被套期交易影響當期損益的，如當被套期財務收入或財務費用被確認或預期銷售發生時，則在其他綜合收益中確認的金額轉入當期損益。如果被套期項目是一項非金融資產或非金融負債的成本，則原在其他綜合收益中確認的金額，在該非金融資產或非金融負債影響損益的相同期間轉出，計入當期損益。

如果套期工具已到期、被出售、合同終止或已行使(但作為套期策略組成部分的展期或替換不作為已到期或合同終止處理)，或者撤銷了對套期關係的指定，或者該套期不再滿足套期會計方法的條件，則以前計入其他綜合收益的金額不轉出，直至預期交易實際發生或確定承諾履行。

#### 29. 回購股份

回購自身權益工具支付的對價和交易費用，減少股東權益。除股份支付之外，發行(含再融資)、回購、出售或註銷自身權益工具，作為權益的變動處理。

#### 30. 利潤分配

本公司的中期及年度現金股利，於股東大會批准後確認為負債。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 31. Safety funds

Safety funds provided for as required were included in cost of product or the current profit and loss, and credited in special reserve. And the funds are treated separately depending on whether fixed assets are resulted when being used: funds related to expenditure is offset against special reserve directly while those forming fixed assets will consolidate expenditure incurred and recognized as fixed assets when such assets are ready for their intended use, at the same time offsetting equivalent amounts in the special reserve and recognizing equivalent amounts of accumulated depreciation.

#### 32. Fair value measurement

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

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs only under the circumstances where such relevant observable inputs cannot be obtained or practicably obtained.

### 三、重要會計政策及會計估計(續)

#### 31. 安全生產費

按照規定提取的安全生產費，計入相關產品的成本或當期損益，同時計入專項儲備；使用時區分是否形成固定資產分別進行處理：屬於費用性支出的，直接沖減專項儲備；形成固定資產的，歸集所發生的支出，於達到預定可使用狀態時確認固定資產，同時沖減專項儲備並確認等值累計折舊。

#### 32. 公允價值計量

本集團於每個資產負債表日以公允價值計量衍生金融工具和上市的權益工具投資。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。本集團以公允價值計量相關資產或負債，假定出售資產或者轉移負債的有序交易在相關資產或負債的主要市場進行；不存在主要市場的，本集團假定該交易在相關資產或負債的最有利市場進行。主要市場（或最有利市場）是本集團在計量日能夠進入的交易市場。本集團採用市場參與者在對該資產或負債定價時為實現其經濟利益最大化所使用的假設。

以公允價值計量非金融資產的，考慮市場參與者將該資產用於最佳用途產生經濟利益的能力，或者將該資產出售給能夠用於最佳用途的其他市場參與者產生經濟利益的能力。

本集團採用在當前情況下適用並且有足夠可利用數據和其他信息支持的估值技術，優先使用相關可觀察輸入值，只有在可觀察輸入值無法取得或取得不切實可行的情況下，才使用不可觀察輸入值。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 32. Fair value measurement (Continued)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole: Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2 – based on inputs other than inputs within Level 1 that are observable for the asset or liability, either directly or indirectly; Level 3 – based on input for the asset or liability that is not based on observable market data.

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Group re-assess them at each balance sheet date to determine whether transfers have occurred between levels in the hierarchy.

#### 33. Segment reporting

The Group identifies operating segments based on the internal organization structure, managerial requirements and internal reporting system, identifies reportable segments based on operating segments and discloses segment information by operating segment.

An operating segment is a component of the Group that meets all the following conditions:

- (1) it engages in business activities from which it may earn revenues and incur expenses;
- (2) its operating results are regularly reviewed by the Company's management to make decisions about resources to be allocated to the segment and assess its performance;
- (3) the Group is able to obtain relevant accounting information such as its financial position, operating results and cash flows of such segment.

If two or more segments have similar economic characteristics and meet certain conditions, then they can be aggregated into a single operating segment.

### 三、重要會計政策及會計估計(續)

#### 32. 公允價值計量(續)

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相同資產或負債在活躍市場上未經調整的報價；第二層次輸入值，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。

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. 分部報告

本集團以內部組織結構、管理要求、內部報告制度為依據確定經營分部，以經營分部為基礎確定報告分部並披露分部信息。

經營分部是指本集團內同時滿足下列條件的組成部分：

- (1) 該組成部分能夠在日常活動中產生收入、發生費用；
- (2) 本公司管理層能夠定期評價該組成部分的經營成果，以決定向其配置資源、評價其業績；
- (3) 本集團能夠取得該組成部分的財務狀況、經營成果和現金流量等有關會計信息。

兩個或多個經營分部具有相似的經濟特徵，並且滿足一定條件的，則可合併為一個經營分部。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 34. Significant accounting judgments and estimates

The preparation of the financial statements requires management to make judgments, estimates and assumptions that will affect the reported amounts and disclosure of revenue, expenses, assets and liabilities, and the disclosure of contingent liabilities at the balance sheet date. However, uncertainty about these estimates and assumptions could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

##### *Judgments*

In the process of applying the Group's accounting policies, management has made the following judgments which have significant effect on the amounts recognized in the financial statements.

##### *Confirmation of Functional Currency*

Since the Company owns a number of overseas subsidiaries, associates and branch organizations, when recognizing its functional currency, multiple factors are taken into consideration to recognize the major economic environment of their operating locations. Under circumstances with multiple factors and no obvious functional currency, the Group uses judgment to confirm its functional currency. Such judgment is the best to reflect economic influence of the underlying transactions, events and environment. Unless there appear material changes in the major economic environment relating to the recognition of functional currency, once the functional currency is recognized, it would not change.

##### *Finance lease – in the case of the lessor*

Leases where all risks and rewards relating to the ownership of the assets are substantially transferred are referred to as finance leases. The Group does not retain all substantial risks and rewards of the ownership of these leased assets, and thus they are regarded as finance leases.

### 三、重要會計政策及會計估計(續)

#### 34. 重大會計判斷和估計

編製財務報表要求管理層作出判斷、估計和假設，這些判斷、估計和假設會影響收入、費用、資產和負債的列報金額及其披露，以及資產負債表日或有負債的披露。然而，這些假設和估計的不確定性所導致的結果可能造成對未來受影響的資產或負債的賬面金額進行重大調整。

##### *判斷*

在應用本集團的會計政策的過程中，管理層作出了以下對財務報表所確認的金額具有重大影響的判斷。

##### *記賬本位幣的確定*

本公司在境外擁有多家子公司、聯營企業及分支機構，在確定其記賬本位幣時，考慮多個因素確定其經營所處的主要經濟環境。在多個因素混合在一起，記賬本位幣不明顯的情況下，本集團運用判斷以確定其記賬本位幣，該判斷最能反映基礎交易、事項和環境的經濟影響；除非與確定記賬本位幣相關的主要經濟環境發生重大變化，記賬本位幣一經確定不發生變更。

##### *融資租賃－作為出租人*

實質上轉移了與資產所有權有關的全部風險和報酬的租賃為融資租賃。本集團未保留這些租賃資產所有權上的所有重大風險和報酬，因此作為融資租賃處理。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 34. Significant accounting judgments and estimates (Continued)

##### *Judgments (Continued)*

##### *Operating lease – in the case of the lessor*

The Group has entered into leasing contracts for its investment properties, certain intangible assets and certain fixed assets. The Group is of the opinion that, according to the terms of such leasing contracts, the Group has retained all material risks and returns of ownership of these investment properties, intangible assets and fixed assets and therefore they are accounted for as operating lease.

##### *Estimation Uncertainty*

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the future accounting periods, are discussed below.

##### *Impairment of goodwill and trademarks*

The Group determines whether goodwill and trademarks with indefinite useful life are impaired at least on an annual basis. This requires an estimation of the value in use of the asset group to which goodwill and trademarks are allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the asset group and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

##### *Defined benefit plans*

The management of the Group recognizes defined benefit plans liabilities based on calculating model of the present value of the defined benefit liabilities less fair value of the planned assets. The present value of defined benefit liabilities comprises of various assumptions, including term of benefits and discount rate. Inconsistency between the future events and such assumptions may subject the defined benefit plans liabilities on the balance sheet date to material adjustment.

### 三、重要會計政策及會計估計(續)

#### 34. 重大會計判斷和估計(續)

##### *判斷(續)*

##### *經營租賃—作為出租人*

本集團就投資性房地產、部分無形資產和部分固定資產簽訂了租賃合同。本集團認為，根據租賃合同的條款，本集團保留了這些投資性房地產、無形資產和固定資產所有權上的所有重大風險和報酬，因此作為經營租賃處理。

##### *估計的不確定性*

以下為於資產負債表日有關未來的關鍵假設以及估計不確定性的其他關鍵來源，可能會導致未來會計期間資產和負債賬面金額重大調整。

##### *商譽及商標減值*

本集團至少每年測試商譽和使用壽命不確定的商標是否發生減值。進行測定時必須估算獲分配相關商譽及商標之資產組的使用價值。使用價值之估算需要本集團估算預期資產組所產生之未來現金流量及選擇合適折現率以計算該等現金流量之現值。

##### *設定受益計劃*

本集團的管理層依據模型計算的設定受益義務的現值減計劃資產的公允價值確定設定受益計劃淨負債。設定受益義務的現值計算包含多項假設，包括受益期限及折現率。倘若未來事項與該等假設不符，可能導致對於資產負債表日設定受益計劃淨負債的重大調整。

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 34. Significant accounting judgments and estimates (Continued)

##### *Estimation Uncertainty (Continued)*

##### *Fair value*

Fair value of derivatives as at the balance sheet date is calculated by the management of the Group based on models. Such calculation is on the basis of some assumptions. Carrying value of derivatives may differ significantly if future events deviate from such assumptions.

##### *Impairment of available-for-sale financial assets*

The Group classifies certain assets as available-for-sale financial assets and directly recognizes movements of their fair values in other comprehensive income. When the fair value declines, management makes assumptions about the decline in value to determine whether there is an impairment loss that shall be recognized in the income statement.

##### *Impairment of non-current assets other than financial assets (other than goodwill and trademark with uncertain lifetime)*

The Group assesses whether there are any indication of impairment for all non-current assets other than financial assets at the balance sheet date. Intangible assets with indefinite useful lives are tested for impairment annually and at other times when such indication exists. Other non-current assets other than financial assets are tested for impairment when there are indication that the carrying amounts may not be recoverable. Where the carrying amount of an asset or asset group is higher than its recoverable amount (i.e. the higher of the net of its fair value less costs to sell and the present value of the future cash flows expected to be derived from it), it is indicated that such asset or asset group is impaired. The net of the fair value less costs to sell is determined with reference to the price in sales agreement or observable market price of similar assets in arm's length transaction, adjusted for incremental costs that would be directly attributable to the disposal of the asset or asset group. When calculating the present value of expected future cash flows from an asset or asset group, the management shall estimate the expected future cash flows from the asset or asset group and choose a suitable discount rate in order to calculate the present value of those future cash flows.

### 三、重要會計政策及會計估計(續)

#### 34. 重大會計判斷和估計(續)

##### *估計的不確定性(續)*

##### *公允價值*

本集團管理層依據模型計算衍生工具於資產負債表日的公允價值，該計算包含多項假設，倘未來事項與該假設不符，可能導致衍生工具賬面價值的重大調整。

##### *可供出售金融資產減值*

本集團將某些資產歸類為可供出售金融資產，並將其公允價值的變動直接計入其他綜合收益。當公允價值下降時，管理層就價值下降作出假設以確定是否存在需在利潤表中確認其減值損失。

##### *除金融資產之外的非流動資產減值 (除商譽和使用壽命不確定的商標外)*

本集團於資產負債表日對除金融資產之外的非流動資產判斷是否存在可能發生減值的跡象。對使用壽命不確定的無形資產，除每年進行的減值測試外，當其存在減值跡象時，也進行減值測試。其他除金融資產之外的非流動資產，當存在跡象表明其賬面金額不可收回時，進行減值測試。當資產或資產組的賬面價值高於可收回金額，即公允價值減去處置費用後的淨額和預計未來現金流量的現值中的較高者，表明發生了減值。公允價值減去處置費用後的淨額，參考公平交易中類似資產的銷售協議價格或可觀察到的市場價格，減去可直接歸屬於該資產處置的增量成本確定。預計未來現金流量現值時，管理層必須估計該項資產或資產組的預計未來現金流量，並選擇恰當的折現率確定未來現金流量的現值。



### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 34. Significant accounting judgments and estimates (Continued)

##### *Estimation Uncertainty (Continued)*

##### *Deferred tax assets*

Deferred tax assets are recognized for all unused deductible temporary differences and deductible losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and deductible losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profit together with future tax planning strategies.

##### *Net realizable values of inventories*

The net realizable values of inventories are based on the saleability of the evaluated inventory and their net realizable values. The management's judgments and estimates are required for determining inventory impairment on the basis of clear evidence, purpose of holding the inventories, effect of subsequent events and other factors. The difference between the actual outcome and original estimate will affect the carrying amount of inventories and provision and reversal of decline in value of inventories during the estimated revision period.

##### *Impairment of receivable*

Impairment of receivable is based on the recoverability of assessed receivable. The management's judgments and estimates are required for determining impairment of receivable. The difference between the actual outcome and original estimate will affect the carrying amount of receivable and provision and reversal of bad debts of receivable during the estimated revision period.

##### *Recognition of provision*

The Group uses contract terms, existing knowledge and historical experience, to estimate and recognize the provision for product quality assurance. On condition that such contingent matters have formed a present obligation and the discharge of which is probable to give rise to an outflow of the Group's economic benefits, the Group recognizes the best estimate.

##### *Estimated useful lives of fixed assets*

The Group reviews the estimated useful lives of fixed assets at least once at the end of the year. Estimated useful lives are determined by the management based on historical experience of similar assets and expected technological advancement. Corresponding adjustment to depreciation expenses for future periods will be made in case of substantial changes in previous estimates.

### 三、重要會計政策及會計估計(續)

#### 34. 重大會計判斷和估計(續)

##### *估計的不確定性(續)*

##### *遞延所得稅資產*

在很可能有足夠的應納稅所得額用以抵扣可抵扣暫時性差異和可抵扣虧損的限度內，應就所有尚未利用的可抵扣暫時性差異和可抵扣虧損確認遞延所得稅資產。這需要管理層運用大量的判斷來估計未來取得應納稅所得額的時間和金額，結合納稅籌劃策略，以決定應確認的遞延所得稅資產的金額。

##### *存貨可變現淨值*

存貨可變現淨值是基於評估存貨的可售性及其可變現淨值。鑒定存貨減值要求管理層在取得確鑿證據，並且考慮持有存貨的目的、資產負債表日後事項的影響等因素的基礎上作出判斷和估計。實際的結果與原先估計的差異將在估計被改變的期間影響存貨的賬面價值及存貨跌價準備的計提或轉回。

##### *應收款項減值*

應收款項減值是基於評估應收款項的可收回性。鑒定應收款項減值要求管理層的判斷和估計。實際的結果與原先估計的差異將在估計被改變的期間影響應收款項的賬面價值及應收款項壞賬準備的計提或轉回。

##### *預計負債的確認*

本集團根據合約條款、現有知識及歷史經驗，對產品質量保證估計並計提相應準備；在該等或有事項已經形成一項現實義務，且履行該等現實義務很可能導致經濟利益流出本集團的情況下，以最佳估計數進行計量。

##### *固定資產的預計可使用年限*

本集團至少於每年年度終了，對固定資產的預計使用壽命進行覆核。預計使用壽命是管理層基於對同類資產歷史經驗並結合預期技術更新而確定的。當以往的估計發生重大變化時，則相應調整未來期間的折舊費用。



## IV. TAXATION

## 1. Major categories of taxes and respective tax rates

Value-added tax (VAT)

增值稅

- Output VAT is calculated by applying 17% to the taxable income for normal taxpayers, but the Group may pay it after deducting deductible input VAT for the current period.

一般納稅人按應稅收入的17%計算銷項稅，並按扣除當期允許抵扣的進項稅額後的差額計繳增值稅。

Business tax

營業稅

- It is calculated by applying 5% to the taxable income.

按應稅收入的5%計繳營業稅。

City maintenance and construction tax

城市維護建設稅

- It is levied at 7% or 5% on the actual turnover taxes paid.

按實際繳納的流轉稅的7%或5%計繳。

Education surcharge

教育費附加

- It is levied at 3% on the actual turnover taxes paid.

按實際繳納的流轉稅的3%計繳。

Corporate income tax

企業所得稅

- It is levied at 15% or 25% on the taxable profit, except that for overseas subsidiaries, it is levied at the statutory tax rate of the countries or regions in which the subsidiaries operate.

除海外子公司按其所在國家、地區的法定稅率計繳外，企業所得稅按應納稅所得額的15%或25%計繳。

## 2. Tax benefits

*Value-added tax*

In accordance with the Notice Concerning Exemption from Value-added Tax and Consumption Tax applicable to Special-purpose Military Vehicles (《關於軍用特種車輛免徵增值稅和消費稅的通知》) issued by MOF and State Administration of Taxation, the sale of special-purpose military vehicles to army and armed police by Shaanxi Heavy-duty Motor Co., Ltd., a subsidiary of the Company, is exempted from value-added tax.

*Corporate Income Tax*

The Company was recognized as a high-tech enterprise on 27 November 2008 and became entitled to a preferential income tax rate of 15% for the period from 1 January 2008 to 31 December 2010. The Company has been recognized again as a high-tech enterprise and is therefore entitled to enjoy a preferential income tax rate of 15% from 1 January 2014 to 31 December 2016.

Shaanxi Hande Axle Co., Ltd. was recognized as a high-tech enterprise and is therefore entitled to enjoy a preferential income tax rate of 15% from 1 January 2012 to 31 December 2014.

## 2. 稅收優惠

*增值稅*

本公司之子公司陝西重型汽車有限公司根據財政部、國家稅務總局《關於軍用特種車輛免徵增值稅和消費稅的通知》銷售給軍隊、武警部隊使用的軍用特種車輛免徵增值稅。

*企業所得稅*

本公司於2008年11月27日被認定為高新技術企業，自2008年1月1日至2010年12月31日享受15%的所得稅優惠稅率。本年公司重新獲得高新技術企業資格，自2014年1月1日至2016年12月31日享受15%的所得稅優惠稅率。

陝西漢德車橋有限公司已通過高新技術企業認定，自2012年1月1日至2014年12月31日享受15%所得稅優惠稅率。

#### IV. TAXATION (CONTINUED)

##### 2. Tax benefits (Continued)

###### *Corporate Income Tax (Continued)*

Weichai Power (Weifang) Reconstruction Co., Ltd. was recognized as a high-tech enterprise and is therefore entitled to enjoy a preferential income tax rate of 15% from 1 January 2013 to 31 December 2015.

Zhuzhou Torch Sparkplugs Co., Ltd. was recognized as a high-tech enterprise and is therefore entitled to enjoy a preferential income tax rate of 15% from 12 November 2012 to 12 November 2015.

Shaanxi Heavy-duty Motor Co., Ltd., Shaanxi Fast Gear Co., Ltd., Baoji Fast Gear Co., Ltd., Zhuzhou Gear Co., Ltd. (株洲齒輪有限責任公司), Zhuzhou Torch Machinery Manufacturing Co., Ltd., (株洲湘火炬機械製造有限責任公司), Zhuzhou Euro Grace Gear Automotive Transmission Co., Ltd (株洲歐格瑞傳動股份有限公司), Weichai Power Yangzhou Diesel Engine Co., Ltd. (濰柴動力揚州柴油機有限責任公司) and Shanghai He Da Auto Accessory Co., Ltd. (上海和達汽車配件有限公司), were recognized again as high-tech enterprises and are therefore entitled to enjoy a preferential income tax rate of 15% from 1 January 2014 to 31 December 2016.

Pursuant to the requirement of the Notice Concerning Issues on Taxation Policies Relating to the Thorough Implementation of China's Strategy of Western Development (Cai Shui Fa No. [2011] 58) (《關於深入實施西部大開發戰略有關稅收政策問題的通知》) promulgated by MOF, the State Administration of Taxation and the General Administration of Customs dated 27 July 2011, as well as the approval of relevant authorities, the following companies have implemented preferential tax policy for the Western Development:

- Shaanxi Hande Axle Co., Ltd. has received the approval of Shaan Fa Gai Industrial Confirmation Letter (《陝發改產業確認函》) No. (2014) 62 on 26 March 2014 and the company has passed the examination of 2013 Taxation Filing, and it is expected to be entitled again to enjoy a preferential policy in 2014;

#### 四、稅項(續)

##### 2. 稅收優惠(續)

###### *企業所得稅(續)*

濰柴動力(濰坊)再製造有限公司已通過高新技術企業認定，自2013年1月1日至2015年12月31日享受15%所得稅優惠稅率。

株洲湘火炬火花塞有限責任公司已通過高新技術企業認定，自2012年11月12日至2015年11月12日享受15%所得稅優惠稅率。

陝西重型汽車有限公司、陝西法士特齒輪有限責任公司、寶雞法士特齒輪有限責任公司、株洲齒輪有限責任公司、株洲湘火炬機械製造有限責任公司、株洲歐格瑞傳動股份有限公司、濰柴動力揚州柴油機有限責任公司及上海和達汽車配件有限公司重新獲得高新技術企業資格，自2014年1月1日至2016年12月31日享受15%的所得稅優惠稅率。

根據財政部、國家稅務總局、海關總署2011年7月27日財稅發[2011]58號文《關於深入實施西部大開發戰略有關稅收政策問題的通知》的規定以及相關部門的批覆，下列公司執行西部大開發稅收優惠政策：

- 陝西漢德車橋有限公司，於2014年3月26日獲得《陝發改產業確認函(2014) 62號》的批覆，企業已經通過2013年的稅務備案審核，預計2014年也將獲得享受西部大開發優惠政策的資格；

#### IV. TAXATION (CONTINUED)

##### 2. Tax benefits (Continued)

###### *Corporate Income Tax (Continued)*

- Shaanxi Jinding Casting Co., Ltd. has received the approval of Bao Shi Fa Gai Chan Ye Fa (《寶市發改產業發》No. (2014) 301) on 21 April 2014 and the company has passed the examination of 2013 Taxation Filing, and it is expected to be entitled again to enjoy a preferential policy for the Western Development in 2014;
- Shaanxi Heavy-duty Motor Co., Ltd. has received the approval of Shaan Fa Gai Industrial Confirmation Letter (《陝發改產業確認函》No. (2014) 218) on 16 April 2014 and at the same time, received the approval of taxation filing, and shall proceed the implementation of preferential tax policy for the Western Development during the period from 1 January 2011 to 31 December 2020;
- Xi'an Fast Auto Drive Co., Ltd., Shaanxi Fast Gear Co., Ltd. and Baoji Fast Gear Co., Ltd. have received the approval of Shaan Fa Gai Industrial Confirmation Letter (《陝發改產業確認函》No. (2014) 248) on 12 May 2014 and the companies have passed the examination of 2013 Taxation Filing, and they are expected to be entitled again to enjoy a preferential policy for the Western Development in 2014.
- Weichai (Chongqing) Automotive Co., Ltd. (濰柴重慶汽車有限公司) has received the tax deduction and exemption notice of Jiang Jin Guo Shui Jian (《江津國稅減》No. [2012] 181) on 31 July 2012, and it shall implement the preferential tax policy for the Western Development commencing from the date of obtaining the tax deduction and exemption notice, i.e. 31 July 2012.

#### 四、稅項(續)

##### 2. 稅收優惠(續)

###### *企業所得稅(續)*

- 陝西金鼎鑄造有限公司，於2014年4月21日獲得《寶市發改產業發(2014) 301號》的批覆，企業已經通過2013年的稅務備案審核，預計2014年也將獲得享受西部大開發優惠政策的資格；
- 陝西重型汽車有限公司，於2014年4月16日獲得《陝發改產業確認函(2014) 218號》的批覆，同時獲得稅務備案批覆自2011年1月1日至2020年12月31日，繼續執行西部大開發稅收優惠政策；
- 西安法士特傳動有限責任公司、陝西法士特齒輪有限責任公司和寶雞法士特齒輪有限責任公司，於2014年5月12日獲得《陝發改產業確認函(2014) 248號》批覆，企業已經通過2013年的稅務備案審核，預計2014年也將獲得享受西部大開發優惠政策的資格；
- 濰柴(重慶)汽車有限公司於2012年7月31日獲得了《江津國稅減[2012]181號》減、免稅通知書，自獲得該減、免稅通知書之日即2012年7月31日起，根據規定執行西部大開發稅收優惠政策。

## IV. TAXATION (CONTINUED)

## 3. Major categories of taxes and respective tax rates applicable to major overseas subsidiaries

*Income tax*

The basis of computation and applicable rate of corporate income tax primarily applicable to major overseas subsidiaries of the Group are set out below:

Basis of computation 計稅依據	Applicable country 適用國家	2014 2014年度
Amount of taxable income 應納稅所得額	Germany 德國	30%

Income tax rates applicable in other countries follow the tax laws and regulations in force in the respective countries.

其他國家所得稅稅率遵循當地稅務法律法規確定。

*Value-added taxes*

The basis of computation and applicable rate of value-added tax primarily applicable to overseas subsidiaries of the Group are set out below:

Basis of computation 計稅依據	Applicable country 適用國家	Tax rate 稅率
Amount of taxable added-value 應納稅增值額	Germany 德國	19%

Value-added tax rates applicable in other countries follow the tax laws and regulations in force in the respective countries.

*Value-added taxes*

本集團境外子公司主要適用的增值稅計稅依據及適用稅率列示如下：

其他國家增值稅稅率遵循當地稅務法律法規確定。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS

## 1. Cash and cash equivalents

## 五、合併財務報表主要項目註釋

## 1. 貨幣資金

		2014 2014年	2013 2013年
Cash at bank	庫存現金	20,163,793.01	2,714,260.40
Bank deposits	銀行存款	19,945,849,452.87	16,562,752,445.77
Other cash and cash equivalents	其他貨幣資金	4,468,400,969.01	3,014,660,926.74
		24,434,414,214.89	19,580,127,632.91

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 1. Cash and cash equivalents (Continued)

As at 31 December 2014, the other cash and cash equivalents of the Group amounted to RMB3,959,796,096.47 (31 December 2013: RMB2,983,186,336.71), all of which are used in letter of guarantee and security monies for special accounts such as bank acceptance bills and letter of credit.

As at 31 December 2014, the Group held cash and cash equivalents of RMB1,149,426,627.63 (31 December 2013: RMB844,876,697.26), which were deposited overseas.

Interest income earned on bank current deposits is calculated by using current deposit interest rate of the bank. The deposit periods for time deposits vary from three months to one year depending on the cash requirements of the Group, and earn interest income at respective deposit interest rates of the bank.

## 2. Financial assets at fair value through profit or loss

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Derivative financial instruments	衍生金融工具		
Forward contracts	遠期合同	66,996,021.60	51,077,466.30

## 3. Notes receivable

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Bank acceptance bills	銀行承兌匯票	13,755,776,821.57	14,103,414,397.06
Commercial acceptance bills	商業承兌匯票	25,103,554.95	23,536,416.34
		13,780,880,376.52	14,126,950,813.40

## 五、合併財務報表主要項目註釋(續)

## 1. 貨幣資金(續)

於2014年12月31日，本集團其他貨幣資金中包含人民幣3,959,796,096.47元(2013年12月31日：人民幣2,983,186,336.71元)用於保函以及辦理銀行承兌票據、信用證等專戶而儲存的保證金。

於2014年12月31日，本集團存放於境外的貨幣資金折合人民幣為1,149,426,627.63元(2013年12月31日：折合人民幣為844,876,697.26元)。

銀行活期存款按照銀行活期存款利率取得利息收入。定期存款的存款期自3個月至1年不等，依本集團的現金需求而定，並按照相應的銀行存款利率取得利息收入。

## 2. 以公允價值計量且其變動計入當期損益的金融資產

	31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
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## 3. 應收票據

	31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Bank acceptance bills	13,755,776,821.57	14,103,414,397.06
Commercial acceptance bills	25,103,554.95	23,536,416.34
	13,780,880,376.52	14,126,950,813.40

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 3. Notes receivable (Continued)

Notes receivable that were pledged are presented as follows:

		2014 2014年	2013 2013年
Bank acceptance bills	銀行承兌匯票	6,557,183,926.52	2,162,362,220.85

Notes receivable which had been endorsed but not yet expired as at the balance sheet date are presented as follows:

已背書但在資產負債表日尚未到期的應收票據如下：

		2014 2014年	2013 2013年
		Derecognition 終止確認	Derecognition 終止確認
Bank acceptance bills	銀行承兌匯票	12,796,570,508.51	8,926,468,662.02

Notes receivable already discounted but not yet expired as at the balance sheet date are presented as follows:

已貼現但在資產負債表日尚未到期的應收票據如下：

		2014 2014年	2013 2013年
		Derecognition 終止確認	Derecognition 終止確認
Bank acceptance bills	銀行承兌匯票	26,831,833.34	2,149,200.00

As at 31 December 2014 and 31 December 2013, the Group has not transferred any notes into accounts receivable due to issuers' failure in performance.

於2014年12月31日和2013年12月31日，本集團無因出票人無力履約而將票據轉為應收賬款的票據。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 4. Accounts receivable

The Group trades with its customers primarily on credit terms, and generally requires prepayments or cash on delivery for new customers. Credit period is generally one to six months, extending up to six months for major customers. Accounts receivable is non-interest bearing.

An aging analysis of accounts receivable based on invoice dates is presented as follows:

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Within 3 months	3個月以內	7,475,330,179.05	3,003,682,270.48
3 to 6 months	3個月至6個月	918,479,917.73	593,487,671.09
6 months to 1 year	6個月至1年	949,566,440.38	586,496,113.69
1 to 2 years	1年至2年	340,718,426.91	276,298,860.12
2 to 3 years	2年至3年	113,710,835.72	192,233,714.34
Over 3 years	3年以上	684,646,310.69	517,257,771.75
		10,482,452,110.48	5,169,456,401.47
Less: provision for bad debt in respect of accounts receivable	減：應收賬款壞賬準備	822,420,507.83	728,922,061.65
		9,660,031,602.65	4,440,534,339.82

Changes in provision for bad debts of accounts receivable are presented as follows:

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Opening balance	年初餘額	728,922,061.65	671,668,964.81
Provision for the year	本年計提	134,945,691.88	108,719,527.47
Decrease for the year:	本年減少：		
Reversal	轉回	(40,482,285.79)	(51,656,826.87)
Write-off	轉銷	(1,360,790.35)	77,382.59
Exchange gains and losses	匯兌差額調整	395,830.44	113,013.65
Closing balance	年末餘額	822,420,507.83	728,922,061.65

## 五、合併財務報表主要項目註釋(續)

## 4. 應收賬款

本集團與客戶間的貿易條款以信用交易為主，且一般要求新客戶預付款或採取貨到付款方式進行，信用期通常為1-6個月，主要客戶可以延長至6個月。應收賬款並不計息。

根據開票日期，應收賬款的賬齡分析如下：

應收賬款壞賬準備的變動如下：



## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表主要項目註釋(續)

## 4. Accounts receivable (Continued)

## 4. 應收賬款(續)

		31 December 2014 2014年12月31日			
		Gross carrying amount	Proportion	Provision for bad debt	Percentage
		賬面餘額	比例 (%)	壞賬準備	計提比例 (%)
Individually significant items for which provision for bad debt is recognized separately	單項金額重大並單獨計提壞賬準備	613,010,848.57	5.85	309,797,447.50	50.54
Items for which provision for bad debt is recognized by group with distinctive credit risk characteristics	按信用風險特徵組合計提壞賬準備	9,462,787,340.55	90.27	437,475,207.60	4.62
Not individually significant items for which provision for bad debt is recognized separately	單項金額不重大但單獨計提壞賬準備	406,653,921.36	3.88	75,147,852.73	18.48
		10,482,452,110.48	100.00	822,420,507.83	

		31 December 2013 2013年12月31日			
		Gross carrying amount	Proportion	Provision for bad debt	Percentage
		賬面餘額	比例 (%)	壞賬準備	計提比例 (%)
Individually significant items for which provision for bad debt is recognized separately	單項金額重大並單獨計提壞賬準備	828,867,793.13	16.03	319,990,851.34	38.61
Items for which provision for bad debt is recognized by group with distinctive credit risk characteristics	按信用風險特徵組合計提壞賬準備	3,922,695,710.15	75.89	313,518,126.34	7.99
Not individually significant items for which provision for bad debt is recognized separately	單項金額不重大但單獨計提壞賬準備	417,892,898.19	8.08	95,413,083.97	22.83
		5,169,456,401.47	100.00	728,922,061.65	

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 4. Accounts receivable (Continued)

As at 31 December 2014, individually significant items for which provision for bad debt is recognized separately are presented as follows:

## 五、合併財務報表主要項目註釋(續)

## 4. 應收賬款(續)

於2014年12月31日，單項金額重大並單獨計提壞賬準備的應收賬款情況如下：

FAMIAO LIMITADA	81,438,361.52	1,106,142.08	1%	Repayment from Sinosure and partially uncollectible 中信保賠付，僅部分不能收回
OOO SHANKSIRUS	61,907,184.06	1,118,175.20	2%	Partially uncollectible 部分不能收回
China Civil Engineering Construction Corporation 中國土木工程集團有限公司	61,195,995.97	36,717,597.58	60%	War in Libya 利比亞戰亂
Shanxi Tong Tai Automobile Sales Services Co., Ltd 山西通泰汽車銷售服務有限公司	56,927,140.00	51,234,426.00	90%	Long credit age 長賬齡
Guangzhou Jinqi Trading Company Limited 廣州市晉旗貿易有限公司	49,159,575.31	39,327,660.25	80%	Bad repayment ability 償債能力差
Shaanxi Rong Chang Yuan Trading Co., Ltd 陝西榮昌源貿易有限公司	43,173,316.66	34,538,653.33	80%	Not full coverage of preservation 查封未全覆蓋
Anhui Anyu Engineering Machinery Sales Co., Ltd 安徽安宇工程機械銷售有限公司	42,763,993.80	17,105,597.52	40%	Bad repayment ability 償債能力差
Dalian Shaanxi Automobile Sales Co., Ltd 大連陝汽汽車銷售有限公司	40,556,826.59	28,389,778.61	70%	Bad repayment ability 償債能力差
Nanjing Lerong Trading Company Limited 南京樂融貿易有限公司	33,443,140.43	26,754,512.34	80%	Assets have been preserved 財產已查封
Datong City Yi Fu Commercial and Trading Co., Ltd 大同市易富商貿有限責任公司	32,068,898.11	12,827,559.24	40%	Bad repayment ability 償債能力差
Others 其他	110,376,416.12	60,677,345.35	55%	Cessation of business etc. 公司業務停止等
	613,010,848.57	309,797,447.50		

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 4. Accounts receivable (Continued)

As at 31 December 2013, individually significant items for which provision for bad debt is recognized separately are presented as follows:

	Gross carrying amount 賬面餘額	Provision for bad debt 壞賬準備	Percentage 計提比例	Reasons 計提理由
EURL GM TRADE	153,133,472.39	4,541,112.03	3%	Repayment from Sinasure and partially uncollectible 中信保賠付，僅部分不能收回
OOO SHANKSIRUS	118,117,599.29	4,456,303.96	4%	Partially uncollectible 部分不能收回
China Civil Engineering Construction Corporation 中國土木工程集團有限公司	66,348,620.64	26,539,448.26	40%	War in Libya 利比亞戰亂
Shanxi Tong Tai Automobile Sales Services Co., Ltd 山西通泰汽車銷售服務有限公司	56,927,140.00	51,234,426.00	90%	Bad repayment ability 償債能力差
LLC PC ARGO	54,291,747.02	1,989,799.35	4%	Expected to be partially uncollectible 預計部分不能收回
Anhui Anyu Engineering Machinery Sales Co., Ltd 安徽安宇工程機械銷售有限公司	53,909,667.50	32,345,800.50	60%	Legal proceedings 進入司法程序
Guangzhou Jinqi Trading Company Limited 廣州市晉旗貿易有限公司	49,432,838.31	39,546,270.65	80%	Legal proceedings 進入司法程序
Shaanxi Rong Chang Yuan Trading Co., Ltd 陝西榮昌源貿易有限公司	43,173,316.66	34,538,653.33	80%	Legal proceedings 進入司法程序
Dalian Shaanxi Automobile Sales Co., Ltd 大連陝汽汽車銷售有限公司	39,813,527.59	23,888,116.55	60%	Bad repayment ability 償債能力差
Datong City Yi Fu Commercial and Trading Co., Ltd 大同市易富商貿有限責任公司	34,171,092.11	10,251,327.63	30%	Bad repayment ability 償債能力差
Others 其他	159,548,771.62	90,659,593.08	57%	Apply for bankruptcy etc. 申請破產等
	828,867,793.13	319,990,851.34		

## 五、合併財務報表主要項目註釋(續)

## 4. 應收賬款(續)

於2013年12月31日，單項金額重大並單獨計提壞賬準備的應收賬款情況如下：

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 4. Accounts receivable (Continued)

The Group's accounts receivable for which bad debts are provided for using aging analysis are presented as follows:

		31 December 2014 2014年12月31日				31 December 2013 2013年12月31日			
		Gross carrying amount	Proportion	Provision for bad debt	Percentage	Gross carrying amount	Proportion	Provision for bad debt	Percentage
		賬面餘額	比例 (%)	壞賬準備	計提比例 (%)	賬面餘額	比例 (%)	壞賬準備	計提比例 (%)
Within 1 year	1年以內	4,600,211,695.68	92.20	230,199,578.80	5.00	3,652,765,389.44	93.11	182,638,269.47	5.00
1 to 2 years	1至2年	176,704,041.01	3.54	26,101,352.11	14.77	123,404,068.25	3.15	20,473,735.73	16.59
2 to 3 years	2至3年	27,421,657.60	0.55	8,254,005.73	30.10	33,549,013.05	0.86	9,220,118.83	27.48
3 to 4 years	3至4年	40,286,747.02	0.81	20,154,109.52	50.03	15,314,726.81	0.39	7,045,107.51	46.00
4 to 5 years	4至5年	25,543,732.35	0.51	20,399,749.75	79.86	17,608,089.06	0.45	14,086,471.25	80.00
Over 5 years	5年以上	119,348,934.09	2.39	119,348,934.09	100.00	80,054,423.54	2.04	80,054,423.55	100.00
		4,989,516,807.75	100.00	424,457,730.00	8.51	3,922,695,710.15	100.00	313,518,126.34	7.99

The Group's accounts receivable for which bad debts are provided for using overdue periods as credit risk profile are presented as follows:

採用逾期賬齡作為信用風險特徵計提壞賬準備的應收賬款情況如下：

		2014 2014年			2013 2013年		
		Gross carrying amount	Percentage	Provision for bad debt	Gross carrying amount	Percentage	Provision for bad debt
		賬面餘額	計提比例 (%)	壞賬準備	賬面餘額	計提比例 (%)	壞賬準備
An overseas segment combination	境外某板塊組合	4,473,270,532.80	0.29%	13,017,477.60	-	-	-

V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

4. Accounts receivable (Continued)

In 2014, provisions for bad debts in the amount of RMB134,945,691.88 (2013: RMB108,719,527.47) were made, while provisions for bad debts in the amount of RMB40,482,285.79 (2013: RMB51,656,826.87) were reversed or recovered.

In 2014, accounts receivable written off amounted to RMB1,360,790.35 (2013: RMB-77,382.59).

As at 31 December 2014, the top five balances in respect of accounts receivable had a total closing balance of RMB1,079,580,523.62, accounting for 10.31% of the total of closing balance of accounts receivable. The closing balance in respect of bad debt provided for the top five amounted to RMB24,921,378.65.

As at 31 December 2013, the top five balances in respect of accounts receivable had a total closing balance of RMB936,311,552.28, accounting for 18.11% of the total of closing balance of accounts receivable. The closing balance in respect of bad debt provided for the top five amounted to RMB42,250,440.02.

As at 31 December 2014, accounts receivable with carrying amount of RMB1,758,522,549.60 (31 December 2013: Nil) was pledged for securing bank borrowings.

五、合併財務報表主要項目註釋(續)

4. 應收賬款(續)

2014年計提壞賬準備人民幣134,945,691.88元(2013年：人民幣108,719,527.47元)，收回或轉回壞賬準備人民幣40,482,285.79元(2013年：人民幣51,656,826.87元)。

2014年實際核銷的應收賬款為人民幣1,360,790.35元(2013年：人民幣-77,382.59元)。

於2014年12月31日，餘額前五名的應收賬款的年末餘額合計為人民幣1,079,580,523.62元，佔應收賬款年末餘額合計數的比例為10.31%，該前五名相應計提的壞賬準備年末餘額為人民幣24,921,378.65元。

於2013年12月31日，餘額前五名的應收賬款的年末餘額合計為人民幣936,311,552.28元，佔應收賬款年末餘額合計數的比例為18.11%，該前五名相應計提的壞賬準備年末餘額為人民幣42,250,440.02元。

於2014年12月31日，本集團將賬面價值為人民幣1,758,522,549.60元(2013年12月31日：無)的應收賬款質押用於取得銀行借款。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表主要項目註釋(續)

## 5. Prepayments

## 5. 預付款項

An aging analysis of prepayments is presented as follows:

預付款項的賬齡分析如下：

		31 December 2014		31 December 2013	
		2014年12月31日		2013年12月31日	
		Amount	Proportion	Amount	Proportion
		金額	比例	金額	比例
			(%)		(%)
Within 1 year	1年以內	453,357,098.87	92.90	375,762,672.41	92.67
1 to 2 years	1至2年	22,130,599.57	4.54	18,010,181.88	4.44
2 to 3 years	2至3年	3,580,954.08	0.73	7,579,149.57	1.87
Over 3 years	3年以上	8,916,419.80	1.83	4,129,099.51	1.02
		487,985,072.32	100.00	405,481,103.37	100.00

As at 31 December 2014, there was no significant prepayments with an age of more than one year (31 December 2013: Nil).

於2014年12月31日，無賬齡一年以上的重大預付款(2013年12月31日：無)。

As at 31 December 2014, the closing balances of the top 5 prepayments amounted in aggregate to RMB120,459,072.69, representing 24.68% of the total closing balances of all prepayments at year end.

於2014年12月31日，餘額前五名的預付款項的年末餘額合計為人民幣120,459,072.69元，佔預付款年末餘額合計數的比例為24.68%。

As at 31 December 2013, the closing balances of the top 5 prepayments amounted in aggregate to RMB83,313,572.66, representing 20.55% of the total closing balances of all prepayments as at year end.

於2013年12月31日，餘額前五名的預付款項的年末餘額合計為人民幣83,313,572.66元，佔預付款項年末餘額合計數的比例為20.55%。

## 6. Interests receivable

## 6. 應收利息

		2014	2013
		2014年	2013年
Interests on time deposits	定期存款利息	134,246,230.24	15,439,001.39

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表主要項目註釋(續)

## 7. Dividends receivable

## 7. 應收股利

		2014 2014年	2013 2013年
Shaanxi Eurostar Auto Co., Ltd.	陝西歐舒特汽車股份有限公司	3,040,000.00	3,040,000.00

## 8. Other receivables

## 8. 其他應收款

An aging analysis of other receivables is presented as follows:

其他應收款的賬齡分析如下：

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Within 1 year	1年以內	706,703,360.37	305,895,058.55
1 to 2 years	1至2年	139,401,607.88	92,169,142.73
2 to 3 years	2至3年	29,869,751.66	526,854.43
Over 3 years	3年以上	33,839,580.16	24,696,801.87
		909,814,300.07	423,287,857.58
Less: Provision for bad debts in respect of other receivables	減：其他應收款壞賬準備	38,171,673.31	40,811,014.15
		871,642,626.76	382,476,843.43

Changes in provision for bad debts in respect of other receivables are as follows:

其他應收款壞賬準備的變動如下：

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Opening balance	年初數	40,811,014.15	36,332,979.13
Charge during the year	本年計提	964,034.59	22,544,233.77
Decrease during the year:	本年減少：		
Reversal	轉回	(3,558,129.67)	(18,066,198.75)
Write-off	轉銷	(45,245.76)	—
Closing balance	年末數	38,171,673.31	40,811,014.15



## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 8. Other receivables (continued)

## 五、合併財務報表主要項目註釋(續)

## 8. 其他應收款(續)

31 December 2014

2014年12月31日

		(%)		(%)
Individually significant items for which provision for bad debt is recognized separately	單項金額重大並單獨計提壞賬準備	-	-	-
Items for which provision for bad debt is recognized by group with distinctive credit risk characteristics	按信用風險特徵組合計提壞賬準備	909,814,300.07	100.00	38,171,673.31
Not individually significant items for which provision for bad debt is recognized separately	單項金額不重大但單獨計提壞賬準備	-	-	-
		909,814,300.07	100.00	38,171,673.31

31 December 2013

2013年12月31日

		Gross carrying amount	Proportion	Provision for bad debt	Percentage
		賬面餘額	比例	壞賬準備	計提比例
			(%)		(%)
Individually significant items for which provision for bad debt is recognized separately	單項金額重大並單獨計提壞賬準備	-	-	-	-
Items for which provision for bad debt is recognized by group with distinctive credit risk characteristics	按信用風險特徵組合計提壞賬準備	423,287,857.58	100.00	40,811,014.15	9.64
Not individually significant items for which provision for bad debt is recognized separately	單項金額不重大但單獨計提壞賬準備	-	-	-	-
		423,287,857.58	100.00	40,811,014.15	

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 8. Other receivables (continued)

The Group's accounts receivable for which bad debts are provided for using aging analysis are presented as follows:

		31 December 2014 2014年12月31日				31 December 2013 2013年12月31日			
		Amount	Proportion	Provision for bad debt	Percentage	Amount	Proportion	Provision for bad debt	Percentage
		金額	比例 (%)	壞賬準備	計提比例 (%)	金額	比例 (%)	壞賬準備	計提比例 (%)
Within 1 year	1年以內	256,219,218.85	72.40	2,707,684.00	1.06	305,895,058.55	72.27	11,234,586.33	3.67
1 to 2 years	1至2年	45,036,558.38	12.72	5,814,353.92	12.91	92,169,142.73	21.78	6,958,770.28	7.55
2 to 3 years	2至3年	29,869,751.66	8.44	7,623,815.66	25.52	526,854.43	0.12	143,567.83	27.25
3 to 4 years	3至4年	526,808.24	0.15	256,797.49	48.75	4,445,424.33	1.05	2,222,712.17	50.00
4 to 5 years	4至5年	2,367,911.50	0.67	1,894,329.20	80.00	-	-	-	-
Over 5 years	5年以上	19,874,693.04	5.62	19,874,693.04	100.00	20,251,377.54	4.78	20,251,377.54	100.00
		353,894,941.67	100.00	38,171,673.31	10.79	423,287,857.58	100.00	40,811,014.15	9.64

Other receivables for which bad debts are provided for using overdue ages as a distinctive credit risk characteristic are presented as follows:

採用逾期賬齡作為信用風險特徵計提壞賬準備的其他應收款情況如下：

		2014 2014年			2013 2013年		
		Gross carrying amount	Percentage (%)	Provision for bad debt	Gross carrying amount	Percentage (%)	Provision for bad debt
		賬面餘額	計提比例(%)	壞賬準備	賬面餘額	計提比例(%)	壞賬準備
An overseas segment combination	境外某板塊組合	555,919,358.40	-	-	-	-	-

Other receivables are classified according to nature as follows:

其他應收款按性質分類如下：

		2014 2014年	2013 2013年
Value-added tax paid in advance	預交增值稅	19,188,683.48	21,954,865.90
Tax rebate receivable	應收退稅款	8,419,496.15	23,849,233.16
Corporate lending and payment on behalf	企業暫借款及代付款	152,510,573.22	166,740,283.83
Compensation claim	索賠款	79,670,849.26	77,170,118.05
Employee advance	備用金	47,597,031.26	76,729,902.78
Commission receivable	應收佣金	80,058,232.80	-
Others	其他	522,369,433.90	56,843,453.86
		909,814,300.07	423,287,857.58

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 8. Other receivables (continued)

As at 31 December 2014, the top 5 other receivables are presented as follows:

	Closing balance	Percentage of total other receivables (%)	Nature	Age	Closing balance of bad debt provision
Company A A公司	80,058,232.80	8.80	Commission receivable 應收佣金	Within 1 year 1年以內	—
Company B B公司	30,500,859.60	3.35	Security deposit 保證金	Within 1 year 1年以內	—
Company C C公司	22,366,800.00	2.46	Consideration for asset transfer 資產轉讓款	1 to 2 years 1-2年	—
Company D D公司	18,015,810.32	1.98	Prepaid taxes 預交增值稅	Within 1 year 1年以內	515.74
Company E E公司	14,084,869.54	1.55	Corporate lending and payment on behalf 企業暫借款及代付款	2 to 3 years 2-3年	704,243.48
	165,026,572.26	18.14			704,759.22

## 五、合併財務報表主要項目註釋(續)

## 8. 其他應收款(續)

於2014年12月31日，其他應收款金額前五名如下：

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 8. Other receivables (continued)

As at 31 December 2013, the top 5 other receivables are presented as follows:

	Closing balance	Percentage of total other receivables (%) 佔其他應收款餘額合計數的比例(%)	Nature	Age	Closing balance of bad debt provision 壞賬準備年末餘額
Receivables of export value-added tax by subsidiaries 子公司應收出口退增值稅款	21,761,562.10	5.14	Tax rebate receivable 應收退稅款	Within 1 year 1年以內	—
Shaanxi Tongjia Automobile Co., Ltd. 陝西通家汽車有限責任公司	14,083,761.49	3.33	Corporate lending and payment on behalf 企業暫借款及代付款	Within 1 year 1年以內	704,188.07
Baoding Shanqi Tianma Automobile Co., Ltd. 保定陝汽天馬車輛有限公司	13,922,945.73	3.29	Corporate lending and payment on behalf 企業暫借款及代付款	1 to 2 years 1至2年	11,138,356.58
Zhuzhou Automobile Gear Factory 株洲汽車齒輪廠	10,510,547.25	2.48	Corporate lending and payment on behalf 企業暫借款及代付款	Within 1 year 1年以內	—
Hangzhou Hongyuan Machinery Manufacturing Co., Ltd. 杭州鴻源機械公司	9,203,387.08	2.17	Corporate lending and payment on behalf 企業暫借款及代付款	Over 5 years 5年以上	9,203,387.08
	69,482,203.65	16.41			21,045,931.73

As at 31 December 2014, other receivables with a carrying amount of RMB366,524,751.60 (31 December 2013: Nil) were pledged for securing bank borrowings of the Group.

於2014年12月31日，本集團將賬面價值為人民幣366,524,751.60元(2013年12月31日：無)的其他應收款質押用於取得銀行借款。

## 五、合併財務報表主要項目註釋(續)

## 8. 其他應收款(續)

於2013年12月31日，其他應收款金額前五名如下：

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 9. Inventories

## 五、合併財務報表主要項目註釋(續)

## 9. 存貨

		31 December 2014 2014年12月31日			31 December 2013 2013年12月31日		
		Gross carrying amount 賬面餘額	Provision for decline in value 跌價準備	Carrying amount 賬面價值	Gross carrying amount 賬面餘額	Provision for decline in value 跌價準備	Carrying amount 賬面價值
Goods in transit	在途物資	315,033,575.22	–	315,033,575.22	93,293,429.39	–	93,293,429.39
Raw materials	原材料	2,320,381,508.48	(40,246,072.01)	2,280,135,436.47	1,219,972,863.69	(54,014,136.79)	1,165,958,726.90
Finished goods	產成品	7,464,883,057.69	(218,015,651.81)	7,246,867,405.88	6,574,401,549.77	(255,267,684.84)	6,319,133,864.93
OEM materials	委托加工材料	122,077,088.48	(61,989.08)	122,015,099.40	67,883,533.88	(425,177.22)	67,458,356.66
Self made semi-finished goods and work in progress	自製半成品及在產品	1,326,675,001.53	(18,620,019.11)	1,308,054,982.42	925,559,956.78	(36,854,179.53)	888,705,777.25
Turnover materials	周轉材料	959,402,303.53	(5,473,962.43)	953,928,341.10	40,856,841.79	(2,143,928.49)	38,712,913.30
Second-hand vehicles	二手車	389,820,943.97	(1,115,782.38)	388,705,161.59	–	–	–
		12,898,273,478.90	(283,533,476.82)	12,614,740,002.08	8,921,968,175.30	(348,705,106.87)	8,573,263,068.43

The changes in provision for decline in value are as follows:  
2014

存貨跌價準備變動如下：  
2014年

		Decrease during the year 本年減少				Adjustment of exchange differences 匯兌差額調整	
		Opening balance 年初數	Charge during the year 本年計提	Reversal 轉回	Write-off 轉銷		Closing balance 年末數
Raw materials	原材料	54,014,136.79	15,608,833.30	(2,159,104.08)	(24,632,489.19)	(2,585,304.81)	40,246,072.01
Finished goods	產成品	255,267,684.84	181,098,656.97	(48,533,958.53)	(167,596,836.02)	(2,219,895.45)	218,015,651.81
OEM materials	委托加工材料	425,177.22	–	–	–	(363,188.14)	61,989.08
Self made semi-finished goods and work in progress	自製半成品及在產品	36,854,179.53	2,684,486.50	(17,393,900.56)	–	(3,524,746.36)	18,620,019.11
Turnover materials	周轉材料	2,143,928.49	4,065,881.39	(228,571.72)	–	(507,275.73)	5,473,962.43
Second-hand vehicles	二手車	–	1,219,419.82	–	–	(103,637.44)	1,115,782.38
		348,705,106.87	204,677,277.98	(68,315,534.89)	(192,229,325.21)	(9,304,047.93)	283,533,476.82

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 9. Inventories (continued)

2013

				Decrease during the year 本年減少		Adjustment of exchange differences 匯兌差額調整	Closing balance 年末數
		Opening balance 年初數	Charge during the year 本年計提	Reversal 轉回	Write-off 轉銷		
Raw materials	原材料	80,490,172.67	16,021,279.08	(18,064,748.57)	(24,619,629.88)	187,063.49	54,014,136.79
Finished goods	產成品	228,815,211.69	140,895,758.62	(5,483,196.02)	(109,320,454.50)	360,365.05	255,267,684.84
OEM materials	委托加工材料	425,177.22	-	-	-	-	425,177.22
Self made semi-finished goods and work in progress	自製半成品及在產品	31,153,381.79	12,915,160.50	(5,520,652.18)	(1,923,867.15)	230,156.57	36,854,179.53
Turnover materials	周轉材料	10,409,488.86	-	(1,284,800.30)	(6,945,796.60)	(34,963.47)	2,143,928.49
		351,293,432.23	169,832,198.20	(30,353,397.07)	(142,809,748.13)	742,621.64	348,705,106.87

Provision for decline in value of inventories is determined based on the excess of cost over net realizable value and shall be reversed within the original provision for decline in value of inventories when the factors that give rise to the decline in value of inventories in prior years are not in effect in current year.

The decrease in provision for decline in value of this year was mainly due to sale.

本集團按照成本高於可變現淨值的差額計提存貨跌價準備，並當以前減記存貨價值的影響因素消失時，在原已計提的存貨跌價準備的金額內轉回。

本年存貨跌價準備減少主要系出售造成。

## 10. Assets classified as held-for-sale

On 26 February 2014, Weichai Power (Weifang) Casting Co., Ltd., a subsidiary of the Company, convened provisional meeting of its board of directors and resolved to dispose of the idle fixed assets located in the old factory areas of Weichai Power (Weifang) Casting Co., Ltd.. On 31 December 2014, an irrevocable transfer agreement was entered into to classify those idle fixed assets as held-for-sale. The disposal of idle fixed assets is expected to be completed by December 2015. Carrying amounts of idle fixed assets are as follows:

## 10. 劃分為持有待售的資產

2014年2月26日，本公司之子公司濰柴動力(濰坊)鑄鍛有限公司召開臨時董事會，決定處置濰柴動力(濰坊)鑄鍛有限公司老廠區閑置固定資產。於2014年12月31日，已經簽署了不可撤銷的轉讓協議，將閑置固定資產劃分為持有待售。閑置固定資產的處置預計將在2015年12月之前完成。閑置固定資產賬面價值如下：

		2014 2014年
Cost of fixed assets	固定資產原值	181,943,010.51
Accumulated depreciation	累計折舊	(146,172,275.19)
Assets classified as held-for-sale	劃分為持有待售的資產	35,770,735.32

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表主要項目註釋(續)

## 11. Non-current assets due within one year

## 11. 一年內到期的非流動資產

		2014 2014年	2013 2013年
Finance lease receivables	融資租賃應收款	1,509,870,834.00	—

## 12. Other current assets

## 12. 其他流動資產

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Prepaid expenses	待攤費用	218,384,275.16	2,058,128.15
Value-added tax credit	增值稅留抵稅額	463,327,762.71	400,550,687.45
Available-for-sale financial assets	可供出售金融資產	—	35,000,000.00
Principal-protected fixed income investment products	保本固定收益型投資產品	20,000,000.00	15,000,000.00
Prepaid corporate income tax	預繳企業所得稅	63,047,641.04	12,675,139.59
Others	其他	7,417,909.34	6,534,060.79
		772,177,588.25	471,818,015.98

## 13. Available-for-sale financial assets

## 13. 可供出售金融資產

		2014			2013		
		2014年			2013年		
		Gross carrying amount	Provision for impairment	Carrying amount	Gross carrying amount	Provision for impairment	Carrying amount
		賬面餘額	減值準備	賬面價值	賬面餘額	減值準備	賬面價值
Available-for-sale equity instruments	可供出售權益工具						
At fair value	按公允價值計量	256,312,290.80	–	256,312,290.80	204,000,000.00	–	204,000,000.00
At cost	按成本計量	298,661,127.71	(123,356,130.00)	175,304,997.71	213,958,056.11	(123,356,130.00)	90,601,926.11
		554,973,418.51	(123,356,130.00)	431,617,288.51	417,958,056.11	(123,356,130.00)	294,601,926.11



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2014 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一四年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 13. Available-for-sale financial assets (continued)

Available-for-sale financial assets at fair value:

		2014 2014年	2013 2013年
Cost of equity instruments	權益工具成本	199,912,290.80	194,000,000.00
Fair value	公允價值	256,312,290.80	204,000,000.00
Fair value changes accrued to other comprehensive income	累計計入其他綜合收益的公允價值變動	56,400,000.00	10,000,000.00
Impairment provided for	已計提減值	—	—

Available-for-sale financial assets at cost:

2014

		Gross carrying amount 賬面餘額				Provision for impairment 減值準備				Percentage of shareholding (%)	Cash dividend for the year 本年現金 紅利
		Opening balance 年初	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末	Opening balance 年初	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末		
Foton Heavy-duty Machinery Co., Ltd.	福田重慶機械股份有限公司	38,630,876.88	-	-	38,630,876.88	1,408,500.00	-	-	1,408,500.00	6.14	-
Xinjie Investment and Guarantee Co., Ltd. (Note)	信捷投資擔保有限公司(註)	5,135,800.00	-	-	5,135,800.00	-	-	-	-	25.00	-
Huarong Xiangjiang Bank Corporation Limited	華融湘江銀行	20,000,000.00	-	-	20,000,000.00	-	-	-	-	0.41	-
China National Machinery and Equipment Hainan Corp., Ltd.	中國機械設備海南股份有限公司	879,605.00	-	-	879,605.00	879,605.00	-	-	879,605.00	0.66	-
Zhuzhou Gear Share Co., Ltd.	株洲齒輪股份有限公司	1,680,000.00	-	-	1,680,000.00	-	-	-	-	2.45	-
Eastern Life Insurance Co., Ltd.	東方人壽保險有限公司	60,000,000.00	-	-	60,000,000.00	60,000,000.00	-	-	60,000,000.00	7.50	-
New Century Finance Leasing Co., Ltd.	新世紀金融租賃有限公司	61,068,025.00	-	-	61,068,025.00	61,068,025.00	-	-	61,068,025.00	11.22	-
XIAMEN FENGTAI BUS & COACH INTERNATIONAL CO., LTD	廈門豐泰國際新能源汽車有限公司	24,999,800.00	-	-	24,999,800.00	-	-	-	-	15.47	-
Yangzhou Suken Yinhe Auto Connecting Rod Co., Ltd.	揚州蘇恩銀河汽車連桿有限公司	1,563,949.23	-	-	1,563,949.23	-	-	-	-	15.00	-
Others	其他	-	84,703,071.60	-	84,703,071.60	-	-	-	-	-	-
		213,958,056.11	84,703,071.60	-	298,661,127.71	123,356,130.00	-	-	123,356,130.00	-	-

## 五、合併財務報表主要項目註釋(續)

## 13. 可供出售金融資產(續)

以公允價值計量的可供出售金融資產：

以成本計量的可供出售金融資產：

2014年

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2014 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一四年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 13. Available-for-sale financial assets (continued)

2013

## 五、合併財務報表主要項目註釋(續)

## 13. 可供出售金融資產(續)

2013年

		Gross carrying amount 賬面餘額				Provision for impairment 減值準備				Percentage of shareholding (%) 持股比例	Cash dividend for the year 本年現金 紅利
		Opening balance 年初	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末	Opening balance 年初	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末		
Foton Heavy-duty Machinery Co., Ltd.	福田重型機械股份有限公司	38,630,876.88	-	-	38,630,876.88	1,408,500.00	-	-	1,408,500.00	6.14	-
Xinjie Investment and Guarantee Co., Ltd. (Note)	信捷投資擔保有限公司(註)	5,135,800.00	-	-	5,135,800.00	-	-	-	-	25.00	-
Huarong Xiangjiang Bank Corporation Limited	華融湘江銀行	20,000,000.00	-	-	20,000,000.00	-	-	-	-	0.41	960,000.00
China National Machinery and Equipment Hainan Corp., Ltd.	中國機械設備海南股份有限公司	879,605.00	-	-	879,605.00	879,605.00	-	-	879,605.00	0.66	-
Zhuzhou Gear Share Co., Ltd.	株洲齒輪股份有限公司	1,680,000.00	-	-	1,680,000.00	-	-	-	-	2.45	-
Eastern Life Insurance Co., Ltd.	東方人壽保險有限公司	60,000,000.00	-	-	60,000,000.00	60,000,000.00	-	-	60,000,000.00	7.50	-
New Century Finance Leasing Co., Ltd.	新世紀金融租賃有限公司	61,068,025.00	-	-	61,068,025.00	61,068,025.00	-	-	61,068,025.00	11.22	-
XIAMEN FENGTAI BUS & COACH INTERNATIONAL CO., LTD	廈門豐泰國際新能源汽車有限公司	-	24,999,800.00	-	24,999,800.00	-	-	-	-	15.47	-
Yangzhou Suken Yinhe Auto Connecting Rod Co., Ltd.	揚州蘇懋銀河汽車連桿有限公司	1,563,949.23	-	-	1,563,949.23	-	-	-	-	15.00	-
		188,958,256.11	24,999,800.00	-	213,958,056.11	123,356,130.00	-	-	123,356,130.00		960,000.00

Note: The Group has no board seats in Xinjie Investment and Guarantee Co., Ltd., as such the Group has no significant influence over that investee.

There was no movement in the provision for impairment of available-for-sale financial assets.

註：本集團在信捷投資擔保有限公司無董事會席位，本集團對該被投資單位無重大影響。

本期可供出售金融資產減值準備無變動。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 14. Long-term receivables

## 五、合併財務報表主要項目註釋(續)

## 14. 長期應收款

		2014 2014年		2013 2013年		
		Gross carrying amount	Provision for impairment	Carrying amount	Gross carrying amount	Provision for impairment
		賬面餘額	減值準備	賬面價值	賬面餘額	減值準備
Finance lease receivables	融資租賃應收款	2,574,098,089.20	-	2,574,098,089.20	-	-
		2,574,098,089.20	-	2,574,098,089.20	-	-

The discount rate ranged from 0% to 15%.

As at 31 December 2014, among the aforesaid finance lease receivables, unrealized finance income amounted to RMB282,216,826.80 (31 December 2013: N/A).

As at 31 December 2014, long-term receivables with a carrying amount of RMB205,058,822.40 (31 December 2013: Nil) were pledged for securing bank borrowings of the Group.

採用的折現率區間為0%-15%。

於2014年12月31日，上述融資租賃應收款中未實現融資收益為人民幣282,216,826.80元(2013年12月31日：不適用)。

於2014年12月31日，本集團將賬面價值為人民幣205,058,822.40元(2013年12月31日：無)的長期應收款質押用於取得銀行借款。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2014 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一四年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

15. Long-term equity investments  
2014

## 五、合併財務報表主要項目註釋(續)

15. 長期股權投資  
2014年

		Opening balance 年初餘額	Additional investments 追加投資	Increase upon consolidation of subsidiaries 合併子公司增加	Other decrease 其他減少	Change during the year 本年變動	Gains and losses on investment under equity method 權益法下投資損益	Other comprehensive income 其他綜合收益	Other equity changes 其他權益變動	Declaration of cash dividend 宣告現金股利	Provision for impairment 計提減值準備	Closing carrying amount 年末賬面價值	Closing provision for impairment 年末減值準備
Jointly-controlled enterprises	合營企業												
Xi'an FC Intelligence Transmission Co., Ltd. (Note 1)	西安雙特智能傳動有限公司(註1)	230,150,062.77	-	-	-	(37,486,609.75)		-	-	-	-	192,653,453.02	-
Associates	聯營企業												
KION Group AG (Note 2)	KION Group AG(註2)	6,631,346,533.88	800,288,471.10	-	(7,284,097,935.00)	104,169,269.64	(165,767,326.74)		-	(85,939,012.88)	-	-	-
Shanzhong Finance Leasing Co., Ltd.	山東融資租賃有限公司	409,920,340.57	-	-	-	17,454,581.04		-	-	(36,292,050.00)	-	391,082,871.61	-
Shandong Heavy Industry Group Finance Co., Ltd.	山東重工集團財務有限公司	213,732,394.01	-	-	-	21,850,102.51		-	-	(7,552,532.98)	-	228,029,963.54	-
Others	其他	304,079,749.41	-	419,268,642.50	(665,711.42)	(2,223,440.83)	(42,794,732.82)		-	(7,450,704.10)	(4,254,432.61)	665,959,370.13	(4,538,932.17)
		7,789,229,080.64	800,288,471.10	419,268,642.50	(7,284,763,646.42)	103,753,902.61	(208,562,059.56)		-	(137,234,299.96)	(4,254,432.61)	1,477,725,658.30	(4,538,932.17)

2013

2013年

		Opening balance 年初餘額	Additional investments 追加投資	Decrease in investments 減少投資	Gains and losses on investment under equity method 權益法下投資損益	Other comprehensive income 其他綜合收益	Other equity changes 其他權益變動	Declaration of cash dividend 宣告現金股利	Provision for impairment 計提減值準備	Closing carrying amount 年末賬面價值	Closing provision for impairment 年末減值準備
Jointly-controlled enterprises	合營企業										
Xi'an FC Intelligence Transmission Co., Ltd. (Note 1)	西安雙特智能傳動有限公司(註1)	193,611,351.67	58,650,000.00	-	(22,111,288.90)	-	-	-	-	230,150,062.77	-
Associates	聯營企業										
KION Group AG (Note 2)	KION Group AG(註2)	3,884,319,200.00	2,764,598,382.00	-	10,750,201.00	(28,321,249.12)	-	-	-	6,631,346,533.88	-
Shanzhong Finance Leasing Co., Ltd.	山東融資租賃有限公司	399,027,921.74	-	-	24,122,418.83	-	-	(13,230,000.00)	-	409,920,340.57	-
Shandong Heavy Industry Group Finance Co., Ltd.	山東重工集團財務有限公司	202,424,654.78	-	-	11,307,739.23	-	-	-	-	213,732,394.01	-
Others	其他	206,558,678.32	59,600,000.00	(2,349,523.12)	(18,891,797.00)	(1,192,629.72)	(7,144,979.07)	67,500,000.00	-	304,079,749.41	(284,499.56)
		4,885,941,806.51	2,882,848,382.00	(2,349,523.12)	5,177,273.16	(29,513,878.84)	(7,144,979.07)	54,270,000.00	-	7,789,229,080.64	(284,499.56)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 15. Long-term equity investments (continued)

Note 1: Xi'an FC Intelligence Transmission Co., Ltd. is held as to 51% by the Group, and as to 4% and 45% by Shaanxi Fast Gear Automotive Transmission Co., Ltd. ("Transmission Co") and Caterpillar (China) Investment Co., Ltd. ("Caterpillar") respectively. Its board of directors comprises seven directors, three of whom being nominated by the Group, one being nominated by Transmission Co and three being nominated by Caterpillar. According to its articles of association, board resolutions require unanimous approval or approval by substantially all directors, and thus Xi'an FC Intelligence Transmission Co. is a jointly-controlled enterprise of the Group.

Note 2: In June 2014, Superlift reduced its shareholding in the issued shares of KION GROUP AG (formerly KION Holding 1 GmbH) from 34.5% to 26.9%. According to the bundling arrangements between Weichai Lux and Superlift, the Group's voting rights reached 60.2% in proportion, and obtained control over KION GROUP AG. Please refer to Note VI.1 for details.

Provision for impairment of long-term equity investments is presented as follows:

## 2014

		Opening balance 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末餘額
Zhuzhou Auto Trading Market	株洲汽車交易市場	(284,499.56)	-	-	(284,499.56)
Torque Turbine Engine Co.	Torque Turbine Engine Co.	-	(4,254,432.61)	-	(4,254,432.61)
		(284,499.56)	(4,254,432.61)	-	(4,538,932.17)

## 2013

		Opening balance 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末餘額
Zhuzhou Auto Trading Market	株洲汽車交易市場	(284,499.56)	-	-	(284,499.56)

## 五、合併財務報表主要項目註釋(續)

## 15. 長期股權投資(續)

註1：本集團持有西安雙特智能傳動有限公司51%股權，另外兩位股東為陝西法士特傳動集團有限責任公司(「傳動集團」)和卡特彼勒(中國)投資有限公司(「卡特彼勒」)，股權分別為4%和45%。董事會由七名董事組成，其中三名由本集團委任，一名由傳動集團委任，另外三名由卡特彼勒委任，根據公司章程約定，董事會決議需要董事會全體或者絕大多數同意通過，因此西安雙特智能傳動有限公司屬於本集團合營企業。

註2：於2014年6月，Superlift將其所持KION GROUP AG(原KION Holding 1 GmbH)已發行的股份由34.5%減持至26.9%，根據潍柴盧森堡和Superlift達成的捆綁安排，本公司獲得表決權比例為60.2%，實現對KION GROUP AG的控制，詳見附註六、1。

長期股權投資減值準備的情況：

## 2014年

## 2013年

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表主要項目註釋(續)

## 16. Investment property

## 16. 投資性房地產

Subsequent measure under the cost model:

採用成本模式進行後續計量：

2014

2014年

		Houses and buildings 房屋及建築物	Land use rights 土地使用權	Total 合計
<b>Gross carrying amount</b>	<b>原價</b>			
Open balance	年初餘額	591,466,267.63	47,204,688.83	638,670,956.46
Transfer from construction in progress	在建工程轉入	2,567,968.00	—	2,567,968.00
Disposals and retirements	處置及報廢	(1,397,997.29)	—	(1,397,997.29)
Closing balance	年末餘額	592,636,238.34	47,204,688.83	639,840,927.17
<b>Accumulated depreciation and amortization</b>	<b>累計折舊和攤銷</b>			
Opening balance	年初餘額	88,519,301.18	2,755,103.65	91,274,404.83
Provision	計提	25,747,221.31	949,798.13	26,697,019.44
Disposals and retirements	處置或報廢	(293,812.42)	—	(293,812.42)
Closing balance	年末餘額	113,972,710.07	3,704,901.78	117,677,611.85
<b>Carrying amount</b>	<b>賬面價值</b>			
At year end	年末	478,663,528.27	43,499,787.05	522,163,315.32
At year beginning	年初	502,946,966.45	44,449,585.18	547,396,551.63

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

16. Investment property (continued)  
2013

## 五、合併財務報表主要項目註釋(續)

16. 投資性房地產(續)  
2013年

		Houses and buildings 房屋及建築物	Land use rights 土地使用權	Total 合計
<b>Gross carrying amount</b>	<b>原價</b>			
Open balance	年初餘額	381,975,205.74	7,529,088.83	389,504,294.57
Addition	購置	209,491,061.89	39,675,600.00	249,166,661.89
Closing balance	年末餘額	591,466,267.63	47,204,688.83	638,670,956.46
<b>Accumulated depreciation and amortization</b>	<b>累計折舊和攤銷</b>			
Opening balance	年初餘額	58,629,982.19	879,541.52	59,509,523.71
Provision	計提	29,889,318.99	1,875,562.13	31,764,881.12
Closing balance	年末餘額	88,519,301.18	2,755,103.65	91,274,404.83
<b>Carrying amount</b>	<b>賬面價值</b>			
At year end	年末	502,946,966.45	44,449,585.18	547,396,551.63
At year beginning	年初	323,345,223.55	6,649,547.31	329,994,770.86

As at 31 December 2014, investment properties for which the Group had not obtained real estate certificates had a carrying amount of RMB161,550,184.91, for which the Group was in the process of applying for real estate certificates (31 December 2013: RMB99,286,564.20).

於2014年12月31日，本集團尚未獲得房地產證的投資性房地產賬面價值為人民幣161,550,184.91元，還在申請房地產證過程中。(2013年12月31日：人民幣99,286,564.20元)。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2014 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一四年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 17. Fixed assets

2014

## 五、合併財務報表主要項目註釋(續)

## 17. 固定資產

2014年

		Houses and buildings	Machinery and equipment	Electronic equipment	Vehicles	Forklift trucks and equipment leased out (long-term)	Forklift trucks and equipment leased out (short-term)	Others	Total
		房屋及建築物	機器設備	電子設備	運輸設備	租出的叉車 及設備(長期)	租出的叉車 及設備(短期)	其他	合計
Carrying amount	原價								
Opening balance	年初餘額	6,247,057,239.57	12,360,196,439.65	834,203,871.70	362,041,242.24	-	-	1,450,674,775.80	21,254,173,568.96
Addition	購置	174,845,882.51	218,796,027.35	11,135,822.58	14,322,060.75	782,339,821.50	1,189,810,006.30	251,339,801.75	2,642,589,422.74
Transfer from construction-in-progress	在建工程轉入	438,111,729.48	850,504,856.30	115,603,819.45	21,398,770.26	-	-	96,661,099.97	1,522,280,275.46
Business combination not involving entities under common control	非同一控制下企業 合併	2,568,008,875.20	673,104,211.80	-	553,271,296.80	2,401,895,936.16	3,452,270,855.40	653,956,129.20	10,302,507,304.56
Disposals or retirements	處置或報廢	(102,991,131.74)	(463,922,975.83)	(18,056,799.76)	(6,198,604.72)	(354,483,090.50)	(475,906,076.70)	(37,783,628.16)	(1,459,342,307.41)
Exchange rate adjustment	匯兌差額調整	(268,219,445.61)	(147,907,619.03)	(430,989.91)	(553,384,965.49)	(309,424,923.98)	30,642,099.95	(88,428,411.68)	(1,337,154,255.75)
Closing balance	年末餘額	9,056,813,149.41	13,490,770,940.24	942,455,724.06	391,449,799.84	2,520,327,743.18	4,196,816,884.95	2,326,419,766.88	32,925,054,008.56
Accumulated depreciation	累計折舊								
Opening balance	年初餘額	1,072,444,393.42	5,489,309,912.04	442,249,799.46	239,312,055.76	-	-	796,535,532.90	8,039,851,693.58
Provision	計提	330,970,460.11	1,142,808,609.68	216,172,842.09	57,994,446.26	277,931,657.07	619,866,707.50	348,149,422.90	2,993,894,145.61
Disposals or retirements	處置或報廢	(2,175,405.52)	(154,802,556.38)	(33,012,110.23)	(15,632,526.75)	-	-	(103,094,478.95)	(308,717,077.83)
Exchange rate adjustment	匯兌差額調整	(10,034,911.05)	(16,646,619.16)	(374,312.23)	(49,035.31)	(23,621,172.12)	(52,681,937.46)	(23,717,540.59)	(127,125,527.92)
Closing balance	年末餘額	1,391,204,536.96	6,460,669,346.18	625,036,219.09	281,624,939.96	254,310,484.95	567,184,770.04	1,017,872,936.26	10,597,903,233.44
Provision for impairment	減值準備								
Opening balance	年初餘額	2,524,547.15	61,181,933.03	8,464.02	1,047,369.85	-	-	383,460.37	65,145,774.42
Provision	計提	-	42,771,537.21	136,185.04	-	-	-	5,704.15	42,913,426.40
Disposals or retirements	處置或報廢	(258,371.81)	(7,239.02)	-	-	-	-	-	(265,610.83)
Exchange rate adjustment	匯兌差額調整	-	-	-	-	-	-	-	-
Closing balance	年末餘額	2,266,175.34	103,946,231.22	144,649.06	1,047,369.85	-	-	389,164.52	107,793,589.99
Carrying amount	賬面價值								
At year end	年末	7,663,342,437.11	6,926,155,362.84	317,274,855.91	108,777,490.03	2,266,017,258.23	3,629,632,114.91	1,308,157,666.10	22,219,357,185.13
At year beginning	年初	5,172,088,299.00	6,809,704,594.58	391,945,608.22	121,681,816.63	-	-	653,755,782.53	13,149,176,100.96

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2014 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一四年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 17. Fixed assets (continued)

2013

## 五、合併財務報表主要項目註釋(續)

## 17. 固定資產(續)

2013年

		Houses and buildings 房屋及建築物	Machinery and equipment 機器設備	Electronic equipment 電子設備	Vehicles 運輸設備	Others 其他	Total 合計
<b>Carrying amount</b>	<b>原價</b>						
Opening balance	年初餘額	5,111,705,083.12	10,717,767,484.66	507,182,340.22	327,933,010.49	1,337,731,588.14	18,002,319,506.63
Addition	購置	1,187,166,418.27	1,804,089,913.76	342,607,729.56	50,754,683.49	127,258,763.52	3,511,877,508.60
Transfer from construction-in-progress	在建工程轉入	-	-	-	-	-	-
Business combination not involving entities under common control	非同一控制下 企業合併	-	-	-	-	-	-
Disposals or retirements	處置或報廢	(52,392,827.70)	(169,048,275.34)	(15,424,670.92)	(16,546,686.21)	(13,686,671.77)	(267,099,131.94)
Exchange rate adjustment	匯兌差額調整	578,565.88	7,387,316.57	(161,527.16)	(99,765.53)	(628,904.09)	7,075,685.67
Closing balance	年末餘額	6,247,057,239.57	12,360,196,439.65	834,203,871.70	362,041,242.24	1,450,674,775.80	21,254,173,568.96
<b>Accumulated depreciation</b>	<b>累計折舊</b>						
Opening balance	年初餘額	802,170,803.18	4,434,783,739.06	313,606,323.63	215,660,556.07	674,275,041.55	6,440,496,463.49
Provision	計提	316,321,996.12	1,163,280,851.10	143,230,325.05	38,292,969.48	134,318,340.39	1,795,444,482.14
Disposals or retirements	處置或報廢	(45,998,188.35)	(108,770,114.86)	(14,590,667.76)	(14,601,420.01)	(11,460,448.13)	(195,420,839.11)
Exchange rate adjustment	匯兌差額調整	(50,217.53)	15,436.74	3,818.54	(40,049.78)	(597,400.91)	(668,412.94)
Closing balance	年末餘額	1,072,444,393.42	5,489,309,912.04	442,249,799.46	239,312,055.76	796,535,532.90	8,039,851,693.58
<b>Provision for impairment</b>	<b>減值準備</b>						
Opening balance	年初餘額	2,524,547.15	31,436,575.16	-	989,030.26	383,460.37	35,333,612.94
Provision	計提	-	30,087,554.05	8,464.02	58,339.59	-	30,154,357.66
Disposals or retirements	處置或報廢	-	(342,196.18)	-	-	-	(342,196.18)
Exchange rate adjustment	匯兌差額調整	-	-	-	-	-	-
Closing balance	年末餘額	2,524,547.15	61,181,933.03	8,464.02	1,047,369.85	383,460.37	65,145,774.42
<b>Carrying amount</b>	<b>賬面價值</b>						
At year end	年末	5,172,088,299.00	6,809,704,594.58	391,945,608.22	121,681,816.63	653,755,782.53	13,149,176,100.96
At year beginning	年初	4,307,009,732.79	6,251,547,170.44	193,576,016.59	111,283,424.16	663,073,086.22	11,526,489,430.20

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表主要項目註釋(續)

## 17. Fixed assets (continued)

## 17. 固定資產(續)

Fixed assets which are temporarily idle are presented as follows:

暫時閒置的固定資產如下：

2014

2014年

		Gross carrying amount 原價	Accumulated depreciation 累計折舊	Provision for impairment 減值準備	Carrying amount 賬面價值
Machinery and equipment	機器設備	1,193,797.94	-	-	1,193,797.94

2013

2013年

		Gross carrying amount 原價	Accumulated depreciation 累計折舊	Provision for impairment 減值準備	Carrying amount 賬面價值
Machinery and equipment	機器設備	190,533,040.17	143,676,741.71	-	46,856,298.46

Fixed assets leased in under finance lease are presented as follows:

融資租入固定資產如下：

2014

2014年

		Gross carrying amount 原價	Accumulated depreciation 累計折舊	Provision for impairment 減值準備	Carrying amount 賬面價值
Houses and buildings	房屋建築物	27,607,043.02	848,894.62	-	26,758,148.40
Machinery and equipment	機器設備	10,321,085.30	338,036.90	-	9,983,048.40
Others	其他	93,784,737.96	5,972,681.16	-	87,812,056.80
		131,712,866.28	7,159,612.68	-	124,553,253.60

No fixed assets were leased in under finance lease during 2013.

2013年無融資租入固定資產。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 17. Fixed assets (continued)

Carrying amount of fixed assets leased out under operating lease is presented as follows:

		2014	2013
		2014年	2013年
Houses and buildings	房屋建築物	9,548,315.51	—
Electronic equipment	電子設備	557,556.56	861,843.99
Machinery and equipment	機器設備	13,072,484.30	15,592,884.25
Vehicles	運輸工具	2,449.49	2,449.49
Forklift trucks and equipment leased out (long-term)	租出的叉車及設備(長期)	2,266,017,258.23	—
Forklift trucks and equipment leased out (short-term)	租出的叉車及設備(短期)	3,629,632,114.91	—

As at 31 December 2014, among the fixed assets for which the Group had not obtained real estate certificates, those for which the Group was in the process of applying for real estate certificates had a carrying amount of RMB1,836,612,161.16 (31 December 2013: 2,039,195,294.54).

As at 31 December 2014, fixed assets with a carrying amount of RMB136,653,692.40 (31 December 2013: Nil) were pledged for securing bank borrowings of the Group.

In 2014, impairment loss on fixed assets in the amount of RMB42,913,426.40 was recognized, as a result of the provision for impairment made to certain production lines and infrastructure facilities under the automobiles and other major automobile components which was in turn due to the relocation of factories of subsidiaries. Recoverable amount is recognized in accordance with the market selling prices currently prevailing for the corresponding assets.

## 五、合併財務報表主要項目註釋(續)

## 17. 固定資產(續)

經營性租出固定資產賬面價值如下：

		2014	2013
		2014年	2013年
Houses and buildings	房屋建築物	9,548,315.51	—
Electronic equipment	電子設備	557,556.56	861,843.99
Machinery and equipment	機器設備	13,072,484.30	15,592,884.25
Vehicles	運輸工具	2,449.49	2,449.49
Forklift trucks and equipment leased out (long-term)	租出的叉車及設備(長期)	2,266,017,258.23	—
Forklift trucks and equipment leased out (short-term)	租出的叉車及設備(短期)	3,629,632,114.91	—

於2014年12月31日，本集團尚未獲得房地產證的固定資產中人民幣1,836,612,161.16元(2013年12月31日：2,039,195,294.54元)的房地產證在辦理產證過程中。

於2014年12月31日，本集團將賬面價值為人民幣136,653,692.40元(2013年12月31日：無)的固定資產用於抵押取得銀行借款。

2014年，本集團確認了人民幣42,913,426.40元的固定資產減值損失，系由於子公司廠房搬遷對本集團汽車及主要零部件分部的部分生產線和基礎設施提取了減值準備。可收回金額根據相應資產目前的市場售價確定。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2014 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一四年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 18. Construction in progress

## 五、合併財務報表主要項目註釋(續)

## 18. 在建工程

		Gross carrying amount 賬面餘額	2014 2014年 Provision for impairment 減值準備	Carrying amount 賬面價值	Gross carrying amount 賬面餘額	2013 2013年 Provision for impairment 減值準備	Carrying amount 賬面價值
Weichai Power Testing Centre	濰柴動力實驗中心	465,540,981.73	-	465,540,981.73	484,177,190.28	-	484,177,190.28
FAST transmission technology renovation project	法士特傳動技改項目	363,289,454.44	-	363,289,454.44	525,889,089.70	-	525,889,089.70
Renovation for the casting project of Weichai Power	濰柴動力鑄造項目改建	239,376,224.35	-	239,376,224.35	179,262,566.81	-	179,262,566.81
Logistics Park of Weichai Power	濰柴動力物流園	141,231,987.02	-	141,231,987.02	136,935,837.65	-	136,935,837.65
Huadong technology renovation project of Weichai Power	濰柴動力華動技改項目	88,383,474.86	-	88,383,474.86	153,294,522.76	-	153,294,522.76
Weichai Power Landking Phase II	濰柴動力藍擎二期	85,281,962.10	-	85,281,962.10	162,196,686.05	-	162,196,686.05
Phase II of new base of Shaanxi Zhongqi	陝重汽新基地二期	81,174,024.18	-	81,174,024.18	68,903,227.31	-	68,903,227.31
Construction of Yulin new factory area	榆林新廠區建設	79,709,078.62	-	79,709,078.62	89,003,458.49	-	89,003,458.49
Weichai Power interim testing workshop project	濰柴動力中試車間項目	49,099,876.40	-	49,099,876.40	98,056,401.38	-	98,056,401.38
Zhuzhou Gear technology renovation project	株州齒輪技改項目	45,073,505.78	-	45,073,505.78	79,427,299.11	-	79,427,299.11
Project T of Weichai Power	濰柴動力T項目	44,265,997.55	-	44,265,997.55	48,725,143.93	-	48,725,143.93
Project on workshop 3 to 4 in Factory I of Weichai Power	濰柴動力一號廠3-4車間項目	41,896,448.11	-	41,896,448.11	20,834,114.78	-	20,834,114.78
Sparkplug technology renovation project	火花塞技改	6,689,782.32	(3,738,267.94)	2,951,514.38	6,689,782.32	(3,738,267.94)	2,951,514.38
Overhaul of technological measures of FAST	法士特技措大修	6,579,646.43	-	6,579,646.43	12,585,442.01	-	12,585,442.01
Weichai Power Information Centre	濰柴動力信息化中心	5,873,170.99	-	5,873,170.99	127,479,519.89	-	127,479,519.89
Project for combining three workshops for FAST gear	法士特齒輪聯合三車間項目	2,820,546.96	-	2,820,546.96	162,393.16	-	162,393.16
Project of new heavy-duty truck in Xinjiang	新疆重型卡車新建項目	2,137,533.87	-	2,137,533.87	285,182.69	-	285,182.69
150,000-tonne casting project in Jinding new factory area	金鼎新廠區15萬噸鑄造項目	962,508.00	-	962,508.00	972,298.00	-	972,298.00
Others	其他	1,091,081,231.74	-	1,091,081,231.74	785,655,505.84	-	785,655,505.84
Prepaid project equipment monies	預付工程設備款	572,527,755.52	-	572,527,755.52	295,306,783.00	-	295,306,783.00
Prepaid land premium	預付土地款	11,986,232.58	-	11,986,232.58	11,986,232.58	-	11,986,232.58
		3,424,981,423.55	(3,738,267.94)	3,421,243,155.61	3,287,828,677.74	(3,738,267.94)	3,284,090,409.80

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2014 (Expressed in Renminbi Yuan)

財務報表附註(續)

二零一四年十二月三十一日(人民幣元)

V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

18. Construction in progress (continued)

Movement in key construction-in-progress in 2014 is presented as follows:

		Budget	Opening balance	Increase during the year	Fixed asset transferred in during the year	Other decreases	Closing balance	Source of funding	Actual costs as a percentage of budget (%)
		預算	年初餘額	本年增加	本年轉入 固定資產	其他減少	年末餘額	資金來源	工程投入 佔預算比例(%)
FAST transmission technology renovation project	法士特傳動技改項目	2,383,600,000.00	525,889,089.70	187,750,078.60	(350,349,713.86)	-	363,289,454.44	Internal fund 自有資金	96.27%
Weichai Power Testing Centre	濰柴動力實驗中心	942,310,000.00	484,177,190.28	1,008,692.01	(19,644,900.56)	-	465,540,981.73	Internal fund 自有資金	98%
Renovation for the casting project of Weichai Power	濰柴動力鑄鍛項目改建	2,965,730,000.00	179,262,566.81	68,515,299.57	(8,401,642.03)	-	239,376,224.35	Internal fund 自有資金	98%

Movement in key construction-in-progress in 2013 is presented as follows:

		Budget	Opening balance	Increase during the year	Fixed asset transferred in during the year	Other decreases	Closing balance	Source of funding	Actual costs as a percentage of budget (%)
		預算	年初餘額	本年增加	本年轉入 固定資產	其他減少	年末餘額	資金來源	工程投入 佔預算比例(%)
FAST transmission technology renovation project	法士特傳動技改項目	2,289,900,000.00	387,185,943.49	495,111,150.09	(200,753,917.05)	(155,654,086.83)	525,889,089.70	Internal fund 自有資金	96.22%
Weichai Power Testing Centre	濰柴動力實驗中心	942,310,000.00	658,608,693.95	138,191,027.92	(312,622,531.59)	-	484,177,190.28	Internal fund 自有資金	97%
Renovation for the casting project of Weichai Power	濰柴動力鑄鍛項目改建	2,965,730,000.00	755,689,743.26	82,817,067.29	(659,244,243.74)	-	179,262,566.81	Internal fund 自有資金	97%

No interest was capitalized in respect of key construction-in-progress in 2014 (2013: RMB11,723,298.63).

Provision for impairment of construction-in-progress was made in respect of sparkplug technology renovation project because its recoverable amount was lower than carrying amount. There was no movement in the provision for impairment during the year.

五、合併財務報表主要項目註釋(續)

18. 在建工程(續)

重要在建工程2014年變動如下：

		預算	年初餘額	本年增加	本年轉入 固定資產	其他減少	年末餘額	資金來源	工程投入 佔預算比例(%)
法士特傳動技改項目	FAST transmission technology renovation project	2,383,600,000.00	525,889,089.70	187,750,078.60	(350,349,713.86)	-	363,289,454.44	Internal fund 自有資金	96.27%
濰柴動力實驗中心	Weichai Power Testing Centre	942,310,000.00	484,177,190.28	1,008,692.01	(19,644,900.56)	-	465,540,981.73	Internal fund 自有資金	98%
濰柴動力鑄鍛項目改建	Renovation for the casting project of Weichai Power	2,965,730,000.00	179,262,566.81	68,515,299.57	(8,401,642.03)	-	239,376,224.35	Internal fund 自有資金	98%

重要在建工程2013年變動如下：

		預算	年初餘額	本年增加	本年轉入 固定資產	其他減少	年末餘額	資金來源	工程投入 佔預算比例(%)
法士特傳動技改項目	FAST transmission technology renovation project	2,289,900,000.00	387,185,943.49	495,111,150.09	(200,753,917.05)	(155,654,086.83)	525,889,089.70	Internal fund 自有資金	96.22%
濰柴動力實驗中心	Weichai Power Testing Centre	942,310,000.00	658,608,693.95	138,191,027.92	(312,622,531.59)	-	484,177,190.28	Internal fund 自有資金	97%
濰柴動力鑄鍛項目改建	Renovation for the casting project of Weichai Power	2,965,730,000.00	755,689,743.26	82,817,067.29	(659,244,243.74)	-	179,262,566.81	Internal fund 自有資金	97%

重要在建工程2014年無利息資本化金額(2013年：人民幣11,723,298.63元)。

在建工程減值準備系火花塞技改項目，計提原因在於可收回金額低於賬面價值，本年減值準備無變動。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

19. Intangible assets  
2014

## 五、合併財務報表主要項目註釋(續)

19. 無形資產  
2014年

		Opening balance	Addition	Internal R&D	Business combination not involving entities under common control 非同一控制下 企業合併	Disposals and retirements 處置或報廢	Adjustment of exchange differences 匯兌差額調整	Closing balance
		年初餘額	購置	內部研發	企業合併	處置或報廢	匯兌差額調整	年末餘額
<b>Gross carrying amount</b>	<b>資產原價</b>							
Technology know-how	專有技術	397,946,054.86	24,403.56	-	1,228,504,340.85	-	(373,890,550.82)	1,252,584,248.45
Trademark rights	商標使用權	226,203,400.00	559,380.00	-	4,990,396,624.20	-	(550,340,789.40)	4,666,818,614.80
Licence	特許權	61,396,024.64	59,578,907.20	-	517,602,641.40	(676,292.30)	(69,322,330.60)	568,578,950.34
Land use rights	土地使用權	1,376,361,556.58	183,647,578.50	-	-	(12,200,760.00)	-	1,547,808,375.08
Orders on hand	在手訂單	312,238,546.98	1,628,213.66	-	-	-	(35,912,747.70)	277,954,012.94
Customer relationship	客戶關係	415,598,699.70	1,618,327.19	-	5,259,129,634.47	-	(1,835,667,562.90)	3,840,679,098.46
Software	軟件	125,687,552.10	27,936,228.92	-	79,824,251.40	-	(9,567,747.67)	223,880,284.75
Others	其他	9,625,222.83	170,134,731.47	12,289,694.40	56,890,204.20	(18,479,890.80)	1,424,685,630.47	1,655,145,592.57
		2,925,057,057.69	445,127,770.50	12,289,694.40	12,132,347,696.52	(31,356,943.10)	(1,450,016,098.62)	14,033,449,177.39
<b>Less: Accumulated amortization</b>	<b>減：累計攤銷</b>							
Technology know-how	專有技術	352,052,941.15	270,307,506.76			-	(23,086,650.41)	599,273,797.50
Trademark rights	商標使用權	15,562,372.69	1,330,245.61			-	(104,567.50)	16,788,050.80
Licence	特許權	6,197,346.24	78,011,769.30			-	(7,330,584.90)	76,878,530.64
Land use rights	土地使用權	128,698,867.23	30,585,825.43			(965,981.04)	-	158,318,711.62
Orders on hand	在手訂單	38,634,332.10	22,855,420.50			-	(6,363,046.20)	55,126,706.40
Customer relationship	客戶關係	53,670,487.50	108,495,455.18			-	(15,361,972.78)	146,803,969.90
Software	軟件	54,711,074.68	18,171,165.14			-	(84,106.10)	72,798,133.72
Others	其他	2,098,326.61	207,784,698.13			-	(17,899,535.40)	191,983,489.34
		651,625,748.20	737,542,086.05			(965,981.04)	(70,230,463.29)	1,317,971,389.92
<b>Net carrying amount</b>	<b>賬面淨值</b>							
Technology know-how	專有技術	45,893,113.71						653,310,450.95
Trademark rights	商標使用權	210,641,027.31						4,650,030,564.00
Licence	特許權	55,198,678.40						491,700,419.70
Land use rights	土地使用權	1,247,662,689.35						1,389,489,663.46
Orders on hand	在手訂單	273,604,214.88						222,827,306.54
Customer relationship	客戶關係	361,928,212.20						3,693,875,128.56
Software	軟件	70,976,477.42						151,082,151.03
Others	其他	7,526,896.22						1,463,162,103.23
		2,273,431,309.49						12,715,477,787.47



## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 19. Intangible assets (continued)

2013

## 五、合併財務報表主要項目註釋(續)

## 19. 無形資產(續)

2013年

		Opening balance 年初數	Addition 購置	Disposals and retirements 處置或報廢	Adjustment of exchange differences 匯兌差額調整	Closing balance 年末數
<b>Gross carrying amount</b>	<b>資產原價</b>					
Technology know-how	專有技術	382,722,683.60	15,006,769.28	—	216,601.98	397,946,054.86
Trademark rights	商標使用權	226,177,400.00	26,000.00	—	—	226,203,400.00
Licence	特許權	60,658,342.84	—	—	737,681.80	61,396,024.64
Land use rights	土地使用權	1,164,678,562.45	251,358,594.13	(39,675,600.00)	—	1,376,361,556.58
Orders on hand	在手訂單	310,082,107.59	—	—	2,156,439.39	312,238,546.98
Customer relationship	客戶關係	412,196,858.59	—	—	3,401,841.11	415,598,699.70
Software	軟件	100,099,459.14	25,588,092.96	—	—	125,687,552.10
Others	其他	9,080,032.80	436,351.56	—	108,838.47	9,625,222.83
		2,665,695,447.01	292,415,807.93	(39,675,600.00)	6,621,402.75	2,925,057,057.69
<b>Less: Accumulated amortization</b>	<b>減：累計攤銷</b>					
Technology know-how	專有技術	343,611,641.55	8,413,930.32	—	27,369.28	352,052,941.15
Trademark rights	商標使用權	15,557,616.00	4,756.69	—	—	15,562,372.69
Licence	特許權	58,379.00	6,012,804.84	—	126,162.40	6,197,346.24
Land use rights	土地使用權	102,206,807.63	28,211,335.60	(1,719,276.00)	—	128,698,867.23
Orders on hand	在手訂單	—	37,839,058.40	—	795,273.70	38,634,332.10
Customer relationship	客戶關係	—	52,565,700.00	—	1,104,787.50	53,670,487.50
Software	軟件	44,003,893.97	10,707,180.71	—	—	54,711,074.68
Others	其他	—	2,055,133.32	—	43,193.29	2,098,326.61
		505,438,338.15	145,809,899.88	(1,719,276.00)	2,096,786.17	651,625,748.20
<b>Net carrying amount</b>	<b>賬面淨值</b>					
Technology know-how	專有技術	39,111,042.05				45,893,113.71
Trademark rights	商標使用權	210,619,784.00				210,641,027.31
Licence	特許權	60,599,963.84				55,198,678.40
Land use rights	土地使用權	1,062,471,754.82				1,247,662,689.35
Orders on hand	在手訂單	310,082,107.59				273,604,214.88
Customer relationship	客戶關係	412,196,858.59				361,928,212.20
Software	軟件	56,095,565.17				70,976,477.42
Others	其他	9,080,032.80				7,526,896.22
		2,160,257,108.86				2,273,431,309.49

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 19. Intangible assets (continued)

As at 31 December 2014, intangible assets generated from internal R&D accounted for 0.1% (31 December 2013: 0%) of the closing carrying amount of intangible assets.

As at 31 December 2014, the title to intangible assets with a carrying amount of RMB44,940,259.09 (31 December 2013: RMB86,682,636.49) was under restriction, namely the pledge of the Group's land use rights with a carrying amount of RMB44,940,259.09 to secure its bank borrowings of RMB34,000,000.00.

The trademarks are renewable every 10 years at minimal cost. The management of the Group are of the opinion that the Group has both the intention and ability to renew the trademarks continuously. As a result, the useful life of the trademarks is considered by the management of the Group as indefinite because the trademarks are expected to contribute to the Group's net cash inflows indefinitely. The trademarks will not be amortised until their useful life is determined to be finite. Instead the trademarks will be tested for impairment annually and whenever there is an indication that they may be impaired. Particulars of the impairment testing are disclosed in Note 21.

As at 31 December 2014, the intangible assets for which the Group had not obtained title certificates had a carrying amount of RMB226,282,458.14, for which the Group was in the process of applying (31 December 2013: RMB278,962,110.31).

## 五、合併財務報表主要項目註釋(續)

### 19. 無形資產(續)

於2014年12月31日，通過內部研發形成的無形資產佔無形資產年末賬面價值的比例為0.1%(2013年12月31日：0%)。

於2014年12月31日，賬面價值人民幣44,940,259.09元(2013年12月31日：人民幣86,682,636.49元)無形資產所有權受到限制，系本集團以賬面價值為人民幣44,940,259.09元的土地使用權為抵押，取得銀行借款人民幣34,000,000.00元。

商標每十年須按最低成本重續一次。本集團管理層認為，本集團有意且有不斷重續該等商標。預計該等商標將可永久為本集團產生現金流入淨額，故此，本集團管理層認為該等商標擁有永久可使用年限。除非該等商標的可使用年限被認定為有限，否則不會進行攤銷。相反，商標將會每年及每當有跡象顯示存在減值時進行減值測試。減值測試詳情於附註21披露。

於2014年12月31日，本集團尚未辦妥產權證書的無形資產賬面價值為人民幣226,282,458.14元，還在辦理產權證的過程中(2013年12月31日：人民幣278,962,110.31元)。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 20. Expenditure on development

Capitalization of expenditure on development starts when the development stage is reached. Capitalized expenditure on development of the Group is presented as follows:

2014

		Opening balance 年初餘額	Increase during the year 本年增加 Internal R&D 內部開發	Decrease during the year 本年減少 Recognition of intangible assets 確認無形資產	Taken to profit and loss for the current period 計入當期損益	Closing balance 年末餘額
HX complete vehicle external flow field analysis and optimization project	HX整車外流場分析及 優化項目	3,457,277.33	—	—	—	3,457,277.33
Improvement project on driver's cabin	駕駛室改進項目	6,190,188.69	2,000,000.00	—	—	8,190,188.69
Hydraulics project	液壓項目	450,057,556.20	54,372,271.30	—	(104,213,219.50)	400,216,608.00
Others	其他	37,713,840.12	96,418,171.02	(12,289,694.40)	—	121,842,316.74
		497,418,862.34	152,790,442.32	(12,289,694.40)	(104,213,219.50)	533,706,390.76

2013

		Opening balance 年初餘額	Increase during the year 本年增加 Internal R&D 內部開發	Decrease during the year 本年減少 Recognition of intangible assets 確認無形資產	Taken to profit and loss for the current period 計入當期損益	Closing balance 年末餘額
HX complete vehicle external flow field analysis and optimization project	HX整車外流場分析及 優化項目	3,457,277.33	—	—	—	3,457,277.33
Improvement project on driver's cabin	駕駛室改進項目	3,360,000.00	2,830,188.69	—	—	6,190,188.69
Hydraulics project	液壓項目	423,790,203.95	20,671,569.79	—	5,595,782.46	450,057,556.20
Others	其他	1,084,963.00	36,628,877.12	—	—	37,713,840.12
		431,692,444.28	60,130,635.60	—	5,595,782.46	497,418,862.34

## 五、合併財務報表主要項目註釋(續)

## 20. 開發支出

當開發支出達到開發階段的時候開始資本化，本集團資本化的開發支出如下：

2014年

2013年

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 21. Goodwill

2014

		Opening balance	Increase during the year Business combination not involving entities under common control 本年增加 非同一控制下 企業合併	Decrease during the year Adjustment of exchange differences 本年減少 匯兌差額調整	Closing balance
		年初餘額			年末餘額
Merger with TAGC	合併湘火炬	537,908,504.02	-	-	537,908,504.02
Merger with KION GROUP AG	合併KION GROUP AG	-	7,880,077,524.38	(861,495,553.42)	7,018,581,970.96
Merger with Linde Hydraulics GmbH & Co. KG	合併林德液壓 合夥企業	892,941,329.49	-	(102,171,350.50)	790,769,978.99
		1,430,849,833.51	7,880,077,524.38	(963,666,903.92)	8,347,260,453.97

2013

		Opening balance	Increase during the year Business combination not involving entities under common control 本年增加 非同一控制下 企業合併	Decrease during the year Adjustment of exchange differences 本年減少 匯兌差額調整	Closing balance
		年初餘額			年末餘額
Merger with TAGC	合併湘火炬	537,908,504.02	-	-	537,908,504.02
Merger with Linde Hydraulics GmbH & Co. KG	合併林德液壓合夥企業	905,206,283.29	-	(12,264,953.80)	892,941,329.49
		1,443,114,787.31	-	(12,264,953.80)	1,430,849,833.51

The closing balance as at 31 December 2014 represented goodwill arising from mergers with TAGC, Linde Hydraulics GmbH & Co. KG and KION GROUP AG.

2014年12月31日期末餘額為合併湘火炬、林德液壓合夥企業和KION GROUP AG而產生的商譽。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 21. Goodwill (continued)

#### *Mergers with TAGC and Linde Hydraulics GmbH & Co. KG*

The goodwill and trademark acquired through the mergers with TAGC and Linde Hydraulics GmbH & Co. KG are tested for impairment using asset segments as asset groups and have been allocated to the following asset groups/units:

- asset group unit A: manufacture and sale of diesel engines and related parts
- asset group unit B: major automobile components other than automotive and diesel engines
- asset group unit C: manufacture of hydraulic pumps, hydraulic motors, hydraulic valves, gears and other components

#### *Asset group unit A, B and C*

The recoverable amount of asset group unit A, B and C has been determined based on the present value of the expected future cash flows of the asset group, which was determined based on cash flow projection in accordance to the 5-year, 5-year and 7-year financial budget approved by the management. The discount rate used for the cash flow projection of asset group unit A and B was the pre-tax rate of 13%. The estimated growth rate of cash flows beyond the 5-year period of 3% was the long-term average growth rate in the industries or regions in which the enterprises operate. The discount rate for cash flow projection for asset group unit C is 7.4%, and the estimated growth rate of cash flows beyond the 7-year period is 2.66%.

## 五、合併財務報表主要項目註釋(續)

### 21. 商譽(續)

#### *合併湘火炬、林德液壓合夥企業*

本集團合併湘火炬、林德液壓合夥企業取得的商譽及商標以資產模塊作為資產組組合進行減值測試，並已經分配至下列資產組／組合：

- 資產組組合A：生產及銷售柴油機及相關零部件
- 資產組組合B：汽車及柴油機外的主要汽車零部件
- 資產組組合C：生產液壓泵、液壓馬達、液壓閥門、齒輪及其他零部件

#### *資產組組合A、B及C*

資產組組合A、B及C的可收回金額按照資產組的預計未來現金流量的現值確定，其預計未來現金流量根據管理層批准的5年期、5年期和7年期的財務預算為基礎的現金流量預測來確定。資產組組合A、B現金流量預測所用的折現率是13%，5年以後的現金流量的估計增長率3%系為企業所處行業或地區的長期平均增長率；資產組組合C現金流量預測所使用的折現率是7.4%，7年以後現金流量估計增長率2.66%。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 21. Goodwill (continued)

## Asset group unit A, B and C (Continued)

The carrying amount of goodwill and trademark are allocated to the asset groups as follows:

		Carrying amount of goodwill 商譽的賬面金額		Carrying amount of trademark 商標的賬面金額	
		31 December 2014 2014年12月31日	31 December 2013 2013年12月31日	31 December 2014 2014年12月31日	31 December 2013 2013年12月31日
Asset group unit A	資產組組合A	–	–	116,422,784.00	116,422,784.00
Asset group unit B	資產組組合B	537,908,504.02	537,908,504.02	94,677,740.80	94,218,243.31
Asset group unit C	資產組組合C	790,769,978.99	892,941,329.49	–	–
Total	合計	1,328,678,483.01	1,430,849,833.51	211,100,524.80	210,641,027.31

Value in use is calculated based on the present value of the estimated future cash flow. Future cash flow is based on the 5-year financial budget as approved by the management. Permit use rate is 0.2% to 0.5%. Discount rate adopted for cash flow projection is 15%. Estimated growth rate of cash flow beyond 5 years is 3%. These projections are determined based on past performance and the management's expectation of market development.

As at 31 December 2014, the management considers that there was no risk of impairment for goodwill and trademarks.

## 21. 商譽(續)

## 資產組組合A、B及C(續)

商譽及商標的賬面金額分配至資產組的情況如下：

商標使用價值計算按照預計未來現金流量的現值確定，未來現金流量根據管理層批准的5年期財務預算為基礎，許可使用費率為0.2%–0.5%。現金流量預測所使用的折現率是15%。5年以後的現金流量的估計增長率3%，乃根據該單位之過往表現及管理層對市場發展之預期而確定。

於2014年12月31日，管理層認為商譽和商標無減值風險。

		Carrying amount of goodwill 商譽的賬面金額		Carrying amount of trademark 商標的賬面金額	
		31 December 2014 2014年12月31日	31 December 2013 2013年12月31日	31 December 2014 2014年12月31日	31 December 2013 2013年12月31日
Merger with KION GROUP AG	合併KION GROUP AG	7,018,581,970.96	–	4,438,930,039.20	–

While appraisal work is yet to be completed and the Group is yet to complete the apportioning of costs of business combination, asset appraisal will be completed within 12 months from the date of acquisition and adjustments will be made to temporary values of identifiable assets and liabilities based on the appraised value. In this regard, no impairment testing on goodwill and trademarks generated from the merger with KION GROUP AG is required for the year because no indication of impairment existed.

對於合併KION GROUP AG形成的商譽和商標，因為評估工作尚未完成，本集團尚未完成企業合併成本分攤，將於並購日12個月內完成資產評估並根據評估值對可辨認資產、負債的暫時性價值進行調整，由於不存在減值跡象，因此本年度暫不需要進行商譽和商標的減值測試。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 22. Long-term prepaid expenses

2014

		Opening balance 年初餘額	Increase during the year 本年增加	Amortization during the year 本年攤銷	Other decrease 其他減少	Closing balance 年末餘額
Industrial mould fee	工裝模具費	75,827,737.35	25,395,913.70	(29,613,604.25)	–	71,610,046.80
Industrial equipment fee	工位器具費	44,376,961.19	25,606,232.82	(17,875,256.12)	–	52,107,937.89
Expenditure on improvement of fixed assets leased in	租入固定資產 改良支出	38,574,449.88	25,183,901.37	(18,691,196.24)	–	45,067,155.01
		158,779,148.42	76,186,047.89	(66,180,056.61)	–	168,785,139.70

2013

		Opening balance 年初餘額	Increase during the year 本年增加	Amortization during the year 本年攤銷	Other decrease 其他減少	Closing balance 年末餘額
Industrial mould fee	工裝模具費	73,108,748.15	34,557,288.66	(31,838,299.46)	–	75,827,737.35
Industrial equipment fee	工位器具費	39,422,501.14	20,872,157.55	(15,917,697.50)	–	44,376,961.19
Expenditure on improvement of fixed assets leased in	租入固定資產 改良支出	56,591,822.19	5,544,968.05	(23,562,340.36)	–	38,574,449.88
		169,123,071.48	60,974,414.26	(71,318,337.32)	–	158,779,148.42

## 五、合併財務報表主要項目註釋(續)

## 22. 長期待攤費用

2014年

2013年



## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表主要項目註釋(續)

## 23. Deferred tax assets/ liabilities

## 23. 遞延所得稅資產／負債

		2014 2014年		2013 2013年	
		Deductible temporary difference 可抵扣 暫時性差異	Deferred tax assets 遞延 所得稅資產	Deductible temporary difference 可抵扣 暫時性差異	Deferred tax assets 遞延 所得稅資產
<b>Deferred tax assets</b>	<b>遞延所得稅資產</b>				
Provision for impairment of assets	資產減值準備	1,952,035,783.31	353,034,644.43	1,132,171,420.36	166,093,916.16
Accruals	預提項目	8,205,127,572.90	1,872,716,242.32	3,219,992,204.45	483,621,185.71
Unrealized profit for internal transactions	內部交易 未實現利潤	826,234,077.79	225,558,078.94	442,313,689.65	66,347,053.54
Fixed assets leased in under finance lease	融資租入固定資產	815,947,051.90	214,687,804.36	—	—
Finance lease receivables	融資租賃應收款	170,922,530.96	46,410,513.55	—	—
Finance lease payables	融資租賃應付款	8,626,517,908.65	2,460,121,573.43	—	—
Adjustment of fair value upon business combination	企業合併公允價值 調整	2,793,655,654.07	748,205,694.22	—	—
Deductible losses	可抵扣虧損	2,214,621,461.31	468,182,838.35	60,151,240.03	9,022,686.00
Deductible goodwill arising from business combination (before tax)	企業合併可稅前 抵扣商譽	241,924,936.99	63,654,048.90	281,847,934.20	38,049,471.05
Others	其他	136,528,488.51	19,165,398.03	161,147,123.75	22,401,039.36
		<b>25,983,515,466.39</b>	<b>6,471,736,836.53</b>	<b>5,297,623,612.44</b>	<b>785,535,351.82</b>

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 23. Deferred tax assets/ liabilities (continued)

## 五、合併財務報表主要項目註釋(續)

## 23. 遞延所得稅資產／負債(續)

		2014 2014年		2013 2013年	
		Taxable temporary difference 應納稅 暫時性差異	Deferred tax liabilities 遞延 所得稅負債	Taxable temporary difference 應納稅 暫時性差異	Deferred tax liabilities 遞延 所得稅負債
<b>Deferred tax liabilities</b>	<b>遞延所得稅負債</b>				
Gain on re-measurement at fair value of original shareholding upon business combination	企業合併中對原持有股權按公允價值重新計量產生的收益	11,536,941,899.65	3,411,214,991.34	932,613,695.90	128,286,114.93
Change of fair value of available-for-sale financial assets	可供出售金融資產公允價值變動	56,400,000.00	8,460,000.00	10,000,000.00	1,500,000.00
Amortization of taxable value of trademark rights	商標權計稅價值攤銷	108,892,000.00	16,333,800.60	108,892,000.00	16,333,800.00
Fixed assets leased in under finance lease	融資租入固定資產	3,359,193,121.19	996,843,542.40	—	—
Finance lease receivables	融資租賃應收款	5,343,848,643.05	1,462,415,940.00	—	—
Receivable from related companies	關聯公司應收款	113,821,181.88	37,469,310.70	—	—
Accounts payable	應付賬款	230,441,240.37	63,209,396.92	—	—
Amortization of finance expenses for long-term borrowings	長期借款融資費用攤銷	49,275,678.22	13,516,182.68	—	—
Intangible assets generated from internal R&D	內部研發形成無形資產	1,442,073,287.04	427,936,528.80	—	—
Prepaid expenses	待攤費用	59,157,800.21	15,708,949.20	—	—
Payroll	職工薪酬福利	723,745,251.85	183,784,759.43	—	—
Others	其他	53,322,910.34	9,463,018.32	—	—
		23,077,113,013.80	6,646,356,420.39	1,051,505,695.90	146,119,914.93

Deferred tax assets and deferred tax liabilities are presented in net amount after offsetting:

遞延所得稅資產和遞延所得稅負債以抵銷後的淨額列示：

		2014 2014年		2013 2013年	
		Offset amount 抵銷金額	After offsetting 抵銷後餘額	Offset amount 抵銷金額	After offsetting 抵銷後餘額
<b>Deferred tax assets</b>	<b>遞延所得稅資產</b>	3,017,747,723.10	3,453,989,113.43	—	785,535,351.82
<b>Deferred tax liabilities</b>	<b>遞延所得稅負債</b>	3,017,747,723.10	3,628,608,697.29	—	146,119,914.93

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 23. Deferred tax assets/ liabilities (continued)

Deductible temporary difference and deductible losses in respect of deferred tax assets not yet recognized are presented as follows:

		31 December 2014 2014年12月31日	31 December 2013 2013年12月31日
Deductible temporary difference	可抵扣暫時性差異	585,388,247.71	278,811,576.61
Deductible losses	可抵扣虧損	4,233,704,178.53	1,644,866,671.65
		<b>4,819,092,426.24</b>	1,923,678,248.26

Deductible losses in respect of deferred tax assets not yet recognized will fall due in the following years:

		31 December 2014 2014年12月31日	31 December 2013 2013年12月31日
2014	2014年	–	7,135,953.32
2015	2015年	92,223,754.67	78,617,762.33
2016	2016年	222,735,517.76	210,047,116.78
2017	2017年	442,275,490.42	478,843,500.92
2018	2018年	422,588,836.20	400,137,097.30
2019	2019年	229,116,020.69	–
Indefinite	無到期期限	2,824,764,558.79	470,085,241.00
		<b>4,233,704,178.53</b>	1,644,866,671.65

Deferred tax related to deductible losses and tax credit is recognized based on profit forecast.

## 23. 遞延所得稅資產／負債(續)

未確認遞延所得稅資產的可抵扣暫時性差異及可抵扣虧損如下：

未確認遞延所得稅資產的可抵扣虧損將於以下年度到期：

## 24. Other non-current assets

		2014 2014年	2013 2013年
Scheme assets under defined benefit scheme	設定受益計劃之計劃資產	161,242,261.20	–
Call options with respect to minority interests	少數股東權益買入期權	–	248,896,359.60
Others	其他	11,322,517.80	10,911,502.97
		<b>172,564,779.00</b>	259,807,862.57

## 24. 其他非流動資產

本集團根據盈利預測確認與可抵扣虧損和稅款抵減相關的遞延所得稅。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 25. Short-term loans

		31 December 2014 2014年12月31日	31 December 2013 2013年12月31日
Mortgage loans	抵押借款	34,000,000.00	91,000,000.00
Pledge loans	質押借款	1,476,231,166.80	—
Credit loans	信用借款	1,255,633,235.55	1,154,568,357.29
		<b>2,765,864,402.35</b>	1,245,568,357.29

As at 31 December 2014, the above loans carried interest at rates ranging from 1.73% to 7.8% (31 December 2013: 1.15% to 7.8%) per annum.

於2014年12月31日，上述借款的年利率為1.73%~7.8%(2013年12月31日：1.15%~7.8%)。

## 26. Financial liabilities at fair value through profit or loss for the current period

## 26. 以公允價值計量且其變動計入當期損益的金融負債

		2014 2014年	2013 2013年
Derivative financial instruments	衍生金融工具遠期合同		
forward contracts		76,807,591.20	—

## 27. Notes payable

## 27. 應付票據

		31 December 2014 2014年12月31日	31 December 2013 2013年12月31日
Bank acceptance bill	銀行承兌匯票	10,387,172,130.11	6,600,177,677.15
Commercial acceptance bills	商業承兌匯票	480,511,714.40	86,973,922.62
Total	合計	<b>10,867,683,844.51</b>	6,687,151,599.77

As at 31 December 2014, the Group had no notes payable which were due and outstanding (31 December 2013: Nil).

於2014年12月31日，本集團無到期未付的應付票據(2013年12月31日：無)。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 28. Accounts payable

Accounts payable are non-interest bearing, and are generally settled within three to four months.

		31 December 2014 2014年12月31日	31 December 2013 2013年12月31日
Accounts payable	應付賬款	15,922,080,225.78	13,472,675,550.89

As at 31 December 2014, the aging analysis of accounts payable based on the invoice date is presented as follows:

		31 December 2014 2014年12月31日	31 December 2013 2013年12月31日
Within 3 months	3個月內	13,124,950,144.57	11,051,886,336.78
3 to 6 months	3至6個月	1,626,531,903.78	1,537,510,610.34
6 months to 1 year	6個月至1年	507,083,580.55	244,457,038.42
Over 1 year	1年以上	663,514,596.88	638,821,565.35
Total	合計	15,922,080,225.78	13,472,675,550.89

As at 31 December 2014, there was no material accounts payable which aged over one year (31 December 2013: nil).

於2014年12月31日，應付賬款基於發票日期的賬齡分析如下：

於2014年12月31日，無賬齡一年以上的重大應付款項(2013年12月31日：無)。

## 29. Advances from customers

		31 December 2014 2014年12月31日	31 December 2013 2013年12月31日
Advances from customers	預收款項	1,479,206,814.82	1,211,259,736.92

As at 31 December 2014, there was no material advances from customers which aged over one year (31 December 2013: nil).

## 29. 預收款項

於2014年12月31日，無賬齡一年以上的重大預收款項(2013年12月31日：無)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2014 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一四年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 30. Payroll payable

2014

## 五、合併財務報表主要項目註釋(續)

## 30. 應付職工薪酬

2014年

		Opening balance 年初餘額	Business combination not involving entities under common control 非同一控制下 的企業合併	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末餘額
Short-term remuneration	短期薪酬	1,075,396,894.99	1,380,760,597.20	8,240,839,495.08	(8,188,410,048.40)	2,508,586,938.87
Post-employment benefits (defined contribution plan)	離職後福利 (設定提存計劃)	40,260,654.82	292,501,442.40	1,694,621,958.52	(1,705,221,727.41)	322,162,328.33
Severance benefits	辭退福利					
Portion due within 1 year	一年內支付的部分	59,656,201.78	156,634,841.40	18,588,866.30	(33,295,190.83)	201,584,718.65
Other long-term payroll due within 1 year	一年內到期的 其他長期職工薪酬	-	99,920,923.80	273,913,452.62	(291,144,316.82)	82,690,059.60
		1,175,313,751.59	1,929,817,804.80	10,227,963,772.52	(10,218,071,283.46)	3,115,024,045.45

2013

2013年

		Opening balance 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末餘額
Short-term remuneration	短期薪酬	924,766,659.81	4,046,711,802.56	(3,896,081,567.38)	1,075,396,894.99
Post-employment benefits (defined contribution plan)	離職後福利 (設定提存計劃)	41,884,451.93	437,956,354.65	(439,580,151.76)	40,260,654.82
Severance benefits	辭退福利				
Portion due within 1 year	一年內支付的部分	60,071,645.28	7,317,152.05	(7,732,595.55)	59,656,201.78
		1,026,722,757.02	4,491,985,309.26	(4,343,394,314.69)	1,175,313,751.59

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 30. Payroll payable (continued)

Short-term remuneration is presented as follows:

2014

		Opening balance	Business combination not involving entities under common control 非同一控制下 的企業合併	Increase during the year	Decrease during the year	Closing balance
		年初餘額		本年增加	本年減少	年末餘額
Salaries, bonuses, allowances and subsidies	工資、獎金、津貼和補貼	792,478,825.67	1,190,261,939.40	7,262,039,905.17	(7,196,303,049.04)	2,048,477,621.20
Staff welfare	職工福利費	15,449,823.84	-	287,094,588.77	(282,562,689.61)	19,981,723.00
Social security	社會保險費	5,593,719.12	-	230,104,423.79	(227,528,205.53)	8,169,937.38
Incl: Medical insurance	其中：醫療保險費	2,290,806.87	-	153,257,426.72	(151,750,599.51)	3,797,634.08
Work injury insurance	工傷保險費	410,144.18	-	19,290,268.20	(19,251,645.55)	448,766.83
Maternity insurance	生育保險費	381,691.53	-	14,155,167.77	(14,115,375.24)	421,484.06
Supplementary medical insurance	補充醫療保險	2,511,076.54	-	43,401,561.10	(42,410,585.23)	3,502,052.41
Housing funds	住房公積金	8,909,297.68	-	215,170,228.56	(210,308,216.27)	13,771,309.97
Labor union operating funds and employee education costs	工會經費和職工教育經費	251,933,839.78	-	103,038,503.66	(68,229,252.69)	286,743,090.75
Other short-term remuneration	其他短期薪酬	1,031,388.90	190,498,657.80	143,391,845.13	(203,478,635.26)	131,443,256.57
		1,075,396,894.99	1,380,760,597.20	8,240,839,495.08	(8,188,410,048.40)	2,508,586,938.87

2013

		Opening balance	Increase during the year	Decrease during the year	Closing balance
		年初餘額	本年增加	本年減少	年末餘額
Salaries, bonuses, allowances and subsidies	工資、獎金、津貼和補貼	675,844,433.09	3,297,048,740.35	(3,180,414,347.77)	792,478,825.67
Staff welfare	職工福利費	15,464,868.59	238,497,793.13	(238,512,837.88)	15,449,823.84
Social security	社會保險費	5,063,765.98	179,615,682.41	(179,085,729.27)	5,593,719.12
Incl: Medical insurance	其中：醫療保險費	1,568,670.24	112,793,188.85	(112,071,052.22)	2,290,806.87
Work injury insurance	工傷保險費	303,774.87	15,499,461.57	(15,393,092.26)	410,144.18
Maternity insurance	生育保險費	497,495.92	11,312,851.23	(11,428,655.62)	381,691.53
Supplementary medical insurance	補充醫療保險	2,693,824.95	40,010,180.76	(40,192,929.17)	2,511,076.54
Housing funds	住房公積金	10,213,486.62	181,304,578.26	(182,608,767.20)	8,909,297.68
Labor union operating funds and employee education costs	工會經費和職工教育經費	218,142,800.43	106,080,667.07	(72,289,627.72)	251,933,839.78
Other short-term remuneration	其他短期薪酬	37,305.10	44,164,341.34	(43,170,257.54)	1,031,388.90
		924,766,659.81	4,046,711,802.56	(3,896,081,567.38)	1,075,396,894.99



## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 30. Payroll payable (continued)

Defined contribution plan is presented as follows:

2014

		Opening balance 年初餘額	Business combination not involving entities under common control 非同一控制下 的企業合併	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末餘額
Basic pension insurance	基本養老保險	13,058,311.03	292,501,442.40	1,567,319,362.34	(1,580,378,700.85)	292,500,414.92
Unemployment insurance	失業保險費	863,276.19	–	29,955,360.93	(29,353,010.76)	1,465,626.36
Contribution to pension fund	企業年金繳費	26,339,067.60	–	97,347,235.25	(95,490,015.80)	28,196,287.05
		40,260,654.82	292,501,442.40	1,694,621,958.52	(1,705,221,727.41)	322,162,328.33

2013

		Opening balance 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末餘額
Basic pension insurance	基本養老保險	10,914,447.58	327,013,257.61	(324,869,394.16)	13,058,311.03
Unemployment insurance	失業保險費	608,189.21	29,410,109.65	(29,155,022.67)	863,276.19
Contribution to pension fund	企業年金繳費	30,361,815.14	81,532,987.39	(85,555,734.93)	26,339,067.60
		41,884,451.93	437,956,354.65	(439,580,151.76)	40,260,654.82

Total remuneration of directors, supervisors and chief executives incurred during the year is presented as follows:

本年度發生董事、監事及首席執行官酬金總額情況如下：

		31 December 2014 2014年12月31日	31 December 2013 2013年12月31日
Fees	袍金	765,084.00	767,604.00
Other emolument:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	6,023,200.00	6,209,300.00
Performance-related bonuses	按表現確定的花紅	–	–
Pension	退休金	248,440.88	237,176.64
Total	合計	7,036,724.88	7,214,080.64

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 30. Payroll payable (continued)

*Remuneration of independent non-executive directors*

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

## 五、合併財務報表主要項目註釋(續)

## 30. 應付職工薪酬(續)

*獨立非執行董事酬金*

年內付予獨立非執行董事的袍金如下：

		31 December 2014	31 December 2013
		2014年12月31日	2013年12月31日
Mr. Liu Zheng	劉征先生	60,000.00	120,000.00
Mr. Li Shihao	李世豪先生	60,000.00	120,000.00
Mr. Loh Yih	盧毅先生	142,542.00	143,802.00
Mr. Chu, Howard Ho Hwa	朱賀華先生	142,542.00	143,802.00
Mr. Zhang Zhenhua	張振華先生	120,000.00	120,000.00
Mr. Li Luwen	李錄溫先生	60,000.00	120,000.00
Mr. Zhang Zhong	張忠先生	60,000.00	—
Mr. Wang Gongyong	王貢勇先生	60,000.00	—
Mr. Ning Xiangdong	寧向東先生	60,000.00	—
Total	合計	765,084.00	767,604.00

*Remuneration of executive directors, non-executive directors and supervisors 2014**執行董事、非執行董事及監事酬金 2014年*

		Salaries, allowances Fees and benefits in kind 薪金、津貼及 袍金	Performance- related bonuses 按表現確定的花紅	Pension 退休金	Total remuneration 酬金總額
<b>Executive directors:</b>	<b>執行董事：</b>				
Mr. Tan Xuguang (Note)	譚旭光先生(註)	—	—	42,675.12	42,675.12
Mr. Xu Xinyu	徐新玉先生	—	1,475,000.00	42,675.12	1,517,675.12
Mr. Li Dakai	李大開先生	—	—	—	—
Mr. Fang Hongwei	方紅衛先生	—	—	—	—
Mr. Sun Shaojun	孫少軍先生	—	1,474,000.00	42,675.12	1,516,675.12
Mr. Zhang Quan	張泉先生	—	1,491,000.00	42,675.12	1,533,675.12
		—	4,440,000.00	170,700.48	4,610,700.48

Note: Mr. Tan Xuguang is the chairman and chief executive officer of the Company.

註：譚旭光先生為本公司董事長及首席執行官。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 30. Payroll payable (continued)

*Remuneration of executive directors, non-executive directors and supervisors (continued)*  
*2014 (continued)*

## 五、合併財務報表主要項目註釋(續)

## 30. 應付職工薪酬(續)

*執行董事、非執行董事及監事酬金(續)*  
*2014年(續)*

		Fees	Salaries, allowances and benefits in kind 薪金、津貼及 實物利益	Performance- related bonuses 按表現確定 的花紅	Pension 退休金	Total remuneration 酬金總額
<b>Non-executive directors:</b>	<b>非執行董事：</b>					
Mr. Chen Xuejian	陳學儉先生	-	35,200.00	-	-	35,200.00
Mr. Yeung Sai Hong	楊世杭先生	-	100,000.00	-	-	100,000.00
Mr. Julius G. Kiss	Julius G. Kiss先生	-	100,000.00	-	-	100,000.00
Ms. Han Xiaoqun	韓小群女士	-	100,000.00	-	-	100,000.00
Mr. Jiang Kui	江奎先生	-	100,000.00	-	35,065.28	135,065.28
Mr. Wang Yuepu	王曰普先生	-	50,000.00	-	-	50,000.00
Mr. Gordon Riske	Gordon Riske先生	-	100,000.00	-	-	100,000.00
		-	585,200.00	-	35,065.28	620,265.28
<b>Supervisors:</b>	<b>監事：</b>					
Mr. Sun Chengping	孫承平先生	-	100,000.00	-	-	100,000.00
Mr. Lu Wenwu	魯文武先生	-	798,000.00	-	42,675.12	840,675.12
Ms. Jiang Jianfang	蔣建芳女士	-	100,000.00	-	-	100,000.00
		-	998,000.00	-	42,675.12	1,040,675.12

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表主要項目註釋(續)

## 30. Payroll payable (continued)

Remuneration of executive directors, non-executive directors and supervisors (continued)

2013

## 30. 應付職工薪酬(續)

執行董事、非執行董事及監事酬金(續)

2013年

		Fees	Salaries, allowances and benefits in kind	Performance- related bonuses	Pension	Total remuneration
		袍金	薪金、津貼及 實物利益	按表現確定 的花紅	退休金	酬金總額
<b>Executive directors:</b>	<b>執行董事：</b>					
Mr. Tan Xuguang	譚旭光先生	-	-	-	39,529.44	39,529.44
Mr. Xu Xinyu	徐新玉先生	-	1,533,000.00	-	39,529.44	1,572,529.44
Mr. Li Dakai	李大開先生	-	-	-	-	-
Mr. Fang Hongwei	方紅衛先生	-	-	-	-	-
Mr. Sun Shaojun	孫少軍先生	-	1,533,000.00	-	39,529.44	1,572,529.44
Mr. Zhang Quan	張泉先生	-	1,533,000.00	-	39,529.44	1,572,529.44
		-	4,599,000.00	-	158,117.76	4,757,117.76
<b>Non-executive directors:</b>	<b>非執行董事：</b>					
Mr. Chen Xuejian	陳學儉先生	-	100,000.00	-	-	100,000.00
Mr. Yeung Sai Hong	楊世杭先生	-	100,000.00	-	-	100,000.00
Mr. Julius G. Kiss	Julius G. Kiss先生	-	100,000.00	-	-	100,000.00
Ms. Han Xiaoqun	韓小群女士	-	100,000.00	-	-	100,000.00
Mr. Jiang Kui	江奎先生	-	100,000.00	-	39,529.44	139,529.44
Mr. Liu Huisheng	劉會勝先生	-	22,300.00	-	-	22,300.00
Mr. Gordon Riske	Gordon Riske先生	-	51,900.00	-	-	51,900.00
		-	574,200.00	-	39,529.44	613,729.44
<b>Supervisors:</b>	<b>監事：</b>					
Mr. Sun Chengping	孫承平先生	-	100,000.00	-	-	100,000.00
Mr. Lu Wenwu	魯文武先生	-	836,100.00	-	39,529.44	875,629.44
Ms. Jiang Jianfang	蔣建芳女士	-	100,000.00	-	-	100,000.00
		-	1,036,100.00	-	39,529.44	1,075,629.44

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 30. Payroll payable (continued)

*Highest payments to employees*

The five highest paid employees during the year included two directors or supervisors, details of whose remuneration are set out above. Details of the remuneration of the remaining three (2013: two) non-director and non-supervisor, highest paid employees for the year are as follows:

		31 December 2014	31 December 2013
		2014年12月31日	2013年12月31日
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	4,891,000.00	3,343,100.00
Performance-related bonuses	按表現確定的花紅	—	—
Pension	退休金	42,675.12	—
		4,933,675.12	3,343,100.00

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

		31 December 2014	31 December 2013
		2014年12月31日	2013年12月31日
Nil to RMB1,000,000	零至1,000,000人民幣	—	—
RMB1,000,001 to RMB1,500,000	1,000,001人民幣 至1,500,000人民幣	—	—
RMB1,500,001 to RMB2,000,000	1,500,001人民幣 至2,000,000人民幣	3	2
RMB2,000,001 to RMB2,500,000	2,000,001人民幣 至2,500,000人民幣	—	—

## 五、合併財務報表主要項目註釋(續)

## 30. 應付職工薪酬(續)

*最高僱員薪酬*

本年度內五名最高薪酬僱員包括兩名董事或監事，其薪酬詳情已載於上文中，年內餘下三名(2013年：兩名)非董事及非監事的最高僱員的酬金詳情如下：

酬金介於下列範圍的非董事及非監事最高薪僱員的人數如下：

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表主要項目註釋(續)

## 31. Taxes payable

## 31. 應交稅費

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Value-added tax	增值稅	545,414,543.50	167,108,222.70
Corporate income tax	企業所得稅	455,432,779.23	270,526,774.59
Individual income tax	個人所得稅	149,201,869.63	16,055,039.68
Property tax	房產稅	15,392,620.75	17,294,631.37
Stamp duty	印花稅	18,890,203.06	13,696,583.16
Land use tax	土地使用稅	12,223,211.16	8,138,998.97
City construction tax	城建稅	20,111,485.28	19,646,300.36
Business tax	營業稅	2,171,607.95	4,528,933.06
Other taxes	其他稅項	31,118,556.87	35,028,581.87
		<b>1,249,956,877.43</b>	<b>552,024,065.76</b>

## 32. Interests payable

## 32. 應付利息

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Interests on medium-term notes	中期票據利息	147,464,676.86	83,361,666.82
Interests on borrowings	借款利息	39,497,318.39	48,728,106.43
Others	其他	9,349,322.41	—
		<b>196,311,317.66</b>	<b>132,089,773.25</b>

## 33. Dividends payable

## 33. 應付股利

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Dividends payable to minority shareholders of subsidiaries	應付子公司少數股東股利	34,772,276.45	43,101,211.76

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 34. Other payables

## 五、合併財務報表主要項目註釋(續)

## 34. 其他應付款

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Sales discount	銷售折讓	1,330,329,343.94	934,427,156.57
Guarantees and deposits	保證金及押金	1,008,489,479.46	940,850,304.90
Payables for purchase of construction and fixed assets	應付工程款及固定資產採購款	618,008,074.25	598,236,005.95
Repair and maintenance expenses	修理維護費	226,867,556.88	190,613,333.44
Technology development expenses	技術開發費	91,959,776.93	6,801,292.78
After-sales expenses	三包費	44,894,445.90	21,392,702.45
Land facility fee and land premiums	土地配套費及土地款	30,752,179.33	35,055,562.70
Others	其他	884,518,828.82	671,082,456.56
		<b>4,235,819,685.51</b>	<b>3,398,458,815.35</b>

As at 31 December 2014, there was no other payables in significant amount aging over 1 year.

於2014年12月31日，無賬齡一年以上的  
重要其他應付款。

As at 31 December 2013, other payables in significant amount aging over 1 year are set out as follows:

於2013年12月31日，賬齡一年以上的  
重要其他應付款如下：

		Amount payable 應付金額	Reason for not being repaid 未償還原因
Estimated payables for purchase of construction and fixed assets	應付工程款及固定資產 暫估	131,269,372.95	Not yet received invoice and longer period for construction 發票未收到，項目周期較長



## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 35. Non-current liabilities due within one year

## 五、合併財務報表主要項目註釋(續)

## 35. 一年內到期的非流動負債

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Long-term borrowings due within one year	一年內到期的長期借款	2,745,527,321.20	352,375,772.74
Long-term payable due within one year	一年內到期的長期應付款	2,888,597,664.00	—
		5,634,124,985.20	352,375,772.74
Include:	其中：		
Credit loans	信用借款	149,112,000.00	—
Guaranteed loans	擔保借款	2,596,415,321.20	352,375,772.74

## 36. Other current liabilities

## 36. 其他流動負債

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Product quality assurance monies	產品質量保證金	1,131,513,641.97	970,979,874.89
Deferred income (portion due within one year)	遞延收益(一年內到期部分)	634,648,786.80	—
Others	其他	716,202,500.36	57,325,913.90
		2,482,364,929.13	1,028,305,788.79

## 37. Long-term borrowings

## 37. 長期借款

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Guaranteed loans	擔保借款	5,493,684,669.00	8,577,661,593.52
Credit loans	信用借款	301,987,115.20	568,378,000.00
Pledged loans	質押借款	1,476,208,800.00	—
		7,271,880,584.20	9,146,039,593.52

As at 31 December 2014, the loans above carried interest at rates ranging from 1.730% to 5.535% per annum (31 December 2013: 1.584%–5.535%).

於2014年12月31日，上述借款的年利率為1.730%–5.535% (2013年12月31日：1.584%–5.535%)。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2014 (Expressed in Renminbi Yuan)

財務報表附註(續)

二零一四年十二月三十一日(人民幣元)

V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

37. Long-term borrowings (Continued)

As at 31 December 2014, long-term borrowings include an amount of EUR1,038,000,000.00 (31 December 2013: EUR1,038,000,000.00) which was provided by the Company to Weichai Power (Hong Kong) International Development Co., Ltd. as a guarantee for its special borrowings from a bank for overseas acquisition, to invest in KION Group AG and Linde Hydraulics GmbH & Co. KG. Among others, EUR308,000,000.00 will be due within one year and has been re-classified as non-current liabilities due within one year.

38. Bonds payable

五、合併財務報表主要項目註釋(續)

37. 長期借款(續)

於2014年12月31日，長期借款中歐元1,038,000,000.00元(2013年12月31日：歐元1,038,000,000.00元)為由本公司提供擔保給濰柴動力(香港)國際發展有限公司向銀行借入的境外收購股權專項借款，用於投資KION GROUP AG和林德液壓合夥企業，其中歐元308,000,000.00元將在一年內到期，已重分類至一年內到期的非流動負債。

38. 應付債券

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Medium-term notes	中期票據	5,834,582,252.32	3,493,858,837.76

As at 31 December 2014, balance of bonds payable are listed as follows:

於2014年12月31日，應付債券餘額列示如下：

		Face value	Issuing date	Bond period	Issued amount	At the beginning of year	Business combinations not involving entities under common control 非同一下控制下 企業合併	Accrued interest this year	Amortisation	Repaid this year	At the end of year	Note
		面值	發行日期	債券期限	發行金額	年初餘額		本年計提利息	折溢攤銷	本年償還	年末餘額	註
Medium-term note	中期票據	1,400,000,000.00	2011-7-28	5 years 5年	1,397,340,000.00	1,398,448,333.33	-	79,100,000.00	(229,105.10)	-	1,398,219,228.23	(1)
Medium-term note	中期票據	1,300,000,000.00	2009-8-24	5 years 5年	1,280,500,000.00	1,297,272,414.74	-	42,900,000.00	2,727,585.26	(1,300,000,000.00)	-	(1)
Medium-term note	中期票據	400,000,000.00	2013-3-21	3 years 3年	398,800,000.00	399,084,673.00	-	20,720,000.00	332,872.31	-	399,417,545.31	(2)
Medium-term note	中期票據	400,000,000.00	2013-5-21	3 years 3年	398,800,000.00	399,053,416.69	-	20,120,000.00	367,098.28	-	399,420,514.97	(2)
Medium-term note	中期票據	3,303,755,294.40	2013-2-6	7 years 7年	3,298,672,593.95	-	4,130,319,486.60	123,745,194.70	(492,794,522.79)	-	3,637,524,963.81	(3)
Total	合計	6,803,755,294.40				3,493,858,837.76	4,130,319,486.60	286,585,194.70	(489,596,072.04)	(1,300,000,000.00)	5,834,582,252.32	

As at 31 December 2013, balance of bonds payable are listed as follows:

於2013年12月31日，應付債券餘額列示如下：

		Face value	Issuing date	Bond period	Issued amount	At the beginning of year	Issued this year	Accrued interest this year	Amortisation	Repaid this year	At the end of year	Note
		面值	發行日期	債券期限	發行金額	年初餘額	本年發行	本年計提利息	折溢攤銷	本年償還	年末餘額	註
Medium-term note	中期票據	1,400,000,000.00	2011-7-28	5 years 5年	1,397,340,000.00	1,398,919,289.69	-	79,100,000.00	(470,956.36)	-	1,398,448,333.33	(1)
Medium-term note	中期票據	1,300,000,000.00	2009-8-24	5 years 5年	1,280,500,000.00	1,292,569,983.52	-	64,350,000.00	4,702,431.22	-	1,297,272,414.74	(1)
Medium-term note	中期票據	400,000,000.00	2013-3-21	3 years 3年	398,800,000.00	-	398,800,000.00	15,540,000.00	284,673.00	-	399,084,673.00	(2)
Medium-term note	中期票據	400,000,000.00	2013-5-21	3 years 3年	398,800,000.00	-	398,800,000.00	13,413,333.39	253,416.69	-	399,053,416.69	(2)
Total	合計	3,500,000,000.00				2,691,489,273.21	797,600,000.00	172,403,333.39	4,769,564.55	-	3,493,858,837.76	

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 38. Bonds payable (Continued)

- (1) The Company registered at the National Association of Financial Market Institutional Investors in August 2009 for issuing medium-term notes in a registered amount of RMB2.7 billion to be issued in two tranches. The handling fee was 0.3%. The first tranche, in an aggregate amount of RMB1.3 billion, was issued on 24 August 2009. Its maturity period was 5 years, with a coupon rate of 4.95%. Interest was payable every 12 months. This tranche was due in 2014 and has been repaid. The second tranche of RMB1.4 billion was issued on 28 July 2011 with a maturity period of 5 years. The coupon rate was 5.65% with interest payable every 12 months.
- (2) Shaanxi Heavy-duty Motor Co., Ltd., a subsidiary of the Company, registered at the National Association of Financial Market Institutional Investors in February 2013 for issuing medium-term notes in a registered amount of RMB1.4 billion to be issued in two tranches. The handling fee was 0.3%. The first tranche, in an aggregate amount of RMB0.4 billion, was issued on 21 March 2013. Its maturity period was 3 years, with a coupon rate of 5.18%. Interest was payable every 12 months. The second tranche of RMB0.4 billion was issued on 21 May 2013 with a maturity period of 3 years. The coupon rate was 5.03% with interest payable every 12 months.
- (3) Kion Group AG, a subsidiary of the Company, issued medium-term notes in a registered amount of EUR450 million in Europe in February 2013 before it was acquired. Its maturity period was 7 years, with a coupon rate of 6.75%. The interest was payable every 6 months.

## 39. Long-term payables

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Government grants for national debt projects	國債項目政府撥款	5,500,000.00	8,847,480.34
Rental payable for sale and leaseback	應付售後租回租賃款	3,442,198,330.80	—
Finance lease	融資租賃	1,727,067,373.20	—
Other financial liabilities	其他金融負債	10,840,442.40	—
		<b>5,185,606,146.40</b>	<b>8,847,480.34</b>

## 五、合併財務報表主要項目註釋(續)

## 38. 應付債券(續)

- (1) 本公司於2009年8月在中國銀行間市場交易商協會註冊發行中期票據，註冊金額為人民幣27億元，手續費率為千分之三，分兩次發行。第一次於2009年8月24日發行，金額為人民幣13億元，債券期限為5年，票面利率為4.95%，付息頻率為12個月，該筆債券已於2014年到期並已償還。第二次於2011年7月28日發行，金額為人民幣14億元，債券期限為5年，票面利率為5.65%，付息頻率為12個月。
- (2) 本公司之子公司陝西重型汽車有限公司於2013年2月在中國銀行間市場交易商協會註冊發行中期票據，註冊金額為人民幣14億元，手續費率為千分之三，分兩次發行。第一次於2013年3月21日發行，金額為人民幣4億元，債券期限為3年，票面利率為5.18%，付息頻率為12個月。第二次於2013年5月21日發行，金額為人民幣4億元，債券期限為3年，票面利率為5.03%，付息頻率為12個月。
- (3) 本公司之子公司KION GROUP AG在未被收購前，於2013年2月在歐洲發行註冊資金為4.5億歐元的中期票據，票面利率為6.75%，債券期限為7年，付息頻率為6個月。

## 39. 長期應付款

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 40. Long-term payroll payable

## 五、合併財務報表主要項目註釋(續)

## 40. 長期應付職工薪酬

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Defined benefit obligations	設定受益義務	6,610,683,877.97	606,487,220.23
Long-term severance benefits	長期辭退福利	87,816,669.37	—
Cash-settled share-based payments	以現金結算的股份支付	57,452,853.60	—
Other long-term payroll payable	其他長期職工薪酬	318,030,510.26	—
		<b>7,073,983,911.20</b>	606,487,220.23

*Defined benefit obligations*

The Group operates defined benefit schemes for its staff in some overseas subsidiaries who meet conditions. The scheme requires that contribution be made to an independently administered fund. Under the scheme, staff are entitled to enjoy retirement benefit provided for under defined benefit of the plans.

The Group's defined benefit scheme is one requiring contribution prior to termination of service. The scheme requires that contribution be made to an independently administered fund. The scheme is administered by an independent trustee in the legal form of a fund. The assets held under the fund is held separately with assets of the Group. The trustee is responsible for the investment strategies of the scheme.

The trustee assesses the level of capital of the scheme. The assessment includes asset-liabilities matching strategies and investment risk management strategies. The trustee determines the amount to be deployed based on the result of its annual assessment. The investment portfolio is composed of 20% equity instrument investment, 68% debt instrument investment, 7% insurance business and 1% real estate.

The scheme is exposed to interest rate risk, risk of change of anticipated age of beneficiaries of the pension, and risks of the securities market.

The latest actuarial valuation of the assets under the scheme and the present value of the defined benefit obligations are determined by using the projected unit credit method.

*設定受益義務*

本集團部分境外子公司為符合條件的員工運作若干設定受益計劃，該計劃要求向獨立管理的基金繳存費用。在該計劃下，員工有權享受設定受益計劃約定的退休福利。

本集團的設定受益計劃是離職前薪水退休金計劃，該計劃要求向獨立管理的基金繳存費用。該計劃以基金為法律形式，並由獨立受托人進行管理，其持有的資產與本集團的資產單獨分開。受托人負責確定該計劃的投資策略。

受托人審核計劃的資金水平。該審核包括資產－負債匹配策略和投資風險管理策略。受托人根據年度審核的結果決定應繳存額。投資組合由20%的權益工具投資、68%的債務工具投資、7%的保險業務和1%的房地產等混合而成。

該計劃受利率風險、退休金受益人的預期壽命變動風險和證券市場風險的影響。

該計劃資產的最近精算估值和設定受益義務的現值使用預期累積福利單位法確定。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 40. Long-term payroll payable (Continued)

*Defined benefit obligations (Continued)*

The following table sets out the key actuarial assumptions used as at the balance sheet date:

		2014 2014年	2013 2013年
Discount rate (%)	折現率(%)	2.95%-4.40%	3.60%
Expected growth rate of future pension expenses (%)	預期未來退休金費用增長率(%)	0.48%-3.53%	1.75%
Expected rate of salary increment (%)	預期薪金增長率(%)	2.44%-4.16%	2.75%

The actuarial valuation illustrates that the market value of assets under the scheme is RMB4,547,670,440.92. Such actuarial valuation of assets accounts for 60.25% of the benefit provided for qualifying staff.

The following table shows the quantitative sensitivity analysis of key assumptions used as at 31 December 2014:

		Increase/(decrease) of defined benefit obligations		Increase/(decrease) of defined benefit obligations	
		Increase 增加 %	Decrease 減少 %	Increase 增加 %	Decrease 減少 %
Discount rate	折現率	1.00%	(1,960,450,738.02)	1.00%	2,620,427,445.54
Future growth of salary	未來薪金增長	0.50%	165,088,966.16	0.50%	(171,223,866.20)
Future growth of pension expenses	未來退休金費用增長	0.25%	348,614,880.20	0.25%	(293,643,062.34)

The following table shows the quantitative sensitivity analysis of key assumptions used as at 31 December 2013:

		Increase/(decrease) of defined benefit obligations		Increase/(decrease) of defined benefit obligations	
		Increase 增加 %	Decrease 減少 %	Increase 增加 %	Decrease 減少 %
Discount rate	折現率	1.00%	(129,573,012.13)	1.00%	175,982,863.47
Future growth of salary	未來薪金增長	0.50%	19,031,279.99	0.50%	(20,565,893.92)
Future growth of pension expenses	未來退休金費用增長	0.25%	19,327,835.74	0.25%	(18,035,966.69)

## 五、合併財務報表主要項目註釋(續)

## 40. 長期應付職工薪酬(續)

*設定受益義務(續)*

下表為資產負債表日所使用的主要精算假設：

	2014 2014年	2013 2013年
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精算估值顯示計劃資產的市值為人民幣4,547,670,440.92元，且這些資產的精算價值佔為符合條件員工計提的福利的60.25%。

下表為2014年12月31日所使用的重大假設的定量敏感性分析：

下表為2013年12月31日所使用的重大假設的定量敏感性分析：

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 40. Long-term payroll payable (Continued)

*Defined benefit obligations (Continued)*

The aforesaid sensitivity analysis is the judgment made to the effect on the net amount of defined benefit based on the reasonable changes occurring on the balance sheet date upon certain key assumptions.

Scheme recognized in the income statement is set out below:

		2014 2014年	2013 2013年
Current cost of service	當期服務成本	115,466,971.29	30,009,615.25
Historical cost of service	過去服務成本	19,384,560.00	—
Interest expenses	利息費用	95,881,939.77	20,172,517.97
Net amount of the cost of post-employment benefit	離職後福利成本淨額	230,733,471.06	50,182,133.22
Credited to cost of sales	計入營業成本	87,224,182.74	20,592,713.59
Credited to distribution and selling expenses	計入銷售費用	21,091,892.40	—
Credited to general and administrative expenses	計入管理費用	26,535,456.15	9,416,901.66
Credited to financial expenses	計入財務費用	95,881,939.77	20,172,517.97
		230,733,471.06	50,182,133.22

The change in present value of defined benefit scheme obligations are as follows:

設定受益計劃義務現值變動如下：

		2014 2014年	2013 2013年
1 January	1月1日	661,899,026.85	613,581,744.50
Business combinations not involving entities under common control	非同一控制下的企業合併	9,187,804,281.60	—
Cost of services	服務成本	134,851,531.29	30,009,615.25
Interest expenses	利息費用	186,752,507.36	22,173,572.44
Benefits (paid)/received	已(支付)/收到的福利	(138,612,473.26)	380,340.65
Actuarial gains/(losses)	精算利得/(損失)	1,301,249,554.94	(14,062,145.78)
Contribution from employers	僱主繳存	176,905.88	—
Exchange differences of overseas benefit schemes	境外福利計劃匯兌差額	35,599,244.23	9,815,899.79
Others	其他	(372,608,521.20)	—
31 December	12月31日	10,997,112,057.69	661,899,026.85

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 40. Long-term payroll payable (Continued)

## Defined benefit obligations (Continued)

The change in defined benefit obligations and the change in fair value of assets under the scheme are as follows:

2014

Defined benefit scheme	設定受益計劃	Present value of defined benefit obligations 設定受益計劃義務現值	Fair value of assets under the scheme 計劃資產公允價值	Net liabilities/ (Net assets) 淨負債/ (淨資產)
2014	2014年			
Opening balance	年初餘額	661,899,026.85	(55,411,806.62)	606,487,220.23
Business combinations not involving entities under common control	非同一控制下企業合併	9,187,804,281.60	(4,508,326,764.00)	4,679,477,517.60
Taken to profit or loss in the current period	計入當期損益			
Cost of services	服務成本	134,851,531.29	–	134,851,531.29
Net interest	利息淨額	186,752,507.36	(90,870,567.59)	95,881,939.77
Credited to other comprehensive income	計入其他綜合收益			
Actuarial gains	精算利得	1,301,249,554.94	–	1,301,249,554.94
Return on assets under the scheme (net of amount included in net interest)	計劃資產回報 (計入利息淨額的除外)	–	(242,813,067.40)	(242,813,067.40)
Benefits paid	已支付的福利	(138,612,473.26)	77,285,294.76	(61,327,178.50)
Contribution from employers	僱主繳存	176,905.88	(13,689,364.60)	(13,512,458.72)
Other changes	其他變動	(337,009,276.97)	286,155,834.53	(50,853,442.44)
Closing balance	年末餘額	10,997,112,057.69	(4,547,670,440.92)	6,449,441,616.77 <sup>(Note)/註</sup>

The effective return on assets under the scheme in 2014 amounted, in aggregate, to RMB242,813,067.40.

Note: In 2014, the assets under the scheme amounted in aggregate to RMB161,242,261.20 to be under other non-current assets.

## 五、合併財務報表主要項目註釋(續)

## 40. 長期應付職工薪酬(續)

## 設定受益義務(續)

設定受益義務變動和計劃資產公允價值變動如下：

2014年

2014年度計劃資產的實際回報總計人民幣242,813,067.40元。

註：2014年計劃資產中有共計人民幣161,242,261.20元在其他非流動資產中核算。



## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 40. Long-term payroll payable (Continued)

## Defined benefit obligations (Continued)

The change in defined benefit obligations and the change in fair value of assets under the scheme are as follows (Continued):

2013

Defined benefit scheme	設定受益計劃	Present value of defined benefit scheme obligations 設定受益計劃義務現值	Fair value of assets under the scheme 計劃資產公允價值	Net liabilities/(Net assets) 淨負債/(淨資產)
2013	2013年			
Opening balance	年初餘額	613,581,744.50	(48,525,419.04)	565,056,325.46
Business combinations not involving entities under common control	非同一控制下企業合併	-	-	-
Taken to profit or loss in the current period	計入當期損益			
Cost of services	服務成本	30,009,615.25	-	30,009,615.25
Net interest	利息淨額	22,173,572.44	(2,001,054.46)	20,172,517.98
Credited to other comprehensive income	計入其他綜合收益			
Actuarial gains	精算損失	(14,062,145.78)	-	(14,062,145.78)
Return on assets under the scheme (net of amount included in net interest)	計劃資產回報 (計入利息淨額的除外)	-	(1,119,504.14)	(1,119,504.14)
Benefits paid	已支付的福利	380,340.65	-	380,340.65
Contribution from employers	僱主繳存	-	(3,174,838.19)	(3,174,838.19)
Other changes	其他變動	9,815,899.79	(590,990.79)	9,224,909.00
Closing balance	年末餘額	661,899,026.85	(55,411,806.62)	606,487,220.23

Fair value of assets under the scheme is mainly classified as follows:

計劃資產公允價值的主要分類如下：

		2014 2014年	2013 2013年
Stocks	股票	896,770,056.54	20,906,378.42
Bonds	債券	3,093,643,869.11	26,638,723.25
Real estates	房地產	68,437,050.11	4,249,570.21
Insurance	保險	327,069,716.40	-
Others	其他	161,749,748.76	3,617,134.74

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 40. Long-term payroll payable (Continued)

*Defined benefit obligations (Continued)*

The assets under the scheme comprise neither ordinary shares or debentures of the Company nor real estates occupied by the Group.

It is anticipated that the contribution to be made to the defined benefit obligations within the next 12 months will amount to RMB273,865,824.15.

The average term of the defined benefit obligations as at the balance sheet date is 11 to 15 years.

## 41. Special payables

31 December 2014

## 五、合併財務報表主要項目註釋(續)

## 40. 長期應付職工薪酬(續)

*設定受益義務(續)*

計劃資產無本公司普通股、債券，也無由本集團佔用的房地產。

預計未來12個月內將向設定受益義務做出的繳存額為人民幣273,865,824.15元。

資產負債表日的設定受益義務的平均期間是11至15年。

## 41. 專項應付款

2014年12月31日

		At year- beginning 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	At year-end 年末餘額
Interest subsidy for liquid fund granted by provincial finance office	省財政廳撥付的 流動資金貸款貼息	23,000,000.00	-	-	23,000,000.00
National debt special fund – establishment of key industry revitalization and technological renovation projects	國債專項資金—重點產業振興和技術改造 項目建設	30,000,000.00	-	10,000,000.00	20,000,000.00
		53,000,000.00	-	10,000,000.00	43,000,000.00

31 December 2013

2013年12月31日

		At year- beginning 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	At year-end 年末餘額
Interest subsidy for liquid fund granted by provincial finance office	省財政廳撥付的 流動資金貸款貼息	23,000,000.00	-	-	23,000,000.00
National debt special fund – establishment of key industry revitalization and technological renovation projects	國債專項資金—重點產業振興和技術改造 項目建設	20,000,000.00	10,000,000.00	-	30,000,000.00
		43,000,000.00	10,000,000.00	-	53,000,000.00

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2014 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一四年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 42. Provisions

31 December 2014

		Opening Balance	Business Combinations not involving entities under common control 非同一控制下 企業合併	Increase during year	Decrease during year	Exchange rate adjustment	Closing balance
		年初金額		本年增加	本年減少	匯率調整	年末餘額
Product quality assurance monies	產品質量保證金	-	371,124,856.80	56,916,050.40	37,598,590.80	6,829,329.60	397,271,646.00
Guarantee provided to external parties	對外提供擔保	-	16,834,744.80	7,798,557.60	8,357,727.60	(917,038.80)	15,358,536.00
Losses in contract	虧損合同	-	-	4,965,429.60	-	-	4,965,429.60
Others	其他	-	20,167,398.00	6,344,715.60	-	141,656.40	26,653,770.00
		-	408,126,999.60	76,024,753.20	45,956,318.40	6,053,947.20	444,249,381.60

43. Deferred income  
201443. 遞延收益  
2014年

		Opening Balance	Business Combinations not involving entities under common control 非同一控制下 企業合併	Increase during year	Decrease during year	Adjustment of exchange differences	Closing balance
		年初金額		本年增加	本年減少	匯兌差額調整	年末餘額
Land-related government grant	與土地相關的政府補助	526,020,218.96	-	188,612,566.67	9,770,268.96	-	704,862,516.67
Special funds for industry revitalization and technological renovation	產業振興和技改專項資金	94,614,132.02	-	35,768,390.28	7,016,126.49	-	123,366,395.81
Special assistance fund	專項補助資金	1,747,083.33	-	10,012,196.25	333,500.03	-	11,425,779.55
National debt special fund	國債專項資金	15,937,622.39	-	-	1,992,202.80	-	13,945,419.59
Deferred income of "sales with risk" business	保留風險銷售業務之遞延收益	-	233,059,279.80	64,431,295.20	-	(26,069,457.00)	271,421,118.00
Deferred income of sale and leaseback sub-leases	售後租回再轉租業務之遞延收益	-	753,784,712.40	6,009,213.60	-	(84,316,566.00)	675,477,360.00
Deferred income of forklift truck services	叉車服務對應之遞延收益	-	196,425,245.40	-	6,680,217.60	(21,971,661.00)	167,773,366.80
Others	其他	2,821,638.79	14,312,793.00	59,644.80	103,141.08	(1,600,995.00)	15,489,940.51
		641,140,695.49	1,197,582,030.60	304,893,306.80	25,895,456.96	(133,958,679.00)	1,983,761,896.93

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表主要項目註釋(續)

43. Deferred income (Continued)  
201343. 遞延收益(續)  
2013年

		Opening Balance 年初餘額	Increase during year 本年增加	Decrease during year 本年減少	Closing balance 年末餘額
Land-related government grant	與土地相關的政府補助	292,718,339.65	242,289,037.23	8,987,157.92	526,020,218.96
Special funds for industry revitalization and technological renovation	產業振興和 技改專項資金	39,085,659.38	81,383,158.29	25,854,685.65	94,614,132.02
Special assistance fund	專項補助資金	–	1,750,000.00	2,916.67	1,747,083.33
National debt special fund	國債專項資金	17,929,825.19	–	1,992,202.80	15,937,622.39
Others	其他	2,226,779.90	697,999.98	103,141.09	2,821,638.79
		351,960,604.12	326,120,195.50	36,940,104.13	641,140,695.49

As at 31 December 2014, the liability items related to government grant are as follows:

於2014年12月31日，涉及政府補助的負債項目如下：

		Opening balance 年初金額	Increase during the year 本年新增	Credited to non-operating income during the year 本年計入 營業外收入	Closing balance 年末餘額	Related to assets/income 與資產/ 收益相關
Land-related government grant	與土地相關的 政府補助	526,020,218.96	188,612,566.67	9,770,268.96	704,862,516.67	Related to assets 與資產相關
Special funds for industry revitalization and technological renovation	產業振興和 技改專項資金	94,614,132.02	35,768,390.28	7,016,126.49	123,366,395.81	Related to assets 與資產相關
Special assistance fund	專項補助資金	1,747,083.33	10,012,196.25	333,500.03	11,425,779.55	Related to assets 與資產相關
National debt special fund	國債專項資金	15,937,622.39	–	1,992,202.80	13,945,419.59	Related to assets 與資產相關
Others	其他	2,821,638.79	–	103,141.08	2,718,497.71	Related to assets 與資產相關
		641,140,695.49	234,393,153.20	19,215,239.36	856,318,609.33	

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 43. Deferred income (Continued)

As at 31 December 2013, the liability items related to government grant are as follows:

		Opening balance 年初金額	Increase during the year 本年新增	Credited to non-operating income during the year 本年計入 營業外收入	Closing balance 年末餘額	Related to assets/income 與資產/ 收益相關
Land-related government grant	與土地相關的 政府補助	292,718,339.65	242,289,037.23	8,987,157.92	526,020,218.96	Related to assets 與資產相關
Special funds for industry revitalization and technological renovation	產業振興和 技改專項資金	39,085,659.38	81,383,158.29	25,854,685.65	94,614,132.02	Related to assets 與資產相關
Special assistance fund	專項補助資金	—	1,750,000.00	2,916.67	1,747,083.33	Related to assets 與資產相關
National debt special fund	國債專項資金	17,929,825.19	—	1,992,202.80	15,937,622.39	Related to assets 與資產相關
Others	其他	2,226,779.90	697,999.98	103,141.09	2,821,638.79	Related to assets 與資產相關
		351,960,604.12	326,120,195.50	36,940,104.13	641,140,695.49	

## 44. Other non-current liabilities

## 44. 其他非流動負債

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Put options in relation to minority interests	與少數股東權益相關的 出售期權	—	637,865,012.36
Others	其他	31,649,140.04	162,814,182.08
		31,649,140.04	800,679,194.44

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2014 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一四年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

45. Share capital  
2014

## 五、合併財務報表主要項目註釋(續)

45. 股本  
2014年

		Opening balance 年初餘額		Increase(decrease) of shares in current year 本年增(減)股數			Closing balance 年末餘額	
		No. of shares	Percentage	Distribution of dividends for shares			No. of shares	Percentage
		股數	比例	派發股票股利	其他	小計	股數	比例
			(%)					(%)
i. Restricted shares	一、有限售條件股份							
State-owned legal person shares	國有法人持股	427,876,464.00	21.40	-	(17,243,712.00)	(17,243,712.00)	410,632,752.00	20.54
Other domestic shares	其他內資持股	114,624,000.00	5.73	-	(57,792,000.00)	(57,792,000.00)	56,832,000.00	2.84
Incl: Domestic non-state-owned legal person shares	其中：境內非國有法人持股	57,792,000.00	2.89	-	(57,792,000.00)	(57,792,000.00)	-	-
Domestic natural person shares	境內自然人持股	56,832,000.00	2.84	-	-	-	56,832,000.00	2.84
Overseas shares	境外持股	-	-	-	-	-	-	-
Incl: Overseas legal person shares	其中：境外法人持股	-	-	-	-	-	-	-
Overseas natural person shares	境外自然人持股	-	-	-	-	-	-	-
		542,500,464.00	27.13	-	(75,035,712.00)	(75,035,712.00)	467,464,752.00	23.38
ii. Non-restricted shares	二、無限售條件股份							
RMB ordinary Shares	人民幣普通股	971,049,175.00	48.57	-	75,035,712.00	75,035,712.00	1,046,084,887.00	52.32
Domestic listed foreign shares	境內上市的外資股	-	-	-	-	-	-	-
Overseas listed foreign shares	境外上市的外資股	485,760,000.00	24.30	-	-	-	485,760,000.00	24.30
		1,456,809,175.00	72.87	-	75,035,712.00	75,035,712.00	1,531,844,887.00	76.62
iii. Total no. of shares	三、股份總數	1,999,309,639.00	100.00	-	-	-	1,999,309,639.00	100.00

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2014 (Expressed in Renminbi Yuan)

財務報表附註(續)

二零一四年十二月三十一日(人民幣元)

V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

45. Share capital (Continued)

2013

五、合併財務報表主要項目註釋(續)

45. 股本(續)

2013年

		Opening balance		Increase (decrease) of shares in current year			Closing balance	
		年初餘額		本年增(減)股數			年末餘額	
		No. of shares	Percentage	Distribution of			No. of shares	Percentage
				shares	Others	Sub-total		
		股數	比例	派發股票股利	其他	小計	股數	比例
			(%)					(%)
i. Restricted shares	一. 有限售條件股份							
State-owned legal person shares	國有法人持股	447,869,513.00	22.40	–	(19,993,049.00)	(19,993,049.00)	427,876,464.00	21.40
Other domestic shares	其他內資持股	142,224,000.00	7.11	–	(27,600,000.00)	(27,600,000.00)	114,624,000.00	5.73
Incl: Domestic non-state-owned legal person shares	其中：境內非國有法人持股	85,392,000.00	4.27	–	(27,600,000.00)	(27,600,000.00)	57,792,000.00	2.89
Domestic natural person shares	境內自然人持股	56,832,000.00	2.84	–	–	–	56,832,000.00	2.84
Overseas shares	境外持股	94,128,000.00	4.71	–	(94,128,000.00)	(94,128,000.00)	–	–
Incl: Overseas legal person shares	其中：境外法人持股	94,128,000.00	4.71	–	(94,128,000.00)	(94,128,000.00)	–	–
Overseas natural person shares	境外自然人持股	–	–	–	–	–	–	–
		684,221,513.00	34.22	–	(141,721,049.00)	(141,721,049.00)	542,500,464.00	27.13
ii. Non-restricted shares	二. 無限售條件股份							
RMB ordinary Shares	人民幣普通股	829,328,126.00	41.48	–	141,721,049.00	141,721,049.00	971,049,175.00	48.57
Domestic listed foreign shares	境內上市的外資股	–	–	–	–	–	–	–
Overseas listed foreign shares	境外上市的外資股	485,760,000.00	24.30	–	–	–	485,760,000.00	24.30
		1,315,088,126.00	65.78	–	141,721,049.00	141,721,049.00	1,456,809,175.00	72.87
iii. Total no. of shares	三. 股份總數	1,999,309,639.00	100.00	–	–	–	1,999,309,639.00	100.00

On 20 November 2014, 75,035,712.00 restricted circulating shares became circulating in the market. As at 31 December 2014, a total of 75,035,712.00 restricted share became circulating in the year.

2014年11月20日，本公司75,035,712.00股限售股上市流通。截至2014年12月31日，共有75,035,712.00股限售股於當年上市流通。



## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表主要項目註釋(續)

46. Capital reserve  
201446. 資本公積  
2014年

		Opening balance 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末餘額
Share premium	股本溢價	541,499,400.71	632,905,352.67	(107,603,890.24)	1,066,800,863.14
Other capital reserve	其他資本公積	216,959,486.91	–	4,492,588.46	221,452,075.37
		758,458,887.62	632,905,352.67	(103,111,301.78)	1,288,252,938.51

2013

2013年

		Opening balance 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末餘額
Share premium	股本溢價	554,512,867.33	7,017,901.66	(20,031,368.28)	541,499,400.71
Other capital reserve	其他資本公積	217,566,044.17	–	(606,557.26)	216,959,486.91
		772,078,911.50	7,017,901.66	(20,637,925.54)	758,458,887.62

In 2014, following the Company's merger with KION GROUP AG, the previously-held put options in relation to minority interests in Linde Hydraulics with carrying amount of approximately RMB632,905,352.67 were reversed. And the indirect acquisition of minority interests in Linde Hydraulics, representing 30% shares of Linde Hydraulics, through the acquisition of KION GROUP AG, resulted in the decrease in other capital reserve of RMB107,603,890.24. In 2013, the acquisition of minority interests in Tianjin Tiangua Automotive Co., Ltd., a subsidiary, resulted in the decrease in capital reserve of RMB20,031,368.28.

2014年，本公司合併KION GROUP AG轉回原持有的林德液壓少數股東出售期權的賬面價值約人民幣632,905,352.67元；並通過取得KION GROUP AG間接取得了對林德液壓的少數股東權益(佔林德液壓股份的30%)導致其他資本公積減少人民幣107,603,890.24元。2013年因收購子公司天津市天掛車輛有限公司少數股東股權導致資本公積減少人民幣20,031,368.28元。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 47. Other comprehensive income

Other comprehensive income, on a cumulative basis, attributable to parent as shown in balance sheet is as follows:

## 五、合併財務報表主要項目註釋(續)

## 47. 其他綜合收益

資產負債表中歸屬於母公司的其他綜合收益累計餘額：

		1 January 2013 2013年1月1日	Increase/Decrease 增減變動	31 December 2013 2013年12月31日	Increase/Decrease 增減變動	31 December 2014 2014年12月31日
Changes arising from re-measuring net assets or net liabilities of defined benefit plan	重新計量設定收益計劃淨負債或淨資產變動	-	9,284,134.70	9,284,134.70	(408,684,348.84)	(399,400,214.14)
Share of investee's other comprehensive income not to be reclassified into profit or loss using the equity method	權益法下在被投資單位不能重分類進損益的其他綜合收益中享有的份額	-	(7,196,756.00)	(7,196,756.00)	(162,692,384.76)	(169,889,140.76)
Share of investee's other comprehensive income to be reclassified into profit or loss using the equity method	權益法下在被投資單位以後將重分類進損益的其他綜合收益中享有的份額	6,377,070.55	(44,611,280.55)	(38,234,210.00)	64,610,512.58	26,376,302.58
Change of fair value of available-for-sale financial assets	可供出售金融資產公允價值變動	75,200,000.00	(65,200,000.00)	10,000,000.00	46,400,000.00	56,400,000.00
Effective portion of cashflow from hedging	現金流量套期的有效部分	-	-	-	(6,420,300.47)	(6,420,300.47)
Exchange differences on foreign currency translation	外幣財務報表折算差額	(33,171,947.25)	42,857,840.34	9,685,893.09	49,154,086.61	58,839,979.70
Relevant income tax effect	相關的所得稅影響	(11,280,000.00)	9,780,000.00	(1,500,000.00)	93,383,900.39	91,883,900.39
		37,125,123.30	(55,086,061.51)	(17,960,938.21)	(324,248,534.49)	(342,209,472.70)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 47. Other comprehensive income (Continued)

The current amount of other comprehensive income attributable to the parent on the statement of profit or loss:

2014

		Amount before tax 稅前金額	Income Tax 所得稅	Amount after tax 稅後金額
Other comprehensive income not to be reclassified into profit or loss	以後不能重分類進損益的其他綜合收益			
Changes arising from re-measuring net assets or net liabilities of defined benefit plan	重新計量設定受益計劃淨負債或淨資產的變動	(408,684,348.84)	(100,343,900.39)	(308,340,448.45)
Share of investee's other comprehensive income not to be reclassified into profit or loss using the equity method	權益法下在被投資單位不能重分類進損益的其他綜合收益中享有的份額	(162,692,384.76)	-	(162,692,384.76)
Other comprehensive income to be reclassified into profit or loss	以後將重分類進損益的其他綜合收益			
Share of investee's other comprehensive income to be reclassified into profit or loss using the equity method	權益法下在被投資單位以後將重分類進損益的其他綜合收益中享有的份額	23,301,360.60	-	23,301,360.60
Less: Amount recognised in other comprehensive income in previous period and recognised in profit or loss in current period	減：前期計入其他綜合收益當期轉入損益	(41,309,151.98)	-	(41,309,151.98)
		64,610,512.58	-	64,610,512.58
Change of fair value of available-for-sale financial assets	可供出售金融資產公允價值變動	46,400,000.00	6,960,000.00	39,440,000.00
Less: Amount recognised in other comprehensive income in previous period and recognised in profit or loss in current period	減：前期計入其他綜合收益當期轉入損益	-	-	-
		46,400,000.00	6,960,000.00	39,440,000.00
Effective portion of cashflow from hedging	現金流量套期的有效部分	(6,420,300.47)	-	(6,420,300.47)
Less: Amount recognised in other comprehensive income in previous period and recognised in profit or loss in current period – Adjustment on initial recognition upon transfer to hedged items	減：前期計入其他綜合收益當期轉入損益轉為被套期項目初始確認金額的調整額	-	-	-
		(6,420,300.47)	-	(6,420,300.47)
Exchange differences on foreign currency translation	外幣報表折算差額	3,078,810.43	-	3,078,810.43
Less: Amount recognised in other comprehensive income in previous period and recognised in profit or loss in current period	減：前期計入其他綜合收益當期轉入損益	(46,075,276.18)	-	(46,075,276.18)
		49,154,086.61	-	49,154,086.61
		(417,632,434.88)	(93,383,900.39)	(324,248,534.49)

## 五、合併財務報表主要項目註釋(續)

## 47. 其他綜合收益(續)

利潤表中歸屬於母公司的其他綜合收益當期發生額：

2014年

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2014 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一四年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

47. Other comprehensive income (Continued)  
2013

## 五、合併財務報表主要項目註釋(續)

47. 其他綜合收益(續)  
2013年

		Amount before tax 稅前金額	Income Tax 所得稅	Amount after tax 稅後金額
Other comprehensive income not to be reclassified into profit or loss in subsequent periods	以後不能重分類進損益的其他綜合收益			
Changes arising from re-measuring net assets or net liabilities of defined benefit plan	重新計量設定受益計劃淨負債或淨資產的變動	9,284,134.70	—	9,284,134.70
Share of investee's other comprehensive income not to be reclassified into profit or loss using the equity method	權益法下在被投資單位不能重分類進損益的其他綜合收益中享有的份額	(7,196,756.00)	—	(7,196,756.00)
Other comprehensive income to be reclassified into profit or loss	以後將重分類進損益的其他綜合收益			
Share of investee's other comprehensive income to be reclassified into profit or loss using the equity method	權益法下在被投資單位以後將重分類進損益的其他綜合收益中享有的份額	(38,234,210.00)	—	(38,234,210.00)
Less: Amount recognised in other comprehensive income in previous period and recognised in profit or loss in current period	減：前期計入其他綜合收益當期轉入損益	6,377,070.55	—	6,377,070.55
		(44,611,280.55)	—	(44,611,280.55)
Change of fair value of available-for-sale financial assets	可供出售金融資產公允價值變動	(65,200,000.00)	(9,780,000.00)	(55,420,000.00)
Less: Amount recognised in other comprehensive income in previous period and recognised in profit or loss in current period	減：前期計入其他綜合收益當期轉入損益	—	—	—
		(65,200,000.00)	(9,780,000.00)	(55,420,000.00)
Exchange differences on foreign currency translation	外幣報表折算差額	42,857,840.34	—	42,857,840.34
Less: Amount recognised in other comprehensive income in previous period and recognised in profit or loss in current period	減：前期計入其他綜合收益當期轉入損益	—	—	—
		42,857,840.34	—	42,857,840.34
		(64,866,061.51)	(9,780,000.00)	(55,086,061.51)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表主要項目註釋(續)

48. Special reserve  
201448. 專項儲備  
2014年

		At the beginning of year 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	At the end of year 年末餘額
Safety funds	安全生產費	35,605,889.68	72,481,738.51	(57,060,856.08)	51,026,772.11

2013

2013年

		At the beginning of year 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	At the end of year 年末餘額
Safety funds	安全生產費	23,089,542.52	48,038,956.35	(35,522,609.19)	35,605,889.68

49. Surplus reserve  
201449. 盈餘公積  
2014年

		At the beginning of year 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	At the end of year 年末餘額
Statutory surplus reserve	法定盈餘公積	2,683,223,334.61	368,519,256.58	-	3,051,742,591.19

2013

2013年

		At the beginning of year 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	At the end of year 年末餘額
Statutory surplus reserve	法定盈餘公積	2,300,128,466.82	383,094,867.79	-	2,683,223,334.61

According to the provisions of Company Law and the articles of association, the Company appropriated statutory surplus reserve at 10% of the net profit. Where the accumulated amount of the statutory surplus reserves reaches 50% or more of the Company's registered capital, additional appropriation is not needed.

根據公司法和本公司章程的規定，本公司按淨利潤的10%提取法定盈餘公積金。法定盈餘公積累計額為本公司註冊資本50%以上的，可不再提取。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 50. Retained earnings

## 五、合併財務報表主要項目註釋(續)

## 50. 未分配利潤

		2014 2014年	2013 2013年
Retained earnings at beginning of current year	本年年初未分配利潤	22,264,536,818.92	19,737,619,540.81
Net profit attributable to shareholders of the parent	歸屬於母公司股東的淨利潤	5,024,502,354.07	3,570,791,384.62
Less: Appropriation of surplus reserves	減：提取盈餘公積		
Dividend payable on ordinary shares in cash	應付普通股現金股利	368,519,256.58	383,094,867.79
Others	其他	499,827,409.75	659,772,180.87
		1,085,450.21	1,007,057.85
Retained earnings at year end	年末未分配利潤	26,419,607,056.45	22,264,536,818.92

On 30 June 2014, the profit distribution scheme 2013 was reviewed and approved on the 2013 annual general meeting of the Company. Based on the 1,999,309,639 shares, representing the total share capital of the Company, all shareholders were entitled to cash dividend of RMB1.5 (including tax) for every 10 shares held, totaling RMB299,896,445.85 in cash. On 29 August 2014, the interim profit distribution scheme 2014 was reviewed and approved at the 6th meeting of the third session of the Board, as mandated by the shareholders in general meeting. Based on the 1,999,309,639 shares, representing the total share capital of the Company, all shareholders were entitled to cash dividend of RMB1 (including tax) for every 10 shares held, totaling RMB199,930,963.90 in cash. As at the date of approval for issuance of these financial statements, distribution of such dividends had been completed.

於2014年6月30日，本公司2013年股東周年大會審議通過2013年度利潤分配方案，以本公司總股本1,999,309,639股為基數，向全體股東按10股派發現金紅利人民幣1.5元(含稅)，共派發現金股利人民幣299,896,445.85元。2014年8月29日，本公司三屆六次董事會根據股東大會的授權，審議通過了2014年中期分紅派息方案，以本公司總股本1,999,309,639股為基數，向全體股東每10股派發現金股利人民幣1元(含稅)，共派發現金股利人民幣199,930,963.90元。截止本財務報表批准報出日，該等股利已發放完畢。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 51. Revenue and cost of sales

Revenue includes turnover and other revenue that arise in the course of the Group's ordinary activities. The Group's turnover, which arises from the principal activities of the Group, represents the net invoiced value of goods sold, after allowances for returns, trade discounts and the value of services rendered; and gross rental income received and receivable from investment properties.

		2014 2014年		2013 2013年	
		Revenue 收入	Cost 成本	Revenue 收入	Cost 成本
Principal operations	主營業務	77,321,314,368.87	60,483,137,710.00	55,962,650,513.12	44,155,628,672.83
Other revenue	其他業務	2,315,847,168.26	2,064,637,815.88	2,349,062,917.19	2,132,148,394.07
		79,637,161,537.13	62,547,775,525.88	58,311,713,430.31	46,287,777,066.90

Revenue is listed as follows:

營業收入列示如下：

		2014 2014年	2013 2013年
Revenue from principal operations	主營業務收入		
Sales of goods and others	銷售商品及其他	68,277,379,662.47	55,962,650,513.12
Forklift truck service	叉車服務	9,043,934,706.40	—
		77,321,314,368.87	55,962,650,513.12
Other revenue	其他業務收入		
Sales of materials	銷售材料	1,404,176,811.84	1,608,136,260.84
Sales of power	銷售動力	27,980,908.99	27,211,986.04
Lease income	租賃收入	84,288,504.32	57,385,395.61
Provision of non-industrial labour	提供非工業勞務	36,166,037.74	39,202,613.63
Others	其他	763,234,905.37	617,126,661.07
		2,315,847,168.26	2,349,062,917.19
		79,637,161,537.13	58,311,713,430.31



## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 52. Taxes and surcharges

		2014 2014年	2013 2013年
Business tax	營業稅	8,209,071.38	18,393,851.84
City construction tax	城建稅	133,540,548.99	141,058,959.97
Educational surtax	教育費附加	96,696,052.78	93,523,530.56
Others	其他	27,639,822.41	19,467,681.30
		<b>266,085,495.56</b>	<b>272,444,023.67</b>

## 53. Distribution and selling expenses

		2014 2014年	2013 2013年
Staff costs	員工成本	1,659,412,948.96	327,848,802.43
After-sales and product return fee	三包及產品返修費用	1,068,092,870.11	1,397,323,116.27
Marketing expenses	市場開拓費用	700,058,093.65	335,186,274.71
Freight and packaging	運費及包裝費	683,837,846.02	637,144,938.66
Travel expenses	差旅費	194,067,573.39	84,820,309.95
Lease expenses	租賃費	158,378,376.80	28,759,233.85
Depreciation of fixed asset	固定資產折舊	118,433,317.61	106,764,673.18
Office expenses	辦公費用	66,912,608.06	27,166,374.53
Others	其他	438,882,353.04	207,766,850.67
		<b>5,088,075,987.64</b>	<b>3,152,780,574.25</b>

## 五、合併財務報表主要項目註釋(續)

## 52. 營業税金及附加

## 53. 銷售費用

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表主要項目註釋(續)

## 54. General and administrative expenses

## 54. 管理費用

		2014 2014年	2013 2013年
Staff costs	員工成本	2,781,085,871.77	1,619,277,016.63
Depreciation of fixed assets	固定資產折舊	773,375,275.33	374,257,616.04
External support fee	外部支持費	714,541,816.32	336,215,073.17
Experiment expenses and development expenses	試驗費及開發費用	417,949,785.58	437,442,521.73
Office expenses	辦公費	369,616,760.61	303,021,531.63
Taxes	税金	202,627,563.29	155,103,958.36
Fuels and materials	燃料及材料費	144,449,262.69	56,186,904.19
Lease expenses	租賃費	139,948,846.87	72,404,060.23
Travel expenses	差旅費	110,440,657.26	89,511,159.03
Repair expenses	修理費	55,832,748.86	51,734,877.97
Transportation charges	運輸費	38,397,157.17	35,883,873.12
Vehicle usage fee	車輛使用費	15,637,490.51	14,660,214.87
Promotional expenses	宣傳推廣費	11,137,664.85	41,481,354.56
Heating expense	採暖費	6,261,787.22	5,643,479.77
Others	其他	623,960,390.10	263,478,686.93
		6,405,263,078.43	3,856,302,328.23

The audit fee in the amount of RMB11,600,000.00 in respect of these financial statements for the year is included in the above general and administrative expenses.

本年度財務報表審計費用人民幣11,600,000.00元已包括在上述管理費用中。

## 55. Finance expenses

## 55. 財務費用

		2014 2014年	2013 2013年
Interest expenses	利息支出	851,439,009.23	523,723,093.03
Less: interest income	減：利息收入	689,235,642.70	386,862,308.97
amount of interests capitalized	利息資本化金額	—	11,723,298.63
Adjustment of exchange differences	匯兌差額調整	(261,001,086.54)	68,603,215.74
Handling fees and others	手續費及其他	121,882,447.67	22,925,402.60
		23,084,727.66	216,666,103.77

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 55. Finance expenses (Continued)

		2014 2014年	2013 2013年
Interest expenses:	利息支出：	<b>851,439,009.23</b>	523,723,093.03
Interest on bank loans, overdrafts and other borrowings wholly repayable within 5 years	5年內須全部償還銀行貸款、透支及其他貸款的利息	<b>851,439,009.23</b>	523,723,093.03

## 56. Impairment loss of assets

		2014 2014年	2013 2013年
Loss from bad debt	壞賬損失	<b>91,869,311.01</b>	61,540,735.62
Loss due to decline in value of inventories	存貨跌價損失	<b>136,361,743.09</b>	139,478,801.13
Impairment loss of fixed assets	固定資產減值損失	<b>42,913,426.40</b>	30,154,357.66
Impairment loss of long-term equity investments	長期股權投資減值損失	<b>4,254,432.61</b>	—
		<b>275,398,913.11</b>	231,173,894.41

## 57. Profit or loss on change of fair value

			2014 2014年	2013 2013年
Financial assets at fair value through profit or loss for the current period	以公允價值計量且其變動計入當期損益的金融資產		<b>(164,067,807.56)</b>	157,934,637.93
Incl: derivative financial instruments	其中：衍生金融工具	(1)	<b>(157,934,637.93)</b>	157,934,637.93
Forward contract	遠期合約		<b>(6,133,169.63)</b>	—
Other non-current liabilities	其他非流動負債		<b>7,796,769.15</b>	(7,796,769.15)
Incl: Put options in relation to minority interests	其中：與少數股東權益相關的出售期權	(2)	<b>7,796,769.15</b>	(7,796,769.15)
			<b>(156,271,038.41)</b>	150,137,868.78

## 五、合併財務報表主要項目註釋(續)

## 55. 財務費用(續)

## 56. 資產減值損失

## 57. 公允價值變動損益

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 57. Profit or loss on change of fair value (Continued)

- (1) Profit or loss on change of fair value, during the Period, of the call options in relation to minority interests arising from the acquisition of 70% interest in Linde Hydraulics GmbH & Co. KG.
- (2) Profit or loss on change of fair value, during the Period, of the put options in relation to minority interests arising from the acquisition of 70% interest in Linde Hydraulics GmbH & Co. KG.

## 58. Investment gain

## 五、合併財務報表主要項目註釋(續)

## 57. 公允價值變動損益(續)

- (1) 本集團投資獲得70%林德液壓合夥企業權益過程中與少數股東權益相關的買入期權於本期公允價值變動產生的損益。
- (2) 本集團投資獲得70%林德液壓合夥企業權益過程中與少數股東權益相關的出售期權於本期公允價值變動產生的損益。

## 58. 投資收益

		2014 2014年	2013 2013年
Gain on long-term equity investments under the equity method	權益法核算的長期股權投資收益	103,753,902.61	5,177,273.16
Investment gain from disposal of long-term equity investments	處置長期股權投資產生的投資收益	—	1,010,476.88
Investment gain during the period in which the available-for-sale financial assets were held	可供出售金融資產在持有期間取得的投資收益	3,920,000.00	7,600,000.00
Recognition of loss on disposal corresponding to call and put options	確認購買和出售期權對應的處置損失	(115,132,653.00)	—
Put options in relation to minority interests	與少數股東權益相關的出售期權	(11,733,992.40)	—
Call options in relation to minority interests	與少數股東權益相關的買入期權	110,344,703.87	—
Profit and loss arising from remeasurement of existing equity interests during the course of business combination	企業合併中對原持有股權重新計量產生的收益	1,621,606,047.38	—
Others	其他	2,082,629.72	(2,244,900.00)
		1,714,840,638.18	11,542,850.04

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 59. Non-operating income

## 五、合併財務報表主要項目註釋(續)

## 59. 營業外收入

		2014	2013	Extraordinary profit and loss recognised in the Year 2014 計入2014年度非經常性損益
		2014年	2013年	
Government grants	政府補助	151,884,398.03	124,493,348.64	151,884,398.03
Gain on disposal of non-current assets	非流動資產處置利得	40,801,757.28	8,267,204.34	40,801,757.28
Incl: Gain on disposal of fixed assets	其中：固定資產處置利得	1,997,562.33	6,495,293.88	1,997,562.33
Gain on disposal of intangible assets	無形資產處置利得	9,364,521.04	—	9,364,521.04
Other non-current assets	其他非流動資產	29,439,673.91	1,771,910.46	29,439,673.91
Profit from debt restructuring	債務重組利得	1,652,014.51	7,287,717.05	1,652,014.51
Reversal of provision for other liabilities	其他負債撥備轉回	83,664,690.80	—	83,664,690.80
Others	其他	231,919,080.65	54,686,139.79	231,919,080.65
		509,921,941.27	194,734,409.82	509,921,941.27

Government grants charged to profit or loss for the current period are presented as follows:

計入當期損益的政府補助如下：

		2014	2013	Related to assets/income 與資產／收益相關
		2014年	2013年	
Income of financial subsidies	財政補貼收入	98,376,255.13	44,844,844.62	related to income 與收益相關
Government support fund	政府扶持金	1,444,250.00	28,270,981.00	related to income 與收益相關
Value added tax subject to rebate	先徵後返增值稅	30,507,214.06	13,577,418.89	related to income 與收益相關
Amortization of deferred income	遞延收益攤銷	19,215,239.36	36,940,104.13	related to assets 與資產相關
Others	其他	2,341,439.48	860,000.00	related to income 與收益相關
		151,884,398.03	124,493,348.64	

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 59. Non-operating income (Continued)

During the year, the government subsidy received by the Company and amortized via deferred income amounted in total to RMB151,884,398.03, including the following:

- (1) During the year, the Company received funding in respect of study in key technology of high-pressure common-rail heavy-duty diesel engines from the provincial finance office under Lu Cai Qi Zhi [2012] No. 125, and received funding in respect of national foreign trade development funds in 2014 from Financial Office of Hi-tech Zone under Wei Gao Cai Zhi [2014] No. 313, and received funding in respect of the first round of subsidy of patent in 2014 under Wei Gao Cai Zhi [2014] No. 280, and received special funding for foreign trade (external investment and collaboration project) from Weifang Hi-tech Zone Finance Bureau under Wei Gao Cai Zhi [2014] No. 333 and recognized the amortization of funding in respect of new-energy construction machinery projects and land use refunds, in a total amount of RMB35,435,139.72;
- (2) During the year, pursuant to Qi Guo Shui Tong [2013] No. 10 and Qi Shan Guo Shui Han [2014] No. 01, Shaanxi Heavy-duty Motor Company Limited, a subsidiary of the Company, obtained the exemption from value-added tax applicable to special-purpose military vehicles from State Administration of Taxation of Qishan; obtained incentive subsidy under the document Huai Fu Mi [2013] No. 110 and obtained government subsidy under the document Shi Cai Han [2014] No. 738, which subsidy was granted by Xi'an Finance Bureau to subsidize inland transportation fee for the export of goods produced in Shaanxi Province during the year 2013. These amounted in aggregate to RMB99,512,474.04;
- (3) During the year, subsidiaries of the Company obtained financial grants including funding for their various special projects or other government grants totalling RMB16,936,784.27.

## 五、合併財務報表主要項目註釋(續)

### 59. 營業外收入(續)

本年本公司收到及遞延收益攤銷政府補助共計人民幣151,884,398.03元，其中：

- (1) 本年本公司根據魯財企指[2012]125號取得省財政廳撥付高壓共軌重型柴油機關鍵技術研究款項，根據濰高財指[2014]313號取得高新區財政局2014年中央外經貿發展專項資金，根據濰高財指[2014]280號取得2014年第一批專利補助，根據濰高財指[2014]333號取得濰坊高新區財政局撥付2014年度中央外經貿專項資金(對外投資合作項目)，以及攤銷確認新能源工程機械項目以及土地返還款等撥款收入共計人民幣35,435,139.72元；
- (2) 本年本公司之子公司陝西重型汽車有限公司根據岐國稅通[2013]10號、岐山國稅函[2014]01號取得岐山國稅局軍用特種車輛免征增值稅，根據淮府秘[2013]110號取得銷售補貼獎勵，根據市財函[2014]738號取得西安市財政局撥付2013年度陝西省地產品貨物出口內陸運輸費補助資金等其他各項政府補助共計人民幣99,512,474.04元；
- (3) 本年本公司之各子公司收到各項專項資金等財政補貼或其他各種政府補貼收入計人民幣16,936,784.27元。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 60. Non-operating expenses

		2014	2013	Extraordinary profit and loss recognised in the Year 2014 計入2014年度非經常性損益
		2014年	2013年	
Loss on disposal of non-current assets	非流動資產處置損失	57,486,612.73	16,554,944.38	57,486,612.73
Incl: Loss on disposal of fixed assets	其中：固定資產處置損失	26,066,111.00	16,480,457.33	26,066,111.00
Loss on disposal of other non-current assets	其他非流動資產處置損失	31,420,501.73	74,487.05	31,420,501.73
Loss from debt restructuring	債務重組損失	858,669.17	2,900,046.23	858,669.17
Donation expenditure	對外捐贈	8,055,466.63	14,496,539.43	8,055,466.63
Others	其他	67,872,958.49	8,287,277.09	67,872,958.49
		134,273,707.02	42,238,807.13	134,273,707.02

## 61. Total profit

The supplemental information of the Group's expenses which are categorized by nature is as follows:

## 61. 利潤總額

本集團費用按照性質分類的補充資料如下：

		2014	2013
		2014年	2013年
Materials used	耗用的材料	50,695,670,883.11	39,290,820,127.66
Movement of inventories of finished goods and work in progress	產成品及在產品存貨變動	482,115,779.89	(866,591,674.52)
Staff remuneration	職工薪酬	10,362,815,303.81	4,521,994,924.51
Depreciation and amortization expenses	折舊費和攤銷費用	3,824,313,307.71	2,031,493,999.97
Rental	租金	298,327,223.67	101,163,294.08
Impairment loss of non-current assets	非流動資產減值損失	47,167,859.01	30,154,357.66
Finance expenses	財務費用	23,084,727.66	216,666,103.77

## 62. Income tax expenses

## 62. 所得稅費用

		2014	2013
		2014年	2013年
Current tax expenses	當期所得稅費用	1,027,078,081.21	888,779,649.39
Deferred tax expenses	遞延所得稅費用	154,121,882.87	(97,669,964.30)
		1,181,199,964.08	791,109,685.09



## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 62. Income tax expenses (Continued)

The relationship between income tax expenses and the total profit is listed as follows:

## 五、合併財務報表主要項目註釋(續)

## 62. 所得稅費用(續)

所得稅費用與利潤總額的關係列示如下：

			2014 2014年	2013 2013年
Total profit	利潤總額		<b>6,965,695,642.87</b>	4,608,745,760.59
Tax at statutory tax rate	按法定稅率計算的稅項	Note 註	<b>1,741,414,125.17</b>	1,152,247,888.28
Effect of different tax rates applicable to parent and some subsidiaries	母公司及某些子公司適用不同稅率的影響		<b>(364,502,403.15)</b>	(486,222,467.49)
Effect of difference between effective tax rate and tax rate for deferred tax computation	實際適用稅率與計算遞延稅款所用稅率不同之影響		<b>8,294,765.80</b>	—
Adjustments to current tax of previous periods	對以前期間當期所得稅的調整		<b>12,896,556.39</b>	(2,814,337.95)
Profits and losses attributable to associates	歸屬於聯營公司的損益		<b>(31,480,943.75)</b>	(1,437,004.33)
Non-taxable income	無須納稅的收入		<b>(428,787,076.83)</b>	(5,048,739.42)
Expenses not deductible for tax	不可抵扣的費用		<b>102,158,460.79</b>	39,043,908.61
Tax incentives on eligible expenditures	由符合條件的支出而產生的稅收優惠		<b>(152,910,515.99)</b>	(69,703,042.50)
Utilization of deductible losses from prior years	利用以前年度的可抵扣虧損		<b>(33,154,508.33)</b>	(7,534,254.12)
Unrecognized deductible losses	未確認的可抵扣虧損		<b>250,522,500.94</b>	154,301,921.06
Effect of unrecognized deductible temporary difference	未確認的可抵扣暫時性差異的影響		<b>76,749,003.04</b>	18,275,812.95
Tax expense at the Group's effective tax rate	按本集團實際稅率計算的所得稅費用		<b>1,181,199,964.08</b>	791,109,685.09

Note: The income tax of the Group is calculated based on the estimated taxable income gained in the PRC and applicable tax rate. Tax arising from the taxable income in other regions is calculated at applicable tax rate according to existing laws, interpretations and practices of the country in which the Group operates.

註：本集團所得稅按在中國境內取得的估計應納稅所得額及適用稅率計提。源於其他地區應納稅所得的稅項根據本集團經營所在國家的現行法律、解釋公告和慣例，按照適用稅率計算。

No provision for Hong Kong profit tax has been made as the Group had no assessable profits arising in Hong Kong for the year.

由於本集團於年內在香港並無應稅利潤，故未作出香港利得稅的撥備。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 63. Earnings per Share (EPS)

The basic EPS is calculated by dividing the net profit of the current period attributable to the ordinary shareholders of the Company by the weighted average number of outstanding ordinary shares.

The calculation of basic EPS is detailed as follows:

		2014 2014年	2013 2013年
Earnings	收益		
Net profit of the current year attributable to ordinary shareholders of the Company	歸屬於本公司普通股股東的當年淨利潤	5,024,502,354.07	3,570,791,384.62
Shares	股份		
Weighted average number of the ordinary shares outstanding of the Company	本公司發行在外普通股的加權平均數	1,999,309,639.00	1,999,309,639.00
EPS (RMB/share)	每股收益(元/股)	2.51	1.79

The Company holds no potential shares that are dilutive.

Note1: No event has occurred during the period from the balance sheet date to the date of approval of these financial statements which would otherwise result in changes in the number of outstanding ordinary shares or potential ordinary shares.

## 64. Notes to items in cash flow statement

## Other cash received relating to operating activities

		2014 2014年	2013 2013年
Government grants	政府補助	132,669,158.67	87,562,244.50
After-sales compensation claim	三包索賠款	—	29,097,387.92
Interest income	利息收入	570,428,413.85	378,842,139.33
Others	其他	565,562,364.56	520,472,225.64
		1,268,659,937.08	1,015,973,997.39

## 五、合併財務報表主要項目註釋(續)

## 63. 每股收益

基本每股收益按照歸屬於本公司普通股股東的當期淨利潤，除以發行在外普通股的加權平均數計算。

基本每股收益的具體計算如下：

	2014 2014年	2013 2013年
--	---------------	---------------

Earnings	收益		
Net profit of the current year attributable to ordinary shareholders of the Company	歸屬於本公司普通股股東的當年淨利潤	5,024,502,354.07	3,570,791,384.62
Shares	股份		
Weighted average number of the ordinary shares outstanding of the Company	本公司發行在外普通股的加權平均數	1,999,309,639.00	1,999,309,639.00
EPS (RMB/share)	每股收益(元/股)	2.51	1.79

本公司無稀釋性潛在股。

註1：於資產負債表日至本財務報表批准報出日期內未發生導致發行在外普通股或潛在普通股數量變化的事項。

## 64. 現金流量表項目註釋

## 收到的其他與經營活動有關的現金

		2014 2014年	2013 2013年
Government grants	政府補助	132,669,158.67	87,562,244.50
After-sales compensation claim	三包索賠款	—	29,097,387.92
Interest income	利息收入	570,428,413.85	378,842,139.33
Others	其他	565,562,364.56	520,472,225.64
		1,268,659,937.08	1,015,973,997.39

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 64. Notes to items in cash flow statement (Continued)

## Other cash paid relating to operating activities

		2014 2014年	2013 2013年
Marketing and external support fee	市場開拓費及外部支持費	1,371,145,304.82	651,906,367.05
After-sales and product return fee	三包及產品返修	844,213,728.69	1,175,773,558.88
Freight and packaging	運費及包裝	736,937,183.10	673,028,811.78
Office expenses	辦公費	436,529,368.67	330,187,906.17
Travel expenses	差旅費	304,508,230.65	174,331,468.98
Cash settlement of confirmation business	保兌倉業務現金平倉	2,630,808,249.17	953,359,832.19
Others	其他	895,986,620.79	266,349,759.90
		<b>7,220,128,685.89</b>	<b>4,224,937,704.95</b>

## Other cash received relating to investing activities

收到其他與投資活動有關的現金

		2014 2014年	2013 2013年
Land-related and asset-related government grants	與土地和資產相關的政府補助	192,448,456.93	258,746,848.01
Capital compensation for minority shareholders of subsidiaries	子公司少數股東資本補償	—	32,585,786.64
Net cash received from acquisition of subsidiaries and other business units	取得子公司及其他營業單位收到的現金淨額	Note V. 65 附註五、65	—
		<b>1,098,926,098.90</b>	<b>—</b>
		<b>1,291,374,555.83</b>	<b>291,332,634.65</b>

## Other cash paid relating to investing activities

支付其他與投資活動有關的現金

		2014 2014年	2013 2013年
Others	其他	3,456,179.58	—

## Other cash received relating to financing activities

收到其他與籌資活動有關的現金

		2014 2014年	2013 2013年
Others	其他	20,459,879.10	—
Interest penalty on delayed contribution of capital from shareholders	股東延遲出資利息罰金	—	459,500.00
		<b>20,459,879.10</b>	<b>459,500.00</b>

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表主要項目註釋(續)

## 64. Notes to items in cash flow statement (Continued)

## 64. 現金流量表項目註釋(續)

## Other cash paid relating to financing activities

## 支付其他與籌資活動有關的現金

		2014 2014年	2013 2013年
Handling fee for guarantee for borrowings	借款擔保及保函手續費	73,198,600.40	8,713,846.03
Repayment of interests and borrowings from third parties	償還第三方借款和利息	—	3,200,000.00
Others	其他	1,743,693.40	—
		74,942,293.80	11,913,846.03

## 65. Supplement to cash flow statement

## 65. 現金流量表補充資料

## (1) Supplement to cash flow statement

## (1) 現金流量表補充資料

		2014 2014年	2013 2013年
Net profit	淨利潤	5,784,495,678.79	3,817,636,075.50
Add: Loss in impairment of assets	加：資產減值損失	275,398,913.11	231,173,894.41
Depreciation of fixed assets	固定資產折舊	2,993,894,145.61	1,782,600,881.64
Depreciation and amortization of investment properties	投資性房地產折舊及攤銷	26,697,019.44	31,764,881.12
Amortization of intangible assets	無形資產攤銷	737,542,086.05	145,809,899.88
Amortization of long-term prepaid expenses	長期待攤費用攤銷	66,180,056.61	71,318,337.33
Gain from disposal and retirement of fixed assets, intangible assets and other long-term assets	處置和報廢固定資產、無形資產和其他長期資產的收益	16,684,855.45	8,287,740.04
Finance expenses	財務費用	722,740,871.12	551,869,760.47
Investment income	投資收益	(1,714,840,638.18)	(11,542,850.04)
Loss/(income) from change of fair value	公允價值變動損失／(收益)	156,271,038.41	(150,137,868.78)
Increase in deferred tax assets	遞延所得稅資產的增加	454,977,166.14	(85,415,543.94)
Decrease in deferred tax liabilities	遞延所得稅負債的減少	(270,942,647.49)	(12,254,420.51)
Decrease/(increase) in inventories	存貨的減少／(增加)	672,051,963.79	(1,204,037,748.13)
Increase/(Decrease) in operating receivables	經營性應收項目的增加／(減少)	521,770,046.85	(5,181,246,820.92)
Increase in operating payables	經營性應付項目的增加	1,086,198,504.30	5,407,771,984.98
Others	其他	(377,079,655.71)	347,879,716.39
Increase in special reserve	專項儲備的增加	19,688,876.73	16,932,842.49
Net cash flow from operating activities	經營活動產生的現金流量淨額	11,171,728,281.02	5,768,410,761.93

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 65. Supplement to cash flow statement (Continued)

## (1) Supplement to cash flow statement (Continued)

## 五、合併財務報表主要項目註釋(續)

## 65. 現金流量表補充資料(續)

## (1) 現金流量表補充資料(續)

		2014 2014年	2013 2013年
Net change in cash and cash equivalents:	現金及現金等價物淨變動：		
The closing balance of cash	現金的年末餘額	20,474,618,118.42	16,596,941,296.20
Less: The opening balance of cash	減：現金的年初餘額	16,596,941,296.20	14,099,151,353.22
Add: The closing balance of cash equivalents	加：現金等價物的年末餘額	20,000,000.00	—
Loss: The opening balance of cash equivalents	減：現金等價物的年初餘額	—	—
Net increase in cash and cash equivalents	現金及現金等價物淨增加額	3,897,676,822.22	2,497,789,942.98

(2) Information related to acquisition or disposal of major subsidiaries and other business units  
Information relating to acquisition of major subsidiaries and other business units(2) 取得或處置主要子公司及其他營業單位信息  
取得主要子公司及其他營業單位信息

		2014 2014年	2013 2013年
Consideration for acquisition of subsidiaries and other business units	取得子公司及其他營業單位的價格	9,059,765,849.92	—
Cash and cash equivalents paid for acquisition of subsidiaries and other business units	取得子公司及其他營業單位支付的現金和現金等價物	—	—
Less: Amount of cash and cash equivalents in subsidiaries and other business units acquired	減：取得子公司及其他營業單位持有的現金和現金等價物	1,098,926,098.90	—
Net cash paid for acquisition of subsidiaries and other business units	取得子公司及其他營業單位支付的現金淨額	(1,098,926,098.90)	—

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 65. Supplement to cash flow statement (Continued)

## (3) Cash and cash equivalents

## 五、合併財務報表主要項目註釋(續)

## 65. 現金流量表補充資料(續)

## (3) 現金及現金等價物

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Cash	現金	20,474,618,118.42	16,596,941,296.20
Incl: Cash at bank	其中：庫存現金	20,163,793.01	2,714,260.40
Bank deposits on demand	可隨時用於支付的 銀行存款	19,944,648,833.26	16,562,752,445.78
Other cash equivalents on demand	可隨時用於支付的 其他貨幣資金	509,805,492.15	31,474,590.02
Other cash equivalents	其他現金等價物	20,000,000.00	—
Cash and cash equivalents at end of year	年末現金及現金等價物餘額	20,494,618,118.42	16,596,941,296.20

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Cash and cash equivalents at end of year	年末貨幣資金餘額	24,434,414,214.89	19,580,127,632.91
Cash equivalents at the end of year	年末現金等價物餘額	20,000,000.00	—
Less: Balance of restricted cash and cash equivalents	減：使用受到限制的貨幣 資金餘額	3,959,796,096.47	2,983,186,336.71
Closing balance of cash and cash equivalents at end of year	年末現金及現金等價物餘額	20,494,618,118.42	16,596,941,296.20

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 66. Foreign currency monetary items

## 五、合併財務報表主要項目註釋(續)

## 66. 外幣貨幣性項目

		31 December 2014 2014年12月31日			31 December 2013 2013年12月31日		
		Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣	Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣
Cash and cash equivalents	貨幣資金						
- USD	- 美元	21,261,776.47	6.1190	130,100,810.22	27,088,144.46	6.0969	165,153,707.96
- JPY	- 日元	298,479.00	0.0514	15,333.16	299,593.88	0.0578	17,316.53
- HKD	- 港幣	2,505,104.53	0.7889	1,976,276.96	4,475,455.14	0.7862	3,518,602.83
- EUR	- 歐元	5,693,993.70	7.4556	42,452,139.43	86,582,057.78	8.4189	728,925,686.24
- Russian Ruble	- 俄羅斯盧布	-	-	-	154,950.52	0.1860	28,820.80
- Indian Rupee	- 印度盧比	-	-	-	136,063,797.78	0.0974	13,252,613.90
- GBP	- 英鎊	2,351.23	9.5437	22,439.43	4,689.61	10.1611	47,651.60
- Swiss Frank	- 瑞士法郎	200.00	6.1264	1,225.28	200.00	6.8174	1,363.48
- SGD	- 新加坡元	703,791.29	4.5882	3,229,153.02	153,921.01	4.8641	748,687.18
- Belarus Ruble	- 白俄羅斯盧布	11,661,410.00	0.0006	6,757.34	242,886,650.00	0.0006	145,731.99
- THB	- 泰銖	4,039,803.27	0.1887	762,310.88	-	-	-
- UAE Dirhams	- 阿聯酋迪拉姆	776,845.24	1.6719	1,298,774.82	1,394,748.43	1.6481	2,298,684.89
				179,865,220.54			
							914,138,867.40

		31 December 2014 2014年12月31日			31 December 2013 2013年12月31日		
		Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣	Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣
Accounts receivables	應收賬款						
- USD	- 美元	140,648,981.25	6.1190	860,631,116.27	117,463,406.41	6.0969	716,162,642.54
- EUR	- 歐元	20,553.72	7.4556	153,240.31	470,674.21	8.4189	3,962,559.11
- GBP	- 英鎊	35,967,000.00	9.5437	343,258,257.90	-	-	-
- HKD	- 港幣	14,189,000.00	0.7889	11,193,702.10	-	-	-
- SGD	- 新加坡元	26,929.56	4.5882	123,558.89	-	-	-
				1,215,359,875.47			
							720,125,201.65



## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 66. Foreign currency monetary items (Continued)

## 五、合併財務報表主要項目註釋(續)

## 66. 外幣貨幣性項目(續)

		31 December 2014 2014年12月31日			31 December 2013 2013年12月31日		
		Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣	Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣
Other receivables	其他應收款						
– USD	– 美元	16,772.52	6.1190	102,631.05	81,458.38	6.0969	496,643.60
– EUR	– 歐元	–	–	–	17,990.65	8.1786	147,138.33
– GBP	– 英鎊	3,602,000.00	9.5437	34,376,407.40	–	–	–
– SGD	– 新加坡元	34,725.98	4.5882	159,330.62	–	–	–
– AUD	– 澳元	–	–	–	3,000.00	6.4342	19,302.60
				34,638,369.07			663,084.53

		31 December 2014 2014年12月31日			31 December 2013 2013年12月31日		
		Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣	Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣
Accounts payable	應付帳款						
– USD	– 美元	4,498,000.00	6.1190	27,523,262.00	145,825.54	6.0969	889,083.73
– HKD	– 港幣	3,962,000.00	0.7889	3,125,621.80	–	–	–
– GBP	– 英鎊	2,888,000.00	9.5437	27,562,205.60	–	–	–
– EUR	– 歐元	161,693.58	7.4556	1,205,522.66	785,233.92	8.4189	6,610,805.85
				59,416,612.06			7,499,889.58

		31 December 2014 2014年12月31日			31 December 2013 2013年12月31日		
		Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣	Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣
Other payables	其他應付款						
– USD	– 美元	29,788,276.45	6.1190	182,274,463.60	12,513,678.35	6.0969	76,294,645.53
– SGD	– 新加坡元	42,999.74	4.5882	197,292.50	–	–	–
– EUR	– 歐元	36,780,000.00	7.4556	274,216,968.00	–	–	–
				456,688,724.10			76,294,645.53

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 66. Foreign currency monetary items (Continued)

## 五、合併財務報表主要項目註釋(續)

## 66. 外幣貨幣性項目(續)

		31 December 2014			31 December 2013		
		2014年12月31日			2013年12月31日		
		Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣	Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣
Short-term borrowings	短期借款						
– EUR	— 歐元	–	–	–	30,000,000.00	8.4189	252,567,000.00
– USD	— 美元	2,861,960.00	6.1190	17,512,333.24	2,861,960.00	6.0969	17,449,083.92
– GBP	— 英鎊	1,203,000.00	9.5437	11,481,071.10	–	–	–
				28,993,404.34			270,016,083.92

		31 December 2014			31 December 2013		
		2014年12月31日			2013年12月31日		
		Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣	Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣
Long-term borrowings due within the year	一年內到期長期借款						
– EUR	—歐元	308,000,000.00	7.4556	2,296,324,800.00	18,100,000.00	8.4189	152,382,090.00
				2,296,324,800.00			152,382,090.00

		31 December 2014			31 December 2013		
		2014年12月31日			2013年12月31日		
		Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣	Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣
Long-term borrowings	長期借款						
– EUR	— 歐元	710,000,000.00	7.4556	5,293,476,000.00	1,039,900,000.00	8.4189	8,754,814,110.00
				5,293,476,000.00			8,754,814,110.00

		31 December 2014 2014年12月31日			31 December 2013 2013年12月31日		
		Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣	Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣
Interest payable	應付利息						
– EUR	— 歐元	4,953,457.71	7.4556	36,930,999.30	15,689,671.25	8.4189	132,089,773.29
				36,930,999.30			132,089,773.29

## VI. THE CHANGE IN SCOPE OF CONSOLIDATION

### 1. Business combinations not involving entities under common control

The Company, through its indirectly wholly-owned subsidiary Weichai Lux, completed acquisition of 25% shareholding in KION Holding 1 GmbH on 27 December 2012, at a consideration of EUR467,000,000. On 8 March 2013, the Company exercised option to increase its shareholding in KION GROUP AG to 30%, at a consideration of EUR328,380,000, and the registration of this additional acquisition of shares with the competent company registry was completed on 27 June 2013. On 27 June 2013, KION Holding 1 GmbH was renamed as KION GROUP AG, and its publicly issued shares were listed and commenced trading on Frankfurt Stock Exchange on 28 June 2013. On 18 December 2013, the Company decided to exercise the call option to acquire shares representing 3.3% interests in KION GROUP AG from another shareholder of KION GROUP AG. Weichai Lux served a notice on Superlift on the same day to exercise the call option, at a consideration of EUR95,333,723. Upon exercise of the option, the Company's shareholding in KION GROUP AG increased to 33.3%. Further, in June 2014, Superlift reduced its shareholding in KION GROUP AG from 34.5% to 26.9%. Under the Bundled Arrangement reached by Weichai Lux and Superlift, Superlift would follow the Company's voting decisions for important matters and accordingly, regarding important matters, the Company essentially held 60.2% voting rights of and thus obtained effective control over KION GROUP AG. 12 June 2014 is considered as the acquisition date.

The shareholding already held prior to the acquisition date amounted to a carrying value of EUR869,811,285.36, and a fair value of EUR1,079,237,349.00, as at acquisition date. Gain arising from the re-measurement of fair value amounted to EUR209,426,063.64. As a listed company in Germany, KION GROUP AG is quoted in an active market for its share price and the fair value as at the acquisition date is arrived at by multiplying the number of shares by the market price per share on the same date. An amount of EUR-10,409,600.00 was transferred to investment income from other comprehensive income related to the existing shareholding prior to the acquisition date. The aforesaid total investment income amounted to EUR199,016,463.64, equivalent to RMB1,621,606,047.38.

## 六、合併範圍的變動

### 1. 非同一控制下企業合併

本公司通過其間接全資子公司濰柴盧森堡於2012年12月27日完成對KION Holding 1 GmbH 25%的股權收購，收購對價為歐元467,000,000元。本公司於2013年3月8日行使增持KION GROUP AG至30%的期權，並於2013年6月27日在其主管商業登記處完成認購相關新股份的登記手續，此次增持的行權對價為歐元328,380,000元。KION Holding 1 GmbH於2013年6月27日更名為KION GROUP AG，其公開發行的股份於2013年6月28日開始在法蘭克福證券交易所買賣。2013年12月18日，本公司決定行使向KION GROUP AG的另一股東購買其所持有KION GROUP AG 3.3%股份的認購期權，濰柴盧森堡於當日向Superlift發出行權的通知，行權對價為歐元95,333,723元，行權後本公司對KION GROUP AG的持股比例為33.3%。另外，於2014年6月，Superlift將其所持KION GROUP AG已發行的股份由34.5%減持至26.9%，根據濰柴盧森堡和Superlift達成的捆綁安排，Superlift在關鍵事項上將跟隨本公司投票，至此本公司獲得對關鍵事項可控制的表決權比例為60.2%，實現對KION GROUP AG的控制。購買日確定為2014年6月12日。

購買日之前原持有股權在購買日的賬面價值為歐元869,811,285.36，購買日的公允價值歐元1,079,237,349.00，按照公允價值重新計量所產生的利得歐元209,426,063.64。由於KION GROUP AG系在德國上市的公司，其股價有活躍市場報價，購買日的公允價值按股份數乘以其當日的股價。購買日之前與原持有股權相關的其他綜合收益轉入投資收益的金額為歐元-10,409,600.00，上述合計投資收益為歐元199,016,463.64，折合人民幣1,621,606,047.38元。

## VI. THE CHANGE IN SCOPE OF CONSOLIDATION (CONTINUED)

## 1. Business combinations not involving entities under common control (Continued)

The provisional fair value and carrying amount of KION GROUP AG's identifiable assets and liabilities at the combination date are as follows:

## 六、合併範圍的變動(續)

## 1. 非同一控制下企業合併(續)

KION GROUP AG可辨認資產和負債於合併日的賬面價值和暫定公允價值如下：

		Provisional Fair value on 30 June 2014 2014年6月30日 暫定公允價值	Carrying Amount on 30 June 2014 2014年6月30日 賬面價值
Cash and cash equivalents	貨幣資金	1,132,171,307.40	1,132,171,307.40
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入 當期損益的金融資產	135,430,081.80	135,430,081.80
Interest receivables	應收利息	587,622.00	587,622.00
Accounts receivables	應收賬款	5,030,514,417.60	5,030,514,417.60
Other receivables	其他應收款	502,064,236.80	502,064,236.80
Prepayments	預付款項	44,080,044.60	44,080,044.60
Inventories	存貨	4,840,586,592.60	4,840,586,592.60
Non-current assets due within one year	一年內到期的非流動資產	1,529,815,114.80	1,529,815,114.80
Other current assets	其他流動資產	781,184,686.80	781,184,686.80
Available-for-sale financial assets	可供出售金融資產	102,162,282.00	102,162,282.00
Held-to-maturity investments	持有至到期投資	16,789.20	16,789.20
Long-term receivables	長期應收款	2,588,903,034.60	2,588,903,034.60
Long-term equity investments	長期股權投資	1,202,358,558.00	1,202,358,558.00
Goodwill	商譽	-	12,544,671,980.39
Fixed assets	固定資產	10,302,507,304.56	10,082,023,729.80
Construction in progress	在建工程	173,356,884.60	173,356,884.60
Intangible assets	無形資產	12,144,637,390.92	7,784,891,807.40
Deferred tax assets	遞延所得稅資產	2,613,448,845.00	2,613,448,845.00
Other non-current assets	其他非流動資產	184,152,340.20	184,152,340.20

## VI. THE CHANGE IN SCOPE OF CONSOLIDATION (CONTINUED)

## 1. Business combinations not involving entities under common control (Continued)

The provisional fair value and carrying amount of KION GROUP AG's identifiable assets and liabilities at the combination date are as follows (continued):

		Provisional Fair value on 30 June 2014 2014年6月30日 暫定公允價值	Carrying Amount on 30 June 2014 2014年6月30日 賬面價值
Short-term loans	短期借款	(1,916,974,066.80)	(1,916,974,066.80)
Financial liabilities held for trading	交易性金融負債	(75,442,270.20)	(75,442,270.20)
Notes payable	應付票據	(2,837,374.80)	(2,837,374.80)
Accounts payable	應付賬款	(4,708,111,410.00)	(4,708,111,410.00)
Advances from customers	預收款項	(297,890,775.60)	(297,890,775.60)
Interest payable	應付利息	(106,762,522.80)	(106,762,522.80)
Payroll payable	應付職工薪酬	(1,929,817,804.80)	(1,929,817,804.80)
Taxes payable	應交稅費	(825,592,120.80)	(825,592,120.80)
Other payables	其他應付款	(40,369,631.40)	(40,369,631.40)
Non-current liabilities due within one year	一年內到期的非流動負債	(3,055,139,118.60)	(3,055,139,118.60)
Other current liabilities	其他流動負債	(1,432,630,830.60)	(1,432,630,830.60)
Long-term borrowings	長期借款	(4,414,955,188.80)	(4,414,955,188.80)
Bonds payable	應付債券	(4,130,319,486.60)	(3,718,144,626.60)
Long-term payables	長期應付款	(5,465,875,162.80)	(5,465,875,162.80)
Provisions	預計負債	(459,528,798.60)	(459,528,798.60)
Long-term payroll payable	長期應付職工薪酬	(5,589,787,853.41)	(5,589,787,853.41)
Other non-current liabilities	其他非流動負債	(1,412,668,471.80)	(1,412,668,471.80)
Deferred tax liabilities	遞延所得稅負債	(3,900,667,060.89)	(2,526,598,313.40)
Minority interests	少數股東權益	(1,819,630,417.92)	
Share of net assets	享有淨資產	1,179,688,325.54	
Provisional goodwill arising from acquisition	購買產生的暫定商譽	7,880,077,524.38	
Consideration paid for combination	合併對價	9,059,765,849.92 <sup>Note 註</sup>	

Note: As the assessment is not completed yet, the fair values of all the identifiable assets, liabilities and contingent liabilities are determined on a provisional basis. Pursuant to the "Accounting Standard for Business Enterprises No. 20 – Business Combination" (《企業會計準則第20號 – 企業合併》), recognition and measurement of the business combination have been based on provisional values. Adjustments will be made to the provisional values of the identifiable assets, liabilities and contingent liabilities within twelve months from 12 June 2014.

## 六、合併範圍的變動(續)

## 1. 非同一控制下企業合併(續)

KION GROUP AG可辨認資產和負債於合併日的賬面價值和暫定公允價值如下(續):

註: 由於評估工作尚未完成, 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只能暫時確定, 根據《企業會計準則第20號 – 企業合併》, 本集團以所確定的暫時價值為基礎對該企業合併進行了確認和計量, 將自2014年6月12日算起12個月內對可辨認資產、負債及或有負債的暫時性價值進行調整。

## VI. THE CHANGE IN SCOPE OF CONSOLIDATION (CONTINUED)

## 1. Business combinations not involving entities under common control (Continued)

The KION GROUP AG's results of operations and cash flows from the acquisition date to the end of this year are as follows:

		Period from the acquisition date to 31 December 購買日至 12月31日期間
Revenue	營業收入	19,975,181,223.40
Net profit	淨利潤	810,061,307.87
Net cash flows	現金流量淨額	(361,380,868.90)

## 2. Disposal of subsidiaries

## 2. 處置子公司

Place of Registration	註冊地	Total percentage of shareholdings held by the Group 本集團合計 持股比例	Total percentage of voting rights held by the Group 本集團合計享有 的表決權比例	Reason for de- consolidation 不再成為 子公司原因
Willenbrock Arbeitsbühnen GmbH & Co. KG	Germany 德國	74%	74%	Disposal of equity interest 處置股權

Note: KION GROUP AG, a subsidiary of the Group, sold its 74% equity interest in Willenbrock Arbeitsbühnen GmbH & Co. KG at a consideration of EUR4,563,000.00 (equivalent to RMB37,114,595.50), and the date of disposal was 16 December 2014. Therefore from 16 December 2014 onwards, the Group no longer included Willenbrock Arbeitsbühnen GmbH & Co. KG as part of consolidation. The relevant financial information of Willenbrock Arbeitsbühnen GmbH & Co. KG is as follows:

註：本集團之子公司 KION GROUP AG 以歐元 4,563,000.00 約合人民幣 37,114,595.50 元出售其所持有 Willenbrock Arbeitsbühnen GmbH & Co. KG 的 74% 股權，處置日為 2014 年 12 月 16 日。故自 2014 年 12 月 16 日起，本集團不再將 Willenbrock Arbeitsbühnen GmbH & Co. KG 納入合併範圍。Willenbrock Arbeitsbühnen GmbH & Co. KG 的相關財務信息列示如下：

		2014 2014年	Equivalent to approximately RMB 約合人民幣
		EUR 歐元	
Total assets	資產總額	15,969,000.00	129,888,883.53
Total liabilities	負債總額	13,100,000.00	106,552,969.77
		2,869,000.00	23,335,913.76
Gains or losses from disposal	處置損益	1,694,000.00	13,778,681.74
Disposal consideration	處置對價	4,563,000.00	37,114,595.50

## VII. INTEREST IN OTHER ENTITIES

## 1. Interest in subsidiaries

Particulars of the principal subsidiaries of the Company are presented as follows:

## 七、在其他主體中的權益

## 1. 在子公司中的權益

本公司重要子公司的情况如下：

					Percentage of shareholding (%)		
		Place of key operation	Place of registration	Nature of business	Registered capital	Direct	Indirect
		主要經營地	註冊地	業務性質	註冊資本	直接	間接
Subsidiaries acquired through establishment or investment							
通過設立或投資等方式取得的子公司							
(1)	Weichai Power (Weifang) Casting Co., Ltd.	Shandong	Shandong	Manufacturing industry	460,150,000.00	100.00	–
	濰柴動力(濰坊)鑄鍛有限公司	山東	山東	製造業			
(2)	Shaanxi Wuhai Special Vehicles Co., Ltd. (Note 2)	Inner Mongolia	Inner Mongolia	Manufacturing industry	228,000,000.00	–	38.60
	陝汽烏海專用汽車有限公司(註2)	內蒙古	內蒙古	製造業			
(3)	Weichai Power (Shanghai)Technology Development Co., Ltd.	Shanghai	Shanghai	Manufacturing industry	340,000,000.00	100.00	–
	濰柴動力(上海)科技發展有限公司	上海	上海	製造業			
(4)	Weichai Power Yangzhou Diesel Engine Co., Ltd.	Jiangsu	Jiangsu	Manufacturing industry	400,000,000.00	–	85.00
	濰柴動力揚州柴油機有限責任公司	江蘇	江蘇	製造業			
(5)	Weichai Power (Chongqing) Western Development Co., Ltd.	Chongqing	Chongqing	Manufacturing industry	240,000,000.00	100.00	–
	濰柴動力(重慶)西部發展有限公司	重慶	重慶	製造業			
(6)	Weichai Power (Beijing) International Resources Investment Co., Ltd.	Beijing	Beijing	Project Investment	300,000,000.00	100.00	–
	濰柴動力(北京)國際資源投資有限公司	北京	北京	項目投資			
(7)	Weichai Power (Luxembourg) Holding S.à r.l.	Luxembourg	Luxembourg	Project Investment	EUR100,000.00	–	100.00
	濰柴動力(盧森堡)控股有限公司	盧森堡	盧森堡	項目投資	歐元100,000.00		
(8)	Weichai Power (Hong Kong)International Development Co., Ltd.	Hong Kong	Hong Kong	Services	USD336,242,497.00	100.00	–
	濰柴動力(香港)國際發展有限公司	香港	香港	服務業	美元336,242,497.00		
(9)	Shandong Heavy Industry India Private Limited	India	India	Manufacturing industry	USD13,502,000.00	–	97.68
	山東重工印度有限責任公司	印度	印度	製造業	美元13,502,000.00		



VII. INTEREST IN OTHER ENTITIES  
(CONTINUED)

## 1. Interest in subsidiaries (Continued)

Particulars of the principal subsidiaries of the Company are presented as follows (continued):

## 七、在其他主體中的權益(續)

## 1. 在子公司中的權益(續)

本公司重要子公司的情况如下：(續)

					Percentage of shareholding (%)		
					持股比例(%)		
	Place of key operation	Place of registration	Nature of business	Registered capital	Direct	Indirect	
	主要經營地	註冊地	業務性質	註冊資本	直接	間接	
Subsidiaries acquired through business combinations not involving entities under common control							
非同一控制下企業合併取得的子公司							
(10)	Shandong Huadong Casting Co., Ltd.	Shandong	Shandong	Manufacturing industry	450,150,000.00	–	100.00
	山東華動鑄造有限公司	山東	山東	製造業			
(11)	Shaanxi Heavy-duty Motor Company Limited	Shaanxi	Shaanxi	Manufacturing industry	3,706,330,000.00	51.00	–
	陝西重型汽車有限公司	陝西	陝西	製造業			
(12)	Shaanxi Hande Axle Co., Ltd.	Shaanxi	Shaanxi	Manufacturing industry	320,000,000.00	3.06	94.00
	陝西漢德車橋有限公司	陝西	陝西	製造業			
(13)	Shaanxi Jinding Casting Co., Ltd.	Shaanxi	Shaanxi	Manufacturing industry	435,360,000.00	–	100.00
	陝西金鼎鑄造有限公司	陝西	陝西	製造業			
(14)	Shaanxi Fast Gear Co., Ltd.	Shaanxi	Shaanxi	Manufacturing industry	256,790,000.00	51.00	–
	陝西法士特齒輪有限責任公司	陝西	陝西	製造業			
(15)	Zhuzhou Gear Co., Ltd.	Hunan	Hunan	Manufacturing industry	531,314,951.00	87.91	–
	株洲齒輪有限責任公司	湖南	湖南	製造業			
(16)	Zhuzhou Torch Sparkplugs Co., Ltd.	Hunan	Hunan	Manufacturing industry	282,480,000.00	100.00	–
	株洲湘火炬火花塞有限責任公司	湖南	湖南	製造業		100.00	–
(17)	Weichai (Chongqing) Automotive Co., Ltd. (Originally: Chongqing Jialing Chuanjiang Vehicles Manufacturing Co., Ltd.)	Chongqing	Chongqing	Manufacturing industry	1,295,410,000.00	77.07	22.93
	濰柴(重慶)汽車有限公司(原重慶市嘉陵川江汽車製造有限公司)	重慶	重慶	製造業			
(18)	Soci�t� International des Moteurs Baudouin	France	France	Manufacturing industry	EUR33,311,180.00	–	100.00
	法國博杜安動力國際有限公司	法國	法國	製造業	歐元33,311,180.00		
(19)	KION GROUP AG	Germany	Germany	Manufacturing industry	EUR98,900,000.00	–	33.3
	KION GROUP AG	德國	德國	製造業	歐元98,900,000.00		

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2014 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一四年十二月三十一日(人民幣元)

VII. INTEREST IN OTHER ENTITIES  
(CONTINUED)

## 1. Interest in subsidiaries (Continued)

Particulars of the principal subsidiaries of the Company are presented as follows (continued):

## 七、在其他主體中的權益(續)

## 1. 在子公司中的權益(續)

本公司重要子公司的情况如下：(續)

		Effective capital	Percentage of shareholding		Percentage	Whether	Minority interests
		contribution at	持股比例		of voting	statements	
		the end of period	Direct (%)	Indirect (%)	rights (%)	are consolidated	
		期末實際出資	直接(%)	間接(%)	表決權比例	是否合並	少數股東權益
					(%)	報表	
Subsidiaries acquired through establishment or investment							
通過設立或投資等方式取得的子公司							
(1)	Weichai Power (Weifang) Casting Co., Ltd. 濰柴動力(濰坊)鑄鍛有限公司	460,150,000.00	100.00	—	100.00	yes 是	—
(2)	Shaanxi Wuhai Special Vehicles Co., Ltd. 陝汽烏海專用汽車有限公司	88,000,000.00	—	38.60	62.72	yes 是	97,092,096.31
(3)	Weichai Power (Shanghai) Technology Development Co., Ltd. 濰柴動力(上海)科技發展有限公司	340,000,000.00	100.00	—	100.00	yes 是	—
(4)	Weichai Power Yangzhou Diesel Engine Co., Ltd. 濰柴動力揚州柴油機有限責任公司	340,000,000.00	—	85.00	85.00	yes 是	90,801,133.45
(5)	Weichai Power (Chongqing) Western Development Co., Ltd. 濰柴動力(重慶)西部發展有限公司	240,000,000.00	100.00	—	100.00	yes 是	—
(6)	Weichai Power (Beijing) International Resources Investment Co., Ltd. 濰柴動力(北京)國際資源投資有限公司	300,000,000.00	100.00	—	100.00	yes 是	—
(7)	Weichai Power (Luxembourg) Holding S.à r.l. 濰柴動力(盧森堡)控股有限公司	EUR365,890,000.00 歐元365,890,000.00	—	100.00	100.00	yes 是	—
(8)	Weichai Power (Hong Kong) International Development Co., Ltd. 濰柴動力(香港)國際發展有限公司	USD336,242,497.00 美元336,242,497.00	100.00	—	100.00	yes 是	—
(9)	Shandong Heavy Industry India Private Limited 山東重工印度有限責任公司	LKR823,889,270.00 盧比823,889,270.00	—	97.68	97.68	yes 是	1,775,951.89

VII. INTEREST IN OTHER ENTITIES  
(CONTINUED)

## 1. Interest in subsidiaries (Continued)

Particulars of the principal subsidiaries of the Company are presented as follows (continued):

## 七、在其他主體中的權益(續)

## 1. 在子公司中的權益(續)

本公司重要子公司的情况如下：(續)

		Effective capital contribution at the end of period	Percentage of shareholding 持股比例		Percentage of voting rights (%)	Whether statements are consolidated	Minority interests
		期末實際出資	Direct (%)	Indirect (%)	表決權比例 (%)	是否合並 報表	少數股東權益
Subsidiaries acquired through business combinations not involving entities under common control							
非同一控制下企業合併取得的子公司							
(10)	Shandong Huadong Casting Co., Ltd. 山東華動鑄造有限公司	450,150,000.00	–	100.00	100.00	yes 是	–
(11)	Shaanxi Heavy-duty Motor Company Limited 陝西重型汽車有限公司	1,890,330,000.00	51.00	–	51.00	yes 是	2,541,580,649.68
(12)	Shaanxi Hande Axle Co., Ltd. 陝西漢德車橋有限公司	310,592,000.00	3.06	94.00	97.06	yes 是	92,462,511.55
(13)	Shaanxi Jinding Casting Co., Ltd. 陝西金鼎鑄造有限公司	435,360,000.00	–	100.00	100.00	yes 是	–
(14)	Shaanxi Fast Gear Co., Ltd. 陝西法士特齒輪有限責任公司	130,960,000.00	51.00	–	51.00	yes 是	3,692,398,808.58
(15)	Zhuzhou Gear Co., Ltd. 株洲齒輪有限責任公司	467,102,295.92	87.91	–	87.91	yes 是	67,239,449.28
(16)	Zhuzhou Torch Sparkplugs Co., Ltd. 株洲湘火炬火花塞有限責任公司	282,480,000.00	100.00	–	100.00	yes 是	–
(17)	Weichai (Chongqing) Automotive Co., Ltd. (Originally: Chongqing Jialing Chuanjiang Vehicles Manufacturing Co., Ltd.) 濰柴(重慶)汽車有限公司 (原重慶市嘉陵川江汽車製造有限公司)	1,295,410,000.00	77.07	22.93	100.00	yes  是	–
(18)	Société Internationale des Moteurs Baudouin 法國博杜安動力國際有限公司	EUR33,311,180.00 歐元33,311,180.00	–	100.00	100.00	yes 是	–
(19)	KION GROUP AG(Note 1) KION GROUP AG(註1)	EUR890,713,723.00 歐元890,713,723.00	–	33.3	52.1	yes 是	45,317,736.60

## VII. INTEREST IN OTHER ENTITIES (CONTINUED)

### 1. Interest in subsidiaries (Continued)

Particulars of the principal subsidiaries of the Company are presented as follows (continued):

*Note 1: As a shareholder of KION GROUP AG (originally KION Holding 1 GmbH), Weichai Power (Luxembourg) Holding S.à r.l. ("Weichai Lux"), an indirectly wholly-owned subsidiary of the Company, Superlift Holding S.à r.l. ("Superlift") and KION Management Beteiligungs GmbH & Co. KG ("MPP") entered into an Agreement of Shareholders ("Shareholder's Agreement") on 29 May 2013. This Shareholder's Agreement came into effect at the time when KION Holding 1 GmbH became a company limited by shares and changed its name to KION GROUP AG ("KION GROUP AG") (i.e. the effective date was earlier than the listing date of KION GROUP AG on 28 June 2013). It superceded an old shareholders agreement entered into by and between the aforesaid three contracting parties and KION Holding 1 GmbH on 31 August 2012.*

*In the Shareholder's Agreement, Weichai Lux and Superlift reached a series of agreements ("Bundled Arrangement") in relation to the voting mechanism on general meetings of KION GROUP AG in their capacity as shareholders of KION GROUP AG, making the Company and Superlift act in concert:*

- (a) *Within the effective period of the Shareholder's Agreement or within five years of the listing of KION GROUP AG, whichever is longer and which period is referred to as the "Bundled Period", both parties shall, before the holding of each general meeting, convene a preliminary meeting to negotiate upon the resolutions to be put forward on a general meeting and inform each other on their voting intention towards such resolutions;*

## 七、在其他主體中的權益(續)

### 1. 在子公司中的權益(續)

本公司重要子公司的情况如下：(續)

註1：作為KION GROUP AG(原KION Holding 1 GmbH)的股東，本集團之間接全資子公司濰柴動力(盧森堡)控股有限公司(「濰柴盧森堡」)、Superlift Holding S.à r.l.(「Superlift」)和KION Management Beteiligungs GmbH & Co. KG(「MPP」)於2013年5月29日簽訂了一份《股東協議》(「股東協議」)。這份股東協議在KION Holding 1 GmbH變更為一家股份有限公司並同時更名為KION GROUP AG(「KION GROUP AG」)時生效(即生效日期早於KION GROUP AG的上市日期2013年6月28日)，並取代以上三個簽約方共同與KION Holding 1 GmbH於2012年8月31日簽署的舊股東協議。

在股東協議中，濰柴盧森堡和Superlift就他們雙方作為KION GROUP AG的股東在KION GROUP AG的股東大會上的投票機制達成了一系列協議(「捆綁安排」)，使得公司與Superlift保持行動一致，根據捆綁安排：

- (a) 在股東協議的有效期限內或KION GROUP AG上市之日後的五年內(以較長的期間為準，該期間稱為「綁定期間」)，雙方應在每一股東大會召開前召開預先會議，就股東大會的議案進行磋商並通知對方其對該等議案的投票意向；

## VII. INTEREST IN OTHER ENTITIES (CONTINUED)

### 1. Interest in subsidiaries (Continued)

Particulars of the principal subsidiaries of the Company are presented as follows (continued):

Note 1: (continued)

(b) During Bundled Period, in respect of the following matters that would be voted upon on a general meeting ("bundled matters"), both parties agreed to vote, on the general meeting, in line with the voting decision made on the preliminary meeting by the party which at the time hold more shares of KION GROUP AG:

- Profit distribution scheme (including distribution of dividends);
- Discharge of members of Management Committee and Supervisory Committee;
- Matters submitted by the Management Committee to a general meeting for approval in accordance with the German Stock Companies Act section 119 (2);
- Matters submitted by Management Committee to a general meeting for approval in accordance with Sentence 3 of the German Stock Companies Act section 111 (4), which matters have already been rejected by the Supervisory Committee;
- The appointment of members of the Supervisory Committee.

The Bundled Arrangement reached by and between Weichai Lux and Superlift continues to be effective during Bundled Period. In case of early termination of the Shareholder's Agreement within five years after the listing of KION GROUP AG, either Weichai Lux or Superlift may terminate the Bundled Arrangement before the expiry of the Bundled Period under the following circumstances: (a) voting right of either party on General Meeting is less than 5%, or (b) the Group and its related parties own(s) or control(s), directly or indirectly, over 50% voting right on General Meeting of KION GROUP AG. Besides, the Shareholder's Agreement may be terminated under the following circumstances: (x) either Weichai Lux or Superlift ceases to be a shareholder of KION GROUP AG; (y) either Weichai Lux or Superlift goes bankrupt, becomes insolvent, undergoes bankruptcy proceedings and its holding of KION GROUP AG's share or other assets becomes foreclosed by creditors or it commits serious breach of contract; or (z) aggregate voting right held by Weichai Lux and Superlift is less than 50% plus 1, or voting right held by either Weichai Lux or Superlift is less than 15%. From any early termination or lapse of the Shareholder's Agreement until the conditions for early termination of the Bundled Arrangement are met, the Bundled Arrangement is still effective.

## 七、在其他主體中的權益(續)

### 1. 在子公司中的權益(續)

本公司重要子公司的情况如下：(續)

註1：(續)

(b) 在綁定期間，對於以下在股東大會表決的事項(「綁定事項」)，雙方同意在股東大會上按照在預先會議中由屆時雙方之中持有較多KION GROUP AG股份的股東所確定的方式投票：

- 利潤分配方案(包括股利分配)；
- 批准管理委員會和監事會成員的履職行為；
- 管理委員會根據德國股份公司法第119章第2款提請股東大會批准的事項；
- 管理委員會根據德國股份公司法第111章第4款第3句提請股東大會會議批准的、已被監事會拒絕批准的事項；
- 監事會成員的任命。

濰柴盧森堡和Superlift達成的捆綁安排在綁定期間內持續有效。但若股東協議在KION GROUP AG上市後五年內提前終止，則在下列情形發生時濰柴盧森堡或者Superlift任何一方可在綁定期間結束前終止捆綁安排：(a)雙方之中任何一方在股東大會的表決權少於5%，或(b)本集團及其關聯方直接或間接擁有或者控制在KION GROUP AG股東大會上超過50%的表決權。此外，股東協議還可在下列情形下提前終止：(x)濰柴盧森堡和Superlift中任何一方不再是KION GROUP AG股東；(y)濰柴盧森堡和Superlift中任何一方破產、資不抵債、進入破產程序、其所持有的KION GROUP AG股份或其他資產被債權人止贖、或嚴重違約；或(z)濰柴盧森堡和Superlift合計持有的表決權少於50%加1，或者濰柴盧森堡或Superlift任何一方持有的表決權少於15%。在股東協議提前終止或失效後，直至捆綁安排提前終止的條件觸發時，捆綁安排仍有效。

VII. INTEREST IN OTHER ENTITIES  
(CONTINUED)

## 1. Interest in subsidiaries (Continued)

Particulars of the principal subsidiaries of the Company are presented as follows (continued):

Note 1: (continued)

In June 2014, Superlift reduced its shareholding in KION GROUP AG from 34.5% to 26.9%. Under the Bundled Arrangement reached by Weichai Lux and Superlift, the Company essentially held 60.2% voting rights of and thus obtained effective control over KION GROUP AG. In November 2014, Superlift continued to reduce its shareholding in KION GROUP AG from 26.9% to 18.8%. Under the Bundled Arrangement reached by Weichai Lux and Superlift, the Company essentially held 52.1% voting rights.

Note 2: On 16 March 2012, Shaanxi Heavy-duty Motor Company Limited, a subsidiary of the Company, acquired 24.12% minority interest voting rights in Shaanxi Wuhai New Power Special Vehicles Co., Ltd. via a management and control agency agreement, representing an aggregate percentage of voting power of 62.72% with effective control over the company. The Company included Shaanxi Wuhai New Power Special Vehicles Co., Ltd. as part of consolidation on 1 April 2012.

Changes in paid-in capital of principal subsidiaries in 2014 are detailed as follows:

## 七、在其他主體中的權益(續)

## 1. 在子公司中的權益(續)

本公司重要子公司的情况如下：(續)

註1：(續)

於2014年6月，Superlift將其所持KION GROUP AG已發行的股份由34.5%減持至26.9%，根據濰柴盧森堡和Superlift達成的捆綁安排，本公司獲得表決權比例為60.2%，實現對KION GROUP AG的控制。2014年11月，Superlift繼續將其所持KION GROUP AG已發行的股份由26.9%減持至18.8%，根據濰柴盧森堡和Superlift達成的捆綁安排，本公司表決權比例為52.1%。

註2：2012年3月16日，本公司子公司陝西重型汽車有限公司通過授權管理和控制協議取得了陝汽烏海專用汽車有限公司少數股東24.12%的表決權，合計表決權比例為62.72%，擁有實際控制權。本公司於2012年4月1日將陝汽烏海專用汽車有限公司納入合併範圍。

主要子公司實收資本2014年發生變化的詳情如下：

		31 December 2013 2013年12月31日	Increase in the current period 本期增加	Decrease in the current period 本期減少	31 December 2014 2014年12月31日
Shaanxi Heavy-duty Motor Company Limited	陝西重型汽車有限公司	2,706,330,000.00	1,000,000,000.00	—	3,706,330,000.00
Weichai Power (Hong Kong) International Development Co., Ltd. (USD)	濰柴動力(香港)國際發展有限公司(美元)	57,840,000.00	278,402,497.00	—	336,242,497.00
Weichai (Chongqing) Automotive Co., Ltd. (Originally: Chongqing Jialing Chuanjiang Vehicles Manufacturing Co., Ltd.)	濰柴(重慶)汽車有限公司 (原重慶市嘉陵川江汽車製造有限公司)	1,186,000,000.00	109,410,000.00	—	1,295,410,000.00
Shandong Heavy Industry India Private Limited (LKR)	山東重工印度有限責任公司(盧比)	202,329,270.00	621,560,000.00	—	823,889,270.00

VII. INTEREST IN OTHER ENTITIES  
(CONTINUED)

## 1. Interest in subsidiaries (Continued)

Changes in paid-in capital of principal subsidiaries in 2013 are detailed as follows:

		31 December 2012	Increase in the current year	Decrease in the current year	31 December 2013
		2012年12月31日	本年增加	本年減少	2013年12月31日
Shaanxi Jinding Casting Co., Ltd.	陝西金鼎鑄造有限公司	35,360,000.00	400,000,000.00	–	435,360,000.00
Zhuzhou Torch Sparkplugs Co., Ltd.	株洲湘火炬火花塞 有限責任公司	216,420,000.00	66,060,000.00	–	282,480,000.00
Weichai (Chongqing) Automotive Co., Ltd	濰柴(重慶)汽車 有限公司	80,000,000.00	1,106,000,000.00	–	1,186,000,000.00
Société Internationale des Moteurs Baudouin (EUR)	法國博杜安動力 國際公司(歐元)	31,811,000.00	1,500,180.00	–	33,311,180.00

Subsidiaries with material interests of minority shareholders are as follows:

2014

存在重要少數股東權益的子公司如下：

2014年

		Percentage of shareholding minority shareholders	Attributable to Minority interests	Dividends paid to minority shareholders	Accumulated minority interests at the end of year
		少數股東 持股比例	歸屬少數 股東損益	向少數股東 支付股利	年末累計少數 股東權益
Shaanxi Heavy-duty Motor Company Limited	陝西重型汽車有限公司	49%	192,206,761.18	105,125,676.44	2,541,580,649.68
Shaanxi Fast Gear Co., Ltd.	陝西法士特齒輪 有限責任公司	49%	244,611,460.42	190,741,259.54	3,692,398,808.58
KION GROUP AG	KION GROUP AG	66.70%	4,758,490.40	12,645,851.20	45,317,736.60



VII. INTEREST IN OTHER ENTITIES  
(CONTINUED)

## 1. Interest in subsidiaries (Continued)

Subsidiaries with material interests of minority shareholders are as follows: (Continued)

2013

		Percentage of shareholding Minority shareholders 少數股東 持股比例	Attributable to Minority interests 歸屬少數 股東損益	Dividends paid to minority shareholders 向少數股東 支付股利	Accumulated minority interests at the end of year 年末累計 少數股東權益
Shaanxi Heavy-duty Motor Company Limited	陝西重型汽車有限公司	49%	149,592,116.40	54,904,501.95	1,915,843,039.14
Shaanxi Fast Gear Co., Ltd.	陝西法士特齒輪 有限責任公司	49%	240,043,431.93	183,935,978.90	3,583,259,113.50

Note: At the end of reporting period, the Group's shareholding in Kion Group AG was 33.3% and the percentage of voting power in Kion Group AG was 52.1%.

註：本集團截至期末對Kion Group AG的持股比例為33.3%，對Kion Group AG的表決權比例為52.1%。

The following table illustrates the summarized financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

下表列示了上述子公司主要財務信息。這些信息為本集團內各企業之間相互抵消前的金額：

		KION GROUP AG KION GROUP AG	Shaanxi Heavy-duty Motor Company Limited 陝西重型汽車有限公司	Shaanxi Fast Gear Co., Ltd. 陝西法士特齒輪有限責任公司
2014	2014年			
Current assets	流動資產	11,956,322,052.00	16,077,594,954.52	7,218,514,717.63
Non-current assets	非流動資產	26,425,175,339.85	5,395,534,605.49	3,219,064,044.06
Total assets	資產合計	38,381,497,391.85	21,473,129,560.01	10,437,578,761.69
Current liabilities	流動負債	13,368,159,201.60	14,510,231,740.50	2,873,759,545.50
Non-current liabilities	非流動負債	21,526,186,371.65	1,542,450,621.38	-
Total liabilities	負債合計	34,894,345,573.25	16,052,682,361.88	2,873,759,545.50
Revenue	營業收入	19,975,181,223.40	25,883,184,281.47	9,059,421,009.78
Net profit	淨利潤	810,061,307.87	378,405,665.64	505,531,976.71
Total comprehensive income	綜合收益總額	411,082,329.47	378,408,382.10	506,295,090.58
Net cash flows from operating activities	經營活動產生的現金流量淨額	3,686,469,327.30	936,456,482.34	696,581,591.91

VII. INTEREST IN OTHER ENTITIES  
(CONTINUED)

## 1. Interest in subsidiaries (Continued)

The following table illustrates the summarized financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations (Continued):

		Shaanxi Heavy-duty Motor Company Limited    Shaanxi Fast Gear Co., Ltd. 陝西重型汽車有限公司    陝西法士特齒輪有限責任公司	
2013	2013年		
Current assets	流動資產	10,610,472,983.42	6,810,208,886.35
Non-current assets	非流動資產	5,534,446,951.28	3,431,813,957.29
Total assets	資產合計	16,144,919,934.70	10,242,022,843.64
Current liabilities	流動負債	10,394,933,428.81	2,830,867,212.78
Non-current liabilities	非流動負債	1,570,786,500.57	-
Total liabilities	負債合計	11,965,719,929.38	2,830,867,212.78
Revenue	營業收入	24,561,841,854.47	8,282,415,243.04
Net profit	淨利潤	262,528,172.42	500,631,851.53
Total comprehensive income	綜合收益總額	262,521,037.98	498,648,260.20
Net cash flows from operating activities	經營活動產生的現金流量淨額	505,040,585.73	773,137,320.73

## 2. Transaction resulting in changes of proportional shareholding but not change of control of principal subsidiaries

As a subsidiary of Weichai Lux, Linde Hydraulics is directly held as to 70% by Weichai Lux, and held as to 30% by KION GROUP AG. Upon the consolidation of KION GROUP AG through business combination not involving entities under common control in June 2014, the 30% shareholding in Linde Hydraulics, an associate of KION GROUP AG, was indirectly brought in as part of consolidation. Upon business combination, Weichai Lux directly and indirectly held 100% stake in Linde Hydraulics. On the date of combination, the consideration for the acquisition of shareholding was represented by the long-term equity investments on the book of KION GROUP AG amounting to EUR32,310,909.08. The transaction resulted in a decrease of EUR14,355,011.83 of minority interests in the consolidated financial statements and a decrease of EUR17,955,897.25 in capital reserve.

## 2. 在重要子公司的股東權益份額發生變化且未影響控制權的交易

林德液壓為本公司子公司濰柴盧森堡直接持有70%股份的子公司，其剩餘30%股份由KION GROUP AG持有。於2014年6月通過非同一控制下企業合併將KION GROUP AG納入合併範圍，進而間接將KION GROUP AG之聯營公司林德液壓的30%的股份納入合併範圍，合併後，濰柴盧森堡直接和間接持有林德液壓的股權比例達到100%。於合併日，取得股權的對價為KION GROUP AG賬面的長期股權投資金額為歐元32,310,909.08，該項交易導致合併財務報表中少數股東權益減少歐元14,355,011.83，資本公積減少歐元17,955,897.25。

VII. INTEREST IN OTHER ENTITIES  
(CONTINUED)

## 3. Interest in jointly-controlled enterprises and associates

Particulars of the principal jointly-controlled enterprise and associates of the Company are presented as follows:

## 七、在其他主體中的權益(續)

## 3. 在合營企業和聯營企業中的權益

本公司重要合營企業和聯營企業的情況如下：

					Percentage of shareholding (%)			
	Place of key operation	Place of registration	Nature of Business	Registered capital	持股比例(%)		Accounting treatment	
	主要經營地	註冊地	業務性質	註冊資本	直接	間接	會計處理	
Jointly-controlled enterprise								
合營企業								
(1)	Xi'an FC Intelligence Transmission Co., Ltd.(Note 1)	Shaanxi	Shaanxi	Manufacturing industry	500,000,000.00	–	51.00	Equity Method
	西安雙特智能傳動有限公司(註1)	陝西	陝西	製造業				權益法
Associate								
聯營企業								
(1)	Shanzhong Finance Leasing Co., Ltd.	Beijing	Beijing	Finance lease	920,000,000.00	19.57	19.57	Equity Method
	山重融資租賃有限公司	北京	北京	融資租賃				權益法
(2)	Shandong Zhonggong Group Finance Co., Ltd.	Shandong	Shandong	Finance company	1,000,000,000.00	20.00	–	Equity Method
	山東重工集團財務有限公司	山東	山東	財務公司				權益法

Note 1: Xi'an FC Intelligence Transmission Co., Ltd. is held as to 51% by the Group, and as to 4% and 45% by Shaanxi Fast Gear Automotive Transmission Co., Ltd. ("Transmission Co") and Caterpillar (China) Investment Co., Ltd ("Caterpillar") respectively. Its board of directors comprises seven directors, three of whom being nominated by the Group, one being nominated by Transmission Co and three being nominated by Caterpillar. According to its articles of association, board resolutions require unanimous approval or approval by substantially all directors, and thus Xi'an FC Intelligence Transmission Co. is a jointly-controlled enterprise of the Group.

註1：本集團持有西安雙特智能傳動有限公司51%股權，另外兩位股東為陝西法士特傳動集團有限責任公司(「傳動集團」)和卡特彼勒(中國)投資有限公司(「卡特彼勒」)，股權分別為4%和45%。董事會由七名董事組成，其中三名由本集團委任，一名由傳動集團委任，另外三名由卡特彼勒委任，根據公司章程約定，董事會決議需要董事會全體或者絕大多數同意通過，因此西安雙特智能傳動有限公司屬於本集團合營企業。

VII. INTEREST IN OTHER ENTITIES  
(CONTINUED)

## 3. Interest in jointly-controlled enterprises and associates (Continued)

The Group holds 51% equity interest of Xi'an FC Intelligence Transmission Co., Ltd. ("FC Intelligence Transmission"), which is principally engaged in the production of automatic gear boxes. It is a key jointly-controlled enterprise of the Group and is accounted for using equity method in the Group's accounts.

The following table illustrates the summarised financial information of Xi'an FC Intelligence Transmission Co., Ltd. The amounts disclosed are adjusted for differences in accounting policies and reconciled to the carrying accounts in this financial statement:

## 七、在其他主體中的權益(續)

## 3. 在合營企業和聯營企業中的權益(續)

本集團持有持有西安雙特智能傳動有限公司(「雙特傳動」)51%股權，雙特傳動主要生產自動變速箱，為本集團重要的合營企業，本集團對該合營企業採用權益法核算。

下表列示了西安雙特智能傳動有限公司的財務信息，這些財務信息調整了所有會計政策差異且調節至本財務報表賬面金額：

		2014 2014年	2013 2013年
Current assets	流動資產	179,523,727.44	154,963,924.73
including: cash and cash equivalents	其中：現金和現金等價物	31,933,003.14	48,559,588.45
Non-current assets	非流動資產	336,539,782.56	323,055,180.77
Total assets	資產合計	516,063,510.00	478,019,105.50
Current liabilities	流動負債	138,311,640.98	27,334,189.26
Non-current liabilities	非流動負債	-	-
Total liabilities	負債合計	138,311,640.98	27,334,189.26
Minority interests	少數股東權益	-	-
Shareholders' equity attributable to the Parent	歸屬於母公司的股東權益	377,751,869.02	450,684,916.24
Shares of net assets based on percentage of shareholding	按持股比例享有 的淨資產份額	192,653,453.20	230,150,062.77
Adjustment	調整事項	-	-
Carrying value of investment	投資的賬面價值	192,653,453.20	230,150,062.77
Revenue	營業收入	37,890,481.90	4,245,154.94
Income tax expenses	所得稅費用	-	-
Net losses	淨虧損	(72,933,047.22)	(43,945,185.07)
Total comprehensive income	綜合收益總額	(72,933,047.22)	(43,945,185.07)
Dividend received	收到的股利	-	-

VII. INTEREST IN OTHER ENTITIES  
(CONTINUED)

## 3. Interest in jointly-controlled enterprises and associates (Continued)

The Group holds 20% equity interest of Shandong Zhonggong Group Finance Co., Ltd. ("Shandong Zhonggong Finance Co."), which provides the Group with services of deposits, credit lending, settlement and other financial services. It is a key associate of the Group and is accounted for using equity method in the Group's accounts.

The following table illustrates the summarised financial information of Shandong Zhonggong Finance Co.. The amounts disclosed are adjusted for differences in accounting policies and reconciled to the carrying accounts in this financial statement:

		2014 2014年	2013 2013年
Current assets	流動資產	13,259,994,847.84	7,044,220,925.39
including: cash and cash equivalents	其中：現金和現金等價物		
Non-current assets	非流動資產	869,321,303.11	409,674,937.28
Total assets	資產合計	14,129,316,150.95	7,453,895,862.67
Current liabilities	流動負債	12,989,166,333.25	6,385,233,892.61
Non-current liabilities	非流動負債	-	-
Total liabilities	負債合計	12,989,166,333.25	6,385,233,892.61
Minority interests	少數股東權益	-	-
Shareholders' equity attributable to the Parent	歸屬於母公司的股東權益	1,140,149,817.70	1,068,661,970.06
Shares of net assets based on percentage of shareholding	按持股比例享有的淨資產份額	228,029,963.54	213,732,394.00
Adjustment	調整事項	-	-
Carrying value of investment	投資的賬面價值	228,029,963.54	213,732,394.00
Revenue	營業收入	234,608,233.71	127,591,597.29
Income tax expenses	所得稅費用	(36,469,534.12)	(18,545,866.65)
Net profit	淨利潤	109,250,512.55	56,384,157.74
Total comprehensive income	綜合收益總額	109,250,512.55	56,384,157.74
Dividend received	收到的股利	7,552,532.98	-

## 七、在其他主體中的權益(續)

## 3. 在合營企業和聯營企業中的權益(續)

本集團持有山東重工集團財務有限公司(「山東重工財務公司」)20%股權，山東重工財務公司為本集團提供存款、信貸、結算及其他金融服務，是本集團重要的聯營企業，本集團對該聯營企業採用權益法核算。

下表列示了山東重工財務公司的財務信息，這些財務信息調整了所有會計政策差異且調節至本財務報表賬面金額：

VII. INTEREST IN OTHER ENTITIES  
(CONTINUED)

## 3. Interest in jointly-controlled enterprises and associates (Continued)

The Group holds 39.13% equity interests of Shanzhong Finance Leasing Co., Ltd. ("Shanzhong Finance Leasing"), which provides the Group and its distributors with finance leasing services. It is a key associate of the Group and is accounted for using equity method in the Group's accounts.

The following table illustrates the summarised financial information of Shanzhong Finance Leasing Co., Ltd.. The amounts disclosed are adjusted for differences in accounting policies and reconciled to the carrying accounts in this financial statement:

## 七、在其他主體中的權益(續)

## 3. 在合營企業和聯營企業中的權益(續)

本集團持有山重融資租賃有限公司(「山重融資租賃」)39.13%股權，山重融資租賃為本集團及本集團的經銷商提供融資租賃業務服務，是本集團重要的聯營企業，本集團對該聯營企業採用權益法核算。

下表列示了山重融資租賃有限公司的財務信息，這些財務信息調整了所有會計政策差異且調節至本財務報表賬面金額：

		2014 2014年	2013 2013年
Current assets	流動資產	3,163,522,992.05	3,476,826,615.03
including: cash and cash equivalents	其中：現金和現金等價物	443,118,239.03	547,187,076.85
Non-current assets	非流動資產	1,661,142,690.09	1,549,572,515.56
Total assets	資產合計	4,824,665,682.14	5,026,399,130.59
Current liabilities	流動負債	3,031,681,741.07	2,910,138,164.49
Non-current liabilities	非流動負債	793,291,128.06	1,069,633,070.02
Total liabilities	負債合計	3,824,972,869.13	3,979,771,234.51
Minority interests	少數股東權益	-	-
Shareholders' equity attributable to the Parent	歸屬於母公司的股東權益	999,692,813.01	1,046,627,896.08
Shares of net assets based on percentage of shareholding	按持股比例享有的淨資產份額	391,179,797.73	409,920,340.57
Adjustment	調整事項	-	-
Carrying value of investment	投資的賬面價值	391,082,871.61	409,920,340.57
Revenue	營業收入	601,607,488.78	553,501,593.79
Income tax expenses	所得稅費用	(15,184,259.92)	(18,640,743.82)
Net profit	淨利潤	45,801,223.57	55,560,838.27
Total comprehensive income	綜合收益總額	45,801,223.57	55,560,838.27
Dividend received	收到的股利	36,292,050.00	13,230,000.00

VII. INTEREST IN OTHER ENTITIES  
(CONTINUED)

## 3. Interest in jointly-controlled enterprises and associates (Continued)

The following illustrates the combined financial information of the associates which, individually, are not significant to the Group:

		2014 2014年	2013 2013年
Associate	聯營企業		
Total carrying value of investments	投資賬面價值合計	665,959,370.13	304,079,749.41
The total amount of the following calculation based on the percentage of shareholding:	下列各項按持股比例計算的合計數：		
Net losses	淨虧損	(2,223,440.83)	(20,895,829.00)
Other comprehensive income	其他綜合收益	(42,794,732.82)	—
Total comprehensive income	綜合收益總額	(45,018,173.65)	(20,895,829.00)

As the Group takes no responsibility for additional losses incurred by Shaanxi Eurostar Auto Co., Ltd., in recognizing the net losses incurred by Shaanxi Eurostar Auto Co., Ltd., the writing-off of carrying values of long-term equity investments and other long-term interests constituting effectively net investments in Shaanxi Eurostar Auto Co., Ltd. is limited to zero. The Group's unrecognised investment losses, for this year and on an accumulative basis, amounted to RMB11,668,057.04 (2013: Nil) and RMB11,668,057.04 (2013: Nil) respectively.

As the Group takes no responsibility for additional losses incurred by Baoding Shanqi Tianma Automobile Co., Ltd., in recognizing the net losses incurred by Baoding Shanqi Tianma Automobile Co., Ltd., the writing-off of the carrying values of long-term equity investments and other long-term interests constituting effectively net investments in Baoding Shanqi Tianma Automobile Co., Ltd. is limited to zero. The Group's unrecognised investment losses, for this year and on an accumulative basis, amounted to RMB1,822,804.86 (2013: 1,653,029.03) and RMB3,475,833.89 (2013: RMB1,653,029.03) respectively.

## 七、在其他主體中的權益(續)

## 3. 在合營企業和聯營企業中的權益(續)

下表列示了對本集團單項不重要的聯營企業的合計財務信息：

由於本集團對陝西歐舒特汽車股份有限公司不負有承擔額外損失義務，因此在確認陝西歐舒特汽車股份有限公司發生的淨虧損時，以長期股權投資的賬面價值以及其他實質上構成對陝西歐舒特汽車股份有限公司淨投資的長期權益減記至零為限，本集團本年及累計未確認的投資損失金額分別為人民幣11,668,057.04元(2013年：無)和人民幣11,668,057.04元(2013年：無)。

由於本集團對保定陝汽天馬汽車有限公司不負有承擔額外損失義務，因此在確認保定陝汽天馬汽車有限公司發生的淨虧損時，以長期股權投資的賬面價值以及其他實質上構成對保定陝汽天馬汽車有限公司淨投資的長期權益減記至零為限，本集團本年及累計未確認的投資損失金額分別為人民幣1,822,804.86元(2013年：人民幣1,653,029.03元)和人民幣3,475,833.89元(2013年：人民幣1,653,029.03元)。



## VIII. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS

## 1. Financial instruments by category

The carrying amounts of each category of financial instruments as at the balance sheet date are presented as follows:

**2014**

Financial assets

## 八. 與金融工具相關的風險

## 1. 金融工具分類

資產負債表日的各類金融工具的賬面價值如下：

**2014年**

金融資產

		Financial assets at fair value through profit or loss 以公允價值計量 且其變動計入 當期損益的 金融資產	Loans and receivables 貸款和應收款項	Available-for-sale financial assets 可供出售金融資產	Total 合計
Cash and cash equivalents	貨幣資金	-	24,434,414,214.89	-	24,434,414,214.89
Financial assets at fair value through profit or loss	以公允價值計量且其變動 計入當期損益的金融 資產	66,996,021.60	-	-	66,996,021.60
Notes receivable	應收票據	-	13,780,880,376.52	-	13,780,880,376.52
Accounts receivable	應收賬款	-	9,660,031,602.65	-	9,660,031,602.65
Dividends receivable	應收股利	-	3,040,000.00	-	3,040,000.00
Interests receivable	應收利息	-	134,246,230.24	-	134,246,230.24
Other current assets	其他流動資產	-	20,000,000.00	-	20,000,000.00
Other receivables	其他應收款	-	844,034,447.13	-	844,034,447.13
Non-current assets due within a year	一年內到期的非流動 資產	-	1,509,870,834.00	-	1,509,870,834.00
Long-term receivables	長期應收款	-	2,574,098,089.20	-	2,574,098,089.20
Available-for-sale financial assets	可供出售金融資產	-	-	431,617,288.51	431,617,288.51
Total	合計	66,996,021.60	52,960,615,794.63	431,617,288.51	53,459,229,104.74

## VIII. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

## 1. Financial instruments by category (Continued)

The carrying amounts of each category of financial instruments as at the balance sheet date are presented as follows: (Continued)

**2014 (Continued)**

Financial liabilities

## 八. 與金融工具相關的風險(續)

## 1. 金融工具分類(續)

資產負債表日的各類金融工具的賬面價值如下(續)：

**2014年(續)**

金融負債

		Financial liabilities at fair value through profit or loss 以公允價值計量 且其變動計入 當期損益的 金融負債	Other financial liabilities 其他金融負債	Total 合計
Short-term loans	短期借款	–	2,765,864,402.35	2,765,864,402.35
Long-term borrowings	長期借款	–	7,271,880,584.20	7,271,880,584.20
Accounts payable	應付賬款	–	15,922,080,225.78	15,922,080,225.78
Notes payable	應付票據	–	10,867,683,844.51	10,867,683,844.51
Other payables	其他應付款	–	4,235,819,685.51	4,235,819,685.51
Bonds payable	應付債券	–	5,834,582,252.32	5,834,582,252.32
Non-current liabilities due within one year	一年內到期的非流動 負債	–	5,634,124,985.20	5,634,124,985.20
Interests payable	應付利息	–	196,311,317.66	196,311,317.66
Financial liabilities at fair value through profit or loss	以公允價值計量且其 變動計入當期損益 的金融負債	76,807,591.20	–	76,807,591.20
Long-term payable	長期應付款	–	5,180,106,146.40	5,180,106,146.40
Dividends payable	應付股利	–	34,772,276.45	34,772,276.45
		76,807,591.20	57,943,225,720.38	58,020,033,311.58

## VIII. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

## 1. Financial instruments by category

The carrying amounts of each category of financial instruments as at the balance sheet date are presented as follows:(Continued)

31 December 2013

Financial assets

## 八. 與金融工具相關的風險(續)

## 1. 金融工具分類(續)

資產負債表日的各類金融工具的賬面價值如下(續)：

2013年12月31日

金融資產

		Financial assets at fair value through profit or loss 以公允價值計量 且其變動計入 當期損益的 金融資產	Loans and receivables 貸款和 應收款項	Available-for-sale financial assets 可供出售金融資產	Total 合計
Cash and cash equivalents	貨幣資金	–	19,580,127,632.91	–	19,580,127,632.91
Financial assets at fair value through profit or loss	以公允價值計量且其 變動計入當期損益 的金融資產	299,973,825.90	–	–	299,973,825.90
Notes receivable	應收票據	–	14,126,950,813.40	–	14,126,950,813.40
Accounts receivable	應收賬款	–	4,440,534,339.82	–	4,440,534,339.82
Dividends receivable	應收股利	–	3,040,000.00	–	3,040,000.00
Interests receivable	應收利息	–	15,439,001.39	–	15,439,001.39
Other current assets	其他流動資產	–	15,000,000.00	35,000,000.00	50,000,000.00
Other receivables	其他應收款	–	360,715,281.33	–	360,715,281.33
Available-for-sale financial assets	可供出售金融資產	–	–	204,000,000.00	204,000,000.00
Total	合計	299,973,825.90	38,541,807,068.85	239,000,000.00	39,080,780,894.75

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2014 (Expressed in Renminbi Yuan)

財務報表附註(續)

二零一四年十二月三十一日(人民幣元)

VIII. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

1. Financial instruments by category (Continued)

The carrying amounts of each category of financial instruments as at the balance sheet date are presented as follows: (Continued)

31 December 2013 (Continued)

Financial liabilities

八. 與金融工具相關的風險(續)

1. 金融工具分類(續)

資產負債表日的各類金融工具的賬面價值如下：

2013年12月31日(續)

金融負債

		Financial liabilities at fair value through profit or loss 以公允價值計量 且其變動計入 當期損益的 金融負債	Other financial liabilities 其他金融負債	Total 合計
Short-term loans	短期借款	–	1,245,568,357.29	1,245,568,357.29
Long-term borrowings	長期借款	–	9,146,039,593.52	9,146,039,593.52
Accounts payable	應付賬款	–	13,472,675,550.89	13,472,675,550.89
Notes payable	應付票據	–	6,687,151,599.77	6,687,151,599.77
Other payables	其他應付款	–	3,398,458,815.35	3,398,458,815.35
Bonds payable	應付債券	–	3,493,858,837.76	3,493,858,837.76
Non-current liabilities due within one year	一年內到期的非流動 負債	–	352,375,772.74	352,375,772.74
Interests payable	應付利息	–	132,089,773.25	132,089,773.25
Dividends payable	應付股利	–	43,101,211.76	43,101,211.76
Other non-current liabilities	其他非流動負債	637,865,012.36	–	637,865,012.36
		637,865,012.36	37,971,319,512.33	38,609,184,524.69

## VIII. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

## 2. Transfers of Financial Assets

*Transferred financial assets that had been derecognised in their entirety but continuously involved*

As at 31 December 2014, the Group have endorsed bank acceptance bills amounting to RMB12,796,570,508.51 (31 December 2013: RMB8,926,468,662.02) to suppliers to settle the accounts payable. As at 31 December 2014, they were due in 1 to 12 months. If acceptance banks dishonor the bills, endorsees shall have the right to turn to the Group for recourse ("Continuing Involvement") according to the Law of Negotiable Instruments. The Group considered substantially all risk and reward of the bills have been transferred. Therefore, the Group derecognized the book value of the related accounts payable that have been settled by the bills. The undiscounted cash flow and maximum loss of continuing involvement and repurchase were equal to the book value of the bills. The Group considers the fair value of continuing involvement is not significant.

As at 31 December 2014, the book value of the Group's outstanding, discounted bank acceptance bills amounted to RMB26,831,833.34 (31 December 2013: RMB2,149,200.00). As at 31 December 2014, they were due within 1 to 5 months.

In 2014, the Group did not recognize any significant profit or loss at the date of transfer. The Group had no current or accumulated gain or expense arising from the continuing involvement in financial assets which had been derecognized. The endorsement and discount were incurred evenly throughout the year.

## 八. 與金融工具相關的風險(續)

## 2. 金融資產轉移

*已整體終止確認但繼續涉入的已轉移金融資產*

於2014年12月31日，本集團未到期的已背書給供應商用於結算應付賬款的銀行承兌匯票的賬面價值為人民幣12,796,570,508.51元(2013年12月31日：人民幣8,926,468,662.02元)。於2014年12月31日，其到期日為1至12個月，根據《票據法》相關規定，若承兌銀行拒絕付款的，其持有人有權向本集團追索(「繼續涉入」)。本集團認為，本集團已經轉移了其幾乎所有的風險和報酬，因此，終止確認其及與之相關的已結算應付賬款的賬面價值。繼續涉入及回購的最大損失和未折現現金流量等於其賬面價值。本集團認為，繼續涉入公允價值並不重大。

於2014年12月31日，本集團未到期的已貼現銀行承兌匯票的賬面價值為人民幣26,831,833.34元(2013年12月31日：人民幣2,149,200.00元)。於2014年12月31日，其到期日為1至5個月。

2014年度，本集團於其轉移日確認的利得或損失並不重大。本集團無因繼續涉入已終止確認金融資產當年度和累計確認的收益或費用。背書和貼現在本年度大致均衡發生。

## VIII. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

## 3. Financial instruments risks

The Group's major financial instruments, except for derivatives, include loans, bonds payable, cash and cash equivalents and available-for-sale financial assets. The purpose of these financial instruments is to support daily operation of the Group. The Group also has various financial assets and liabilities caused from operation, such as accounts receivable and notes receivable, accounts payable and notes payable.

The Group also enters into derivative transactions, includes interest rate swaps and forward currency contracts. The purpose is to manage interest rate risks and exchange rate risks from the Group's operations and its sources of finance. It is, and has been throughout the year under review, the Group's policy that no trading in financial instruments shall be undertaken.

The major risks from the Group's financial instruments are credit risk, liquidity risk and market risk. The Group's risk management policy are summarised as follows.

*Credit risk*

The Group trades only with recognized and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis to ensure that the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the Department of Credit Control in the Group.

## 八. 與金融工具相關的風險(續)

## 3. 金融工具風險

本集團的主要金融工具，除衍生工具外，包括借款、應付債券、貨幣資金、可供出售金融資產等。這些金融工具的主要目的在於為本集團的運營融資。本集團具有多種因經營而直接產生的其他金融資產和負債，如應收賬款及應收票據、應付賬款及應付票據等。

本集團亦開展衍生交易，主要包括利率互換和遠期外匯合同，目的在於管理本集團的運營及其融資渠道的利率風險和匯率風險。於整個年度內，本集團採取了不進行衍生工具投機交易的政策。

本集團的金融工具導致的主要風險是信用風險、流動性風險及市場風險。本集團對此的風險管理政策概述如下。

*信用風險*

本集團僅與經認可的、信譽良好的第三方進行交易。按照本集團的政策，需對所有要求採用信用方式進行交易的客戶進行信用審核。另外，本集團對應收賬款餘額進行持續監控，以確保本集團不致面臨重大壞賬風險。對於未採用相關經營單位的記賬本位幣結算的交易，除非本集團信用控制部門特別批准，否則本集團不提供信用交易條件。

## VIII. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

## 3. Financial instruments risks (Continued)

*Credit risk (Continued)*

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, available-for-sale financial assets, financial assets at fair value through profit or loss and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments. The Group is also exposed to credit risk through the granting of financial guarantees, further details of which are disclosed in Note XII.

The Group trades with its customers primarily on credit terms, and generally requires payment in advance or cash on delivery for new customers. Credit period is generally one month, extending up to six months for major customers. Customers with good trading record could be granted a longer credit period. Since the Group trades only with recognized and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty, by geographical region and by industry sector. There are no significant concentrations of credit risk within the Group as the customer bases of the Group's accounts receivable are widely dispersed in different sectors and industries. The Group's maximum possible credit risk equals to the carrying amounts of accounts receivable in the consolidated balance sheet. As at 31 December 2014, the Group has no significant concentrations of credit risk as 10.31% (31 December 2013: 18.11%) of the Group's accounts receivable were receivables due from the top 5 customers.

Further quantitative data in respect of the Group's exposure to credit risk arising from accounts receivable and other receivables are disclosed in Notes V.4 and 8.

## 八. 與金融工具相關的風險(續)

## 3. 金融工具風險(續)

*信用風險(續)*

本集團其他金融資產包括貨幣資金、可供出售的金融資產、以公允價值計量且其變動計入當期損益的金融資產及其他應收款等，這些金融資產的信用風險源自交易對手違約，最大風險敞口等於這些工具的賬面金額。本集團還因提供財務擔保而面臨信用風險，詳見附註十二中披露。

本集團與客戶間的貿易條款以信用交易為主，且一般要求新客戶預付款或採取貨到付款方式進行。信用期通常為1-6個月，主要客戶可以延長至6個月，交易記錄良好的客戶可獲得比較長的信貸期。由於本集團僅與經認可的且信譽良好的第三方進行交易，所以無需擔保物。信用風險集中按照客戶／交易對手、地理區域和行業進行管理。由於本集團的應收賬款客戶群廣泛地分散於不同的部門和行業中，因此在本集團內部不存在重大信用風險集中。合併資產負債表中應收賬款的賬面價值正是本集團可能面臨的最大信用風險。於2014年12月31日，本集團的應收賬款中應收賬款前五名客戶的款項佔10.31% (2013年12月31日：18.11%)，本集團並未面臨重大信用集中風險。

本集團因應收賬款和其他應收款產生的信用風險敞口的量化數據，參見附註五、4和8中。



## VIII. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

## 3. Financial instruments risks (Continued)

*Liquidity risk*

The Group maintains balance between continuity and flexibility of capital through bank loans and debts to manage its liquidity risk.

The Group's objective is to maintain a balance between continuity and flexibility of funding through the use of bank borrowings, bonds and other interest-bearing borrowings. As at 31 December 2014, 66.19% (31 December 2013: 63.47%) of the Group's borrowings would mature in less than one year.

The table below summarizes the maturity profile of financial liabilities based on the undiscounted contractual cash flows:

## 31 December 2014

		Less than 3 months 少於3個月	Over 3 months to 1 year 3個月以上至1年	Over 1 year to 5 years 1年以上至5年	Over 5 years 5年以上	Total 合計
Short-term loans (including interest)	短期借款(含息)	481,681,051.02	2,349,128,025.28	-	-	2,830,809,076.30
Long-term borrowings (including interest)	長期借款(含息)	43,384,164.11	325,965,359.55	6,334,178,821.23	2,266,875,180.00	8,970,403,524.89
Accounts payable	應付賬款	7,132,174,852.03	8,789,905,373.75	-	-	15,922,080,225.78
Notes payable	應付票據	4,643,490,698.82	6,224,193,145.69	-	-	10,867,683,844.51
Other payables	其他應付款	4,052,689,917.74	183,129,767.77	-	-	4,235,819,685.51
Bonds payable (including interest)	應付債券(含息)	58,957,049.30	176,871,147.90	6,498,024,172.03	-	6,733,852,369.23
Non-current liabilities due within one year (including interest)	一年內到期的非流動 負債(含息)	737,441,730.65	5,161,451,425.04	-	-	5,898,893,155.69
Long-term payables	長期應付款	-	-	5,574,231,529.20	-	5,574,231,529.20
Financial liabilities at fair value through profit or loss	以公允價值計量且 其變動計入當期 損益的金融負債	-	76,807,591.20	-	-	76,807,591.20
Dividends payable	應付股利	34,772,276.45	-	-	-	34,772,276.45
		17,184,591,740.12	23,287,451,836.18	18,406,434,522.46	2,266,875,180.00	61,145,353,278.76

## 八. 與金融工具相關的風險(續)

## 3. 金融工具風險(續)

*流動性風險*

本集團通過利用銀行貸款及債務維持資金延續性與靈活性之間的平衡，以管理其流動性風險。

本集團的目標是運用銀行借款、債券和其他計息借款等多種融資手段以保持融資的持續性與靈活性的平衡。於2014年12月31日，本集團66.19% (2013年12月31日：63.47%)的債務在不足1年內到期。

下表概括了金融負債按未折現的合同現金流量所作的到期期限分析：

## 2014年12月31日

## VIII. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

## 3. Financial instruments risks (Continued)

*Liquidity risk (Continued)*

31 December 2013

		Less than 3 months 少於3個月	Over 3 months to 1 year 3個月以上至1年	Over 1 year to 5 years 1年以上至5年	Over 5 years 5年以上	Total 合計
Short-term loans (including interest)	短期借款(含息)	248,925,972.01	1,030,429,010.70	-	-	1,279,354,982.71
Long-term borrowings (including interest)	長期借款(含息)	66,831,534.42	204,207,466.29	2,031,138,926.41	8,549,344,363.01	10,851,522,290.13
Accounts payable	應付賬款	11,215,252,282.30	2,257,423,268.59	-	-	13,472,675,550.89
Notes payable	應付票據	2,596,262,568.36	4,090,889,031.41	-	-	6,687,151,599.77
Other payables	其他應付款	3,321,602,342.90	76,856,472.45	-	-	3,398,458,815.35
Bonds payable (including interest)	應付債券(含息)	30,650,000.00	137,446,539.64	3,596,140,748.01	-	3,764,237,287.65
Non-current liabilities due within one year (including interest)	一年內到期的非流動 負債(含息)	3,192,770.01	363,252,126.43	-	-	366,444,896.44
Dividends payable	應付股利	-	43,101,211.76	-	-	43,101,211.76
Other non-current liabilities	其他非流動負債	-	-	637,865,012.36	-	637,865,012.36
		17,482,717,470.00	8,203,605,127.27	6,265,144,686.78	8,549,344,363.01	40,500,811,647.06

As at 31 December 2014, other secured obligations in respect of the Group's commitments to external parties are detailed in Note XII.

*Market risk**Interest rate risk*

The Group's exposure to the risk of changes in market interest rates primarily relates to the Group's financial instruments with a floating interest rate.

The table below is a sensitivity analysis of interest rate risk. It reflects the effects on the net profit (through the impact on floating interest rate of financial assets and liabilities) and shareholders' equity, when there are reasonable and potential changes in interest rates, under the presumption that other variables remain unchanged.

## 八. 與金融工具相關的風險(續)

## 3. 金融工具風險(續)

*流動性風險(續)*

2013年12月31日

於2014年12月31日，本集團對外承擔其他保證責任的事項詳見附註十二。

*市場風險**利率風險*

本集團面臨的市場利率變動的風險主要與本集團以浮動利率計息的金融工具有關。

下表為利率風險的敏感性分析，反映了在其他變量不變的假設下，利率發生合理、可能的變動時，將對淨利潤(通過對浮動利率金融資產和負債的影響)和股東權益產生的影響。

## VIII. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

## 3. Financial instruments risks (Continued)

*Market risk (Continued)**Interest rate risk (Continued)*

## 八. 與金融工具相關的風險(續)

## 3. 金融工具風險(續)

*市場風險(續)**利率風險(續)*

		Benchmark increase/ (decrease) 基準點 增加/(減少)	Net profit increase/ (decrease) 淨利潤 增加/(減少)	Equity increase/ (decrease)* 股東權益 增加/(減少)*
<b>2014</b>	<b>2014年</b>			
RMB	人民幣	5	(1,801,872.36)	—
RMB	人民幣	(5)	1,801,872.36	—
<b>2013</b>	<b>2013年</b>			
RMB	人民幣	5	(3,894,368.00)	—
RMB	人民幣	(5)	3,894,368.00	—

\* Excluding retained earnings.

\* 不包括留存收益。

*Exchange rate risk*

The Group has transactional currency exposures. Such exposures arise from sales or purchases in currencies other than the operational unit's functional currency.

*匯率風險*

本集團面臨交易性的匯率風險。此類風險由於經營單位以其記賬本位幣以外的貨幣進行的銷售或採購所致。

The table below is a sensitivity analysis of exchange rate risk for subsidiaries in China and Hong Kong. It reflects the effects on the net profit (due to changes in the fair value of monetary assets and monetary liabilities) and shareholders' equity, when there are reasonable and potential changes in exchange rate, under the presumption that other variables remain unchanged.

下表為中國大陸和香港子公司匯率風險的敏感性分析，反映了在其他變量不變的假設下，以下所列外幣匯率發生合理、可能的變動時，將對淨利潤（由於貨幣性資產和貨幣性負債的公允價值變化）產生的影響。

## VIII. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

## 3. Financial instruments risks (Continued)

*Market risk (Continued)**Exchange rate risk (Continued)*

## 八. 與金融工具相關的風險(續)

## 3. 金融工具風險(續)

*市場風險(續)**匯率風險(續)*

		Exchange rate increase/(decrease) 匯率 增加/(減少)	Net profit increase/(decrease) 淨利潤 增加/(減少)	Equity increase/(decrease)* 股東權益 增加/(減少)*
2014	2014年			
If RMB weakens against USD	人民幣對美元貶值	5%	29,062,499.35	-
If RMB strengthens against USD	人民幣對美元升值	5%	(29,062,499.35)	-
If RMB weakens against EUR	人民幣對歐元貶值	5%	(332,410,026.50)	-
If RMB strengthens against EUR	人民幣對歐元升值	5%	332,410,026.50	-

\* Excluding retained earnings.

\* 不包括留存收益。

Except the subsidiaries in mainland China and Hong Kong, the other major exchange rate risk arises from KION GROUP AG. The major exchange rate risk in KION GROUP AG's financial instruments is measured by Value at Risk (VaR). VaR is calculated based on historical variance/covariance matrix. If the financial instruments are denominated in other currencies, the exchange rate risk shall only be included into VaR calculation. It means the exchange rate risk arisen from presentation currency of the Group translated from the financial statement of the subsidiary, for instance, exchange differences on foreign currency translation, is not included in it. As at 31 December 2014, the VaR of exchange rate risk amounted to EUR19,700,000. Under the 97.7% confidence level, VaR is the upper limit of value loss in financial instruments in the coming year.

除中國大陸和香港子公司外，其他主要的匯率風險產生自KION GROUP AG。KION GROUP AG的金融工具中的重大匯率風險是以風險價值(VaR)計量。風險價值是以歷史方差／協方差矩陣計算。如果金融工具是以記賬本位幣以外的其他貨幣計價的，匯率風險才被包括在風險價值的計算中。這意味著，子公司個別財務報告折算為集團列報貨幣所產生的匯率風險，例如外幣報表折算差額，沒有被包括在其中。截至2014年12月31日匯率風險的風險價值為歐元19,700,000。風險價值是在97.7%的置信水平下在未來一年中金融工具所面臨的價值損失上限。

## VIII. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

## 3. Financial instruments risks (Continued)

*Market risk (Continued)**Equity investment price risk*

Equity investment price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of share indices and the value of individual securities. The Group was exposed to equity investment price risk arising from individual equity investments classified as available-for-sale equity investments (Note V.13) as at 31 December 2014. The Group held listed equity investments that are listed on the Shanghai Stock Exchange and are valued at quoted market prices at the balance sheet date.

The market share indices for the following stock exchanges, at the close of business of the nearest trading day to the balance sheet date, and their respective highest and lowest closing points during the year were as follows:

		31 December 2014 2014年 12月31日	Highest/Lowest 2014年 最高/最低	31 December 2013 2013年 12月31日	Highest/Lowest 2013年 最高/最低
Shanghai – A Share Index	上海—A股指數	3,389	3,389/2,084	2,214	2,548/2,041

## 八. 與金融工具相關的風險(續)

## 3. 金融工具風險(續)

*市場風險(續)**權益工具投資價格風險*

權益工具投資價格風險，是指權益性證券的公允價值因股票指數水平和個別證券價值的變化而降低的風險。於2014年12月31日，本集團暴露於因歸類為可供出售權益工具投資(附註五、13)的個別權益工具投資而產生的權益工具投資價格風險之下。本集團持有的上市權益工具投資在上海證券交易所上市，並在資產負債表日以市場報價計量。

以下證券交易所的、在最近資產負債表日的交易日的收盤時的市場股票指數，以及年度內其各自的最高收盤點和最低收盤點如下：

## VIII. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

## 3. Financial instruments risks (Continued)

*Market risk (Continued)**Equity investment price risk (Continued)*

The following table demonstrates the sensitivity of the Group's net profit and equity to every 5% change in the fair values of the equity investments, with all other variables held constant (based on their carrying amounts at the balance sheet date). For the purpose of this sensitivity analysis, for the available-for-sale equity investments, the effect is deemed to be on the changes in fair values of available-for-sale equity investments and no account is given to factors such as impairment which might affect the income statement.

		Carrying value of equity investments 權益工具 投資賬面價值	Increase in net profit 淨利潤增加	Increase in equity* 股東權益 增加*
<b>2014</b>	<b>2014年</b>			
Equity investments	權益工具投資			
Shanghai – Available-for-sale equity investments	上海－可供出售 權益工具投資	250,400,000.00	–	10,642,000.00
<b>2013</b>	<b>2013年</b>			
Equity investments	權益工具投資			
Shanghai – Available-for-sale equity investments	上海－可供出售 權益工具投資	204,000,000.00	–	8,670,000.00

\* Excluding retained earnings.

\* 不包括留存收益。

## 八. 與金融工具相關的風險(續)

## 3. 金融工具風險(續)

*市場風險(續)**權益工具投資價格風險(續)*

下表說明了，在所有其他變量保持不變，本集團的淨利潤和股東權益對權益工具投資的公允價值的每5%的變動（以資產負債表日的賬面價值為基礎）的敏感性。就本敏感性分析而言，對於可供出售權益工具投資，該影響被視為對可供出售權益工具投資公允價值變動的影響，而不考慮可能影響利潤表的減值等因素。

## VIII. RISKS ASSOCIATED WITH FINANCIAL INSTRUMENTS (CONTINUED)

## 4. Capital Management

The key objectives of the Group's capital management are to maintain the Group's going concern and a sound capital ratio so as to support business development and maximize shareholders' value.

The Group manages its capital structure and adjusts it based on latest economic conditions and the changes in the risk profiles of the relevant assets. To maintain or adjust capital structure, the Group may adjust its profit distribution to shareholders, return capital to shareholders, repurchase outstanding shares or issue new shares. The Group is not constrained by any external mandatory requirements on capital. In 2014 and 2013, there had been no change in the objectives, policies or procedures of capital management of the Group.

The Group manages its capital with the gearing ratio, which refers to interest-bearing liabilities divided by the total sum of adjusted owners' equity and interest-bearing liabilities. The gearing ratio of the Group as of the balance sheet date is as follows:

## 八. 與金融工具相關的風險(續)

## 4. 資本管理

本集團資本管理的主要目標是確保本集團持續經營的能力，並保持健康的資本比率，以支持業務發展並使股東價值最大化。

本集團管理資本結構並根據經濟形勢以及相關資產的風險特徵的變化對其進行調整。為維持或調整資本結構，本集團可以調整對股東的利潤分配、向股東歸還資本、回購已發行股份或發行新股。本集團不受外部強制性資本要求的約束。2014年度和2013年度，資本管理的目標、政策或程序未發生變化。

本集團採用槓桿比率來管理資本，槓桿比率是指計息負債和調整後股東權益加計息負債的比率。本集團於資產負債表日的槓桿比率如下：

		2014 2014年	2013 2013年
Short-term borrowings	短期借款	2,765,864,402.35	1,245,568,357.29
Long-term borrowings	長期借款	7,271,880,584.20	9,146,039,593.52
Bonds payable	應付債券	5,834,582,252.32	3,493,858,837.76
Non-current liabilities due within 1 year	一年內到期的非流動負債	2,745,527,321.20	352,375,772.74
Interest-bearing liabilities	有息負債	18,617,854,560.07	14,237,842,561.31
Owner's equity	股東權益	40,854,412,680.60	34,327,311,371.39
Add: Interest-bearing liabilities	加：有息負債	18,617,854,560.07	14,237,842,561.31
Owners' equity and interest-bearing liabilities	股權權益和有息負債	59,472,267,240.67	48,565,153,932.70
Gearing ratio	槓桿比率	31.31%	29.32%



## IX. DISCLOSURE OF FAIR VALUE

## 1. Assets and liabilities measured at fair value

## 2014

		Inputs used in the measurement of fair value 公允價值計量使用的輸入值			Total 合計
		Quoted prices in active markets (Level 1) 活躍市場報價 (第一層次)	Key observable inputs (Level 2) 重要可觀察 輸入值 (第二層次)	Key unobservable inputs (Level 3) 重要不可觀察 輸入值 (第三層次)	
Continuously measured at fair value	持續的公允價值計量				
Financial assets at fair value through profit or loss	以公允價值計量且 其變動計入當期 損益的金融資產	-	66,996,021.60	-	66,996,021.60
Listing available-for-sale equity instruments for available-for-sale financial assets	可供出售金融資產上市 可供出售權益工具	256,312,290.80	-	-	256,312,290.80
		256,312,290.80	66,996,021.60	-	323,308,312.40
Financial liabilities at fair value through profit or loss	以公允價值計量且 其變動計入當期 損益的金融負債	-	76,807,591.20	-	76,807,591.20

## 2013

## 2013年

		Inputs used in the measurement of fair value 公允價值計量使用的輸入值			Total 合計
		Quoted prices in active markets (Level 1) 活躍市場報價 (第一層次)	Key observable inputs (Level 2) 重要可觀察 輸入值 (第二層次)	Key unobservable inputs (Level 3) 重要不可觀察 輸入值 (第三層次)	
Investment products with variable income	浮動收益性投資產品	-	35,000,000.00	-	35,000,000.00
Forward contracts in respect of derivative financial assets	衍生金融資產遠期合同	-	51,077,466.30	-	51,077,466.30
Call options with respect to minority interests for derivative financial assets	衍生金融資產少數 股東權益買入期權	-	-	248,896,359.60	248,896,359.60
Listing available-for-sale equity instruments for available-for-sale financial assets	可供出售金融資產上市 可供出售權益工具	204,000,000.00	-	-	204,000,000.00
Put options in relation to minority interests	與少數股東權益 相關的出售期權	-	-	637,865,012.36	637,865,012.36
		204,000,000.00	86,077,466.30	886,761,371.96	1,176,838,838.26

## IX. DISCLOSURE OF FAIR VALUE (CONTINUED)

## 2. Assets and liabilities disclosed at fair value

31 December 2014

		Inputs used in the measurement of fair value 公允價值計量使用的輸入值			Total 合計
		Quoted prices in active markets (Level 1) 活躍市場報價 (第一層次)	Key observable inputs (Level 2) 重要可觀察輸入值 (第二層次)	Key unobservable inputs (Level 3) 重要不可觀察輸入值 (第三層次)	
Long-term receivables	長期應收款	-	2,584,732,011.48	-	2,584,732,011.48
Long-term borrowings	長期借款	-	8,446,207,721.92	-	8,446,207,721.92
Bonds payable	應付債券	5,927,942,734.85	-	-	5,927,942,734.85
Long-term payables	長期應付款	-	5,225,098,459.60	-	5,225,098,459.60

31 December 2013

2013年12月31日

		Inputs used in the measurement of fair value 公允價值計量使用的輸入值			Total 合計
		Quoted prices in active markets (Level 1) 活躍市場報價 (第一層次)	Key observable inputs (Level 2) 重要可觀察輸入值 (第二層次)	Key unobservable inputs (Level 3) 重要不可觀察輸入值 (第三層次)	
Long-term borrowings	長期借款	-	10,040,667,300.00	-	10,040,667,300.00
Bonds payable	應付債券	3,516,103,080.45	-	-	3,516,103,080.45

## 3. Estimation of fair value

*Fair value of financial assets*

The management has assessed the cash and cash equivalents, notes receivable, accounts receivable, financial products under other current assets, non-current assets due within 1 year, short-term borrowings, notes payable, accounts payable and long-term liabilities due within 1 year and long-term payables due within one year. In each case, the fair value and carrying value are similar due to short remaining period.

## 3. 公允價值估值

*金融資產公允價值*

管理層已經評估了貨幣資金、應收票據、應收賬款、其他流動資產中的投資產品、一年內到期的非流動資產、短期借款、應付票據、應付賬款和一年內到期的長期負債、一年內到期的長期應付款等，因剩餘期限不長，公允價值與賬面價值相若。

## IX. DISCLOSURE OF FAIR VALUE (CONTINUED)

## 3. Estimation of fair value (Continued)

*Fair value of financial assets (Continued)*

The finance team of the Group is led by the head of finance department. It is responsible for formulating policies and procedures applicable to the measurement of the fair value of financial instruments. The finance team directly reports to the Chief Financial Officer and the Audit Committee. On each balance sheet date, the finance team analyzes the change in value of financial instruments and ascertain the key inputs which apply to the valuation. The process and result of valuation is subject to approval by the Chief Financial Officer.

The fair value of financial assets and liabilities is determined as the amount at which well-informed parties undergo exchange of assets or settlement of debts out of free will and in a fair transaction. The following methods and assumptions are used in estimating fair values.

Financial assets at fair value through profit or loss include the forward contracts of subsidiaries. The Group believes that the fair value estimated using valuation techniques is reasonable and the most appropriate value as of the balance sheet date.

The fair values of the aforesaid equity instruments are determined according to quote prices on the market.

Fair values of long-term and short-term borrowings are determined using discount cash flows, at rates equal to market yield of other financial instruments with similar contract terms, credit risks and remaining term. As at 31 December 2014, non-performance risks underlying long-term and short-term borrowings were appraised as insignificant.

Fair values of bonds payable are determined as quoted prices on the market.

## 九、公允價值的披露(續)

## 3. 公允價值估值(續)

*金融資產公允價值(續)*

本集團的財務團隊由財務部門負責人領導，負責制定金融工具公允價值計量的政策和程序。財務團隊直接向首席財務官和審計委員會報告。每個資產負債表日，財務團隊分析金融工具價值變動，確定估值適用的主要輸入值。估值流程和結果經首席財務官審核批准。

金融資產和金融負債的公允價值，以在公平交易中，熟悉情況的交易雙方自願進行資產交換或者債務清償的金額確定。以下方法和假設用於估計公允價值。

公允價值計量且其變動計入當期損益的金融資產包括下屬子公司的遠期合同。本集團相信，以估值技術估計的公允價值是合理的，並且亦是於資產負債表日最合適的價值。

上市的權益工具，以市場報價確定公允價值。

長短期借款採用未來現金流量折現法確定公允價值，以有相似合同條款、信用風險和剩餘期限的其他金融工具的市場收益率作為折現率。2014年12月31日，針對長短期借款等自身不履約風險評估為不重大。

應付債券，以市場報價確定公允價值。

IX. DISCLOSURE OF FAIR  
VALUE (CONTINUED)

#### 4. Reconciliation of fair value measurement

Reconciliation of continuous level 3 fair value measurement is as follows:

## 2014

## 九、公允價值的披露(續)

#### 4. 公允價值計量的調節

持續的第三層次公允價值計量的調節信息如下：

2014年

The total amount of profit or loss for the current period											
當期利得或損失總額											
Change in unrealized profit or loss for the current period of assets held at year-end included in profit and loss year末持有的資產計入損益的當期末實現利得或損失的變動											

In the continuous fair value measurement at level 3, profit and loss included in current profit and loss relating to financial assets and non-financial assets is analysed as follows:

持續的第三層次的公允價值計量中，計入當期損益的利得和損失中與金融資產和非金融資產有關的損益信息如下：

## IX. DISCLOSURE OF FAIR VALUE (CONTINUED)

## 4. Reconciliation of fair value measurement (Continued)

		2014 2014年	Gains and losses relating to non-financial assets 與非金融資產 有關的損益
		Gains and losses relating to financial assets 與金融資產 有關的損益	
Total gains or losses included in profit or loss	計入當期損益的利得或損失總額	(43,652,710.81)	-
Change in unrealized profit or loss for the current period of assets held at year-end included in profit and loss	年末持有的資產計入的當期末實現利得或損失的變動	-	-

## 5. The level change in the fair value

In 2014, there were neither transfers between Level 1 and Level 2 for the measurement of fair value of financial assets and liabilities, nor transfer into or out of Level 3.

## 5. 公允價值層次轉換

於2014年度，並無金融資產和金融負債公允價值計量在第一層次和第二層次之間的轉移，亦無轉入或轉出第三層級的情況。

## X. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS

The related parties defined in these financial statements included the related parties under accounting standards and related parties under the information disclosure requirements of SFC.

## 1. Parent

	Registered address	Nature of business	Registered capital	Proportion of ownership interest in the Company	Proportion of voting power in the Company
	註冊地	業務性質	註冊資本	對本公司持股比例 (%)	對本公司表決權比例 (%)
Weichai Group Holdings Limited 濰柴控股集團有限公司	Weifang City, Shandong Province 山東省 濰坊市	External investment financial guarantee investment advisory planning and organization/ coordination and management of production operating activities of corporates under the Group 對外投資經濟擔保投資 諮詢規劃組織/協調管理集團 所屬企業生產經營活動	RMB1,200,000,000.00 人民幣	16.83	16.83

Shandong Heavy Industry Group Co., Ltd. is the ultimate controller of the Company.

本公司的最終控制人為山東重工集團有限公司。

## 2. Subsidiaries

Details of subsidiaries are set out in Note VII.1.

## 2. 子公司

子公司信息詳見附註七、1。

## 3. Associates

Details of associates are set out in Note VII.3.

## 3. 聯營企業

聯營企業詳見附註七、3。

## X. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 4. Particulars of other related parties which entered into material transactions with the Group

## 十、關聯方關係及其交易(續)

## 4. 與本集團發生重大交易的其他關聯方情況

	Related party relationships 關聯方關係	Referred to as 簡稱
Shandong Heavy industry Group Co., Ltd 山東重工集團有限公司	Ultimate controller 最終控制人	Shandong Heavy Industry 山東重工
Weichai Group Holdings Limited 濰柴控股集團有限公司	Parent 母公司	Weichai Group Holdings 濰柴控股
Weichai Deutz Diesel Engine Co., Ltd. 濰坊濰柴道依茨柴油機有限公司	Common control by parent 同一母公司控制	Weichai Deutz 濰柴道依茨
Shandong Weichai Import and Export Co., Ltd. 山東濰柴進出口有限公司	Common control by parent 同一母公司控制	Weichai Import and Export 濰柴進出口
Weichai Heavy-duty Machinery Co., Ltd. 濰柴重機股份有限公司	Common control by parent 同一母公司控制	Weichai Heavy-duty Machinery 濰柴重機
Yangzhou Yaxing Coach Co., Ltd. 揚州亞星客車股份有限公司	Common control by parent 同一母公司控制	Yangzhou Yaxing 揚州亞星
Yangzhou Shengda Special Vehicles Co., Ltd. 揚州盛達特種車有限公司	Common control by parent 同一母公司控制	Shengda Special Vehicles 盛達特種車
Weichai Generator Equipment Co., Ltd 濰柴發電設備有限公司	Common control by parent 同一母公司控制	Weichai Generator 濰柴發電
Chongqing Weichai Diesel Engine Works 重慶濰柴發動機廠	Common control by parent 同一母公司控制	Chongqing Weichai 重慶濰柴
Chongqing Jiangjin Region Chongwei Casting Co., Ltd 重慶市江津區重濰鑄造有限公司	Common control by parent 同一母公司控制	Chongwei Casting 重濰鑄造
Chutian Engineering Machinery Company Limited 山推楚天工程機械有限公司	Same ultimate parent 同一最終控制人	Chutian Engineering 山推楚天
Shantui Engineering Machinery Co., Ltd. 山推工程機械股份有限公司	Same ultimate parent 同一最終控制人	Shantui Engineering 山推工程
Shandong Shantui Machinery Co., Ltd. 山東山推機械有限公司	Same ultimate parent 同一最終控制人	Shandong Shantui 山東山推
Shandong Heavy Industry Group Finance Co., Ltd. 山東重工集團財務有限公司	Same ultimate parent 同一最終控制人	Heavy Industry Finance Company 山東重工財務公司
Shanzhong Finance Leasing Co., Ltd. 山重融資租賃有限公司	Same ultimate parent 同一最終控制人	Shanzhong Finance Leasing 山重融資租賃
Shanzhong Jianji Co., Ltd. 山重建機有限公司	Same ultimate parent 同一最終控制人	Shanzhong Jianji 山重建機



## X. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 4. Particulars of other related parties which entered into material transactions with the Group (Continued)

## 十、關聯方關係及其交易(續)

## 4. 與本集團發生重大交易的其他關聯方情況(續)

	Related party relationships 關聯方關係	Referred to as 簡稱
Beiqi Foton Motor Co., Ltd. 北汽福田汽車股份有限公司	Same key management personnel 同一關鍵管理人員	Beiqi Foton 北汽福田
FOTON Lovol Heavy Industries Co., Ltd. 福田雷沃國際重工股份有限公司	Same key management personnel 同一關鍵管理人員	FOTON Lovol 福田雷沃
Shaanxi Automotive Holdings Group Co., Ltd. 陝西汽車控股集團有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Shaanxi Automotive Holdings 陝汽控股
Shaanxi Automobile Industry Co., Ltd. 陝汽實業有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Shaanxi Industry 陝汽實業
Shaanxi Automotive Group Co., Ltd. 陝西汽車集團有限責任公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Shaanxi Automotive 陝汽集團
Shaanxi Fast Gear Automotive Transmission Co., Ltd. 陝西法士特汽車傳動集團有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Shaanxi Fast Gear Automotive 陝法傳動
Shaanxi Huazhen Vehicle Parts Co., Ltd. 陝西華臻車輛部件有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Huazhen Parts 華臻部件
Shaanxi Huazhen Sancang Industry and Trading Services Co., Ltd. 陝西華臻三產工貿服務有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Huazhen Services 華臻服務
Shaanxi Tongli Special Purpose Vehicle Co., Ltd. 陝西通力專用汽車有限責任公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Tongli Special Purpose 通力專用
Shaanxi Lantong Transmission Axle Co., Ltd. 陝西藍通傳動軸有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Lantong Transmission 藍通傳動軸
Baoji Huashan Engineering Vehicles Co., Ltd. 寶雞華山工程車輛有限責任公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Baoji Vehicle 寶雞車輛

## X. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 4. Particulars of other related parties which entered into material transactions with the Group (Continued)

## 十、關聯方關係及其交易(續)

## 4. 與本集團發生重大交易的其他關聯方情況(續)

	Related party relationships 關聯方關係	Referred to as 簡稱
Xi'an Lande New Energy Automotive Technology Development Co., Ltd. 西安蘭德新能源汽車技術開發有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Lande New Energy 蘭德新能源
Shaanxi Wanfang Vehicle Parts and Components Co. Ltd. 陝西萬方汽車零部件有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Shaanxi Wanfang 陝西萬方
Shaanxi Fangyuan Automobile Standard Components Co. Ltd. 陝西方圓汽車標準件有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Fangyuan Automobile 方圓汽車
Shaanxi Tongchuang Huaheng Vehicle Radiator Co. Ltd. 陝西同創華亨汽車散熱有限責任公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Tongchuang Huaheng 同創華亨
Shaanxi Automobile Group Xunyang Baotong Special Purpose Vehicles Co., Ltd. 陝西汽車集團旬陽寶通專用車有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Xunyang Baotong 旬陽寶通
Shaanxi Automobile Group Changsha Huantong Automobile Manufacturing Co., Ltd. 陝西汽車集團長沙環通汽車製造有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Changsha Huantong 長沙環通
Shaanxi Automobile Group Yan'an Special Purpose Vehicles Co., Ltd. 陝西汽車集團延安專用車有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Yan'an Special Purpose Vehicles 延安專用車
Shaanxi Dongming Automobile System Co., Ltd. 陝西東銘車輛系統股份有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Dongming Automobile 東銘車輛
Shaanxi Zhongfu IDT Technology Co., Ltd. 陝西中富物聯科技服務有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Shaanxi Zhongfu 陝西中富
Shaanxi Shaanqi Auto City Hotel Co., Ltd. 陝西陝汽車城酒店有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Shaanqi Auto City 陝汽車城

## X. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 4. Particulars of other related parties which entered into material transactions with the Group (Continued)

## 十、關聯方關係及其交易(續)

## 4. 與本集團發生重大交易的其他關聯方情況(續)

	Related party relationships 關聯方關係	Referred to as 簡稱
Shanghai Yuanxing Supply Chain Management (Group) Limited 上海遠行供應鏈管理有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Yuanxing Supply Chain 遠行供應鏈
Shaanxi Zhongjiao Tianjian Vehicle Net Information Technology Co., Ltd. 陝西中交天健車聯網信息技術有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Zhongjiao Tianjian 中交天健
Shaanxi Deyin Logistic Services Co., Ltd. 陝西德銀物流服務有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Deyin Logistic 德銀物流
Shaanxi Deyin Leasing Co., Ltd. 德銀融資租賃有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Deyin Leasing 德銀租賃
Shaanxi Dongfeng Axle And Transmission System Co., Ltd. 陝西東風車橋傳動系統股份有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Dongfeng Axle 東風車橋
Shaanxi Automobile Group Wenzhou Yunding Automobile Co., Ltd. 陝西汽車集團溫州雲頂汽車有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Wenzhou Yunding 溫州雲頂
Shaanxi Tongjia Automobile Co., Ltd. 陝西通家汽車有限責任公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Tongjia Automobile 通家汽車
Zhuzhou Gear Company Limited 株洲齒輪股份有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Zhuzhou Company 株齒股份
Zhuzhou Automobile Gear Factory 株洲汽車齒輪廠	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Zhuzhou Gear Factory 株齒廠
Shaanxi Tonghui Automotive Transportation Co., Ltd. 陝西通匯汽車物流有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Tonghui Automotive 通匯汽車

## X. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 4. Particulars of other related parties which entered into material transactions with the Group (Continued)

## 十、關聯方關係及其交易(續)

## 4. 與本集團發生重大交易的其他關聯方情況(續)

	Related party relationships 關聯方關係	Referred to as 簡稱
Xi'an FC Intelligence Transmission Co., Ltd. 西安雙特智能傳動有限公司	Jointly-controlled enterprise of subsidiaries 子公司之合營企業	FC Intelligence Transmission 雙特傳動
CIMC-SHAC (Xi'an) Special Vehicles Co., Ltd. 中集陝汽重卡(西安)專用車有限公司	Associate of subsidiaries 子公司之聯營企業	CIMC-SHAC 中集重卡
Xi'an Cummins Engine Co., Ltd. 西安康明斯發動機有限公司	Associate of subsidiaries 子公司之聯營企業	Xi'an Cummins 西安康明斯
Baoding Shanqi Tianma Automobile Co., Ltd. 保定陝汽天馬汽車有限公司	Associate of subsidiaries 子公司之聯營企業	Shanqi Tianma 陝汽天馬
Shaanxi Eurostar Auto Co., Ltd. 陝西歐舒特汽車股份有限公司	Associate of subsidiaries 子公司之聯營企業	Eurostar 歐舒特
Weichai Power Westport New Energy Engine Co., Ltd. 濰柴西港新能源動力有限公司	Associate of parent 母公司之聯營企業	Westport New Energy 西港新能源

Note: As KION GROUP AG became a subsidiary of the Group in June 2014, it was still an associate of the Group during the period from January to June. The related party balance and the amount of transactions between the Group and KION GROUP AG for the period prior to the combination date in this year as well as last year is disclosed in this report.

註：KION GROUP AG於2014年6月作為本集團新增子公司，故1-6月仍為本集團的聯營企業，本年財務報告披露本年度合併日前及上一年度本集團與KION GROUP AG的關聯方餘額及交易額。

## X. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 5. Major transactions between the Group and its related parties

## (1) Transaction of goods and services with related parties

## Purchase of goods from related parties (excluding tax)

## 十、關聯方關係及其交易(續)

## 5. 本集團與關聯方的主要交易

## (1) 關聯方商品和勞務交易

## 自關聯方購買商品(不含稅)

		2014 2014年		2013 2013年	
		Amount 金額	Percentage 比例 (%)	Amount 金額	Percentage 比例 (%)
Westport New Energy	西港新能源	3,735,450,073.56	38.79	2,907,283,559.56	35.34
Shaanxi Fast Gear Automotive	陝法傳動	2,628,027,621.19	27.29	2,308,186,784.01	28.06
Tongli Special Purpose	通力專用	701,367,209.12	7.28	684,683,390.69	8.32
Shaanxi Wanfang	陝西萬方	466,348,441.89	4.84	512,311,501.64	6.23
Weichai Heavy-duty Machinery	濰柴重機	264,996,731.27	2.75	291,010,548.83	3.54
Weichai Import and Export	濰柴進出口	256,233,620.43	2.65	149,296,081.68	1.81
Weichai Deutz	濰柴道依茨	210,573,378.03	2.19	138,044,760.41	1.68
Xi'an Cummins	西安康明斯	208,736,179.51	2.17	153,147,098.56	1.86
CIMC-SHAC	中集重卡	149,685,583.93	1.55	238,354,852.13	2.90
Huazhen Parts	華臻部件	136,573,400.65	1.42	269,028,363.72	3.27
Lantong Transmission	藍通傳動軸	118,880,653.37	1.23	116,230,332.15	1.41
Fangyuan Automobile	方圓汽車	75,139,035.24	0.78	85,640,037.44	1.04
Tongchuang Huaheng	同創華亨	71,629,825.88	0.74	77,043,186.55	0.94
Zhongjiao Tianjian	中交天健	61,267,143.18	0.64	—	—
Dongming Automobile	東銘車輛	38,276,292.85	0.40	32,917,428.19	0.40
Baoji Vehicle	寶雞車輛	37,035,335.91	0.38	17,990,352.20	0.22
Xunyang Baotong	旬陽寶通	29,541,420.51	0.31	43,269,134.14	0.53
Changsha Huantong	長沙環通	27,498,543.95	0.29	75,871,847.93	0.92
Others	其他	413,744,595.79	4.30	126,940,402.41	1.53
		9,631,005,086.26	100.00	8,227,249,662.24	100.00

Note: Deyin Leasing provides Shaanxi Heavy-duty Motor Company Limited, a subsidiary in the Group, with services of financial leasing. It was agreed among Deyin Leasing and third-party distributors that for the vehicle monies of related business to be receivable by the Group from distributors, Deyin Leasing may take up the payment obligation on behalf of the distributors. In 2014, the amount of vehicle sales through this business mode amounted to RMB1,274,460,410.72.

Besides, Shanzhong Finance Leasing provides Shaanxi Heavy-duty Motor Company Limited, a subsidiary in the Group, with services of financial leasing. In 2014, the amount of vehicle sales through this business mode amounted to RMB1,051,498,608.00. Shaanxi Heavy-duty Motor Company Limited shall provide joint liability guarantee in respect of the lessee's failure to pay the instalment payments and interests under the finance lease. The related risk exposure of joint liabilities was RMB1,142,020,000.00. For details, see Note XII. 3.

註：德銀租賃為本集團之子公司陝西重型汽車有限公司提供融資租賃業務，德銀租賃和第三方經銷商同意對於本集團應收經銷商的相關業務的車款，可由德銀租賃代經銷商承擔付款義務。2014年通過該種業務模式銷售的車輛金額為人民幣1,274,460,410.72元。

此外，山重融資租賃為本集團之子公司陝西重型汽車有限公司提供融資租賃業務，2014年通過該種業務模式銷售的車輛金額為人民幣1,051,498,608.00元。陝西重型汽車有限公司為融資租賃的承租方未能支付的融資租賃分期付款及利息提供連帶保證責任，相關連帶責任保證風險敞口為人民幣1,142,020,000.00元，具體情況參見附註十二、3。

## X. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 5. Major transactions between the Group and its related parties (Continued)

## (1) Transaction of goods and services with related parties (Continued)

## Receiving services from related parties

## 十、關聯方關係及其交易(續)

## 5. 本集團與關聯方的主要交易(續)

## (1) 關聯方商品和勞務交易(續)

## 自關聯方接受勞務

		2014		2013	
		2014年		2013年	
		Amount	Percentage	Amount	Percentage
		金額	比例	金額	比例
			(%)		(%)
Weichai Group Holdings	濰柴控股	184,162,018.42	40.08	66,740,440.91	12.95
KION GROUP AG	KION GROUP AG	84,785,460.00	18.45	217,050,610.90	42.12
Shaanxi Automotive	陝汽集團	54,692,859.85	11.90	21,850,277.02	4.24
Tonghui Automotive (Note)	通匯汽車(註)	53,540,971.22	11.65	89,137,524.10	17.30
Shaanxi Fast Gear Automotive	陝法傳動	40,162,840.60	8.74	32,998,125.39	6.40
Others	其他	42,125,519.32	9.18	87,523,056.46	16.99
		459,469,669.41	100.00	515,300,034.78	100.00

## Rendering services to related parties

## 向關聯方提供勞務

		2014		2013	
		2014年		2013年	
		Amount	Percentage	Amount	Percentage
		金額	比例	金額	比例
			(%)		(%)
Weichai Deutz	濰柴道依茨	10,564,633.49	21.60	19,590,299.05	26.63
Westport New Energy	西港新能源	10,460,173.36	21.39	2,527,887.41	3.44
Weichai Heavy-duty Machinery	濰柴重機	8,919,870.68	18.24	18,502,010.71	25.15
Weichai Import and Export	濰柴進出口	8,889,421.50	18.17	2,444,410.12	3.32
Others	其他	10,078,180.46	20.60	30,503,713.60	41.46
		48,912,279.49	100.00	73,568,320.89	100.00

Note: From January to December 2014, Tonghui Transportation provided comprehensive services including agency procurement, warehousing, logistics distribution and receipt and payment services to Shaanxi Heavy-duty Motor Co., Ltd, a subsidiary of the Company. Agency services provided by Tonghui Transportation to Shaanxi Heavy-duty Motor Co., Ltd. amounted to RMB53,540,971.22, and goods purchased by Tonghui Transportation on behalf of Shaanxi Heavy-duty Motor Co., Ltd. amounted to RMB2,297,329,585.72 during the current period.

註：於2014年1-12月，通匯物流為本公司之子公司陝西重型汽車有限公司提供代理採購、倉儲、物流配送及代為收付等綜合服務。本期陝西重型汽車有限公司接受通匯物流的代理服務金額為人民幣53,540,971.22元，代理採購的貨物金額為人民幣2,297,329,585.72元。

## X. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 5. Major transactions between the Group and its related parties (Continued)

## (1) Transaction of goods and services with related parties (Continued)

## Sale of goods to related parties (excluding tax)

## 十、關聯方關係及其交易(續)

## 5. 本集團與關聯方的主要交易(續)

## (1) 關聯方商品和勞務交易(續)

## 向關聯方銷售商品(不含稅)

		2014		2013	
		2014年		2013年	
		Amount	Percentage	Amount	Percentage
		金額	比例	金額	比例
			(%)		(%)
Westport New Energy	西港新能源	1,977,827,765.25	26.40	1,425,883,951.56	22.88
Shaanxi Fast Gear Automotive	陝法傳動	1,604,957,869.15	21.43	1,407,187,458.28	22.58
Beiqi Foton	北汽福田	481,348,958.93	6.43	629,786,745.45	10.11
KION GROUP AG	KION GROUP AG	458,345,160.00	6.12	965,424,229.88	15.49
Weichai Import and Export	濰柴進出口	275,415,044.48	3.68	207,587,457.61	3.33
Huazhen Parts	華臻部件	248,470,272.89	3.32	188,669,267.36	3.03
Weichai Heavy-duty Machinery	濰柴重機	207,524,248.41	2.77	295,635,452.04	4.74
Shaanxi Wanfang	陝西萬方	199,173,576.38	2.66	245,459,857.57	3.94
Weichai Generator	濰柴發電	181,603,198.03	2.42	117,906,617.79	1.89
Yangzhou Yaxing	揚州亞星	171,322,299.97	2.29	89,864,151.52	1.44
Yuanxing Supply Chain	遠行供應鏈	149,669,658.02	2.00	—	—
Tongli Special Purpose	通力專用	140,653,542.56	1.88	141,336,604.62	2.27
Baoji Vehicle	寶雞車輛	121,221,427.85	1.62	45,832,200.90	0.74
Shaanxi Zhongfu	陝西中富	104,630,199.05	1.40	—	—
Weichai Deutz	濰柴道依茨	100,630,171.68	1.34	81,070,186.19	1.30
Shantui Engineering	山推工程	94,979,523.87	1.27	139,494,565.32	2.24
Shengda Special Vehicles	盛達特種車	70,477,408.81	0.94	68,326,794.82	1.10
Huazhen Services	華臻服務	44,419,349.57	0.59	390,712.26	0.01
Changsha Huantong	長沙環通	32,455,598.65	0.43	64,533,757.83	1.04
Yan'an Special Purpose Vehicles	延安專用車	24,196,845.48	0.32	—	—
FC Intelligence Transmission	雙特傳動	22,105,833.98	0.30	—	—
Others	其他	779,143,946.05	10.39	116,275,039.35	1.87
		7,490,571,899.06	100.00	6,230,665,050.35	100.00

During the year, the prices for the Group's sale of goods and rendering of services to related parties as well as purchase of goods and receiving services from related parties were determined with reference to market rates.

本年度，本集團向關聯方銷售商品、提供勞務價格、採購商品及接受勞務參考市場價格決定。



## X. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 5. Major transactions between the Group and its related parties (Continued)

(2) Leasing with related parties  
As lessor

		Type of leased property	2014 2014年	2013 2013年
		租賃資產種類	Lease revenue 租賃收入	Lease revenue 租賃收入
Xi'an FC	西安雙特	Buildings and equipment	16,223,243.40	4,382,862.63
Tonghui Automotive	通匯汽車	Buildings and equipment	10,049,960.64	9,791,974.28
Xi'an Cummins	西安康明斯	Buildings, equipment & land	8,161,963.68	4,080,981.84
Shanzhong Finance Leasing	山重融資租賃	Buildings	6,084,206.08	6,045,456.08
Weichai Import and Export	濰柴進出口	Buildings	4,747,689.53	3,609,441.85
Heavy-duty Generator	重機發電	Buildings	4,500,000.00	4,500,000.00
Westport New Energy	西港新能源	Buildings	4,179,700.00	4,179,700.44
Huazhen Parts	華臻部件	Buildings and equipment	3,492,713.14	2,750,988.60
Shaanxi Industry	陝汽實業	Buildings	323,060.40	323,060.40
Shaanxi Wanfang	陝西萬方	Buildings	117,240.00	—
Shaanqi Auto City	陝汽車城	Buildings	328,536.00	—
Shaanxi Automotive	陝汽集團	Buildings	—	243,664.20

## As Lessee

## 作為承租人

		Type of leased property	2014 2014年	2013 2013年
		租賃資產種類	Lease fee 租賃費	Lease fee 租賃費
Weichai Group Holdings	濰柴控股	Buildings and equipment	38,147,377.22	42,078,425.60
Shaanxi Industry	陝汽實業	Buildings	18,524,869.68	14,376,435.90
Shaanxi Fast Gear Automotive	陝法傳動	Buildings	12,356,558.42	14,707,750.19
Zhuzhou Company	株齒股份	Buildings	6,670,800.00	6,670,800.00
Shaanxi Automotive	陝汽集團	Buildings	3,334,857.66	2,803,767.68
Chongqing Weichai	重慶濰柴	Buildings	4,000,000.00	4,000,000.00

During the year, the prices for the Group's leasing with related parties were determined with reference to market rates.

本年度，本集團與關聯方租賃業務價格參考市場價格決定。

## X. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 5. Major transactions between the Group and its related parties (Continued)

## (3) Transfer of assets with related parties

## 十、關聯方關係及其交易(續)

## 5. 本集團與關聯方的主要交易(續)

## (3) 關聯方資產轉讓

	Nature of transaction 交易類型	2014		2013	
		2014年 Amount 金額	Percentage 比例 (%)	2013年 Amount 金額	Percentage 比例 (%)
Shaanxi Fast Gear Automotive 陝法傳動	Purchase of fixed assets 購買固定資產	268,887.01	1.63	208,812.73	1.06
Shaanxi Fast Gear Automotive 陝法傳動	Sale of fixed assets 出售固定資產	1,900,603.80	11.56	3,588,740.95	18.25
Weichai Import and Export 濰柴進出口	Purchase of fixed assets 購買固定資產	4,294,254.33	26.11	—	—
Weichai Import and Export 濰柴進出口	Sale of fixed assets 出售固定資產	—	—	15,782.24	0.08
Weichai Heavy-duty Machinery 濰柴重機	Sale of fixed assets 出售固定資產	9,071,952.69	55.16	15,682,677.34	79.73
Weichai Group Holdings 濰柴控股	Purchase of fixed assets 購買固定資產	50,274.24	0.31	149,953.14	0.76
Weichai Group Holdings 濰柴控股	Sale of fixed assets 出售固定資產	727,294.75	4.42	18,941.81	0.10
Weichai Generator 濰柴發電	Sale of fixed assets 出售固定資產	134,094.92	0.81	3,301.46	0.02

During the year, the Group's purchase and sale of fixed assets from and to related parties were on prices determined with reference to market rates.

本年度，本集團向關聯方採購和銷售固定資產價格參考市場價格決定。

## X. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 5. Major transactions between the Group and its related parties (Continued)

- (4) On 21 March 2013, the Group entered into the Financial Services Agreement with Shandong Heavy Industry Group Finance Co., Ltd. ("Shandong Heavy-duty Finance Company"). Pursuant to the agreement, Shandong Heavy-duty Finance Company provided deposit, credit, accounting and clearing services as well as other financial services to the Company and its controlling subsidiaries. The interest rates for credit relating to financial services as well as fee rates are determined according to the Financial Services Agreement and based upon the relevant requirements of the People's Bank of China's under which the lending rate shall not exceed the minimum level permitted under the interest rates and fee rates for money lending of similar types and categories available to the Group from other major commercial banks in the PRC.

## 十、關聯方關係及其交易(續)

## 5. 本集團與關聯方的主要交易(續)

- (4) 本集團與山東重工集團財務有限公司(「山東重工財務公司」)於2013年3月21日簽訂《金融服務協議》，根據協議，山東重工財務公司為公司及控股子公司提供存款、信貸、結算及其他金融服務等。有關金融服務信貸利率和費率根據《金融服務協議》滿足中國人民銀行有關貸款利率相關規定的基礎上不高於本集團在其他中國國內主要商業銀行取得的同類同檔次信貸利率及費率允許的最低水平確定。

		2014 2014年		2013 2013年	
		Amount 金額	Percentage 比例 (%)	Amount 金額	Percentage 比例 (%)
<b>Cash and cash equivalents placed with related parties</b>	存放關聯方的貨幣資金				
Shandong Heavy-duty Finance Company	山東重工財務公司	10,797,455,619.70	44.19	4,274,578,045.16	21.87
<b>Short-term borrowings</b>	短期借款				
Shandong Heavy-duty Finance Company	山東重工財務公司	120,000,000.00	4.34	100,000,000.00	0.51
<b>Long-term borrowings</b>	長期借款				
Shandong Heavy-duty Finance Company	山東重工財務公司	100,000,000.00	1.36	100,000,000.00	0.51
<b>Establishment of bank acceptance bills</b>	開具銀行承兌匯票				
Shandong Heavy-duty Finance Company	山東重工財務公司	49,697,310.66	0.46	—	—

Except for the transactions with associates, all the above related party transactions also constitute connected transactions or continuing connected transactions as defined under Chapter 14A of the Listing Rules of the Hong Kong Stock Exchange.

除與聯營公司進行之交易外，所有上述關聯方交易同時構成香港聯交所上市規則第14A所定義之關連交易或持續關連交易。

## X. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 6. Amounts due from/to related parties

## 十、關聯方關係及其交易(續)

## 6. 關聯方應收應付款項餘額

		31 December 2014 2014年12月31日		31 December 2013 2013年12月31日	
		Gross carrying amount 賬面餘額	Provision for bad debt 壞賬準備	Gross carrying amount 賬面餘額	Provision for bad debt 壞賬準備
<b>Accounts receivable</b>	<b>應收賬款</b>				
Yuanxing Supply Chain	遠行供應鏈	118,342,376.00	(5,917,118.80)	–	–
Changsha Huantong	長沙環通	72,094,410.03	(4,739,071.75)	80,763,784.58	(4,038,189.23)
Weichai Import and Export	濰柴進出口	58,184,726.93	(2,877,197.95)	11,670,827.37	(477,310.77)
Weichai Heavy-duty Machinery	濰柴重機	56,720,286.68	(4,151,658.94)	11,303,812.03	(37,113.15)
Shengda Special Vehicles	盛達特種車	41,820,270.14	(2,091,013.51)	20,729,850.60	(1,036,492.53)
Eurostar	歐舒特	40,596,412.38	(25,035,540.50)	40,939,153.90	(20,104,753.67)
Westport New Energy	西港西能源	38,811,877.95	(1,940,593.90)	21,084.65	(1,054.23)
FC Intelligence Transmission	雙特傳動	26,802,272.74	(1,342,430.24)	–	–
Yangzhou Yaxing	揚州亞星	25,456,543.93	(1,274,062.20)	9,955,478.40	(506,513.92)
Beiqi Foton	北汽福田	23,002,085.33	(1,178,178.06)	30,273,174.30	(1,513,658.72)
Tongli Special Purpose	通力專用	21,693,360.62	(1,093,860.52)	2,834,510.83	(141,725.54)
Others	其他	172,410,432.76	(9,727,511.43)	93,510,932.10	(9,520,455.28)
		695,935,055.49	(61,368,237.80)	302,002,608.76	(37,377,267.04)

		31 December 2014 2014年12月31日		31 December 2013 2013年12月31日	
		Gross carrying amount 賬面餘額	Provision for bad debt 壞賬準備	Gross carrying amount 賬面餘額	Provision for bad debt 壞賬準備
<b>Other receivables</b>	<b>其他應收款</b>				
Tongjia Automobile	通家汽車	14,084,869.54	(704,243.48)	14,083,761.49	(704,188.07)
Shanqi Tianma	陝汽天馬	13,311,675.37	(10,649,340.30)	13,922,945.73	(11,138,356.58)
Zhuzhou Gear Factory	株齒廠	11,332,107.81	–	10,510,547.25	–
Zhuzhou Company	株齒股份	7,988,767.67	–	8,063,076.68	–
Others	其他	64,404,277.65	(250.68)	6,560,606.93	(328,030.34)
		111,121,698.04	(11,353,834.46)	53,140,938.08	(12,170,574.99)

## X. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 6. Amounts due from/to related parties (Continued)

## 十、關聯方關係及其交易(續)

## 6. 關聯方應收應付款項餘額(續)

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
<b>Notes receivable (Bank acceptance bills)</b>	<b>應收票據(銀行承兌匯票)</b>		
Yangzhou Yaxing	揚州亞星	148,078,777.51	64,608,300.00
Weichai Heavy-duty Machinery	濰柴重機	40,100,000.00	5,000,000.00
Shengda Special Vehicles	盛達特種車	32,389,500.00	30,670,500.00
Shantui Engineering	山推工程	29,000,000.00	15,000,000.00
Others	其他	16,820,000.00	4,120,000.00
		<b>266,388,277.51</b>	<b>119,398,800.00</b>
<b>Prepayments</b>	<b>預付款項</b>		
Deyin Logistic	德銀物流	21,863,555.82	—
Others	其他	40,725,386.72	44,568,752.60
		<b>62,588,942.54</b>	<b>44,568,752.60</b>
<b>Interests receivable</b>	<b>應收利息</b>		
Shandong Heavy Industry Finance Company	山東重工財務公司	133,399,138.89	14,815,594.44
<b>Dividends receivable</b>	<b>應收股利</b>		
Eurostar	歐舒特	3,040,000.00	3,040,000.00
<b>Accounts payable</b>	<b>應付賬款</b>		
Shaanxi Fast Gear Automotive	陝法傳動	260,414,122.75	220,023,974.59
Tonghui Automotive	通匯汽車	189,675,651.77	170,002,871.51
Baoji Vehicle	寶雞車輛	128,952,889.26	21,632,564.47
Shaanxi Wanfang	陝西萬方	112,215,499.84	99,050,989.95
Tongli Special Purpose	通力專用	108,723,117.21	137,018,653.93
Xi'an Cummins	西安康明斯	48,065,279.22	21,399,963.89
CIMC-SHAC	中集重卡	30,172,556.92	26,457,094.71
Zhongjiao Tianjian	中交天健	23,647,566.08	—
Fangyuan Automobile	方圓汽車	21,981,866.07	20,588,365.31
Lantong Transmission	藍通傳動軸	20,634,819.97	19,015,358.23
Others	其他	164,421,395.33	147,395,862.13
		<b>1,108,904,764.42</b>	<b>882,585,698.72</b>

## X. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 6. Amounts due from/to related parties (Continued)

## 十、關聯方關係及其交易(續)

## 6. 關聯方應收應付款項餘額(續)

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
<b>Notes receivable</b>	<b>應付票據</b>		
Others	其他	17,532,400.00	—
<b>Prepayments</b>	<b>預收款項</b>		
Baoji Vehicle	寶雞車輛	4,142,950.00	—
Huazhen Parts	華臻部件	2,288,482.00	—
Tongli Special Purpose	通力專用	2,024,565.00	237,355.00
Changsha Huantong	長沙環通	999,574.23	999,574.23
Wenzhou Yunding	溫州雲頂	125,378.90	125,378.90
Others	其他	69,718.00	3,815,104.92
		9,650,668.13	5,177,413.05
<b>Other payables</b>	<b>其他應付款</b>		
Shaanxi Automotive	陝汽集團	112,701,337.18	36,921,912.29
Shandong Heavy Industry	山東重工	33,000,000.00	—
Others	其他	37,631,094.84	62,329,888.29
		183,332,432.02	99,251,800.58
<b>Dividends payable</b>	<b>應付股利</b>		
Shaanxi Automotive	陝汽集團	32,827,177.30	41,386,364.39
<b>Long-term payables</b>	<b>長期應付款</b>		
Other immaterial associates	其他非重大聯營公司	129,153,358.80	—
<b>Non-current liabilities due within one year</b>	<b>一年內到期 非流動負債</b>		
Other immaterial associates	其他非重大聯營公司	191,407,618.80	—

Amounts due from/to related parties were non-interest bearing and unsecured. Of which the terms of repayment for amounts of trading nature will follow the requirement of terms of trading, while amounts of non-trading nature have no fixed terms of repayment.

應收及應付關聯方款項均不計利息、無抵押，其中，貿易往來的還款期遵從貿易條款規定，非貿易往來無固定還款期。

## XI. SHARE-BASED PAYMENT

A performance share plan (hereinafter referred to as the "Share Plan") has been implemented by KION GROUP AG for motivating and rewarding those who have contributed and will contribute to its operations. The Executive Board members are allocated virtual shares over a fixed period (two-and-a-half years for the 2013 tranche and three years for the 2014). The remuneration component measured over the long term is based in equal parts on the total shareholder return (TSR) of KION GROUP AG shares compared with the STOXX®Europe TMI Industrial Engineering index as a measure of market performance, and with return on capital employed (ROCE) as an internal measure. It also depends on the performance of KION GROUP AG shares during the relevant period.

The 2013 tranche are subject to appraisal for business performance during a period ending 31 December 2015, and the 2014 tranche are subject to appraisal for business performance during a period ending 31 December 2016. At the beginning of the period subject to appraisal, corresponding virtual shares are granted by KION GROUP AG pursuant to the terms of service contracts signed with the respective members of the executive committee. At the end of the performance period, the number of the virtual shares is amended depending on the degree to which the relevant targets are achieved. The resulting final number of virtual shares multiplied by the smoothed price of KION GROUP AG shares at the end of the performance period determines the amount of cash actually paid. The Supervisory Board can also use a discretionary personal performance factor to adjust the final payment at the end of the performance period by +/- 20 per cent. The maximum amount payable is limited to 200 per cent of the value of the shares allotted to an individual at the grant date. The pro-rata expense calculation based on the fair value of the virtual shares on each valuation date is carried out using MonteCarlo simulation.

Regarding the virtual shares allocated to members of the executive committee of KION GROUP AG, approximately 260,000 shares were granted in 2013 and approximately 190,000 shares were granted in 2014. As at 31 December 2014, the fair value of the virtual shares granted in 2013 was EUR27.72 per share, amounting in aggregate to EUR7.3 million (equivalent to RMB54,425,880.00). The fair value of the virtual shares granted in 2014 was EUR26.79 per share, amounting in aggregate to EUR5.2 million (equivalent to RMB38,769,120.00). Total costs recognized in respect of cash-settled share-based payments for the current year was EUR2.474 million (equivalent to RMB20,158,399.40). Accumulated liabilities arising from cash-settled share-based payment under liabilities amounted to EUR6,083,000.00 (equivalent to RMB45,352,414.80).

## 十一、股份支付

KION GROUP AG實施了一項股份期權計劃(以下稱「本計劃」)，目的是激勵和獎勵為運營作出貢獻的人士。KION GROUP AG在固定期限內分配給KION GROUP AG執行委員會成員及經理以現金結算的股份支付(2013年度授予的批次期限是30個月，2014年授予的批次對應期限是36個月)。KION GROUP AG的長期報酬的計量是基於KION GROUP AG全體股東的回報率，與作為計量市場業績的STOXX®歐洲TMI Industrial Engineering指數作比較，以及公司的已動用資本回報率(ROCE)作為內部計量基礎。該計量還取決於KION GROUP AG股價在相關期間內的表現。

2013年度授予的以現金結算的股份支付的業績考核期是在2015年12月31日結束，2014年度授予的以現金結算的股份支付的業績考核期是在2016年12月31日結束。在業績考核期間的期初，KION GROUP AG按照與每位執行委員會成員及經理簽訂的服務合同的條款授予其相應的虛擬股份。在業績考核期末，授予個人虛擬股份的數量會按照相關目標的完成程度作修訂。修訂後的股份數量乘以KION GROUP AG在業績考核期末的平滑股價即決定了公司最終實際需要支付的金額。公司監事會有權酌情按照執行委員會委員的個人績效於業績考核期末按上浮和下浮20%的幅度內做調整。最終的支付金額以個人虛擬股份於授予日當天公允價值的200%為上限。授予的以現金結算的股份支付於每個評估日的公允價值，採用蒙特·卡羅模型。

對於分配給KION GROUP AG執行委員會成員的虛擬股份，2013年度授予的份數共計約26萬份，2014年度授予的份數共計約19萬份。截至2014年12月31日，2013年度授予的虛擬股份公允價值為每股27.72歐元，總價值共計歐元730萬，折合人民幣54,425,880.00元，2014年度授予的虛擬股份公允價值為每股26.79歐元，總價值共計歐元520萬，折合人民幣38,769,120.00元。當年度以現金結算的股份支付確認的費用總額為歐元247.4萬，折合人民幣20,158,399.40元。負債中因以現金結算的股份支付產生的累計負債金額為歐元6,083,000.00，折合人民幣45,352,414.80元。



**XI. SHARE-BASED PAYMENT (CONTINUED)**

Regarding the virtual shares allocated to managers of KION GROUP AG, approximately 180,000 shares were granted in 2014. As at 31 December 2014, the fair value of the virtual shares was EUR27.73 per share, amounting in aggregate to EUR4.9 million (equivalent to RMB36,532,440.00). Total costs recognized in respect of cash-settled share-based payments for the current year was EUR1,623,000.00 (equivalent to RMB13,224,366.30). Accumulated liabilities arising from cash-settled share-based payment under liabilities amounted to EUR1,623,000.00 (equivalent to RMB12,100,438.80).

On 1 October 2014, KION GROUP AG introduced a shared-based payment project applicable to staff members of KION (hereinafter referred to as the "Project"). Qualified staff members may participate in the Project by giving a declaration of acceptance during the period from 2 to 31 October 2014. Only those who have, before the commencement of the agreement, signed permanent employment contract with KION GROUP AG and been working for KION GROUP AG for at least one year are qualified to participate in the Project. Participating staff members would purchase the shares of KION GROUP AG for the purpose of investment. Three KION GROUP AG shares would constitute one set of shares. Upon 3 years of holding such shares, a staff member will be entitled to one bonus share, free of charge, to match with each set of shares held. However, KION GROUP AG is entitled to provide cash payments in lieu of the grant of bonus shares. To motivate staff's participation in the Project, KION GROUP AG will grant a first-time participant, on a free-of-charge basis, one share to correspond with each of the first 12 sets of shares purchased by him/her/it. If the participant has sold the shares of KION GROUP AG or no longer works for KION GROUP AG, he/she/it will no longer be eligible for such right to receive such free-of-charge shares. Fair value of the equity-settled share-based payment as at each assessment date is assessed using Monte-Carlo simulation. In 2014, 29,146 bonus shares were granted by KION GROUP AG, among which 30 shares have lapsed. In addition, 20,856 free-of-charge shares have been granted by KION GROUP AG. As at 31 December 2014, the fair value of the bonus shares under the Project was EUR26.59 per share. In 2014, total costs recognized in respect of equity-settled share-based payments in relation to the Project was EUR679,000.00 (equivalent to RMB5,532,559.90).

**十一、股份支付(續)**

對於分配給KION GROUP AG經理的虛擬股份，2014年度授予的份數共計約18萬份，截至2014年12月31日，虛擬股份公允價值為每股27.23歐元，總價值共計歐元490萬，折合人民幣36,532,440.00元。當年度以現金結算的股份支付確認的費用總額為歐元1,623,000.00，折合人民幣13,224,366.30元。負債中因以現金結算的股份支付產生的累計負債金額為歐元1,623,000.00，折合人民幣12,100,438.80元。

2014年10月1日，KION GROUP AG引進一項KION員工股份支付項目(以下稱「本項目」)。符合條件的員工可以自2014年10月2日至31日通過發表一個接受聲明參與本項目。只有在協議開始前已與KION GROUP AG簽訂了永久僱傭合同，且參與工作至少一年的員工才有資格加入本項目。參與的員工以投資為目的購買KION GROUP AG股票。每三股KION GROUP AG股票代表一組股票。員工持股期達到三年，有權對持有的每一組股票獲得一股免費的匹配紅股。然而，KION GROUP AG有權通過現金支付替代授予紅股。KION GROUP AG為激勵員工參與本項目，對第一次參與本項目的員工最初購買的12組股票，將會對每組股票贈送一股無償股票。如果本項目參與者出售了KION GROUP AG股票或者不再為KION GROUP AG工作，將不再享受獲得無償股票的權利。授予的以權益結算股份支付於每個評估日的公允價值，採用蒙特·卡羅模型估值。2014年，KION GROUP AG授予29,146股紅股，其中30股已失效；此外，KION GROUP AG已贈送20,856股無償股票。截至2014年12月31日，本項目紅股的公允價值為每股26.59歐元。2014年，與本項目相關的以權益結算的股份支付確認的費用總額為歐元679,000.00，折合人民幣5,532,559.90元。

## XII.COMMITMENTS AND CONTINGENCIES

## 1. Significant contingencies

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Capital commitments	資本承諾		
Contracted, but not provided for	已簽約但未撥備	2,119,627,932.26	932,983,349.67
Authorized by the Board, but not contracted	已被董事會批准但未簽約	-	-
		2,119,627,932.26	932,983,349.67

## 2. Exposure to Confirmation Risks

Shaanxi Heavy-duty Motor Co., Ltd., a subsidiary of the Company, entered into a tri-party cooperation agreement with distributors and endorsing bank. Distributors will deposit guarantee money of not lower than 30% to the bank and apply for establishment of bank acceptance bill according to the amount of credit facility provided by the bank. Shaanxi Heavy-duty Motor Co., Ltd. assumes security obligation in favour of the distributors for the difference between amount of notes and guarantee money. As at 31 December 2014, open position of outstanding acceptance bill was RMB812,232,432.15 (31 December 2013: RMB732,460,930.00).

## 3. Finance lease business

Shaanxi Heavy-duty Motor Co., Ltd., a subsidiary of the Company, entered into a cooperation agreement with Shanzhong Finance Leasing Co., Ltd.. It is agreed by and between the two parties that Shanzhong Finance Leasing Co., Ltd. shall provide finance lease service to Shaanxi Heavy-duty Motor Co., Ltd. or its distributors. Shaanxi Heavy-duty Motor Co., Ltd. shall provide joint liability guarantee in respect of the leasee's failure to pay the instalment payments and interests under the finance lease. As at 31 December 2014, risk exposure of joint liabilities was RMB1,142,020,000.00 (31 December 2013: RMB1,192,900,000.00).

## 十二、承諾及或有事項

## 1. 重要承諾事項

## 2. 保兌倉敞口風險

本公司之子公司陝西重型汽車有限公司與經銷商、承兌銀行三方簽訂三方合作協議，經銷商向銀行存入不低於30%的保證金，根據銀行給予的一定信用額度，申請開立銀行承兌匯票。陝西重型汽車有限公司為經銷商提供票據金額與保證金之間差額的還款保證責任。截至2014年12月31日，尚未到期的承兌匯票敞口額為人民幣812,232,432.15元(2013年12月31日：人民幣732,460,930.00元)。

## 3. 與融資租賃公司有關的業務

本公司之子公司陝西重型汽車有限公司與山重融資租賃有限公司簽訂合作協議，雙方約定山重融資租賃有限公司為陝西重型汽車有限公司或其經銷商提供融資租賃服務，陝西重型汽車有限公司為融資租賃的承租方未能支付的融資租賃分期付款及利息提供連帶保證責任。截至2014年12月31日，連帶責任保證風險敞口為人民幣1,142,020,000.00元(2013年12月31日：人民幣1,192,900,000.00元)。

XII.COMMITMENTS AND CONTINGENCIES  
(CONTINUED)

## 4. Guarantee

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Loan guarantee	借款擔保	15,690,310.20	—
Other guarantee	其他擔保	4,181,100.48	—
		19,871,410.68	—

## XIII.SUBSEQUENT EVENTS

On 27 March 2015, the resolution on the acquisition of 4.95% issued shares of KION Group AG was considered and approved at the 2nd provisional meeting of the Board in 2015: The Company proposed to acquire, through its indirect wholly-owned subsidiary Weichai Lux, 4.9 million shares of KION Group AG held by Superlift representing approximately 4.95% of the total issued shares of KION Group AG, at a consideration of EUR38.15 per share or EUR186,935,000 in total. Upon completion of the acquisition, the Company's indirect interest in KION Group AG will increase to 38.25%.

On 30 March 2015, the 2014 profit distribution plan of the Company was considered and approved at the 7th meeting of the 3rd session of the Board: the Company proposed the distribution to all shareholders of a cash dividend of RMB1.50 (including tax) for every 10 shares held and the issuance of 10 shares to all shareholders by capitalization of surplus reserve for every 10 shares held based on the total share capital of the Company as at 31 December 2014. Completion of the proposal is subject to the consideration and approval by the 2014 Annual General Meeting, the first general meeting of holders of A Shares in 2015 and the first general meeting of holders of H Shares in 2015. Upon completion of the aforesaid issue of bonus shares, certain provisions in the articles of association of the Company will be amended accordingly, to reflect the changes in the registered capital and issued capital as a result of such issue of shares.

## 十二、承諾及或有事項(續)

## 4. 擔保事項

## 十三、資產負債表日後事項

2015年3月27日，本公司2015年第二次臨時董事會會議審議通過了收購KION GROUP AG 4.95%已發行股份的議案：本公司擬通過間接全資子公司濰柴盧森堡按照每股38.15歐元的價格購買Superlift所持有的490萬股KION GROUP AG的股份，佔KION GROUP AG全部已發行股份的比例約為4.95%，收購總價為歐元186,935,000。收購事項完成後，本公司間接持有KION GROUP AG的股權比例將增加至38.25%。

2015年3月30日，本公司三屆七次董事會審議通過了本公司2014年度的利潤分配預案：擬以2014年12月31日的公司總股本為基數，向全體股東每十股派發現金紅利人民幣1.50元(含稅)，以盈餘公積向全體股東每10股轉增10股。此方案需經2014年股東周年大會、2015年第一次A股股東會議和2015年第一次H股股東會議審議通過後實施。於前述利潤分配方案實施後，本公司章程內若干條文將進行相應的修訂，以反映註冊資本及已發行股本因有關股份發行而出現的變動。

## XIV. OTHER SIGNIFICANT EVENTS

## 1. Leases

*As the lessor*

Finance leases: As at 31 December 2014, the balance of unrealized finance income is RMB477,158,400.00 (31 December 2013: Nil) and is apportioned to the leasing period using effective interest rate method. Pursuant to the leasing contract signed with the lessee, the minimum lease receivables under non-cancellable leases are as follows:

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Within 1 year (including 1 year)	1年以內(含1年)	1,704,886,963.20	—
1-2 years (including 2 years)	1年至2年(含2年)	1,145,438,429.09	—
2-3 years (including 3 years)	2年至3年(含3年)	809,812,652.83	—
Over 3 years	3年以上	900,989,278.08	—
		<b>4,561,127,323.20</b>	—

For fixed assets leased out under operating lease, refer to Note V.17.

*As the lessee*

Finance leases: As at 31 December 2014, the balance of unrecognised finance costs is RMB688,897,440.00 (31 December 2013: Nil) and is apportioned to the leasing period using effective interest rate method. Pursuant to the leasing contract signed with the lessor, the minimum lease payables under non-cancellable leases are as follows:

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Within 1 year (including 1 year)	1年以內(含1年)	3,182,646,528.00	—
1-2 years (including 2 years)	1年至2年(含2年)	1,800,080,753.87	—
2-3 years (including 3 years)	2年至3年(含3年)	2,065,666,438.86	—
Over 3 years	3年以上	1,698,367,087.27	—
		<b>8,746,760,808.00</b>	—

For fixed assets leased in under finance lease, refer to Note V.17.

## 十四、其他重要事項

## 1. 租賃

*作為出租人*

融資租賃：於2014年12月31日，未實現融資收益的餘額為人民幣477,158,400.00元（2013年12月31日：無），採用實際利率法在租賃期內各個期間進行分攤。根據與承租人簽訂的租賃合同，不可撤銷租賃的最低租賃收款額如下：

經營租出固定資產，參見附註五、17。

*作為承租人*

融資租賃：於2014年12月31日，未確認融資費用的餘額為人民幣688,897,440.00元（2013年12月31日：無），採用實際利率法在租賃期內各個期間進行分攤。根據與出租人簽訂的租賃合同，不可撤銷租賃的最低租賃付款額如下：

融資租入固定資產，參見附註五、17。

XIV. OTHER SIGNIFICANT EVENTS  
(CONTINUED)

## 1. Leases (Continued)

*As the lessee (Continued)*

Material operating lease: Pursuant to the leasing contract signed with the lessor, the minimum lease payables under non-cancellable leases are as follows:

		Minimum lease payments 最低租賃付款額	
		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Within 1 year (including 1 year)	1年以內(含1年)	487,648,939.83	28,330,980.66
1-2 years (including 2 years)	1年至2年(含2年)	378,290,543.97	20,461,376.61
2-3 years (including 3 years)	2年至3年(含3年)	281,872,827.90	11,878,983.10
Over 3 years	3年以上	883,023,170.02	59,915,009.33
		2,030,835,481.72	120,586,349.70

## 2. Segment reporting

*Operating segments*

The Group organizes and manages its operating business in accordance with the nature of business and provision of products and services. Each operating segment of the Group is one operating group, providing products and services with risks and rewards different from those of other operating segments.

The details of operating segments are as follows:

- (a) manufacturing and sale of diesel engines and related parts ("Diesel engines");
- (b) manufacturing and sale of automobiles and major automobile components other than diesel engines ("Automobiles and other major automobile components");
- (c) manufacturing and sale of other automobile components ("Other components");
- (d) provision of import and export services ("Import & export services");
- (e) forklift trucks production and warehousing technology services ("Forklift trucks and warehouses technology services").

## 十四、其他重要事項(續)

## 1. 租賃(續)

*作為承租人(續)*

重大經營租賃：根據與出租人簽訂的租賃合同，不可撤銷租賃的最低租賃付款額如下：

		Minimum lease payments 最低租賃付款額	
		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Within 1 year (including 1 year)	1年以內(含1年)	487,648,939.83	28,330,980.66
1-2 years (including 2 years)	1年至2年(含2年)	378,290,543.97	20,461,376.61
2-3 years (including 3 years)	2年至3年(含3年)	281,872,827.90	11,878,983.10
Over 3 years	3年以上	883,023,170.02	59,915,009.33
		2,030,835,481.72	120,586,349.70

## 2. 分部報告

*經營分部*

本集團的經營業務根據業務的性質以及所提供的產品和服務分開組織和管理。本集團的每個經營分部是一個業務集團，提供面臨不同於其他經營分部的風險並取得不同於其他經營分部的報酬的產品和服務。

以下是對經營分部詳細信息的概括：

- (a) 生產及銷售柴油機及相關零部件(「柴油機」)；
- (b) 生產及銷售汽車及主要汽車零部件(不包括柴油機)(「汽車及其他主要汽車零部件」)；
- (c) 生產及銷售其他汽車零部件(「其他零部件」)；
- (d) 提供進出口服務(「進出口服務」)；
- (e) 叉車生產及倉庫技術(「叉車及倉庫技術服務」)。

XIV. OTHER SIGNIFICANT EVENTS  
(CONTINUED)2. Segment reporting (Continued)  
*Operating segments (Continued)*

Management monitors the results of operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted total profits. The adjusted total profits are measured consistently with the Group's total profits, except that interest income, finance expenses, dividend income, gains from changes in fair value of financial instruments as well as head office expenses are excluded from such measurement.

Other than Forklift trucks and warehouses technology services segment, segment assets exclude equity investments at fair value through profit or loss for the current period, derivative instruments, dividends receivable, interests receivable, available-for-sale financial assets, long-term equity investments, goodwill, deferred tax assets and other unallocated head office assets as these assets are managed on a group basis.

Other than Forklift trucks and warehouses technology services segment, segment liabilities exclude derivative instruments, borrowings, income tax payable, deferred tax liabilities and other unallocated head office liabilities as these liabilities are managed on a group basis.

Inter-segment transfers are transacted with reference to the prices used in the transactions carried out with third parties.

## 十四、其他重要事項(續)

2. 分部報告(續)  
*經營分部(續)*

管理層出於配置資源和評價業績的決策目的，對各業務單元的經營成果分開進行管理。分部業績，以報告的分部利潤為基礎進行評價。該指標系對利潤總額進行調整後的指標，除不包括利息收入、財務費用、投資收益、股利收入、金融工具公允價值變動收益以及總部費用之外，該指標與本集團利潤總額是一致的。

除叉車生產及倉庫技術分部以外，分部資產不包括以公允價值計量且其變動計入當期損益的權益性投資、衍生工具、應收股利、應收利息、可供出售金融資產、長期股權投資、商譽、遞延所得稅資產和其他未分配的總部資產，原因在於這些資產均由本集團統一管理。

除叉車生產及倉庫技術分部以外，分部負債不包括衍生工具、借款、應交所得稅、遞延所得稅負債以及其他未分配的總部負債，原因在於這些負債均由本集團統一管理。

分部間的轉移定價，參照向第三方進行交易所採用的價格制定。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2014 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一四年十二月三十一日(人民幣元)

XIV. OTHER SIGNIFICANT EVENTS  
(CONTINUED)2. Segment reporting (Continued)  
Operating segments (Continued)

## 十四、其他重要事項(續)

2. 分部報告(續)  
經營分部(續)

		Diesel engines	Automobiles and other major automobile components	Other components	Import & export services	Forklift trucks and warehouses technology services 叉車生產及 倉庫技術服務	Total
		柴油機	汽車及主要零部件	其他零部件	進出口服務		合計
2014	2014年						
Segment revenue:	分部收入：						
Sale to external customers	外部客戶銷售	22,352,005,854.29	34,617,401,072.71	2,575,530,008.25	117,043,378.48	19,975,181,223.40	79,637,161,537.13
Inter-segment sale	分部間銷售	5,519,944,215.22	–	671,852,933.36	64,352,197.44	–	6,256,149,346.02
Total	合計	27,871,950,069.51	34,617,401,072.71	3,247,382,941.61	181,395,575.92	19,975,181,223.40	85,893,310,883.15
Adjustment:	調整：						
Elimination of inter-segment sale	抵銷分部間銷售						(6,256,149,346.02)
Revenue	收入						79,637,161,537.13
Segment results	分部業績	3,899,654,417.48	550,373,138.89	(457,815,504.97)	(78,357,900.15)	1,024,475,081.06	4,938,329,232.31
Adjustment:	調整：						
Elimination of inter-segment results	抵銷分部間業績						(40,037,734.21)
Interest income	利息收入						570,965,971.19
Dividend income and unallocated income	股息收入及 未分配收益						2,224,762,579.45
Corporate and other unallocated expenses	企業及其他 未分配開支						(134,273,707.02)
Finance expenses	財務成本						(594,050,698.85)
Profit before tax	稅前利潤						6,965,695,642.87
31 December 2014	2014年12月31日						
Segment assets	分部資產	23,787,954,274.27	25,042,687,064.62	10,832,401,075.39	6,863,237,159.04	35,452,527,653.85	101,978,807,227.17
Adjustment:	調整：						
Elimination of inter-segment receivables	抵銷分部間 應收款項						(9,149,530,927.93)
Corporate and other unallocated assets	企業及其他 未分配資產						27,582,475,386.83
Total assets	總資產						120,411,751,686.07
Segment liabilities	分部負債	15,073,020,200.65	18,109,778,638.28	8,715,284,039.39	506,589,743.46	21,323,858,482.80	63,728,531,104.58
Adjustment:	調整：						
Elimination of inter-segment payables	抵銷分部間應付款項						(9,752,792,127.56)
Corporate and other unallocated liabilities	企業及其他 未分配負債						25,581,600,028.45
Total liabilities	總負債						79,557,339,005.47
2014	2014年						
Other segment information:	其他分部資料：						
Share of profit and loss from:	應佔下列公司利潤及虧損：						
Gain(loss) from associates	聯營企業收益/(損失)	16,070,619.10	(23,575,307.77)	104,169,269.65	95,807.40	6,993,514.23	103,753,902.61
Reversal(loss) of impairment of inventories	存貨減值轉回/(損失)	(8,250,487.20)	(120,536,316.63)	(2,180,897.06)	–	(5,394,042.20)	(136,361,743.09)
Reversal(loss) of impairment of accounts receivable and other receivables	應收賬款及其他 應收賬款的減值 轉回/(損失)	(43,931,435.50)	(33,285,778.73)	(1,875,484.57)	(65,576.21)	(12,711,036.00)	(91,869,311.01)
Depreciation and amortization	折舊及攤銷	(854,206,686.14)	(918,980,808.16)	(108,002,695.56)	(157,394,274.25)	(1,785,728,843.60)	(3,824,313,307.71)
Gain(loss) from disposal of fixed assets	固定資產處置利得/(損失)	(6,187,452.49)	(3,960,408.66)	(2,655,391.20)	(12,770.22)	(11,252,526.10)	(24,068,548.67)
Gain(loss) from disposal of intangible assets	無形資產處置利得/ (損失)	–	9,364,521.04	–	–	–	9,364,521.04
Investment in associates	於聯營公司的投資	566,232,838.21	496,964,667.41	–	38,052,091.16	376,476,061.52	1,477,725,658.30
Capital expenditure	資本開支	(676,350,418.93)	(1,261,493,815.89)	(83,162,227.41)	(225,259,239.34)	(898,930,592.22)	(3,145,196,293.79)



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2014 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一四年十二月三十一日(人民幣元)

XIV. OTHER SIGNIFICANT EVENTS  
(CONTINUED)2. Segment reporting (Continued)  
Operating segments (Continued)

## 十四、其他重要事項(續)

2. 分部報告(續)  
經營分部(續)

		Diesel engines	Automobiles and other major automobile components	Other components	Import & export services	Forklift trucks and warehouses technology services	Total
		柴油機	汽車及主要零部件	其他零部件	進出口服務	叉車生產及 倉庫技術服務	合計
2013	2013年						
Segment revenue:	分部收入：						
Sale to external customers	外部客戶銷售	22,709,124,211.05	32,428,271,598.61	3,092,986,791.17	81,330,829.48	-	58,311,713,430.31
Inter-segment sale	分部間銷售	4,619,035,167.58	806,414.11	109,494,393.45	32,953,777.41	-	4,762,289,752.55
Total	合計	27,328,159,378.63	32,429,078,012.72	3,202,481,184.62	114,284,606.89	-	63,074,003,182.86
Adjustment:	調整：						
Elimination of inter-segment sale	抵銷分部間銷售						(4,762,289,752.55)
Revenue	收入						58,311,713,430.31
Segment results	分部業績	4,067,224,680.05	716,215,295.84	(140,586,204.92)	(23,983,235.85)	10,750,201.00	4,629,620,736.12
Adjustment:	調整：						
Elimination of inter-segment results	抵銷分部間業績						42,502,876.51
Interest income	利息收入						386,862,308.97
Dividend income and unallocated income	股息收入及 未分配收益						195,527,058.86
Corporate and other unallocated expenses	企業及其他 未分配開支						(42,238,807.13)
Finance expenses	財務成本						(603,528,412.74)
Profit before tax	稅前利潤						4,608,745,760.59
31 December 2013	2013年12月31日						
Segment assets	分部資產	24,189,673,974.35	23,639,584,456.15	4,823,186,244.18	7,663,715,242.80	6,631,346,533.88	66,947,506,451.36
Adjustment:	調整：						
Elimination of inter-segment receivables	抵銷分部間應收款項						(9,085,962,629.99)
Corporate and other unallocated assets	企業及其他未分配資產						20,660,264,910.84
Total assets	總資產						78,521,808,732.21
Segment liabilities	分部負債	15,027,825,105.50	13,211,435,355.75	9,279,975,579.38	1,148,350,660.40	-	38,667,586,701.03
Adjustment:	調整：						
Elimination of inter-segment payables	抵銷分部間應付款項						(9,123,792,212.63)
Corporate and other unallocated liabilities	企業及其他 未分配負債						14,650,702,872.42
Total liabilities	總負債						44,194,497,360.82
2013	2013年						
Other segment information:	其他分部資料：						
Share of profit and loss from:	應佔下列公司利潤及虧損：						
Gain(loss) from associates	聯營企業收益/(損失)	15,263,789.40	(17,226,345.04)	10,750,201.00	(3,610,372.20)	-	5,177,273.16
Reversal(loss) of impairment of inventories	存貨減值準備 轉回/(損失)	(7,422,204.32)	(123,657,043.41)	(8,399,553.40)	-	-	(139,478,801.13)
Reversal(loss) of impairment of accounts receivable and other receivables	應收賬款及其他 應收賬款的減值 轉回/(損失)	14,735,293.39	(72,666,575.66)	(3,521,577.37)	(87,875.98)	-	(61,540,735.62)
Depreciation and amortization	折舊及攤銷	(834,416,622.27)	(907,620,327.88)	(258,387,490.26)	(22,504,927.51)	-	(2,022,929,367.92)
Gain(loss) from disposal of fixed assets	固定資產處置利得/(損失)	(3,778,887.97)	(5,908,132.07)	(298,143.42)	-	-	(9,985,163.46)
Gain from disposal of intangible assets	無形資產處置利得	-	-	-	-	-	-
Investment in associates	於聯營企業的投資	575,860,777.07	539,936,000.20	6,631,346,533.88	42,085,769.49	-	7,789,229,080.64
Capital expenditure	資本開支	(794,555,601.70)	(1,491,552,821.40)	(231,198,925.01)	(24,550,623.20)	-	(2,541,857,971.31)

Given the addition of forklift trucks and warehousing technology services segment in 2014, the comparative data on the operating segments have been restated for the purpose of information comparison.

因2014年新增叉車生產及倉庫技術服務分部，出於信息可比的考慮，經營分部的比較信息已經過重述。

XIV. OTHER SIGNIFICANT EVENTS  
(CONTINUED)

## 2. Segment reporting (Continued)

*Group information**Information about products and services*

## Revenue from external transactions

		2014 2014年	2013 2013年
Complete vehicles and key components	整車及關鍵零部件	41,577,364,709.03	35,956,310,848.83
Non-automobile engines	非汽車用發動機	6,844,525,380.52	6,872,247,821.59
Other automobile components	其他零部件	7,599,241,489.76	12,348,626,495.41
Forklift trucks and warehousing technology services	叉車生產及倉庫技術服務	19,975,181,223.40	—
Others	其他	3,640,848,734.42	3,134,528,264.48
		79,637,161,537.13	58,311,713,430.31

*Geographic information*

## Revenue from external transactions

## 2. 分部報告(續)

## 集團信息

## 產品和勞務信息

## 對外交易收入

		2014 2014年	2013 2013年
China	中國大陸	59,330,023,220.86	50,364,620,679.84
Other countries and regions	其他國家和地區	20,307,138,316.27	7,947,092,750.47
		79,637,161,537.13	58,311,713,430.31

Revenue from external transactions is attributable to the areas where customers are located.

對外交易收入歸屬於客戶所處區域。

*Total non-current assets*

## 非流動資產總額

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
China	中國大陸	19,313,448,073.31	19,532,242,876.22
Other countries and regions	其他國家和地區	30,266,803,816.99	9,610,323,933.43
		49,580,251,890.30	29,142,566,809.65

Non-current assets are attributable to the areas where the assets are located, excluding financial assets and deferred tax assets.

非流動資產歸屬於該資產所處區域，不包括金融資產和遞延所得稅資產。

XIV. OTHER SIGNIFICANT EVENTS  
(CONTINUED)2. Segment reporting (Continued)  
Group information (Continued)  
Information about major customers

Revenue of RMB7,577,060,161.55 (2013: RMB6,708,878,491.89) was derived from sales by Diesel engines segment and Automobiles and other major automobile components segment to a single customer, including sales to a group of entities which are known to be under common control by that customer.

## 3. Other financial information

## 十四、其他重要事項(續)

2. 分部報告(續)  
集團信息(續)

## 主要客戶信息

營業收入人民幣7,577,060,161.55元(2013年: 人民幣6,708,878,491.89元)來自於柴油機分部和汽車及其他主要汽車零部件分部對某一單個客戶(包括已知受該客戶控制下的所有主體)的收入。

## 3. 其他財務信息

		31 December 2014 2014年12月31日		31 December 2013 2013年12月31日	
		The Group 集團	The Company 公司	The Group 集團	The Company 公司
Net current assets	流動資產淨值	16,311,778,309.14	13,781,402,964.04	18,751,883,860.92	13,450,865,635.37
Total assets less current liabilities	總資產減流動負債	72,351,734,690.58	31,038,954,043.62	49,223,484,308.10	29,067,649,143.97

## 4. Comparable amounts

As stated in Note II.2, due to the adoption of certain newly released accounting standards, the accounting treatment and presentation of some items and amounts have been amended to conform to the new requirements. Accordingly, some prior-year information have been adjusted and some comparative amounts have been reclassified and restated to conform to the presentation and accounting requirements for the current year.

## 4. 比較數據

如附註二、2所述，由於本年度採用了若干修訂新發布的企業會計準則，財務報表中若干項目的會計處理和列報以及財務報表中的金額已經過修改，以符合新的要求。相應地，若干以前年度數據已經調整，若干比較數據已經過重分類並重述，以符合本年度的列報和會計處理要求。

XV. NOTES TO KEY ITEMS OF THE COMPANY  
FINANCIAL STATEMENTS

## 1. Cash and cash equivalents

## 十五、公司主要財務報表項目註釋

## 1. 貨幣資金

		2014 2014年	2013 2013年
Cash at bank	庫存現金	108,814.77	191,113.98
Bank deposits	銀行存款	13,418,505,629.66	11,252,104,162.99
Other cash equivalents	其他貨幣資金	52,976,025.07	2,131,786,143.63
		13,471,590,469.50	13,384,081,420.60

## XV. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

## 1. Cash and cash equivalents (Continued)

As at 31 December 2014, the other cash and cash equivalents of the Company included an amount of RMB52,976,025.07 (31 December 2013: RMB2,131,786,143.63), which is used in letter of guarantee and security monies for special accounts such as bank acceptance bills and letter of credit.

## 2. Notes receivable

## 十五、公司主要財務報表項目註釋(續)

## 1. 貨幣資金(續)

於2014年12月31日，本公司其他貨幣資金中包含人民幣52,976,025.07元(2013年12月31日：人民幣2,131,786,143.63元)用於保函以及辦理銀行承兌票據、信用證等專戶而儲存的保證金。

## 2. 應收票據

		2014 2014年	2013 2013年
Bank acceptance bills	銀行承兌匯票	9,387,204,158.36	9,766,230,445.12

Among which, notes receivable that were pledged are as follows:

其中，已質押的應收票據如下：

		2014 2014年	2013 2013年
Bank acceptance bills	銀行承兌匯票	4,956,129,597.96	1,693,809,889.94

Notes receivable that were endorsed but no yet expired as at the balance sheet date are as follows:

已背書但在資產負債表日尚未到期的應收票據如下：

		2014 2014年 Derecognition 終止確認	2013 2013年 Derecognition 終止確認
Bank acceptance bills	銀行承兌匯票	389,920,570.19	392,878,238.74

As at 31 December 2014 and 31 December 2013, the Group has not transferred any notes into accounts receivable due to issuers' failure in performance.

於2014年12月31日和2013年12月31日，本公司無因出票人無力履約而將票據轉為應收賬款的票據。

## XV. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

## 3. Accounts receivable

The Group's trading terms with its customers are mainly on credit except for new customers, where payment in advance or cash on delivery is normally required. The credit period of accounts receivable is generally one to six month, extending up to six months for major customers. Accounts receivable is non-interest bearing.

An aging analysis of accounts receivable based on the invoice date is presented as follows:

		2014 2014年	2013 2013年
Within 3 months	3個月以內	939,728,382.83	91,018,747.40
3 months – 6 months	3個月至6個月	61,230,716.94	63,747,105.76
6 months – 1 year	6個月至1年	71,518,697.05	95,112,624.64
1 year – 2 years	1年至2年	2,552,744.81	–
2 years – 3 years	2年至3年	–	–
Over 3 years	3年以上	3,518,650.03	3,518,650.03
		1,078,549,191.66	253,397,127.83
Less: Provision for bad debt for accounts receivable	減：應收賬款壞賬準備	52,183,546.35	8,408,952.31
		1,026,365,645.31	244,988,175.52

Changes in provision for bad debt for accounts receivable are presented as follows:

		2014 2014年	2013 2013年
Opening balance	年初餘額	8,408,952.31	23,155,234.63
Provision for the year	本年計提	43,774,594.04	–
Decrease during the year:	本年減少：		
Reversal	轉回	–	(14,746,282.32)
Closing balance	年末數	52,183,546.35	8,408,952.31

## 十五、公司主要財務報表項目註釋(續)

## 3. 應收賬款

本公司與客戶間的貿易條款以信用交易為主，且一般要求新客戶預付款或採取貨到付款方式進行，信用期通常為1-6個月，主要客戶可以延長至6個月。應收賬款並不計息。

根據開票日期，應收賬款賬齡分析如下：

應收賬款壞賬準備的變動如下：

## XV. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

## 3. Accounts receivable (Continued)

## 十五、公司主要財務報表項目註釋(續)

## 3. 應收賬款(續)

		31 December 2014 2014年12月31日			
		Amount 金額	Proportion 比例 (%)	Provision for bad debt 壞賬準備	Proportion of provision 計提比例 (%)
Individually significant items for which provision for bad debt is recognized separately	單項金額重大並單項計提壞賬準備	-	-	-	-
Items for which provision for bad debt is recognized by credit risk characteristics	按信用風險特徵組合計提壞賬準備	1,078,549,191.66	100.00	52,183,546.35	4.84
Not individually significant items for which provision for bad debt is recognized separately	單項金額雖不重大但單項計提壞賬準備	-	-	-	-
		1,078,549,191.66	100.00	52,183,546.35	

		31 December 2013 2013年12月31日			
		Amount 金額	Proportion 比例 (%)	Provision for bad debt 壞賬準備	Proportion of provision 計提比例 (%)
Individually significant items for which provision for bad debt is recognized separately	單項金額重大並單項計提壞賬準備	-	-	-	-
Items for which provision for bad debt is recognized by credit risk characteristics	按信用風險特徵組合計提壞賬準備	253,397,127.83	100.00	8,408,952.31	3.32
Not individually significant items for which provision for bad debt is recognized separately	單項金額雖不重大但單項計提壞賬準備	-	-	-	-
		253,397,127.83	100.00	8,408,952.31	

As at 31 December 2014, there was no individually significant accounts receivable for which provision for bad debt was recognized separately (31 December 2013: Nil).

於2014年12月31日，無單項金額重大並單項計提壞賬準備的應收賬款情況(2013年12月31日：無)。

XV. NOTES TO KEY ITEMS OF THE COMPANY  
FINANCIAL STATEMENTS (CONTINUED)

## 3. Accounts receivable (Continued)

Account receivables of which provision for bad debts is made according to aging analysis by the Company are as follows:

		31 December 2014 2014年12月31日			
		Amount 金額	Proportion 比例 (%)	Provision for bad debt 壞賬準備	Proportion of provision 計提比例 (%)
Within 1 year	1年以內	1,073,977,796.82	99.57	48,511,075.76	4.52
1-2 years	1至2年	1,052,744.81	0.10	153,820.56	14.61
Over 5 years	5年以上	3,518,650.03	0.33	3,518,650.03	100.00
		1,078,549,191.66	100.00	52,183,546.35	

		31 December 2013 2013年12月31日			
		Amount 金額	Proportion 比例 (%)	Provision for bad debt 壞賬準備	Proportion of provision 計提比例 (%)
Within 1 year	1年以內	249,878,477.80	98.61	4,890,302.28	1.96
Over 5 years	5年以上	3,518,650.03	1.39	3,518,650.03	100.00
		253,397,127.83	100.00	8,408,952.31	



## XV. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

### 3. Accounts receivable (Continued)

In 2014, provisions for bad debts in the amount of RMB52,183,546.35 (2013: RMB8,408,952.31) were made, while no provision for bad debts (2013: RMB14,746,282.32) was reversed or recovered.

In 2014, there was no accounts receivable actually written off (2013: nil).

As at 31 December 2014, the top five balances in respect of accounts receivable had a total closing balance of RMB732,369,505.39, accounting for 67.90% of the total of closing balance of accounts receivable. The closing balance in respect of bad debt provided for the top five amounted to RMB33,716,319.02.

As at 31 December 2013, the top five balances in respect of accounts receivable had a total closing balance of RMB108,055,617.68, accounting for 42.64% of the total of closing balance of accounts receivable. The closing balance in respect of bad debt provided for the top five amounted to RMB2,437,379.27.

As at 31 December 2014, no accounts receivable (31 December 2013: Nil) was pledged for securing bank borrowings by the Company.

## 十五、公司主要財務報表項目註釋(續)

### 3. 應收賬款(續)

2014年計提壞賬準備人民幣52,183,546.35元(2013年：人民幣8,408,952.31元)，無收回或轉回壞賬準備(2013年：人民幣14,746,282.32元)。

2014年無實際核銷的應收賬款(2013年：無)。

於2014年12月31日，餘額前五名的應收賬款的年末餘額合計為人民幣732,369,505.39元，佔應收賬款年末餘額合計數的比例為67.90%，該前五名相應計提的壞賬準備年末餘額為人民幣33,716,319.02元。

於2013年12月31日，餘額前五名的應收賬款的年末餘額合計為人民幣108,055,617.68元，佔應收賬款年末餘額合計數的比例為42.64%，該前五名相應計提的壞賬準備年末餘額為人民幣2,437,379.27元。

於2014年12月31日，本公司無將應收賬款(2013年12月31日：無)用於取得銀行借款質押。

## XV. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

## 4. Other receivables

An aging analysis of other receivables is presented as follows:

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Within 1 year	1年以內	1,854,850,509.23	1,748,035,172.23
1-2 years	1至2年	43,064.00	3,612,780.95
2-3 years	2至3年	3,192,301.40	10,152,115.47
3 years	3年以上	37,308,908.29	28,005,533.60
		1,895,394,782.92	1,789,805,602.25
Less: Provision for bad debt for other receivables	減：其他應收款壞賬準備	32,250,189.05	27,516,215.38
Closing balance	年末數	1,863,144,593.87	1,762,289,386.87

Changes in provision for bad debts in respect of other receivables are as follows:

其他應收款壞賬準備的變動如下：

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Opening balance	年初數	27,516,215.38	42,059,021.46
Charge during the year	本年計提	4,733,973.67	—
Decrease during the year:	本年減少：		
Reversal	轉回	—	(14,542,806.08)
Closing balance	年末數	32,250,189.05	27,516,215.38

		31 December 2014 2014年12月31日				31 December 2013 2013年12月31日			
		Amount 金額	Proportion 比例 (%)	Provision for bad debt 壞賬準備	Proportion of provision 計提比例 (%)	Amount 金額	Proportion 比例 (%)	Provision for bad debt 壞賬準備	Proportion of provision 計提比例 (%)
Individually significant items for which provision for bad debt is recognized separately	單項金額重大並單獨計提壞賬準備	—	—	—	—	—	—	—	—
Items for which provision for bad debt is recognized by credit risk characteristics	按信用風險特徵組合計提壞賬準備	1,895,394,782.92	100.00	32,250,189.05	1.70	1,789,805,602.25	100.00	27,516,215.38	1.54
Not individually significant items for which provision for bad debt is recognized separately	單項金額雖不重大但單獨計提壞賬準備	—	—	—	—	—	—	—	—
		1,895,394,782.92	100.00	32,250,189.05	1.70	1,789,805,602.25	100.00	27,516,215.38	1.54

## XV. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

## 4. Other receivables (Continued)

Other receivables of which provision for bad debts is made according to aging analysis by the Company are as follows:

		31 December 2014 2014年12月31日				31 December 2013 2013年12月31日			
		Amount 金額	Proportion 比例 (%)	Provision for bad debt 壞賬準備	Proportion of provision 計提比例 (%)	Amount 金額	Proportion 比例 (%)	Provision for bad debt 壞賬準備	Proportion of provision 計提比例 (%)
Within 1 year	1年以內	1,854,850,509.23	97.86	998,002.05	0.05	1,748,035,172.23	97.67	1,563,015.31	0.09
1-2 years	1至2年	43,064.00	0.00	6,459.60	15.00	3,612,780.95	0.20	541,917.14	15.00
2-3 years	2至3年	3,192,301.40	0.17	957,690.42	30.00	10,152,115.47	0.57	3,045,634.64	30.00
3-4 years	3至4年	9,711,573.73	0.51	4,855,786.87	50.00	10,846,244.30	0.61	5,423,122.15	50.00
4-5 years	4至5年	10,830,210.24	0.57	8,665,125.79	80.00	1,083,815.82	0.05	867,052.66	80.00
Over 5 years	5年以上	16,767,124.32	0.89	16,767,124.32	100.00	16,075,473.48	0.90	16,075,473.48	100.00
Total	合計	1,895,394,782.92	100.00	32,250,189.05	1.70	1,789,805,602.25	100.00	27,516,215.38	1.54

In 2014, provisions for bad debts in the amount of RMB4,733,973.67 (2013: nil) were made, while no provision for bad debts (2013: RMB14,542,806.08) was reversed or recovered.

2014年計提壞賬準備人民幣4,733,973.67元(2013年:無),無收回或轉回壞賬準備(2013年:人民幣14,542,806.08元)。

In 2014, there was no accounts receivable actually written off (2013: nil).

2014年無實際核銷的應收賬款(2013年:無)。

Other receivables by nature are as follows:

其他應收款按性質分類如下:

		2014 2014年	2013 2013年
Advance to subsidiaries	子公司暫借款	1,827,411,186.13	1,721,174,533.71
Corporate lending and payment on behalf	企業暫借款及代付款	39,186,647.02	39,186,647.02
Reserve fund	備用金	16,585,976.36	22,884,510.99
Others	其他	12,210,973.41	6,559,910.53
		1,895,394,782.92	1,789,805,602.25

## XV. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

## 4. Other receivables (Continued)

As at 31 December 2014, the top 5 other receivables are presented as follows:

	Closing balance	Percentage of total other receivables	Nature	Age	Closing balance of provision for bad debts
	期末餘額	佔其他應收款餘額合計數的比例 (%)	性質	賬齡	壞賬準備年末餘額
Weichai Power (Weifang) Casting Co., Ltd. 濰柴動力(濰坊)鑄鍛有限公司	1,827,411,186.13	96.41	Advance to subsidiaries 子公司暫借款	within 1 year 1年以內	-
Weichai Power (Chongqing) Western Development Co., Ltd. 濰柴動力(重慶)西部發展有限公司	12,808,968.39	0.68	Corporate lending and payment on behalf 企業暫借款及代付款	2-3 years and 3-4 years 2至3年及3至4年	5,768,145.81
Zhuzhou Torch Machinery Manufacturing Co., Ltd. 株洲湘火炬機械製造有限責任公司	10,823,892.02	0.57	Corporate lending and payment on behalf 企業暫借款及代付款	4-5 years 4至5年	8,659,113.62
Hangzhou Hongyuan Machinery Manufacturing Co., Ltd. 杭州鴻源機械公司	9,203,387.08	0.49	Corporate lending and payment on behalf 企業暫借款及代付款	over 5 years 5年以上	9,203,387.08
Xinjiang Machinery Equipment Import & Export Co., Ltd. 新疆機械設備進出口公司	6,350,399.53	0.34	Corporate lending and payment on behalf 企業暫借款及代付款	over 5 years 5年以上	6,350,399.53
	1,866,597,833.15	98.49			29,981,046.04

## 十五、公司主要財務報表項目註釋(續)

## 4. 其他應收款(續)

於2014年12月31日，其他應收款金額前五名如下：

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2014 (Expressed in Renminbi Yuan)

財務報表附註(續)

二零一四年十二月三十一日(人民幣元)

XV. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

4. Other receivables (Continued)

As at 31 December 2013, the top 5 other receivables are presented as follows:

	Closing balance	Percentage of total other receivables 佔其他應收款餘額 合計數的比例 (%)	Nature 性質	Age 賬齡	Closing balance of provision for bad debts 壞賬準備 年末餘額
Weichai Power (Weifang) Casting Co., Ltd. 濰柴動力(濰坊)鑄鍛有限公司	1,721,174,533.71	96.17	Advance to subsidiaries 子公司暫借款	within 1 year 1年以內	–
Weichai Power (Chongqing) Western Development Co., Ltd. 濰柴動力(重慶)西部發展有限公司	12,808,968.39	0.72	Corporate lending and payment on behalf 企業暫借款及代付款	1-2 years and 2-3 years 1至2年及2-3年	3,365,436.73
Zhuzhou Torch Machinery Manufacturing Co., Ltd. 株洲湘火炬機械製造有限責任公司	10,823,892.02	0.60	Corporate lending and payment on behalf 企業暫借款及代付款	3-4 years 3至4年	5,411,946.01
Hangzhou Hongyuan Machinery Manufacturing Co., Ltd. 杭州鴻源機械公司	9,203,387.08	0.51	Corporate lending and payment on behalf 企業暫借款及代付款	over 5 years 5年以上	9,203,387.08
Xinjiang Machinery Equipment Import & Export Co., Ltd. 新疆機械設備進出口公司	6,350,399.53	0.35	Corporate lending and payment on behalf 企業暫借款及代付款	over 5 years 5年以上	6,350,399.53
	1,760,361,180.73	98.35			24,331,169.35

十五、公司主要財務報表項目註釋(續)

4. 其他應收款(續)

於2013年12月31日，其他應收款金額前五名如下：

XV. NOTES TO KEY ITEMS OF THE COMPANY  
FINANCIAL STATEMENTS (CONTINUED)

## 5. Inventories

## 十五、公司主要財務報表項目註釋(續)

## 5. 存貨

		31 December 2014 2014年12月31日			31 December 2013 2013年12月31日		
		Gross carrying amount 賬面餘額	Provision for decline in value 跌價準備	Carrying amount 賬面價值	Gross carrying amount 賬面餘額	Provision for decline in value 跌價準備	Carrying amount 賬面價值
Raw materials	原材料	356,884,231.42	(2,236,097.98)	354,648,133.44	289,985,307.82	(2,284,511.00)	287,700,796.82
Finished goods	產成品	1,516,750,375.34	-	1,516,750,375.34	1,579,065,354.68	-	1,579,065,354.68
Self made semi-finished goods and work in progress	自製半成品及在產品	80,056,026.17	-	80,056,026.17	111,363,554.53	-	111,363,554.53
Turnover materials	周轉材料	1,022,783.60	-	1,022,783.60	1,220,939.99	-	1,220,939.99
		1,954,713,416.53	(2,236,097.98)	1,952,477,318.55	1,981,635,157.02	(2,284,511.00)	1,979,350,646.02

The changes in provision for decline in value are as follows:

存貨跌價準備變動如下：

2014

2014年

		Decrease during the year 本年減少			
		Opening balance 年初數	Charge during the year 本年計提	Reversal 轉回	Write-off 轉銷
Raw materials	原材料	2,284,511.00	-	-	(48,413.02)
		Closing balance 年末數			
		2,236,097.98			

2013

2013年

		Decrease during the year 本年減少			
		Opening balance 年初數	Charge during the year 本年計提	Reversal 轉回	Write-off 轉銷
Raw materials	原材料	2,382,933.38	-	-	(98,422.38)
		Closing balance 年末數			
		2,284,511.00			

## XV. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

## 6. Investment in associates

	Place of registration/ Key operation 註冊地/ 主要經營地	Registered capital 註冊資本	Nature of business 業務性質	Percentage of shareholding 持股比例
Shanghai Xinlian Chuangye Investment Co., Ltd. 上海鑫聯創業投資有限公司	Shanghai 上海	150,000,000.00	Industrial investment, investment management 實業投資、投資管理	33.00%
Guanya (Shanghai) Investment Fund Partnership Enterprise (Limited Partnership) 冠亞(上海)股權投資基金合夥企業(有限合夥)	Shanghai 上海	400,000,000.00	Equity investment, investment management and investment consultation 股權投資、投資管理及投資諮詢	24.75%
Shandong Heavy Industry Group Finance Co., Ltd. 山東重工集團財務有限公司	Shandong 山東	1,000,000,000.00	Business approved by China Banking Regulatory Commission 經營中國銀行業監督管理委員會批准的業務	20.00%
Dalian Hongyuan Machinery Manufacturing Co., Ltd. 大連鴻源機械製造有限公司	Liaoning 遼寧	USD22,818,208.00 美元22,818,208.00	Hardware tools and automobile parts and accessories 五金工具和汽車零配件	17.31%
Shanzhong Finance Leasing Co., Ltd. 山重融資租賃有限公司	Beijing 北京	920,000,000.00	Finance leasing 融資租賃業務	19.57%

## 7. Long-term equity investments

## 7. 長期股權投資

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Non-listing investment cost method Non-listing investment equity method	非上市投資成本法 非上市投資權益法	9,501,348,543.17 566,232,838.19	7,138,219,024.33 575,860,777.07
		10,067,581,381.36	7,714,079,801.40
Less: Provision for impairment of long-term equity investment	減：長期股權投資減值準備	12,118,687.10	12,118,687.10
		10,055,462,694.26	7,701,961,114.30



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2014 (Expressed in Renminbi Yuan)

# 財務報表附註(續)

二零一四年十二月三十一日(人民幣元)

## XV. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

### 7. Long-term equity investments (Continued)

As at 31 December 2014, the breakdown of long-term equity investments under cost method was as follows:

## 十五、公司主要財務報表項目註釋(續)

### 7. 長期股權投資(續)

於2014年12月31日，成本法長期股權投資明細如下：

		Opening balance 年初餘額	Changes during the year 本年變動					Declared cash dividend 宣告現金股利	Provision for impairment 計提減值準備	Closing carrying amount 年末賬面價值	Closing provision for impairment 年末減值準備
			Increase upon consolidation of subsidiaries 合併子公司增加	Other decreases 其他減少	Additional investment 追加投資	Other comprehensive income 其他綜合收益	Other equity changes 其他權益變動				
Weichai Power Freshen Air Technology Co., Ltd.	濰柴動力空氣淨化科技有限公司	100,000,000.00	-	-	-	-	-	1,704,714.74	-	100,000,000.00	-
Baudouin (Weifang) Power Co., Ltd.	博仕安(濰坊)動力有限公司	13,066,352.00	-	-	-	-	-	-	-	13,066,352.00	-
Weichai Power Hydraulic Technology Co., Ltd.	濰柴動力液壓科技有限公司	50,000,000.00	-	-	-	-	-	-	-	50,000,000.00	-
Weichai Power (Weifang) Equipment Service Co., Ltd.	濰柴動力(濰坊)裝備技術服務有限公司	76,000,000.00	-	-	-	-	-	-	-	76,000,000.00	-
Weichai International (Hong Kong) Energy Group Co., Ltd.	濰柴國際(香港)能源集團有限公司	7,987,632.00	-	-	-	-	-	-	-	7,987,632.00	-
Weichai Power (Weifang) Spare Part Resources Co., Ltd.	濰柴動力(濰坊)備品資源有限公司	101,410,238.34	-	-	-	-	-	70,124,759.08	-	101,410,238.34	-
Weichai Power (Weifang) Oil Co., Ltd.	濰柴動力(濰坊)油品有限公司	10,706,159.11	-	-	-	-	-	536,121.22	-	10,706,159.11	-
Weichai Power (Weifang) Casting Co., Ltd.	濰柴動力(濰坊)鑄鍛有限公司	460,150,000.00	-	-	-	-	-	-	-	460,150,000.00	-
Zhuzhou Torch Sparkplugs Co., Ltd.	株洲火炬火花塞有限公司	245,574,858.40	-	-	-	-	-	22,257,250.91	-	245,574,858.40	-
Zhuzhou Torch Machinery Manufacturing Co., Ltd.	株洲火炬機械製造有限公司	130,898,993.14	-	-	-	-	-	-	-	130,898,993.14	-
Zhuzhou Torch Auto Lighting Co., Ltd.	株洲火炬汽車燈具有限公司	38,363,180.85	-	-	-	-	-	-	-	38,363,180.85	-
Torch Import & Export Co., Ltd.	火炬進出口有限公司	33,973,054.98	-	-	-	-	-	-	-	33,973,054.98	-
Weichai America Crop.	Weichai America Crop.	227,412,122.28	-	-	35,399,875.00	-	-	-	-	262,811,997.28	-
Weichai Power (Weifang) Reconstruction Co., Ltd.	濰柴動力(濰坊)再製造公司	122,000,000.00	-	-	-	-	-	23,933,504.72	-	122,000,000.00	-
Weichai Power (Hong Kong) International Development Co., Ltd.	濰柴動力(香港)國際發展有限公司	378,750,138.28	-	-	1,708,319,643.84	-	-	-	-	2,087,069,782.12	-
Weichai Power (Shanghai) Technology Development Co., Ltd.	濰柴動力(上海)科技發展有限公司	340,000,000.00	-	-	-	-	-	-	-	340,000,000.00	-
Weichai Power (Chongqing) Western Development Co., Ltd.	濰柴動力(重慶)西部發展有限公司	240,000,000.00	-	-	-	-	-	-	-	240,000,000.00	-
Weichai Power (Beijing) International Resource Investment Co., Ltd.	濰柴動力(北京)國際資源投資公司	300,000,000.00	-	-	-	-	-	-	-	300,000,000.00	-
Xinjiang Equipment Imports and Exports Co., Ltd.	新疆設備進出口有限公司	-	-	-	-	-	-	-	-	-	(12,118,687.10)
Weichai Power (Qingzhou) Drive Control Technology Co., Ltd.	濰柴動力(青州)傳控技術有限公司	150,000,000.00	-	-	-	-	-	-	-	150,000,000.00	-
Zhuzhou Gear Co., Ltd.	株洲齒輪有限公司	532,334,743.21	-	-	-	-	-	-	-	532,334,743.21	-
Shanghai He Da Auto Accessory Co., Ltd.	上海和達汽配有限公司	39,163,469.71	-	-	-	-	-	5,835,297.36	-	39,163,469.71	-
Weichai Power (Weifang) Intensive Logistics Co., Ltd.	濰柴動力(濰坊)集約配送有限公司	10,400,000.00	-	-	-	-	-	-	-	10,400,000.00	-
Shaanxi Heavy-duty Motor Co., Ltd.	陝西重型汽車有限公司	1,482,116,000.85	-	-	510,000,000.00	-	-	95,625,000.00	-	1,992,116,000.85	-
Shaanxi Fast Gear Co., Ltd.	陝西法士特齒輪有限公司	1,082,558,680.59	-	-	-	-	-	198,526,617.12	-	1,082,558,680.59	-
Shaanxi Hande Axle Co., Ltd.	陝西漢德車橋有限公司	14,507,358.03	-	-	-	-	-	4,882,978.72	-	14,507,358.03	-
Shandong Synergy Oil Co., Ltd.	山東廣潤油有限公司	9,426,918.00	-	-	-	-	-	-	-	9,426,918.00	-
Baoji Fast Gear Co., Ltd.	寶齒法士特齒輪有限公司	10,986,483.27	-	-	-	-	-	-	-	10,986,483.27	-
Weichai (Chongqing) Automotive Co., Ltd.	濰柴(重慶)汽車有限公司	918,000,000.00	-	-	109,410,000.00	-	-	-	-	1,027,410,000.00	-
WEICHAI SINGAPORE PTE. LTD	WEICHAI SINGAPORE PTE. LTD	12,432,641.29	-	-	-	-	-	-	-	12,432,641.29	-
		7,138,219,024.33	-	-	2,363,129,518.84	-	-	423,426,243.87	-	9,501,348,543.17	(12,118,687.10)

As at 31 December 2014, breakdown of long-term equity investments under equity method was as follows:

於2014年12月31日，權益法長期股權投資明細如下：

		Opening balance 年初餘額	Changes during the year 本年變動					Declared cash dividend 宣告現金股利	Provision for impairment 計提減值準備	Closing carrying amount 年末賬面價值	Closing provision for impairment 年末減值準備
			Increase upon consolidation of subsidiaries 合併子公司增加	Other decreases 其他減少	Additional investment 追加投資	Other comprehensive income 其他綜合收益	Other equity changes 其他權益變動				
Associates	聯營企業										
Guanyu (Shanghai) Investment Fund Partnership Enterprise (Limited Partnership)	冠亞上海聯權投資基金合夥企業(有限合夥)	18,335,757.92	-	-	480,617.68	-	-	-	-	18,816,375.60	-
Dalian Hongyuan Machinery Manufacturing Co., Ltd.	大連鴻源機械製造有限公司	24,373,415.47	-	-	15,182.89	-	-	-	-	24,388,598.36	-
Shanghai Xinlian Chuangye Investment Co., Ltd.	上海鑫聯創業投資有限公司	114,646,461.80	-	-	(15,238,583.43)	-	-	-	-	99,407,878.37	-
Shandong Heavy Industry Group Finance Co., Ltd.	山東重工集團財務有限公司	213,732,394.01	-	-	21,850,102.51	-	-	(7,552,532.98)	-	228,029,963.54	-
Shanzhong Finance Leasing Co., Ltd.	山東融資租賃有限公司	204,772,747.87	-	-	8,963,299.45	-	-	(18,146,025.00)	-	195,590,022.32	-
		575,860,777.07	-	-	16,070,619.10	-	-	(25,698,557.98)	-	566,232,838.19	-

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2014 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一四年十二月三十一日(人民幣元)

## XV. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

## 7. Long-term equity investments (Continued)

As at 31 December 2013, the breakdown of long-term equity investments under cost method was as follows:

## 十五、公司主要財務報表項目註釋(續)

## 7. 長期股權投資(續)

於2013年12月31日，成本法長期股權投資明細如下：

		Changes during the year 本年變動							Closing carrying amount 年末 賬面價值	Closing provision for impairment 年末 減值準備	
		Opening balance 年初餘額	Increase upon consolidation of subsidiaries 合併 子公司增加	Other decreases 其他減少	Additional investment 追加投資	Other comprehensive income 其他 綜合收益	Other equity changes 其他 權益變動	Declared cash dividend 宣告 現金股利			Provision for impairment 計提 減值準備
Weichai Power Freshen Air Technology Co., Ltd.	濰柴動力空氣淨化科技 有限公司	-	-	-	100,000,000.00	-	-	-	-	100,000,000.00	-
Baudouin (Weifang) Power Co., Ltd.	博杜安(濰坊)動力有限公司	-	-	-	13,066,352.00	-	-	-	-	13,066,352.00	-
Weichai Power Hydraulic Technology Co., Ltd.	濰柴動力液壓科技有限公司	-	-	-	50,000,000.00	-	-	-	-	50,000,000.00	-
Weichai Power (Weifang) Equipment Service Co., Ltd.	濰柴動力(濰坊)裝備技術 服務有限公司	-	-	-	76,000,000.00	-	-	-	-	76,000,000.00	-
Weichai International (Hong Kong) Energy Group Co., Ltd.	濰柴國際(香港)能源集團 有限公司	-	-	-	7,987,632.00	-	-	-	-	7,987,632.00	-
Weichai Power (Weifang) Spare Part Resources Co., Ltd.	濰柴動力(濰坊)備品資源 有限公司	101,410,238.34	-	-	-	-	-	102,057,224.55	-	101,410,238.34	-
Weichai Power (Weifang) Oil Co., Ltd.	濰柴動力(濰坊)油品有限公司	10,706,159.11	-	-	-	-	-	664,849.46	-	10,706,159.11	-
Weichai Power (Weifang) Casting Co., Ltd.	濰柴動力(濰坊)鑄鍛有限公司	460,150,000.00	-	-	-	-	-	-	-	460,150,000.00	-
Zhuzhou Torch Sparkplugs Co., Ltd.	株洲湘火炬火花塞有限責任 公司	201,901,925.83	-	-	43,672,932.57	-	-	18,921,119.46	-	245,574,858.40	-
Zhuzhou Torch Machinery Manufacturing Co., Ltd.	株洲湘火炬機械製造有限 責任公司	130,898,993.14	-	-	-	-	-	-	-	130,898,993.14	-
Zhuzhou Torch Auto Lighting Co., Ltd.	株洲湘火炬汽車燈具有限 責任公司	38,363,180.85	-	-	-	-	-	-	-	38,363,180.85	-
Torch Import & Export Co., Ltd.	火炬進出口有限責任公司	33,973,054.98	-	-	-	-	-	-	-	33,973,054.98	-
Weichai America Crop.	Weichai America Crop.	227,412,122.28	-	-	-	-	-	-	-	227,412,122.28	-
Weichai Power (Weifang) Reconstruction Co., Ltd.	濰柴動力(濰坊)再製造公司	122,000,000.00	-	-	-	-	-	8,284,890.82	-	122,000,000.00	-
Weichai Power (Hong Kong) International Development Co., Ltd.	濰柴動力(香港)國際發展有 限公司	378,750,138.28	-	-	-	-	-	-	-	378,750,138.28	-
Weichai Power (Shanghai) Technology Development Co., Ltd.	濰柴動力(上海)科技發展 有限公司	500,000,000.00	-	-	(160,000,000.00)	-	-	-	-	340,000,000.00	-
Weichai Power (Chongqing) Western Development Co., Ltd.	濰柴動力(重慶)西部發展 有限公司	240,000,000.00	-	-	-	-	-	-	-	240,000,000.00	-
Weichai Power (Beijing) International Resource Investment Co., Ltd.	濰柴動力(北京)國際資源 投資公司	300,000,000.00	-	-	-	-	-	-	-	300,000,000.00	-
Xinjiang Equipment Imports and Exports Co., Ltd.	新疆設備進出口有限公司	-	-	-	-	-	-	-	-	-	(12,118,687.10)
Weichai Power (Qingzhou) Drive Control Technology Co., Ltd.	濰柴動力(青州)傳控技術 有限公司	150,000,000.00	-	-	-	-	-	-	-	150,000,000.00	-
Zhuzhou Gear Co., Ltd.	株洲齒輪有限責任公司	532,334,743.21	-	-	-	-	-	-	-	532,334,743.21	-
Shanghai He Da Auto Accessory Co., Ltd.	上海和達汽配有限公司	39,163,469.71	-	-	-	-	-	5,144,542.08	-	39,163,469.71	-
Weichai Power (Weifang) Intensive Logistics Co., Ltd.	濰柴動力(濰坊)集約配送 有限公司	10,400,000.00	-	-	-	-	-	-	-	10,400,000.00	-
Shaanxi Heavy-duty Motor Co., Ltd.	陝西重型汽車有限公司	1,482,116,000.85	-	-	-	-	-	68,595,000.00	-	1,482,116,000.85	-
Shaanxi Fast Gear Co., Ltd.	陝西法士特齒輪有限公司	1,082,558,680.59	-	-	-	-	-	191,443,569.92	-	1,082,558,680.59	-
Shaanxi Hande Axle Co., Ltd.	陝西漢德車橋有限公司	14,507,358.03	-	-	-	-	-	4,882,978.72	-	14,507,358.03	-
Shandong Synergy Oil Co., Ltd.	山東歐潤油品有限公司	9,426,918.00	-	-	-	-	-	5,339,174.57	-	9,426,918.00	-
Baoji Fast Gear Co., Ltd.	寶靈法士特齒輪有限公司	10,986,483.27	-	-	-	-	-	-	-	10,986,483.27	-
Weichai (Chongqing) Automotive Co., Ltd.	濰柴(重慶)汽車有限公司	45,000,000.00	-	-	873,000,000.00	-	-	-	-	918,000,000.00	-
WEICHAI SINGAPORE PTE. LTD	WEICHAI SINGAPORE PTE. LTD	6.29	-	-	12,432,635.00	-	-	-	-	12,432,641.29	-
		6,122,059,472.76	-	-	1,016,159,551.57	-	-	405,333,349.58	-	7,138,219,024.33	(12,118,687.10)

## XV. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

## 7. Long-term equity investments (Continued)

As at 31 December 2013, the breakdown of long-term equity investments under equity method was as follows:

		Changes during the year 本年變動							Closing carrying amount 年末 賬面價值	Closing provision for impairment 年末 減值準備
		Opening balance 年初餘額	Increase upon consolidation of subsidiaries 合併 子公司增加	Other decreases 其他減少	Additional investment 追加投資	Other comprehensive income 其他 綜合收益	Other equity changes 其他 權益變動	Declared cash dividend 宣告 現金股利	Provision for impairment 計提 減值準備	
Associates	聯營企業									
Guanya (Shanghai) Investment fund Partnership Enterprise (Limited Partnership)	冠亞(上海)股權投資基金 合夥企業(有限合夥)	-	19,800,000.00	-	(1,464,242.08)	-	-	-	18,335,757.92	-
Dalian Hongyuan Machinery Manufacturing Co., Ltd.	大連鴻源機械製造有限公司	24,943,500.00	-	-	36,472.70	-	(606,557.23)	-	24,373,415.47	-
Shanghai Xinlian Chuangye Investment Co., Ltd.	上海鑫聯創業投資有限公司	61,022,312.77	-	-	(7,498,780.41)	-	(6,377,070.56)	67,500,000.00	114,646,461.80	-
Shandong Heavy Industry Group Finance Co., Ltd.	山東重工集團財務有限公司	202,424,654.78	-	-	11,307,739.23	-	-	-	213,732,394.01	-
Shanzhong Finance Leasing Co., Ltd.	山重融資租賃有限公司	198,505,147.91	-	-	12,882,599.96	-	-	(6,615,000.00)	204,772,747.87	-
		486,895,615.46	19,800,000.00	-	15,263,789.40	-	(6,983,627.79)	60,885,000.00	575,860,777.07	-

## 8. Investment property

Subsequent measure under the cost model:

2014

## 8. 投資性房地產

採用成本模式進行後續計量：

2014年

		Houses and buildings 房屋及建築物	Land use rights 土地使用權	Total 合計
Gross carrying amount	原價			
Opening balance	年初餘額	1,199,695,698.48	100,766,676.00	1,300,462,374.48
Transfer from construction in progress	在建工程轉入	-	-	-
Disposal and retirement	處置及報廢	-	-	-
Closing balance	年末餘額	1,199,695,698.48	100,766,676.00	1,300,462,374.48
Accumulated depreciation and amortization	累計折舊和攤銷			
Opening balance	年初餘額	235,847,791.77	9,380,078.41	245,227,870.18
Provision	計提	59,421,632.24	2,015,333.52	61,436,965.76
Disposal or retirement	處置或報廢	-	-	-
Closing balance	年末餘額	295,269,424.01	11,395,411.93	306,664,835.94
Carrying amount	賬面價值			
Closing	年末	904,426,274.47	89,371,264.07	993,797,538.54
Opening	年初	963,847,906.71	91,386,597.59	1,055,234,504.30

## XV. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

## 8. Investment property (Continued)

Subsequent measure under the cost model:  
2013

## 十五、公司主要財務報表項目註釋(續)

## 8. 投資性房地產(續)

採用成本模式進行後續計量：  
2013年

		Houses and buildings 房屋及建築物	Land use rights 土地使用權	Total 合計
Gross carrying amount	原價			
Opening balance	年初餘額	761,754,678.07	100,766,676.00	862,521,354.07
Transfer from construction in progress	在建工程轉入	437,941,020.41	–	437,941,020.41
Disposal and retirement	處置及報廢	–	–	–
Closing balance	年末餘額	1,199,695,698.48	100,766,676.00	1,300,462,374.48
Accumulated depreciation and amortization	累計折舊和攤銷			
Opening balance	年初餘額	157,678,102.73	7,364,744.91	165,042,847.64
Provision	計提	78,169,689.04	2,015,333.50	80,185,022.54
Disposal or retirement	處置或報廢	–	–	–
Closing balance	年末餘額	235,847,791.77	9,380,078.41	245,227,870.18
Carrying amount	賬面價值			
Closing	年末	963,847,906.71	91,386,597.59	1,055,234,504.30
Opening	年初	604,076,575.34	93,401,931.09	697,478,506.43

## XV. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

9. Fixed assets  
2014

		Houses and buildings 房屋及建築物	Machinery and equipment 機器設備	Electronic equipment 電子設備	Transportation equipment 運輸設備	Others 其他	Total 合計
Gross carrying amount	原價						
Opening balance	年初餘額	1,092,546,401.49	2,277,462,424.11	511,854,590.42	124,200,631.16	755,555,435.80	4,761,619,482.98
Acquisition	購置	-	1,061,740.95	276,358.90	192,355.63	22,815.00	1,553,270.48
Transfer from construction in progress	在建工程轉入	248,000,000.00	168,965,214.78	84,703,201.11	14,666,381.49	5,414,354.08	521,749,151.46
Disposal or retirement	處置或報廢	-	(44,734,282.32)	(11,254,066.45)	(8,005,058.05)	(9,323,729.25)	(73,317,136.07)
Closing balance	年末餘額	1,340,546,401.49	2,402,755,097.52	585,580,083.98	131,054,310.23	751,668,875.63	5,211,604,768.85
Accumulated depreciation	累計折舊						
Opening balance	年初餘額	284,292,152.67	1,068,711,931.83	257,630,933.67	82,506,853.19	456,414,759.12	2,149,556,630.48
Provision	計提	53,561,730.83	205,458,095.14	157,495,790.04	24,370,358.74	59,434,580.39	500,320,555.14
Disposal or retirement	處置或報廢	-	(33,624,260.58)	(10,662,366.09)	(6,877,187.71)	(7,862,054.91)	(59,025,869.29)
Closing balance	年末餘額	337,853,883.50	1,240,545,766.39	404,464,357.62	100,000,024.22	507,987,284.60	2,590,851,316.33
Carrying amount	賬面價值						
Closing	年末	1,002,692,517.99	1,162,209,331.13	181,115,726.36	31,054,286.01	243,681,591.03	2,620,753,452.52
Opening	年初	808,254,248.82	1,208,750,492.28	254,223,656.75	41,693,777.97	299,140,676.68	2,612,062,852.50

2013

2013年

		Houses and buildings 房屋及建築物	Machinery and equipment 機器設備	Electronic equipment 電子設備	Transportation equipment 運輸設備	Others 其他	Total 合計
Gross carrying amount	原價						
Opening balance	年初餘額	1,058,796,250.61	1,830,316,548.35	250,939,309.01	98,961,798.64	751,937,483.90	3,990,951,390.51
Acquisition	購置	10,983,169.54	684,938.19	522,619.48	7,137,737.40	11,006.35	19,339,470.96
Transfer from construction in progress	在建工程轉入	276,013,473.94	506,541,881.40	265,478,425.23	22,796,997.08	15,616,212.48	1,086,446,990.13
Disposal or retirement	處置或報廢	253,246,492.60	60,080,943.83	5,085,763.30	4,695,901.96	12,009,266.93	335,118,368.62
Closing balance	年末餘額	1,092,546,401.49	2,277,462,424.11	511,854,590.42	124,200,631.16	755,555,435.80	4,761,619,482.98
Accumulated depreciation	累計折舊						
Opening balance	年初餘額	241,834,017.00	893,079,862.17	158,267,303.83	73,832,108.40	400,404,840.37	1,767,418,131.77
Provision	計提	84,050,206.06	215,151,010.31	104,066,760.70	12,913,878.25	66,759,198.36	482,941,053.68
Disposal or retirement	處置或報廢	41,592,070.39	39,518,940.65	4,703,130.86	4,239,133.46	10,749,279.61	100,802,554.97
Closing balance	年末餘額	284,292,152.67	1,068,711,931.83	257,630,933.67	82,506,853.19	456,414,759.12	2,149,556,630.48
Carrying amount	賬面價值						
Closing	年末	808,254,248.82	1,208,750,492.28	254,223,656.75	41,693,777.97	299,140,676.68	2,612,062,852.50
Opening	年初	816,962,233.61	937,236,686.18	92,672,005.18	25,129,690.24	351,532,643.53	2,223,533,258.74

As at 31 December 2014, the carrying amount of houses and buildings of the Company that have not yet obtained real estate certificates was RMB511,792,099.27, of which the carrying amount of houses and buildings of the Company that were in the process of obtaining real estate certificates was RMB511,792,099.27.

於2014年12月31日，本公司尚未獲得房地產證的房屋建築物賬面價值為人民幣511,792,099.27元。其中，本公司正在申請房地產證的房屋建築物賬面價值為人民幣511,792,099.27元。

XV. NOTES TO KEY ITEMS OF THE COMPANY  
FINANCIAL STATEMENTS (CONTINUED)

## 10. Intangible assets

2014

		Opening balance 年初數	Acquisition 購置	Disposal or retirement 處置或報廢	Closing balance 年末數
Gross carrying amount of asset	資產原價				
Technology know-how	專有技術	218,365,759.46	-	-	218,365,759.46
Trademark rights	商標使用權	124,448,000.00	-	-	124,448,000.00
Land use rights	土地使用權	260,497,899.05	-	-	260,497,899.05
Software	軟件	16,190,139.03	-	-	16,190,139.03
		619,501,797.54	-	-	619,501,797.54
		Opening balance 年初數	Provision 計提	Disposal or retirement 處置或報廢	Closing balance 年末數
Less: Accumulated amortization	減：累計攤銷				
Technology know-how	專有技術	218,063,117.07	58,575.94	-	218,121,693.01
Trademark rights	商標使用權	15,555,996.00	-	-	15,555,996.00
Land use rights	土地使用權	28,874,744.78	5,357,380.47	-	34,232,125.25
Software	軟件	15,842,312.08	301,297.91	-	16,143,609.99
		278,336,169.93	5,717,254.32	-	284,053,424.25
		Opening balance 年初數			Closing balance 年末數
Net carrying amount	賬面淨值				
Technology know-how	專有技術	302,642.39			244,066.45
Trademark rights	商標使用權	108,892,004.00			108,892,004.00
Land use rights	土地使用權	231,623,154.27			226,265,773.80
Software	軟件	347,826.95			46,529.04
		341,165,627.61			335,448,373.29

## 十五、公司主要財務報表項目註釋(續)

## 10. 無形資產

2014年

XV. NOTES TO KEY ITEMS OF THE COMPANY  
FINANCIAL STATEMENTS (CONTINUED)

## 10. Intangible assets (Continued)

2013

## 十五、公司主要財務報表項目註釋(續)

## 10. 無形資產(續)

2013年

		Opening balance 年初數	Acquisition 購置	Disposal or retirement 處置或報廢	Closing balance 年末數
Gross carrying amount of asset	資產原價				
Technology know-how	專有技術	218,365,759.46	—	—	218,365,759.46
Trademark rights	商標使用權	124,448,000.00	—	—	124,448,000.00
Land use rights	土地使用權	293,210,595.91	15,000.00	(32,727,696.86)	260,497,899.05
Software	軟件	15,815,043.19	375,095.84	—	16,190,139.03
		651,839,398.56	390,095.84	(32,727,696.86)	619,501,797.54
		Opening balance 年初數	Acquisition 購置	Disposal or retirement 處置或報廢	Closing balance 年末數
Less: Accumulated amortization	減：累計攤銷				
Technology know-how	專有技術	218,004,541.13	58,575.94	—	218,063,117.07
Trademark rights	商標使用權	15,555,996.00	—	—	15,555,996.00
Land use rights	土地使用權	27,361,067.01	6,150,343.46	(4,636,665.69)	28,874,744.78
Software	軟件	14,760,246.18	1,082,065.90	—	15,842,312.08
		275,681,850.32	7,290,985.30	(4,636,665.69)	278,336,169.93
		Opening balance 年初數			Closing balance 年末數
Net carrying amount	賬面淨值				
Technology know-how	專有技術	361,218.33			302,642.39
Trademark rights	商標使用權	108,892,004.00			108,892,004.00
Land use rights	土地使用權	265,849,528.90			231,623,154.27
Software	軟件	1,054,797.01			347,826.95
		376,157,548.24			341,165,627.61



## XV. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

## 11. Payroll payable

2014

		Opening balance 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末餘額
Short-term remuneration	短期薪酬	535,508,976.73	1,009,345,783.79	(1,013,372,486.03)	531,482,274.49
Post-employment benefits (Defined contribution plan)	離職後福利 (設定提存計劃)	7,691,649.74	157,529,563.36	(156,762,711.39)	8,458,501.71
Severance benefits	辭退福利				
Portion payable within one year	一年內支付的部分	–	8,105,039.99	(5,227,454.53)	2,877,585.46
		543,200,626.47	1,174,980,387.14	(1,175,362,651.95)	542,818,361.66

2013

		Opening balance 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末餘額
Short-term remuneration	短期薪酬	487,294,235.52	927,917,158.28	(879,702,417.07)	535,508,976.73
Post-employment benefits (Defined contribution plan)	離職後福利 (設定提存計劃)	8,047,411.89	127,261,875.36	(127,617,637.51)	7,691,649.74
Severance benefits	辭退福利				
Portion payable within one year	一年內支付的部分	–	175,574.61	(175,574.61)	–
		495,341,647.41	1,055,354,608.25	(1,007,495,629.19)	543,200,626.47

Short-term remuneration is as follows:

2014

短期薪酬如下：

2014年

		Opening balance 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末餘額
Salaries, bonuses, allowances and subsidies	工資、獎金、津貼和補貼	492,746,337.12	801,856,032.51	(806,945,182.56)	487,657,187.07
Staff welfare	職工福利費	139,950.46	27,728,820.01	(27,206,539.06)	662,231.41
Social security	社會保險費	1,804,253.57	85,097,957.07	(84,176,129.26)	2,726,081.38
Housing funds	住房公積金	4,931,091.46	61,481,666.27	(60,006,647.24)	6,406,110.49
Union running costs and employee education costs	工會經費和職工教育經費	35,887,344.12	33,181,307.93	(35,037,987.91)	34,030,664.14
		535,508,976.73	1,009,345,783.79	(1,013,372,486.03)	531,482,274.49

XV. NOTES TO KEY ITEMS OF THE COMPANY  
FINANCIAL STATEMENTS (CONTINUED)

## 11. Payroll payable (Continued)

Short-term remuneration is as follows: (Continued)

2013

		Opening balance 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末餘額
Salaries, bonuses, allowances and subsidies	工資、獎金、津貼和補貼	443,306,526.72	711,470,919.15	(662,031,108.75)	492,746,337.12
Staff welfare	職工福利費	–	40,557,278.28	(40,417,327.82)	139,950.46
Social security	社會保險費	2,026,408.39	76,563,878.97	(76,786,033.79)	1,804,253.57
Housing funds	住房公積金	5,823,539.15	55,715,333.93	(56,607,781.62)	4,931,091.46
Union running costs and employee education costs	工會經費和職工教育經費	36,137,761.26	43,609,747.95	(43,860,165.09)	35,887,344.12
		487,294,235.52	927,917,158.28	(879,702,417.07)	535,508,976.73

Defined contribution plan is as follows:

2014

設定提存計劃如下：

2014年

		Opening balance 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末餘額
Basic pension insurance	基本養老保險	4,872,751.98	107,794,971.80	(107,794,971.80)	4,872,751.98
Unemployment insurance	失業保險費	117,562.63	5,755,679.20	(5,873,241.83)	–
Corporate contribution to pension fund	企業年金繳費	2,701,335.13	43,978,912.36	(43,094,497.76)	3,585,749.73
		7,691,649.74	157,529,563.36	(156,762,711.39)	8,458,501.71

2013

2013年

		Opening balance 年初餘額	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末餘額
Basic pension insurance	基本養老保險	4,872,751.98	86,642,835.50	(86,642,835.50)	4,872,751.98
Unemployment insurance	失業保險費	–	5,006,681.14	(4,889,118.51)	117,562.63
Corporate contribution to pension fund	企業年金繳費	3,174,659.91	35,612,358.72	(36,085,683.50)	2,701,335.13
		8,047,411.89	127,261,875.36	(127,617,637.51)	7,691,649.74

## XV. NOTES TO KEY ITEMS OF THE COMPANY FINANCIAL STATEMENTS (CONTINUED)

## 12. Taxes payable

		2014 2014年	2013 2013年
Value-added tax	增值稅	35,856,902.24	12,514,333.20
Corporate income tax	企業所得稅	122,420,212.23	200,027,430.91
Individual income tax	個人所得稅	5,684,096.90	2,710,000.65
Property tax	房產稅	4,824,492.39	7,190,191.09
Stamp duty	印花稅	1,838,426.55	488,565.31
Land use tax	土地使用稅	4,304,854.00	3,130,648.00
City construction	城建稅	2,573,797.15	1,034,474.19
Business tax	營業稅	903,482.10	2,257,014.67
Educational surtax	教育費附加	5,147,188.00	4,042,135.73
Others	其他	354,320.37	272,954.44
		<b>183,907,771.93</b>	<b>233,667,748.19</b>

## 13. Other current liabilities

## 13. 其他流動負債

		2014 2014年	2013 2013年
Expected after-sales expenses (Note)	預計三包費(註)	722,824,200.00	576,000,000.00

Note: The Group's expected after-sales expenses were recognized according to the historical after-sale expenses incurred for the units of product effectively sold and the number of product sold which are still within the after-sale period.

註：本公司預計三包費用根據歷史上實際發生單位產品的三包費用和尚在三包期內的已售產品數量計提。

## 14. Deferred income

## 14. 遞延收益

		2014 2014年	2013 2013年
Asset-related government grant:	與資產相關的政府補助：		
Land premium subsidy	土地出讓金補貼款	246,249,585.56	199,616,513.80
Technological renovation and financial special funds	技改和財政專項資金	13,113,660.93	14,147,661.17
		<b>259,363,246.49</b>	<b>213,764,174.97</b>

XV. NOTES TO KEY ITEMS OF THE COMPANY  
FINANCIAL STATEMENTS (CONTINUED)

## 15. Revenue and cost of sales

		2014 2014年		2013 2013年	
		Revenue 收入	Cost 成本	Revenue 收入	Cost 成本
Principal operations	主營業務				
Sale of goods and others	商品銷售及其他	22,547,735,177.88	16,297,827,294.12	21,694,141,762.62	14,912,511,700.34
Other revenue	其他業務	1,139,693,457.05	1,048,819,028.34	1,278,969,113.55	1,166,323,390.66
		23,687,428,634.93	17,346,646,322.46	22,973,110,876.17	16,078,835,091.00

## 16. Investment income

		2014 2014年	2013 2013年
Gain on long-term equity investments under the cost method	成本法核算的長期股權投資收益	423,426,243.87	405,333,349.58
Gain on long-term equity investments under the equity method	權益法核算的長期股權投資收益	16,070,619.10	15,263,789.40
Investment gain during the period in which available-for-sale financial assets were held	持有可供出售金融資產期間取得的投資收益	3,920,000.00	6,400,000.00
		443,416,862.97	426,997,138.98

## 17. Total profit

Supplemental information on the Company's expenses by nature is presented as follows:

## 17. 利潤總額

本公司費用按照性質分類的補充資料如下：

		2014 2014年	2013 2013年
Materials used	耗用的材料	15,904,337,637.34	14,619,032,034.12
Movement of inventories of finished goods and work in progress	產成品及在產品存貨變動	93,622,507.70	(547,627,800.71)
Staff remuneration	職工薪酬	1,190,795,692.43	1,055,354,608.25
Depreciation and amortization expenses	折舊費和攤銷費用	567,889,941.22	535,559,683.65
Rental	租金	25,650,057.02	27,598,860.78
Finance expenses	財務費用	(255,939,935.08)	(127,872,774.26)

XV. NOTES TO KEY ITEMS OF THE COMPANY  
FINANCIAL STATEMENTS (CONTINUED)

## 18. Income tax expenses

## 十五、公司主要財務報表項目註釋(續)

## 18. 所得稅費用

		2014 2014年	2013 2013年
Current tax expenses	當期所得稅費用	585,861,181.56	621,516,576.71
Deferred tax expenses	遞延所得稅費用	(50,764,409.31)	(55,273,555.77)
		535,096,772.25	566,243,020.94

The relationship between income tax expenses and the total profit is listed as follows:

所得稅費用與利潤總額的關係列示如下：

		2014 2014年	2013 2013年
Total profit	利潤總額	4,220,289,338.03	4,397,191,698.80
Tax at statutory tax rate	按法定稅率計算的稅項	1,055,072,334.51	1,099,297,924.70
Effect of different applicable tax rates	適用不同稅率的影響	(422,028,933.81)	(439,719,169.88)
Adjustments to current tax of previous periods	對以前期間當期所得稅的調整	—	(36,613.74)
Income not subject to tax	無須納稅的收入	(66,512,529.45)	(64,044,099.94)
Expenses not deductible for tax	不可抵扣的費用	9,817,348.75	5,443,959.50
Tax benefit applicable to qualified expenses	符合稅務優惠的支出享受之稅務優惠	(41,251,447.75)	(34,698,979.70)
Tax expense at the Group's effective tax rate	按本公司實際稅率計算的所得稅費用	535,096,772.25	566,243,020.94

XV. NOTES TO KEY ITEMS OF THE COMPANY  
FINANCIAL STATEMENTS (CONTINUED)

## 19. Supplement to cash flow statement

## 十五、公司主要財務報表項目註釋(續)

## 19. 現金流量表補充資料

		2014 2014年	2013 2013年
Net profit	淨利潤	3,685,192,565.78	3,830,948,677.86
Add: Provision for impairment of assets	加：計提的資產減值準備	48,508,567.71	(29,289,088.40)
Increase in special reserve	專項儲備的增加	9,963,829.99	7,543,172.30
Depreciation of fixed assets and investment properties	固定資產及投資性房地產折舊	561,757,520.90	529,842,429.33
Amortization of intangible assets	無形資產攤銷	5,717,254.32	7,290,985.30
Amortization of long-term deferred expenses	長期待攤費用攤銷	415,166.00	—
Loss on disposal of fixed assets, intangible assets and other long-term assets	處置固定資產、無形資產和其他長期資產的損失	2,755,900.82	4,552,601.20
Finance expenses	財務費用	126,764,723.49	150,362,463.79
Investment income	投資收益	(443,416,862.97)	(426,997,138.98)
Increase in deferred tax assets	遞延所得稅資產的增加	(50,764,409.31)	(55,273,555.77)
Decrease/(increase) in inventories	存貨的減少/(增加)	26,873,327.47	(533,752,157.57)
Decrease/(increase) in operating receivables	經營性應收項目的減少/(增加)	1,634,905,332.02	(2,231,473,512.81)
(Decrease)/increase in operating payables	經營性應付項目的(減少)/增加	(86,228,326.03)	3,370,379,711.34
Net cash flow from operating activities	經營活動產生的現金流量淨額	5,522,444,590.19	4,624,134,587.59

## 20. Cash and cash equivalents

## 20. 現金及現金等價物

		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Cash	現金		
Incl: Cash on hand	其中：庫存現金	108,814.77	191,113.98
Bank deposit on demand	可隨時用於支付的銀行存款	13,418,505,629.66	11,252,104,162.99
Closing balance of cash and cash equivalents	年末現金及現金等價物餘額	13,418,614,444.43	11,252,295,276.97
		31 December 2014 2014年 12月31日	31 December 2013 2013年 12月31日
Closing balance of cash and cash equivalents	年末貨幣資金餘額	13,471,590,469.50	13,384,081,420.60
Less: Balance of restricted cash and cash equivalents	減：使用受到限制的貨幣資金餘額	52,976,025.07	2,131,786,143.63
Closing balance of cash and cash equivalents	年末現金及現金等價物餘額	13,418,614,444.43	11,252,295,276.97

# SUPPLEMENTAL INFORMATION ON FINANCIAL STATEMENTS

31 December 2014 (Expressed in Renminbi Yuan)

## 財務報表補充資料

二零一四年十二月三十一日(人民幣元)

### 1. SCHEDULE OF EXTRAORDINARY PROFIT AND LOSS

### 1、非經常性損益明細表

		Amount in 2014 2014年金額
Gains or losses from disposal of non-current assets, including the offset portion of impairment provision for such assets	非流動資產處置損益，包括已計提資產減值準備的沖銷部分	1,604,921,191.93
Government grants charged in profit or loss for the current period, except for those closely related to the ordinary operation and gained constantly at a fixed amount or quantity according to certain standard based on state policies	計入當期損益的政府補助(與正常經營業務密切相關，符合國家政策規定、按照一定標準定額或定量持續享受的政府補助除外)	151,884,398.03
Profit and loss from debt restructuring	債務重組損益	793,345.34
Profit and loss on the changes in fair value generated from financial assets and financial liabilities held for trading and investment income received from disposal of financial assets held for trading, financial liabilities held for trading and available-for-sale financial assets, other than effective hedging business relating to ordinary operating business of the Company	除同公司正常經營業務相關的有效套期保值業務外，持有交易性金融資產、交易性金融負債產生的公允價值變動損益，以及處置交易性金融資產、交易性金融負債和可供出售金融資產取得的投資收益	(167,900,690.11)
Reversal of impairment provision of receivables tested individually	單獨進行減值測試的應收款項減值準備轉回	32,665,237.26
Non-operating income and expenses other than the above items	除上述各項之外的其他營業外收入和支出	239,655,346.30
		1,862,018,828.75
Tax effect	所得稅影響數	(97,110,929.63)
Effect on minority interests	少數股東權益影響數	(114,988,337.44)
		1,649,919,561.68

The Group recognized extraordinary profit and loss items in accordance with the provisions in Explanatory Announcement on Information Disclosure for Companies Offering their Securities to the Public No. 1 – Extraordinary Items (CSRC Announcement [2008] No. 43).

本集團對非經常性損益項目的確認依照《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》(證監會公告[2008]43號)的規定執行。



## 2. RETURN ON NET ASSETS ("RONA") AND EARNINGS PER SHARE ("EPS")

2014

## 2、淨資產收益率和每股收益

2014年

		Weighted average RONA 加權平均淨資產 收益率 (%)	Basic EPS 基本每股收益 (RMB) (人民幣元)
Net profit attributable to the Company's ordinary shareholders	歸屬於公司普通股股東的淨利潤	16.68	2.51
Net profit attributable to the Company's ordinary shareholders after extraordinary profit and loss	扣除非經常性損益後歸屬於公司普通股股東的淨利潤	11.20	1.69

2013

2013年

		Weighted average RONA 加權平均淨資產 收益率 (%)	Basic EPS 基本每股收益 (RMB) (人民幣元)
Net profit attributable to the Company's ordinary shareholders	歸屬於公司普通股股東的淨利潤	13.58	1.79
Net profit attributable to the Company's ordinary shareholders after extraordinary profit and loss	扣除非經常性損益後歸屬於公司普通股股東的淨利潤	12.72	1.67

The Company holds no potential ordinary shares that are dilutive.

本公司無稀釋性潛在普通股。

The Group presents RONA and EPS in accordance with Compilation Rules No. 9 for Information Disclosure by Companies Offering Securities to the Public – Calculation and Disclosure of Return on Net Assets and Earnings per Share (Revised in 2010) of the CSRC.

本集團對淨資產收益率和每股收益的列報依照中國證監會《公開發行證券的公司信息披露編報規則第9號—淨資產收益率和每股收益的計算及披露》(2010年修訂)的規定。

# AUDITORS' REPORT

# 審計報告



Ernst & Young Hua Ming (2014) Shen Zi No. 60729920\_B01

安永華明(2014)審字第60729920\_B01號

## To the Shareholders of Weichai Power Co., Ltd.:

## 濰柴動力股份有限公司全體股東：

We have audited the accompanying financial statements of Weichai Power Co., Ltd. which comprise the consolidated and company balance sheets as at 31 December 2013, the consolidated and company income statements, statement of changes in equity and cash flow statement for the year 2013 and notes to the financial statements.

我們審計了後附的濰柴動力股份有限公司的財務報表，包括二零一三年十二月三十一日合併及公司的資產負債表，二零一三年度合併及公司的利潤表、股東權益變動表和現金流量表以及財務報表附註。

## I. MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The management of Weichai Power Co., Ltd. is responsible for the preparation and fair presentation of financial statements. Such responsibility includes: (1) preparation of the financial statements in accordance with the Accounting Standards for Business Enterprises to ensure fair representation; (2) the design, implementation and maintenance of necessary internal controls so that the financial statements are free from material misstatement whether due to fraud or error.

## 一、管理層對財務報表的責任

編製和公允列報財務報表是濰柴動力股份有限公司管理層的責任。這種責任包括：(1)按照企業會計準則的規定編製財務報表，並使其實現公允反映；(2)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。

## II. RESPONSIBILITY OF THE CERTIFIED PUBLIC ACCOUNTANT

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Chinese Auditing Standards issued by the Chinese Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements of the Chinese Certified Public Accountants and plan and perform the audit to obtain a reasonable assurance as to whether the financial statements are free from material misstatement.

## 二、註冊會計師的責任

我們的責任是在執行審計工作的基礎上對財務報表發表審計意見。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。中國註冊會計師審計準則要求我們遵守中國註冊會計師職業道德守則，計劃和執行審計工作以對財務報表是否不存在重大錯報獲取合理保證。

**Ernst & Young Hua Ming (2014) Shen Zi No. 60729920\_B01****安永華明(2014)審字第60729920\_B01號**

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the certified public accountant's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, certified public accountants consider the internal control relevant to the entity's preparation and fair presentation of financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

審計工作涉及實施審計程序，以獲取有關財務報表金額和披露的審計證據。選擇的審計程序取決於註冊會計師的判斷，包括對由於舞弊或錯誤導致的財務報表重大錯報風險的評估。在進行風險評估時，註冊會計師考慮與財務報表編製和公允列報相關的內部控制，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。審計工作還包括評價管理層選用會計政策的恰當性和作出會計估計的合理性，以及評價財務報表的總體列報。

我們相信，我們獲取的審計證據是充分、適當的，為發表審計意見提供了基礎。

**III. OPINION**

In our opinion, the financial statements have been prepared in accordance with Accounting Standards for Business Enterprises, and present fairly, in all material aspects, the consolidated and company financial position as at 31 December 2013 and the consolidated and company results of operations and cash flows of Weichai Power Co., Ltd. for the year 2013.

**三、審計意見**

我們認為，上述財務報表在所有重大方面按照企業會計準則的規定編製，公允反映了濰柴動力股份有限公司二零一三年十二月三十一日的合併及公司的財務狀況以及二零一三年度的合併及公司的經營成果和現金流量。

**Ernst & Young Hua Ming LLP**

Beijing, PRC

Chinese Certified Public Accountant:

**Zhang Fei**

Chinese Certified Public Accountant:

**Liu Qian**

28 March 2014

**安永華明會計師事務所(特殊普通合夥)**

中國北京

中國註冊會計師：

**張飛**

中國註冊會計師：

**劉倩**

二零一四年三月二十八日

# CONSOLIDATED BALANCE SHEET

31 December 2013 (Expressed in Renminbi Yuan)

# 合併資產負債表

二零一三年十二月三十一日(人民幣元)

ASSETS	資產	Note V 附註五	2013 二零一三年	2012 二零一二年
Current assets	流動資產			
Cash and cash equivalents	貨幣資金	1	19,580,127,632.91	16,726,970,096.00
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	2	51,077,466.30	137,050,693.51
Notes receivable	應收票據	3	14,126,950,813.40	9,242,232,142.39
Accounts receivable	應收賬款	4	4,440,534,339.82	4,168,525,397.14
Prepayments	預付款項	5	405,481,103.37	365,397,070.50
Dividends receivable	應收股利	6	3,040,000.00	70,540,000.00
Interests receivable	應收利息		15,439,001.39	7,418,831.76
Other receivables	其他應收款	7	382,476,843.43	444,105,891.14
Inventories	存貨	8	8,573,263,068.43	7,509,902,216.33
Other current assets	其他流動資產	9	471,818,015.98	487,991,597.21
Total current assets	流動資產合計		48,050,208,285.03	39,160,133,935.98
Non-current assets	非流動資產			
Available-for-sale financial assets	可供出售金融資產	10	294,601,926.11	334,802,126.11
Long-term equity investments	長期股權投資	11, 12	7,789,229,080.64	4,885,941,806.51
Investment property	投資性房地產	13	547,396,551.63	329,994,770.86
Fixed assets	固定資產	14	13,149,176,100.96	11,526,489,430.20
Construction in progress	在建工程	15	3,284,090,409.80	5,175,099,417.99
Materials used in construction	工程物資	16	16,914.51	—
Disposal of fixed assets	固定資產清理		1,267,095.38	3,493,436.95
Intangible assets	無形資產	17	2,273,431,309.49	2,160,257,108.86
Development expenditure	開發支出	17	497,418,862.34	431,692,444.28
Goodwill	商譽	18	1,430,849,833.51	1,443,114,787.31
Long-term prepaid expenses	長期待攤費用	19	158,779,148.42	169,123,071.48
Deferred tax assets	遞延所得稅資產	20	785,535,351.82	700,119,807.88
Other non-current assets	其他非流動資產	2	259,807,862.57	100,706.28
Total non-current assets	非流動資產合計		30,471,600,447.18	27,160,228,914.71
Total assets	資產總計		78,521,808,732.21	66,320,362,850.69

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:  
法定代表人：

Principal in charge of accounting:  
主管會計工作負責人：

Head of accounting department:  
會計機構負責人：

Tan Xuguang  
譚旭光

Kwong Kwan Tong  
鄭焜堂

Zhang Zhiqiang  
張志強

CONSOLIDATED BALANCE SHEET (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

合併資產負債表(續)

二零一三年十二月三十一日(人民幣元)

LIABILITIES AND EQUITY	負債及股東權益	Note V 附註五	2013 二零一三年	2012 二零一二年
Current liabilities	流動負債			
Short-term loans	短期借款	22	1,245,568,357.29	2,742,091,634.05
Notes payable	應付票據	23	6,687,151,599.77	5,244,310,106.70
Accounts payable	應付賬款	24	13,472,675,550.89	9,962,420,973.54
Advances from customers	預收款項	25	1,211,259,736.92	872,835,717.97
Payroll payable	應付職工薪酬	26	1,175,313,751.59	1,026,722,757.02
Taxes payable	應交稅費	27	552,024,065.76	239,380,723.63
Interests payable	應付利息	28	132,089,773.25	61,680,626.43
Dividends payable	應付股利	29	43,101,211.76	33,103,222.12
Other payables	其他應付款	30	3,398,458,815.35	2,535,764,374.58
Non-current liabilities due within one year	一年內到期的非流動負債	31	352,375,772.74	352,604,906.92
Other current liabilities	其他流動負債	32	1,028,305,788.79	852,860,219.00
Total current liabilities	流動負債合計		29,298,324,424.11	23,923,775,261.96
Non-current liabilities	非流動負債			
Long-term borrowings	長期借款	33	9,146,039,593.52	6,344,249,958.75
Bonds payable	應付債券	34	3,493,858,837.76	2,691,489,273.21
Long-term payables	長期應付款	35	8,847,480.34	5,500,000.00
Special payables	專項應付款	36	53,000,000.00	43,000,000.00
Long-term payroll payable	長期應付職工薪酬	37	606,487,220.23	565,056,325.46
Deferred tax liabilities	遞延所得稅負債	20	146,119,914.93	168,154,335.44
Other non-current liabilities	其他非流動負債	38	1,441,819,889.93	1,179,901,918.37
Total non-current liabilities	非流動負債合計		14,896,172,936.71	10,997,351,811.23
Total liabilities	負債合計		44,194,497,360.82	34,921,127,073.19

The financial statements have been signed by:

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Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Zhang Zhiqiang

張志強

CONSOLIDATED BALANCE SHEET (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

合併資產負債表(續)

二零一三年十二月三十一日(人民幣元)

LIABILITIES AND EQUITY	負債及股東權益	Note V 附註五	2013 二零一三年	2012 二零一二年
Shareholders' equity	股東權益			
Share capital	股本	39	1,999,309,639.00	1,999,309,639.00
Capital reserve	資本公積	40	703,970,229.92	842,375,982.05
Special reserve	專項儲備	41	35,605,889.68	23,089,542.52
Surplus reserve	盈餘公積	42	2,683,223,334.61	2,300,128,466.82
Retained earnings	未分配利潤	43	22,264,536,818.92	19,737,619,540.81
Exchange differences on foreign currency translation	外幣報表折算差額		36,527,719.49	(33,171,947.25)
Total equity attributable to the shareholders of the parent	歸屬於母公司股東權益合計		27,723,173,631.62	24,869,351,223.95
Minority interests	少數股東權益		6,604,137,739.77	6,529,884,553.55
Total shareholders' equity	股東權益合計		34,327,311,371.39	31,399,235,777.50
Total liabilities and shareholders' equity	負債和股東權益總計		78,521,808,732.21	66,320,362,850.69

The financial statements have been signed by:

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Tan Xuguang

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Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Zhang Zhiqiang

張志強

# CONSOLIDATED INCOME STATEMENT

Year 2013 (Expressed in Renminbi Yuan)

# 合併利潤表

二零一三年度(人民幣元)

		Note V 附註五	2013 二零一三年	2012 二零一二年
Revenue	營業收入	44	<b>58,311,713,430.31</b>	48,165,394,849.63
Less: Cost of sales	減：營業成本	44	<b>46,287,777,066.90</b>	38,775,044,121.79
Taxes and surcharges	營業税金及附加	45	<b>272,444,023.67</b>	187,228,738.22
Distribution and selling expenses	銷售費用	46	<b>3,152,780,574.25</b>	2,433,478,520.89
General and administrative expenses	管理費用	47	<b>3,856,302,328.23</b>	3,232,666,367.18
Finance expenses	財務費用	48	<b>216,666,103.77</b>	(9,844,442.01)
Impairment loss of assets	資產減值損失	49	<b>231,173,894.41</b>	79,464,267.64
Add: Gain on change of fair value	加：公允價值變動收益	50	<b>150,137,868.78</b>	–
Investment income	投資收益	51	<b>11,542,850.04</b>	251,508,306.03
Incl: Share of profit of associates and jointly controlled enterprises	其中：對聯營企業和合營企業的投資收益		<b>5,177,273.16</b>	29,987,138.09
Operating profit	營業利潤		<b>4,456,250,157.90</b>	3,718,865,581.95
Add: Non-operating income	加：營業外收入	52	<b>194,734,409.82</b>	278,554,862.32
Less: Non-operating expenses	減：營業外支出	53	<b>42,238,807.13</b>	37,606,655.54
Incl: Loss on disposal of non-current assets	其中：非流動資產處置損失		<b>16,554,944.38</b>	18,350,863.77
Total profit	利潤總額	54	<b>4,608,745,760.59</b>	3,959,813,788.73
Less: Income tax expenses	減：所得稅費用	55	<b>791,109,685.09</b>	725,547,240.05
Net profit	淨利潤		<b>3,817,636,075.50</b>	3,234,266,548.68
Net profit attributable to the shareholders of the parent	歸屬於母公司股東的淨利潤		<b>3,570,791,384.62</b>	2,990,996,934.91
Minority interests	少數股東損益		<b>246,844,690.88</b>	243,269,613.77
Earnings per share	每股收益			
Basic earnings per share	基本每股收益	56	<b>1.79</b>	1.50
Diluted earnings per share	稀釋每股收益		<b>N/A</b>	N/A
			<b>不適用</b>	不適用

The financial statements have been signed by:

財務報表由以下人士簽署：

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Tan Xuguang

譚旭光

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Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Zhang Zhiqiang

張志強



CONSOLIDATED INCOME STATEMENT (CONTINUED)

Year 2013 (Expressed in Renminbi Yuan)

合併利潤表(續)

二零一三年度(人民幣元)

	Note V 附註五	2013 二零一三年	2012 二零一二年
Other comprehensive income	其他綜合收益		
Those other comprehensive income not to be reclassified into profit or loss in subsequent periods	以後會計期間不能重分類進損益的其他綜合收益		
Share of investee's other comprehensive income not to be reclassified into profit or loss in subsequent periods using the equity method	按照權益法核算的在被投資單位以後會計期間不能重分類進損益的其他綜合收益中所享有的份額	(43,371,856.00)	—
Changes arising from re-measuring net assets or net liabilities of defined benefit plan	重新計量設定受益計劃淨負債或淨資產導致的變動	15,181,649.92	—
Those other comprehensive income to be reclassified into profit or loss after meeting certain criteria in subsequent periods	以後會計期間在滿足規定條件時將重分類進損益的其他綜合收益		
Share of investee's other comprehensive income to be reclassified into profit or loss after meeting certain criteria in subsequent periods using the equity method	按照權益法核算的在被投資單位以後會計期間在滿足規定條件時將重分類進損益的其他綜合收益中所享有的份額	(6,377,070.55)	(40,559,590.11)
Exchange differences on foreign currency translation	外幣財務報表折算差額	68,726,300.23	(247,448.64)
Gain or loss arising from change of fair value of available-for-sale financial assets	可供出售金融資產公允價值變動形成的利得或損失	(55,420,000.00)	30,477,672.97
Net amount of items under other comprehensive income after income tax	其他綜合收益各項目分別扣除所得稅影響後的淨額	(21,260,976.40)	(10,329,365.78)
Total comprehensive income	綜合收益總額	3,796,375,099.10	3,223,937,182.90
Incl:	其中：		
Total comprehensive income attributable to the shareholders of the parent	歸屬於母公司股東的綜合收益總額	3,545,949,279.75	2,980,668,778.14
Total comprehensive income attributable to minority owners	歸屬於少數股東的綜合收益總額	250,425,819.35	243,268,404.76

Details of dividends payable and proposed to be paid during the year are disclosed in Note V.43 and Note IX to these financial statements.

年內應付及建議派付股息之詳情於財務報表附註五、43及附註九披露。

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Zhang Zhiqiang

張志強

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year 2013 (Expressed in Renminbi Yuan)

# 合併股東權益變動表

二零一三年度(人民幣元)

		Equity attributable to shareholders of the parent									
		歸屬於母公司股東權益									
		Note 附註	Share capital 股本	Capital reserve 資本公積	Special reserve 專項儲備	Surplus reserve 盈餘公積	Retained earnings 未分配利潤	Exchange differences on foreign currency translation 外幣報表折算差額	Subtotal 小計	Minority interests 少數股東權益	Total equity 股東權益合計
I.	At beginning of year	一、本年年初餘額	1,999,309,639.00	842,375,982.05	23,089,542.52	2,300,128,466.82	19,737,619,540.81	(33,171,947.25)	24,869,351,223.95	6,529,884,553.55	31,399,235,777.50
II.	Movements in current year	二、本年增減變動金額									
(I)	Net profit	(一)淨利潤	-	-	-	-	3,570,791,384.62	-	3,570,791,384.62	246,844,690.88	3,817,636,075.50
(II)	Other comprehensive income	(二)其他綜合收益	五V.57	(94,541,771.61)	-	-	-	69,699,666.74	(24,842,104.87)	3,581,128.47	(21,260,976.40)
Total comprehensive income			-	(94,541,771.61)	-	-	3,570,791,384.62	69,699,666.74	3,545,949,279.75	250,425,819.35	3,796,375,099.10
(III)	Injection and reduction	(三)股東投入和 減少資本									
1.	Acquisition of minority interests and others	1. 收購少數股東 權益及其他	-	(43,863,980.52)	-	-	-	-	(43,863,980.52)	14,013,947.40	(29,850,033.12)
2.	Capital injection from shareholders	2. 股東投入資本	-	-	-	-	-	-	-	67,909,888.00	67,909,888.00
(IV)	Profit appropriation and distribution	(四)利潤分配									
1.	Appropriation of surplus reserve	1. 提取盈餘公積	-	-	-	383,094,867.79	(383,094,867.79)	-	-	-	-
2.	Distribution to owners	2. 對股東的分配	五V.43	-	-	-	(659,772,180.87)	-	(659,772,180.87)	(261,932,300.73)	(921,704,481.60)
3.	Others	3. 其他	-	-	-	-	(1,007,057.85)	-	(1,007,057.85)	(335,685.95)	(1,342,743.80)
(V)	Special reserve	(五)專項儲備									
1.	Appropriation during the year	1. 本年提取	五V.41	-	48,038,956.35	-	-	-	48,038,956.35	25,383,535.52	73,422,491.87
2.	Used during the year	2. 本年使用	五V.41	-	(35,522,609.19)	-	-	-	(35,522,609.19)	(21,212,017.37)	(56,734,626.56)
III.	At end of period	三、本年年末餘額	1,999,309,639.00	703,970,229.92	35,605,889.68	2,683,223,334.61	22,264,536,818.92	36,527,719.49	27,723,173,631.62	6,604,137,739.77	34,327,311,371.39

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Principal in charge of accounting:

主管會計工作負責人：

Head of accounting department:

會計機構負責人：

Tan Xuguang

譚旭光

Kwong Kwan Tong

鄭焜堂

Zhang Zhiqiang

張志強

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

Year 2013 (Expressed in Renminbi Yuan)

合併股東權益變動表(續)

二零一三年度(人民幣元)

Equity attributable to shareholders of the parent											
歸屬於母公司股東權益											
		Note	Share capital	Capital reserve	Special reserve	Surplus reserve	Retained earnings	Exchange differences on foreign currency translation	Subtotal	Minority interests	Total equity
		附註	股本	資本公積	專項儲備	盈餘公積	未分配利潤	外幣報表折算差額	小計	少數股東權益	股東權益合計
I.	At beginning of year	一、本年年初餘額	1,666,091,366.00	1,520,836,404.54	-	1,935,774,543.04	17,813,666,654.13	(32,925,707.62)	22,903,443,260.09	5,999,319,552.01	28,902,762,812.10
II.	Movements in current year	二、本年增減變動金額									
(I)	Net profit	(一)淨利潤	-	-	-	-	2,990,996,934.91	-	2,990,996,934.91	243,269,613.77	3,234,266,548.68
(II)	Other comprehensive income	(二)其他綜合收益	V.57	(10,081,917.14)	-	-	-	(246,239.63)	(10,328,156.77)	(1,209.01)	(10,329,365.78)
Total comprehensive income			綜合收益總額	-	(10,081,917.14)	-	-	(246,239.63)	2,980,668,778.14	243,268,404.76	3,223,937,182.90
(III)	Injection and reduction	(三)股東投入和 減少資本									
1.	Injection	1. 股東投入資本	-	-	-	-	-	-	-	216,929,165.27	216,929,165.27
2.	Acquisition of subsidiaries	2. 收購子公司	-	-	-	-	-	-	-	520,072,611.25	520,072,611.25
3.	Disposal of subsidiaries	3. 處置子公司	-	(5,577,530.56)	-	-	-	-	(5,577,530.56)	(214,169,122.67)	(219,746,653.23)
4.	Acquisition of minority interests and others	4. 收購少數股東 權益及其他	-	(40,475,891.80)	-	-	-	-	(40,475,891.80)	134,237.50	(40,341,654.30)
(IV)	Profit appropriation	(四)利潤分配									
1.	Appropriation of surplus reserve	1. 提取盈餘公積	-	-	-	364,353,923.78	(364,353,923.78)	-	-	-	-
2.	Distribution to owners	2. 對股東的分配	V.43	333,218,273.00	-	-	(699,758,373.50)	-	(366,540,100.50)	(238,228,594.64)	(604,768,695.14)
3.	Others	3. 其他	-	-	-	-	(2,931,750.95)	-	(2,931,750.95)	(310,583.66)	(3,242,334.61)
(V)	Special reserve	(五)專項儲備									
1.	Appropriation during the year	1. 本年提取	V.41	-	73,824,875.50	-	-	-	73,824,875.50	9,172,766.59	82,997,642.09
2.	Used during the year	2. 本年使用	V.41	-	(50,735,332.98)	-	-	-	(50,735,332.98)	(6,303,882.86)	(57,039,215.84)
(VI)	Others	(六)其他									
1.	Put options in relation to minority interests	1. 與少數股東 權益相關的 出售期權	V.38	-	(622,325,082.99)	-	-	-	(622,325,082.99)	-	(622,325,082.99)
III.	At end of year	三、本年年末餘額	1,999,309,639.00	842,375,982.05	23,089,542.52	2,300,128,466.82	19,737,619,540.81	(33,171,947.25)	24,869,351,223.95	6,529,884,553.55	31,399,235,777.50

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Zhang Zhiqiang

張志強

# CONSOLIDATED CASH FLOW STATEMENT

Year 2013 (Expressed in Renminbi Yuan)

# 合併現金流量表

二零一三年度(人民幣元)

		Note V 附註五	2013 二零一三年	2012 二零一二年
I. CASH FLOWS FROM OPERATING ACTIVITIES	一、經營活動產生的現金流量			
Cash received from sales of goods or rendering of services	銷售商品、提供勞務收到的現金		40,518,090,662.81	36,928,435,072.37
Refunds of taxes	收到的稅費返還		464,202,433.01	451,351,512.61
Other cash received relating to operating activities	收到其他與經營活動有關的現金	58	1,015,973,997.39	833,805,569.98
Subtotal of cash inflows from operating activities	經營活動現金流入小計		41,998,267,093.21	38,213,592,154.96
Cash paid for goods and services	購買商品、接受勞務支付的現金		24,562,371,492.44	23,886,030,301.16
Cash paid to and on behalf of employees	支付給職工以及為職工支付的現金		4,314,619,005.32	3,118,119,079.12
Cash paid for all types of taxes	支付的各項稅費		3,127,928,128.57	4,173,844,191.39
Other cash paid relating to operating activities	支付其他與經營活動有關的現金	58	4,224,937,704.95	4,279,429,993.21
Subtotal of cash outflows from operating activities	經營活動現金流出小計		36,229,856,331.28	35,457,423,564.88
Net cash flows from operating activities	經營活動產生的現金流量淨額	59	5,768,410,761.93	2,756,168,590.08
II. CASH FLOWS FROM INVESTING ACTIVITIES	二、投資活動產生的現金流量			
Cash received from sale of investments	收回投資收到的現金		442,098,940.00	299,120,035.60
Cash received from return on investments	取得投資收益收到的現金		23,364,660.73	49,276,274.05
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	59	—	359,226,950.65
Net cash received from disposal of fixed assets, intangible assets and other long-term assets	處置固定資產、無形資產和其他長期資產收回的現金淨額		3,988,631.77	4,924,135.19
Other cash received relating to investing activities	收到其他與投資活動有關的現金	58	291,332,634.65	176,385,100.00
Subtotal of cash inflows from investing activities	投資活動現金流入小計		760,784,867.15	888,932,495.49
Cash paid for acquisition of fixed assets, intangible assets and other long-term assets	購建固定資產、無形資產和其他長期資產支付的現金		1,468,379,714.85	2,218,844,620.94
Cash paid for acquisition of investments	投資支付的現金		3,282,213,467.01	4,454,745,018.48
Net cash paid for acquisition of subsidiaries and other business units	取得子公司及其他營業單位支付的現金淨額		—	2,070,093,559.73
Other cash paid relating to investing activities	支付其他與投資活動有關的現金	58	—	137,050,693.51
Subtotal of cash outflows from investing activities	投資活動現金流出小計		4,750,593,181.86	8,880,733,892.66
Net cash flows from investing activities	投資活動產生的現金流量淨額		(3,989,808,314.71)	(7,991,801,397.17)

CONSOLIDATED CASH FLOW STATEMENT (CONTINUED)

Year 2013 (Expressed in Renminbi Yuan)

合併現金流量表(續)

二零一三年度(人民幣元)

		Note V 附註五	2013 二零一三年	2012 二零一二年
III. CASH FLOWS FROM FINANCING ACTIVITIES	三、籌資活動產生的現金流量			
Cash received from capital contributions	吸收投資收到的現金		67,909,888.00	79,972,299.59
Incl: Cash received by subsidiaries from capital contributions of minority owners	其中：子公司吸收少數股東投資收到的現金		67,909,888.00	79,972,299.59
Cash received from borrowings	取得借款收到的現金		4,432,353,455.64	9,370,778,476.95
Cash received from issuance of bonds	發行債券收到的現金		797,600,000.00	—
Other cash received relating to financing activities	收到其他與籌資活動有關的現金	58	459,500.00	20,317,377.78
Subtotal of cash inflows from financing activities	籌資活動現金流入小計		5,298,322,843.64	9,471,068,154.32
Cash repayments of borrowings	償還債務支付的現金		3,267,424,782.30	2,550,992,146.65
Cash paid for distribution of dividends or profits and for interest expenses	分配股利、利潤或償付利息支付的現金		1,324,322,808.09	871,001,617.44
Incl: Cash paid to minority owners for distribution of dividends or profits by subsidiaries	其中：子公司支付給少數股東的股利、利潤		247,242,823.68	256,463,938.53
Other cash paid relating to financing activities	支付其他與籌資活動有關的現金	58	11,913,846.03	3,635,746.36
Subtotal of cash outflows from financing activities	籌資活動現金流出小計		4,603,661,436.42	3,425,629,510.45
Net cash flows from financing activities	籌資活動產生的現金流量淨額		694,661,407.22	6,045,438,643.87
IV. EFFECT OF CHANGES IN EXCHANGE RATE ON CASH	四、匯率變動對現金的影響		24,526,088.54	(28,014,679.10)
V. NET INCREASE IN CASH AND CASH EQUIVALENTS	五、現金及現金等價物淨增加額		2,497,789,942.98	781,791,157.68
Add: Cash and cash equivalents at beginning of year	加：年初現金及現金等價物餘額		14,099,151,353.22	13,317,360,195.54
VI. CASH AND CASH EQUIVALENTS AT END OF YEAR	六、年末現金及現金等價物餘額	59	16,596,941,296.20	14,099,151,353.22

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Zhang Zhiqiang

張志強

# BALANCE SHEET

31 December 2013 (Expressed in Renminbi Yuan)

# 資產負債表

二零一三年十二月三十一日(人民幣元)

ASSETS	資產	Note XI 附註十一	2013 二零一三年	2012 二零一二年
Current assets	流動資產			
Cash and cash equivalents	貨幣資金		13,384,081,420.60	11,172,638,035.07
Notes receivable	應收票據		9,766,230,445.12	7,093,096,681.29
Accounts receivable	應收賬款	1	244,988,175.52	375,556,978.89
Prepayments	預付款項		83,071,374.23	105,117,029.08
Dividends receivable	應收股利		43,075,603.72	99,126,103.69
Interests receivable	應收利息		14,815,594.44	7,331,318.68
Other receivables	其他應收款	2	1,762,289,386.87	1,156,166,626.23
Inventories	存貨		1,979,350,646.02	1,445,500,066.07
Other current assets	其他流動資產		–	20,000,000.00
Total current assets	流動資產合計		27,277,902,646.52	21,474,532,839.00
Non-current assets	非流動資產			
Available-for-sale financial assets	可供出售金融資產		235,680,000.00	300,880,000.00
Long-term equity investments	長期股權投資	3、4	7,701,961,114.30	6,596,836,401.12
Investment property	投資性房地產		1,055,234,504.30	697,478,506.43
Fixed assets	固定資產		2,612,062,852.50	2,223,533,258.74
Construction in progress	在建工程		1,724,376,418.56	2,772,786,478.08
Disposal of fixed assets	固定資產清理		328,595.31	230,232.94
Intangible assets	無形資產		341,165,627.61	376,157,548.24
Goodwill	商譽		579,145,043.76	579,145,043.76
Deferred tax assets	遞延所得稅資產		293,625,964.26	238,352,408.49
Other non-current assets	其他非流動資產		1,073,203,388.00	–
Total non-current assets	非流動資產合計		15,616,783,508.60	13,785,399,877.80
Total assets	資產總計		42,894,686,155.12	35,259,932,716.80

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Zhang Zhiqiang

張志強

## BALANCE SHEET (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 資產負債表(續)

二零一三年十二月三十一日(人民幣元)

LIABILITIES AND EQUITY	負債及股東權益	2013 二零一三年	2012 二零一二年
Current liabilities	流動負債		
Notes payable	應付票據	4,937,793,613.31	3,485,391,961.16
Accounts payable	應付賬款	5,629,108,204.84	2,970,489,343.45
Advances from customers	預收款項	76,916,612.37	56,179,991.78
Payroll payable	應付職工薪酬	543,200,626.47	495,341,647.41
Taxes payable	應交稅費	115,485,608.69	55,958,879.84
Interests payable	應付利息	54,408,333.43	54,408,333.39
Other payables	其他應付款	1,894,124,012.04	1,793,244,973.97
Other current liabilities	其他流動負債	576,000,000.00	454,290,000.00
Total current liabilities	流動負債合計	13,827,037,011.15	9,365,305,131.00
Non-current liabilities	非流動負債		
Bonds payable	應付債券	2,695,720,748.07	2,691,489,273.21
Special payables	專項應付款	30,000,000.00	20,000,000.00
Deferred tax liabilities	遞延所得稅負債	17,833,800.60	27,613,800.60
Other non-current liabilities	其他非流動負債	213,764,174.97	161,510,133.16
Total non-current liabilities	非流動負債合計	2,957,318,723.64	2,900,613,206.97
Total liabilities	負債合計	16,784,355,734.79	12,265,918,337.97
Shareholders' equity	股東權益		
Share capital	股本	1,999,309,639.00	1,999,309,639.00
Capital reserve	資本公積	1,019,475,033.38	1,081,878,661.17
Special reserve	專項儲備	21,319,709.95	13,776,537.65
Surplus reserve	盈餘公積	2,683,223,334.61	2,300,128,466.82
Retained earnings	未分配利潤	20,387,002,703.39	17,598,921,074.19
Total shareholders' equity	股東權益合計	26,110,330,420.33	22,994,014,378.83
Total liabilities and shareholders' equity	負債及股東權益總計	42,894,686,155.12	35,259,932,716.80

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Zhang Zhiqiang

張志強



# INCOME STATEMENT

Year 2013 (Expressed in Renminbi Yuan)

# 利潤表

二零一三年度(人民幣元)

		Note XI 附註十一	2013 二零一三年	2012 二零一二年
Revenue	營業收入	5	<b>22,973,110,876.17</b>	17,451,908,953.44
Less: Cost of sales	減：營業成本	5	<b>16,078,835,091.00</b>	11,989,402,209.33
Taxes and surcharges	營業税金及附加		<b>155,819,284.76</b>	99,924,824.59
Distribution and selling expenses	銷售費用		<b>1,248,808,145.49</b>	883,655,644.27
General and administrative expenses	管理費用		<b>1,726,523,493.96</b>	1,477,284,081.59
Finance expenses	財務費用		<b>(127,872,774.26)</b>	(96,623,855.47)
Impairment loss of assets	資產減值損失		<b>(29,289,088.40)</b>	(11,114,406.48)
Add: Investment income	加：投資收益	6	<b>426,997,138.98</b>	974,160,222.50
Incl: Share of profit of associates and jointly controlled enterprises	其中：對聯營企業和合營企業的投資收益		<b>15,263,789.40</b>	53,592,927.19
Operating profit	營業利潤		<b>4,347,283,862.60</b>	4,083,540,678.11
Add: Non-operating income	加：營業外收入		<b>68,568,732.41</b>	67,049,794.20
Less: Non-operating expenses	減：營業外支出		<b>18,660,896.21</b>	12,535,971.62
Incl: Loss on disposal of non-current assets	其中：非流動資產處置損失		<b>6,293,184.86</b>	2,283,556.49
Total profit	利潤總額		<b>4,397,191,698.80</b>	4,138,054,500.69
Less: Income tax expenses	減：所得稅費用		<b>566,243,020.94</b>	494,515,262.93
Net profit	淨利潤		<b>3,830,948,677.86</b>	3,643,539,237.76

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Zhang Zhiqiang

張志強

## INCOME STATEMENT (CONTINUED)

Year 2013 (Expressed in Renminbi Yuan)

## 利潤表(續)

二零一三年度(人民幣元)

	Note XI 附註十一	2013 二零一三年	2012 二零一二年
Other comprehensive income	其他綜合收益		
Those other comprehensive income to be reclassified into profit or loss after meeting certain criteria in subsequent periods	以後會計期間在滿足規定條件時將重分類進損益的其他綜合收益		
Share of investee's other comprehensive income to be reclassified into profit or loss after meeting certain criteria in subsequent periods using the equity method	按照權益法核算的在被投資單位以後會計期間在滿足規定條件時將重分類進損益的其他綜合收益中所享有的份額	(6,377,070.55)	(40,559,590.11)
Gain or loss arising from change of fair value of available-for-sale financial assets	可供出售金融資產公允價值變動形成的利得或損失	(55,420,000.00)	31,280,000.00
Net amount of items under other comprehensive income after income tax	其他綜合收益各項目分別扣除所得稅影響後的淨額	(61,797,070.55)	(9,279,590.11)
Total comprehensive income	綜合收益總額	3,769,151,607.31	3,634,259,647.65

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Zhang Zhiqiang

張志強

# STATEMENT OF CHANGES IN EQUITY 股東權益變動表

Year 2013 (Expressed in Renminbi Yuan)

二零一三年度(人民幣元)

		Share capital 股本	Capital reserve 資本公積	Special reserve 專項儲備	Surplus reserve 盈餘公積	Retained earnings 未分配利潤	Total equity 股東權益合計
I. At beginning of year	一、本年年初餘額	1,999,309,639.00	1,081,878,661.17	13,776,537.65	2,300,128,466.82	17,598,921,074.19	22,994,014,378.83
II. Movements in current year	二、本年增減變動金額						
(I) Net Profit	(一)淨利潤	-	-	-	-	3,830,948,677.86	3,830,948,677.86
(II) Other comprehensive income	(二)其他綜合收益	-	(61,797,070.55)	-	-	-	(61,797,070.55)
Total comprehensive income	綜合收益總額	-	(61,797,070.55)	-	-	3,830,948,677.86	3,769,151,607.31
(III) Injection and reduction	(三)股東投入及減少資本						
1. Acquisition of minority interests and others	1. 收購少數股東權益及其他	-	(606,557.24)	-	-	-	(606,557.24)
(IV) Profit appropriation	(四)利潤分配						
1. Appropriation of surplus reserve	1. 提取盈餘公積	-	-	-	383,094,867.79	(383,094,867.79)	-
2. Distribution to owners	2. 對股東的分配	-	-	-	-	(659,772,180.87)	(659,772,180.87)
(V) Special reserve	(五)專項儲備						
1. Appropriation during the year	1. 本年提取	-	-	14,581,295.68	-	-	14,581,295.68
2. Used during the year	2. 本年使用	-	-	(7,038,123.38)	-	-	(7,038,123.38)
III. At end of year	三、本年年末餘額	1,999,309,639.00	1,019,475,033.38	21,319,709.95	2,683,223,334.61	20,387,002,703.39	26,110,330,420.33

The financial statements have been signed by:

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譚旭光

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主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Zhang Zhiqiang

張志強

## STATEMENT OF CHANGES IN EQUITY (CONTINUED)

Year 2013 (Expressed in Renminbi Yuan)

## 股東權益變動表(續)

二零一三年度(人民幣元)

		Share capital 股本	Capital reserve 資本公積	Special reserve 專項儲備	Surplus reserve 盈餘公積	Retained earnings 未分配利潤	Total equity 股東權益合計
I. At beginning of year	一、本年年初餘額	1,666,091,366.00	1,091,158,251.28	-	1,935,774,543.04	15,019,494,133.71	19,712,518,294.03
II. Movements in current year	二、本年增減變動金額						
(I) Net Profit	(一)淨利潤	-	-	-	-	3,643,539,237.76	3,643,539,237.76
(II) Other comprehensive income	(二)其他綜合收益	-	(9,279,590.11)	-	-	-	(9,279,590.11)
Total comprehensive income	綜合收益總額	-	(9,279,590.11)	-	-	3,643,539,237.76	3,634,259,647.65
(III) Profit appropriation	(三)利潤分配						
1. Appropriation of surplus reserve	1. 提取盈餘公積	-	-	-	364,353,923.78	(364,353,923.78)	-
2. Distribution to owners	2. 對股東的分配	333,218,273.00	-	-	-	(699,758,373.50)	(366,540,100.50)
(IV) Special reserve	(四)專項儲備						
1. Appropriation during the year	1. 本年提取	-	-	16,884,507.76	-	-	16,884,507.76
2. Used during the year	2. 本年使用	-	-	(3,107,970.11)	-	-	(3,107,970.11)
III. At end of year	三、本年年末餘額	1,999,309,639.00	1,081,878,661.17	13,776,537.65	2,300,128,466.82	17,598,921,074.19	22,994,014,378.83

The financial statements have been signed by:

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Head of accounting department:

會計機構負責人：

Zhang Zhiqiang

張志強

# CASH FLOW STATEMENT

Year 2013 (Expressed in Renminbi Yuan)

# 現金流量表

二零一三年度(人民幣元)

		Note XI 附註十一	2013 二零一三年	2012 二零一二年
I. CASH FLOWS FROM OPERATING ACTIVITIES	一、經營活動產生的現金流量			
Cash received from sales of goods or rendering of services	銷售商品、提供勞務收到的現金		20,961,498,306.05	18,195,267,445.46
Other cash received relating to operating activities	收到其他與經營活動有關的現金		853,122,007.76	573,950,900.41
Subtotal of cash inflows from operating activities	經營活動現金流入小計		21,814,620,313.81	18,769,218,345.87
Cash paid for goods and services	購買商品、接受勞務支付的現金		12,748,123,078.85	12,336,710,009.33
Cash paid to and on behalf of employees	支付給職工以及為職工支付的現金		1,169,201,029.61	1,123,697,115.38
Cash paid for all types of taxes	支付的各項稅費		1,857,033,543.88	3,152,458,869.03
Other cash paid relating to operating activities	支付其他與經營活動有關的現金		1,416,128,073.88	916,329,289.63
Subtotal of cash outflows from operating activities	經營活動現金流出小計		17,190,485,726.22	17,529,195,283.37
Net cash flows from operating activities	經營活動產生的現金流量淨額	7	4,624,134,587.59	1,240,023,062.50

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Zhang Zhiqiang

張志強

## CASH FLOW STATEMENT (CONTINUED)

Year 2013 (Expressed in Renminbi Yuan)

## 現金流量表(續)

二零一三年度(人民幣元)

	Note XI 附註十一	2013 二零一三年	2012 二零一二年
II. CASH FLOWS FROM INVESTING ACTIVITIES	二、投資活動產生的現金流量		
Cash received from sale of investments	收回投資收到的現金	372,067,880.00	504,419,500.00
Cash received from return on investments	取得投資收益收到的現金	304,841,625.00	383,424,824.31
Net cash received from disposal of fixed assets, intangible assets and other long-term assets	處置固定資產、無形資產和其他長期資產收回的現金淨額	160,978.07	683,656.80
Other cash received relating to investing activities	收到其他與投資活動有關的現金	11,792,740.80	28,369,000.00
Subtotal of cash inflows from investing activities	投資活動現金流入小計	688,863,223.87	916,896,981.11
Cash paid for acquisition of fixed assets, intangible assets and other long-term assets	購建固定資產、無形資產和其他長期資產支付的現金	450,817,315.87	803,435,184.34
Cash paid for acquisition of investments	投資支付的現金	2,266,174,407.00	348,716,100.00
Subtotal of cash outflows from investing activities	投資活動現金流出小計	2,716,991,722.87	1,152,151,284.34
Net cash flows from investing activities	投資活動產生的現金流量淨額	(2,028,128,499.00)	(235,254,303.23)

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Principal in charge of accounting:

主管會計工作負責人：

Head of accounting department:

會計機構負責人：

Tan Xuguang

譚旭光

Kwong Kwan Tong

鄭焜堂

Zhang Zhiqiang

張志強

## CASH FLOW STATEMENT (CONTINUED)

Year 2013 (Expressed in Renminbi Yuan)

## 現金流量表(續)

二零一三年度(人民幣元)

		Note XI 附註十一	2013 二零一三年	2012 二零一二年
III. CASH FLOWS FROM FINANCING ACTIVITIES	三、籌資活動產生的現金流量			
Cash paid for distribution of dividends or profits and for interest expenses	分配股利、利潤或償付利息支付的現金		792,063,438.28	481,192,792.92
Other cash paid relating to financing activities	支付其他與籌資活動有關的現金		8,713,846.03	—
Subtotal of cash outflows from financing activities	籌資活動現金流出小計		800,777,284.31	481,192,792.92
Net cash flows from financing activities	籌資活動產生的現金流量淨額		(800,777,284.31)	(481,192,792.92)
IV. EFFECT OF CHANGES IN EXCHANGE RATE ON CASH	四、匯率變動對現金的影響		(15,988.89)	(322,977.63)
V. NET INCREASE IN CASH AND CASH EQUIVALENTS	五、現金及現金等價物淨增加		1,795,212,815.39	523,252,988.72
Add: Cash and cash equivalents at beginning of year	加：年初現金及現金等價物餘額		9,457,082,461.58	8,933,829,472.86
VI. CASH AND CASH EQUIVALENTS AT END OF YEAR	六、年末現金及現金等價物餘額	8	11,252,295,276.97	9,457,082,461.58

The financial statements have been signed by:

財務報表由以下人士簽署：

Legal Representative:

法定代表人：

Tan Xuguang

譚旭光

Principal in charge of accounting:

主管會計工作負責人：

Kwong Kwan Tong

鄭焜堂

Head of accounting department:

會計機構負責人：

Zhang Zhiqiang

張志強



# NOTES TO FINANCIAL STATEMENTS

31 December 2013 (Expressed in Renminbi Yuan)

# 財務報表附註

二零一三年十二月三十一日(人民幣元)

## I. CORPORATE BACKGROUND

Weichai Power Co., Ltd. (the "Company") is a joint stock limited company jointly established by Weifang Diesel Engine Factory (濰坊柴油機廠), as the primary promoter, together with other promoters, upon approval by People's Government of Shandong Province with document Lu Zheng Gu Zi No. [2002] 64 Shandong Province Joint Stock Limited Company Approval Certificate (魯政股字[2002]64號山東省股份有限公司批准證書). It obtained its legal business licence from the Administration for Industry and Commerce of Shandong Province on 23 December 2002, with an original registered capital of RMB215 million.

In October 2007, Weifang Diesel Engine Factory was converted into Weichai Group Holdings Limited (濰柴控股集團有限公司) upon approval by State-owned Assets Supervision and Administration Commission of the People's Government of Shandong Province with document Lu Guo Zi Qi Gai Han No. [2007] 45 (魯國資企改函[2007]45號) titled "Approval Concerning the Conversion of Weifang Diesel Engine Factory into Weichai Group Holdings Limited (《關於濰坊柴油機廠改為濰柴控股集團有限公司的批復》)" and the Administration for Industry and Commerce of Weifang City.

In March 2004, the Company conducted a public offer in Hong Kong of overseas listed foreign shares (H Shares) of ordinary shares of RMB1.00 each to global investors, totaling 126.5 million shares among which 11.5 million shares were state-owned shares, pursuant to the approval document Zheng Jian Guo He Zi (證監國合字) No. [2003]44 issued by the China Securities Regulatory Commission. Such shares were listed on The Stock Exchange of Hong Kong Limited ("Hong Kong Stock Exchange") on 31 March 2004. In April 2004, the registered capital of the Company increased by RMB115 million in total pursuant to the public offer of shares to global investors and consequently the accumulated paid-in registered capital amounted to RMB330 million. The aforesaid registered capital has been verified by Shandong Zheng Yuan Hexin Accountants Limited (山東正源和信有限責任會計師事務所) with asset verification reports numbered Lu Zheng Xin Yan Zi (魯正信驗字) No. (2002) 3209 and Lu Zheng Xin Yan Zi (魯正信驗字) No. (2004) 3077.

## 一、本公司基本情況

濰柴動力股份有限公司(以下簡稱「本公司」或「公司」)是經山東省人民政府魯政股字[2002]64號山東省股份有限公司批准證書批准，由濰坊柴油機廠作為主發起人聯合其他發起人共同發起設立的股份有限公司，於2002年12月23日取得山東省工商行政管理局頒發的《企業法人營業執照》，原註冊資本人民幣215,000,000元。

2007年10月，經山東省人民政府國有資產監督管理委員會魯國資企改函[2007]45號《關於濰坊柴油機廠改為濰柴控股集團有限公司的批覆》以及濰坊市工商行政管理局核准，濰坊柴油機廠變更為濰柴控股集團有限公司。

2004年3月，本公司依據中國證券監督管理委員會簽發的證監國合字[2003]44號批覆文件，於香港向全球投資者公開發行境外上市外資股為每股面值人民幣1.00元的普通股(H股)，發行數量12,650萬股(其中國有存量股份1,150萬股)，並於2004年3月31日，在香港聯合交易所有限公司(「香港聯交所」)上市交易。2004年4月，本公司收到向全球投資者公開發行募集的新增註冊資本合計人民幣115,000,000元，增資後的累計註冊資本實收金額為人民幣330,000,000元。上述註冊資本經山東正源和信有限責任會計師事務所分別以魯正信驗字(2002) 3209號及魯正信驗字(2004) 3077號驗資報告書予以驗證。

**I. CORPORATE BACKGROUND (CONTINUED)**

On 30 March 2007, China Securities Regulatory Commission issued Zheng Jian Fa Hang Zi (證監發行字) No. [2007] 64 "Notice Concerning the Approval of the Public Offer of A Shares by Weichai Power Co., Ltd. and Its Absorption of TAGC by way of Share Swap" to approve the initial public offering of shares by the Company and its absorption of Torch Automobile Group Co., Ltd. (湘火炬汽車集團股份有限公司) (abbreviated as "TAGC"), pursuant to which 190,653,552 new shares were made available under the public offer to raise funds for absorption of TAGC by way of share swap. On 23 April 2007, the Company issued 190,653,552 ordinary shares denominated in RMB (A Shares) of RMB1 each by way of share swap, which shares were admitted for listing and trading on Shenzhen Stock Exchange on 30 April 2007. Total capital upon the aforesaid capital increase by way of share swap amounted to 520,653,552 shares with a total registered capital of RMB520,653,552, which has been verified by Shandong Zheng Yuan Hexin Accountants Limited (山東正源和信有限責任會計師事務所) with asset verification reports numbered Lu Zheng Xin Yan Zi (魯正信驗字) No. (2007) 3008. Upon completion of the absorption of TAGC by way of share swap, the shares of TAGC and its capacity as a legal person were both cancelled.

In accordance with the resolution of the second extraordinary general meeting in 2008 and the amended Articles, on 16 December 2008, the Company transferred 312,392,131 shares representing RMB312,392,131 from the capital reserve to registered capital, upon which the total capital was 833,045,683 shares and total registered capital was RMB833,045,683. The transfer has been verified by Shandong Zheng Yuan Hexin Accountants Limited (山東正源和信有限責任會計師事務所) in its verification report Lu Zheng Xin Yan Zi (魯正信驗字) No. (2008) 3046.

In accordance with the resolution of the first extraordinary general meeting in 2010 and the amended Articles, on 6 December 2010, the Company transferred 833,045,683 shares representing RMB833,045,683 from the capital reserve to registered capital, upon which the total capital was 1,666,091,366 shares. The transfer has been verified by Shandong Zheng Yuan Hexin Accountants Limited (山東正源和信有限責任會計師事務所) in its verification report Lu Zheng Xin Yan Zi (魯正信驗字) No. (2011) 3006.

**一、本公司基本情況(續)**

2007年3月30日，中國證券監督管理委員會出具了證監發行字[2007]64號《關於核准濰柴動力股份有限公司公開發行A股暨換股吸收合併湘火炬汽車集團股份有限公司的通知》，核准本公司首次公開發行股票暨換股吸收合併湘火炬汽車集團股份有限公司(簡稱「湘火炬」)，公開發行新股190,653,552股，用於換股吸收合併湘火炬。2007年4月23日，本公司換股發行190,653,552股每股面值人民幣1元的人民幣普通股(A股)，並於2007年4月30日，獲准在深圳證券交易所上市交易。上述換股增資後的總股本為520,653,552股，註冊資本總額為人民幣520,653,552元，經山東正源和信有限責任會計師事務所魯正信驗字(2007) 3008號驗資報告書予以驗證。換股吸收合併湘火炬完成後，湘火炬股份及湘火炬法人資格註銷。

2008年12月16日，本公司根據2008年第二次臨時股東大會決議和修改後章程的規定，由資本公積轉增註冊資本人民幣312,392,131元，增加股本312,392,131股，變更後總股本833,045,683股，註冊資本總額為人民幣833,045,683元。上述轉增資本經山東正源和信有限責任會計師事務所魯正信驗字(2008) 3046號驗資報告書予以驗證。

2010年12月6日，本公司根據2010年第一次臨時股東大會決議和修改後章程的規定，由資本公積轉增註冊資本人民幣833,045,683元，增加股本833,045,683股，變更後總股本1,666,091,366股。上述轉增資本經山東正源和信有限責任會計師事務所魯正信驗字(2011)第3006號驗資報告書予以驗證。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

### I. CORPORATE BACKGROUND (CONTINUED)

In accordance with the resolution of the annual general meeting 2011 and the amended Articles, on 29 June 2012, the Company transferred 333,218,273 shares representing RMB333,218,273 from the retained earnings to registered capital, upon which the total capital was 1,999,309,639 shares. The transfer has been verified by Shandong Zheng Yuan Hexin Accountants Limited (山東正源和信有限責任會計師事務所) in its verification report Lu Zheng Xin Yan Zi (魯正信驗字) No. (2012) 1013.

The RMB ordinary A shares and overseas listed foreign H shares issued by the Company were listed on the Shenzhen Stock Exchange and The Stock Exchange of Hong Kong Limited, respectively. As of 31 December 2013, the registered capital of the Company was RMB1,999,309,639. Please refer to Note V.39 for the share capital structure.

Weichai Group Holdings Limited and Shandong Heavy Industry Group Co., Ltd., established in the PRC, are the parent company and ultimate parent company of the Group respectively.

The registered address of the Company's headquarters is 197, Section A, Fu Shou East Street, High Technology Industrial Development Zone, Weifang, Shandong Province. It is not subject to any duration of operation. The Company operates in the transportation equipment manufacturing industry. The approved scope of operations of the Company covers: Design, development, production, sale, repair, import and export of diesel engines and auxiliary products; automobile (except sedans), automobile axle and components, gear boxes and components and other automobile components, hydraulic pumps, hydraulic motors, hydraulic valves, gears and gear transmission devices, ancillary casting and casting products of hydraulic components; technical consultation and technical services (should hold operating permit(s) for operations requiring administrative permission).

These financial statements were approved by the board of directors of the Company on 28 March 2014. Pursuant to the Articles of Association, these financial statements will be put forth to the general meeting for consideration and approval.

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

### 一、本公司基本情況(續)

2012年6月29日，本公司根據2011年股東周年大會決議和修改後章程的規定，由未分配利潤轉增註冊資本人民幣333,218,273元，增加股本333,218,273股，變更後總股本1,999,309,639股。上述轉增資本經山東正源和信有限責任會計師事務所以魯正信驗字(2012)第1013號驗資報告書予以驗證。

本公司所發行人民幣普通A股及境外上市外資H股已分別在深圳證券交易所和香港聯合交易所有限公司上市。於2013年12月31日，本公司註冊資本為人民幣1,999,309,639元，實收資本股本結構見附註五、39。

本集團的母公司和最終母公司為於中國成立的濰柴控股集團有限公司和山東重工集團有限公司。

本公司總部註冊地址位於山東省濰坊市高新技術產業開發區福壽東街197號甲。無經營期限限制。本公司所屬行業為交通運輸設備製造業。經核准的經營範圍為：柴油機及配套產品，汽車(小轎車除外)，汽車車橋及零部件，汽車變速器及零部件以及其他汽車零部件，液壓泵、液壓馬達、液壓閥門、齒輪和齒輪傳動裝置、液壓元件附屬鑄件和鑄造品的設計、開發、生產、銷售、維修、進出口；技術諮詢和技術服務(涉及行政許可的憑許可證經營)。

本財務報表業經本公司董事會於2014年3月28日決議批准。根據本公司章程，本財務報表將提交股東大會審議。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

### 1. Preparation basis of the financial statements

The financial statements have been prepared in accordance with the Accounting Standards for Business Enterprises-Basic Standard issued in February 2006 and specific accounting standards, implementation guidance, interpretations and other relevant provisions issued and amended subsequently by the Ministry of Finance (the "MOF") (collectively referred to as "Accounting Standards for Business Enterprises").

The financial statements are presented on a going concern basis.

In preparing these financial statements, all the assets (other than certain financial instruments) are carried at historical cost. If the assets are impaired, corresponding provisions for impairment shall be made according to relevant provisions.

### 2. Statement of compliance with Accounting Standards for Business Enterprises

The financial statements present, fairly and fully, the financial position of the Company and the Group as at 31 December 2013 and the results of operations and the cash flows for year 2013 in accordance with Accounting Standards for Business Enterprises.

#### *Adoption of certain amended/new accounting standards*

In January to March 2014, the MOF formulated the "Accounting Standard for Business Enterprises No. 39 – Fair Value Measurement", "Accounting Standard for Business Enterprises No. 40 – Joint Arrangements" and issued amendments to "Accounting Standard for Business Enterprises No. 30 – Presentation of Financial Statements", "Accounting Standard for Business Enterprises No. 9 – Employee Benefits", "Accounting Standard for Business Enterprises No. 33 – Consolidated Financial Statements", "Accounting Standard for Business Enterprises No. 2 – Long-term equity investments". The 6 accounting standards above will become effective from 1 July 2014, and early adoption is encouraged for entities listed overseas. As a locally and overseas listed company, the Company adopted the 6 accounting standards above in its preparation of the financial statements for 2013, and transitional arrangements have been made where appropriate.

## 二、重要會計政策和會計估計

### 1. 財務報表的編製基礎

本財務報表按照財政部2006年2月頒布的《企業會計準則－基本準則》以及其後頒布及修訂的具體會計準則、應用指南、解釋以及其他相關規定(統稱「企業會計準則」)編製。

本財務報表以持續經營為基礎列報。

編製本財務報表時，除某些金融工具外，均以歷史成本為計價原則。資產如果發生減值，則按照相關規定計提相應的減值準備。

### 2. 遵循企業會計準則的聲明

本財務報表符合企業會計準則的要求，真實、完整地反映了本公司及本集團於2013年12月31日的財務狀況以及2013年度的經營成果和現金流量。

#### *採用若干修訂後／新會計準則*

2014年1至3月，財政部制定了《企業會計準則第39號－公允價值計量》、《企業會計準則第40號－合營安排》；修訂印發了《企業會計準則第30號－財務報表列報》、《企業會計準則第9號－職工薪酬》、《企業會計準則第33號－合併財務報表》、《企業會計準則第2號－長期股權投資》。上述6項會計準則均自2014年7月1日起施行，鼓勵在境外上市的企業提前執行。本公司作為境內外上市公司，在編製2013年度財務報表時，執行了上述6項會計準則，並按照相關的銜接規定進行了處理。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 2. Statement of compliance with Accounting Standards for Business Enterprises (Continued)

#### *Adoption of certain amended/new accounting standards (Continued)*

For the purpose of these financial statements, changes in accounting policies of the Group that correspond to changes in the accounting standards above have been dealt with pursuant to relevant transitional provisions, and corresponding retrospective adjustments have been made to those comparable figures to which retrospective adjustments had to be made. The main effects on the financial statements for 2013 and 2012 caused by the aforesaid retrospective adjustments are set out below:

#### The Group 2013

## 二、重要會計政策和會計估計(續)

### 2. 遵循企業會計準則的聲明(續)

#### *採用若干修訂後/新會計準則(續)*

就本財務報表而言，上述會計準則的變化，引起本公司相應會計政策變化的，已根據相關銜接規定進行了處理，對於對比較數據需要進行追溯調整的，已進行了相應追溯調整。上述引起的追溯調整對2013年度和2012年度財務報表的主要影響如下：

#### 本集團 2013年

		Adoption of accounting standards of "Accounting Standard for Business Enterprises No. 2 – Long-term Equity Investments"		
		Opening balance/ Incurred during the year prior to adoption	Business Enterprises No. 2 – Long-term Equity Investments"	Opening balance/ Incurred during the year following adoption
		採用前年初餘額/本年發生額	採用會計準則《企業會計準則第2號—長期股權投資》	採用後年初餘額/本年發生額
Available-for-sale financial assets	可供出售金融資產	204,000,000.00	90,601,926.11	294,601,926.11
Long-term equity investments	長期股權投資	7,879,831,006.75	(90,601,926.11)	7,789,229,080.64

II. SIGNIFICANT ACCOUNTING POLICIES  
AND ACCOUNTING ESTIMATES  
(CONTINUED)2. Statement of compliance with Accounting Standards  
for Business Enterprises (Continued)*Adoption of certain amended/new accounting  
standards (Continued)***The Group (Continued)**

2012

## 二、重要會計政策和會計估計(續)

## 2. 遵循企業會計準則的聲明(續)

*採用若干修訂後/新會計準則  
(續)***本集團(續)**

2012年

		Opening balance/ Incurred during the year prior to adoption  採用前年初 餘額/本年 發生額	Adoption of accounting standards of “Accounting Standard for Business Enterprises No. 2 – Long-term Equity Investments” 採用會計準則 《企業會計準則 第2號—長期 股權投資》	Opening balance/ Incurred during the year following adoption  採用後年初 餘額/本年 發生額
Available-for-sale financial assets	可供出售金融資產	269,200,000.00	65,602,126.11	334,802,126.11
Long-term equity investments	長期股權投資	4,951,543,932.62	(65,602,126.11)	4,885,941,806.51

II. SIGNIFICANT ACCOUNTING POLICIES  
AND ACCOUNTING ESTIMATES  
(CONTINUED)2. Statement of compliance with Accounting Standards  
for Business Enterprises (Continued)*Adoption of certain amended/new accounting  
standards (Continued)***The Company  
2013**

## 二、重要會計政策和會計估計(續)

## 2. 遵循企業會計準則的聲明(續)

*採用若干修訂後/新會計準則  
(續)***本公司  
2013年**

		Opening balance/ Incurred during the year prior to adoption	Adoption of accounting standards of "Accounting Standard for Business Enterprises No. 2 – Long-term Equity Investments" 採用會計準則 《企業會計準則 第2號—長期 股權投資》	Opening balance/ Incurred during the year following adoption
		採用前年初 餘額/本年 發生額		採用後年初 餘額/本年 發生額
Available-for-sale financial assets	可供出售金融資產	204,000,000.00	31,680,000.00	235,680,000.00
Long-term equity investments	長期股權投資	7,733,641,114.30	(31,680,000.00)	7,701,961,114.30

2012

2012年

		Opening balance/ Incurred during the year prior to adoption	Adoption of accounting standards of "Accounting Standard for Business Enterprises No. 2 – Long-term Equity Investments" 採用會計準則 《企業會計準則 第2號—長期 股權投資》	Opening balance/ Incurred during the year following adoption
		採用前年初 餘額/本年 發生額		採用後年初 餘額/本年 發生額
Available-for-sale financial assets	可供出售金融資產	269,200,000.00	31,680,000.00	300,880,000.00
Long-term equity investments	長期股權投資	6,628,516,401.12	(31,680,000.00)	6,596,836,401.12



## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 3. Accounting year

The accounting year of the Group is from 1 January to 31 December of each calendar year.

### 4. Functional currency

The functional currency of the Company and the currency used in preparing the financial statements were Renminbi. The amounts in the financial statements were denominated in Renminbi, unless otherwise stated.

The subsidiaries and associates of the Company may determine their own functional currencies based on the major economic environment in which they operate the business. In preparation of financial statements, their functional currencies shall be translated into RMB.

### 5. Business combination

A business combination is a transaction or event that brings together two or more separate entities into one reporting entity. Business combinations are classified into business combinations involving entities under common control and business combinations not involving entities under common control.

#### *Business combinations involving entities under common control*

A business combination involving entities under common control is a business combination in which all of the combining entities are ultimately controlled by the same party or parties both before and after the combination, and that control is not transitory. For a business combination involving entities under common control, the party that, on the combination date, obtains control of another entity participating in the combination is the absorbing party, while that other entity participating in the combination is a party being absorbed. Combination date is the date on which the absorbing party effectively obtains control of the party being absorbed.

Assets and liabilities that are obtained by the absorbing party in a business combination involving entities under common control shall be measured at their carrying amounts at the combination date as recorded by the party being absorbed. The difference between the carrying amount of the net assets obtained and the carrying amount of the consideration paid for the combination (or the aggregate face value of shares issued as consideration) shall be adjusted to share premium under capital reserve. If the capital reserve is not sufficient to absorb the difference, any excess shall be adjusted against retained earnings.

## 二、重要會計政策和會計估計(續)

### 3. 會計期間

本集團會計年度採用公曆年度，即每年自1月1日起至12月31日止。

### 4. 記賬本位幣

本公司記賬本位幣和編製本財務報表所採用的貨幣均為人民幣。除有特別說明外，均以人民幣元為單位表示。

本公司下屬子公司及聯營企業，根據其經營所處的主要經濟環境自行決定其記賬本位幣，編製財務報表時折算為人民幣。

### 5. 企業合併

企業合併，是指將兩個或兩個以上單獨的企業合併形成一個報告主體的交易或事項。企業合併分為同一控制下企業合併和非同一控制下企業合併。

#### *同一控制下企業合併*

參與合併的企業在合併前後均受同一方或相同的多方最終控制，且該控制並非暫時性的，為同一控制下的企業合併。同一控制下的企業合併，在合併日取得對其他參與合併企業控制權的一方為合併方，參與合併的其他企業為被合併方。合併日，是指合併方實際取得對被合併方控制權的日期。

合併方在同一控制下企業合併中取得的資產和負債，按合併日在被合併方的賬面價值計量。合併方取得的淨資產賬面價值與支付的合併對價的賬面價值(或發行股份面值總額)的差額，調整資本公積中的股本溢價，不足沖減的則調整留存收益。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 5. Business combination (Continued)

#### *Business combinations not involving entities under common control*

A business combination not involving entities under common control is a business combination in which all of the combining entities are not ultimately controlled by the same party or parties both before and after the combination. For a business combination not involving entities under common control, the party that, on the acquisition date, obtains control of another entity participating in the combination is the acquirer, while that other entity participating in the combination is the acquiree. Acquisition date refers to the date on which the acquirer effectively obtains control of the acquiree.

The acquirer shall measure the acquiree's identifiable assets, liabilities and contingent liabilities acquired in the business combination not involving entities under common control at their fair values on the acquisition date.

The excess of the sum of the consideration paid (or equity securities issued) for business combination and equity interests in the acquiree held prior to the date of acquisition over the share of the attributable net identifiable assets of the acquiree obtained in the business combination, measured at fair value, was recognized as goodwill, which is subsequently measured at cost less cumulative impairment loss. In case the fair value of the sum of the consideration paid (or equity securities issued) and equity interests in the acquiree held prior to the date of acquisition is less than the fair value of the share of the attributable net identifiable assets of the acquiree, a review of the measurement of the fair values of the identifiable assets, liabilities and contingent liabilities, the consideration paid for the combination (or equity securities issued) and the equity interests in the acquiree held prior to the date of acquisition is conducted. If the review indicates that the fair value of the sum of the consideration paid for business combination (or equity securities issued) and equity interests in the acquiree held prior to the date of acquisition is indeed less than the fair value of the share of the attributable net identifiable assets of the acquiree obtained in the business combination, the difference is recognized in current profit or loss.

## 二、重要會計政策和會計估計(續)

### 5. 企業合併(續)

#### *非同一控制下的企業合併*

參與合併的企業在合併前後不受同一方或相同的多方最終控制的，為非同一控制下的企業合併。非同一控制下的企業合併，在購買日取得對其他參與合併企業控制權的一方為購買方，參與合併的其他企業為被購買方。購買日，是指購買方實際取得對被購買方控制權的日期。

非同一控制下企業合併中所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。

支付的合併對價的公允價值(或發行的權益性證券的公允價值)與購買日之前持有的被購買方的股權的公允價值之和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，並以成本減去累計減值損失進行後續計量。支付的合併對價的公允價值(或發行的權益性證券的公允價值)與購買日之前持有的被購買方的股權的公允價值之和小於合併中取得的被購買方可辨認淨資產公允價值份額的，首先對取得的被購買方各項可辨認資產、負債及或有負債的公允價值以及支付的合併對價的公允價值(或發行的權益性證券的公允價值)及購買日之前持有的被購買方的股權的公允價值的計量進行覆核，覆核後支付的合併對價的公允價值(或發行的權益性證券的公允價值)與購買日之前持有的被購買方的股權的公允價值之和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，其差額計入當期損益。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 6. Consolidated financial statements

The consolidation scope of consolidated financial statements is determined on the basis of control, including the financial statements for the year ended 31 December 2013 of the Company and all of its subsidiaries. A subsidiary is an entity that is controlled by the Company, including separable parts of an enterprise or investee and structured entities controlled by the Company etc.

In preparation of consolidated financial statements, the subsidiaries use the same accounting period and accounting policies as those of the Company. When the accounting policies of a subsidiary are different from those of the Company, the Company has made adjustments to the financial statements of the subsidiary based on its own accounting policies. All intra-group assets, liabilities, interests, income, expenses and cash flow are eliminated in full on consolidation in full.

Where the amount of losses of a subsidiary attributable to the minority shareholders in the current period exceeds their share of the opening balance of owner's equity of the subsidiary, the excess shall be allocated against minority interests.

For subsidiaries acquired through business combinations not involving entities under common control, the operating results and cash flows of the acquiree shall be included in the consolidated financial statements, from the day on which the Group gains control, till the Group ceases the control of it. While preparing the consolidated financial statements, the acquirer shall adjust the subsidiary's financial statements, on the basis of the fair values of the identifiable assets, liabilities and contingent liabilities recognized on the acquisition date.

For subsidiaries acquired through business combinations involving entities under common control, the operating results and cash flows of the acquiree shall be included in the consolidated financial statements from the beginning of the period in which the combination occurs. While preparing the comparative consolidated financial statements, adjustments are made to related items in the financial statements for the prior period as if the reporting entity established through combination has been existing since the ultimate controller begins to exercise control.

## 二、重要會計政策和會計估計(續)

### 6. 合併財務報表

合併財務報表的合併範圍以控制為基礎確定，包括本公司及全部子公司截至2013年12月31日止年度的財務報表。子公司，是指被本公司控制的主體(含企業、被投資單位中可分割的部分，以及本公司所控制的結構化主體等)。

編製合併財務報表時，子公司採用與本公司一致的會計期間和會計政策，對子公司可能存在的與本公司不一致的會計政策，已按照本公司的會計政策調整一致。本集團內部各公司之間的所有交易產生的資產、負債、權益、收入、費用和現金流量於合併時全額抵銷。

子公司少數股東分擔的當期虧損超過了少數股東在該子公司期初股東權益中所享有的份額的，其餘額仍沖減少數股東權益。

對於通過非同一控制下的企業合併取得的子公司，被購買方的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，直至本集團對其控制權終止。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。

對於通過同一控制下的企業合併取得的子公司，被合併方的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，對前期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實施控制時一直存在。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 6. Consolidated financial statements (Continued)

The Group's control over an investee is re-assessed if change in relevant facts and situations causes changes in one or more of the control substances.

### 7. Cash and cash equivalents

Cash comprises the Group's cash on hand and deposits that can be readily withdrawn on demand. Cash equivalents are short-term, highly liquid investments held by the Group, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### 8. Foreign currency operations and foreign currency translation

The Group translates the amount of foreign currency transactions occurred into its functional currency.

Foreign currency transactions are recorded, on initial recognition, in the functional currency, by applying to the foreign currency amount the spot exchange rate prevailing on the transaction dates. At the balance sheet date, foreign currency monetary items are translated using the spot exchange rate prevailing on the balance sheet date. All the resulting differences on settlement and monetary item translation are taken to profit or loss in the current period, except for those relating to foreign currency borrowings specifically for construction and acquisition of qualifying assets, which are capitalized in accordance with the principle of capitalization of borrowing costs. Non-monetary foreign currency items measured at historical cost shall still be translated at the spot exchange rate prevailing on the transaction date, and the amount denominated in the functional currency is not changed. Non-monetary foreign currency items measured at fair value are translated at the spot exchange rate prevailing at the date on which the fair values are determined. The difference thus resulted are recognized in profit or loss for the current period or as other comprehensive income based on the nature of the non-monetary items.

## 二、重要會計政策和會計估計(續)

### 6. 合併財務報表(續)

如果相關事實和情況的變化導致對控制要素中的一項或多項發生變化的，本集團重新評估是否控制被投資方。

### 7. 現金及現金等價物

現金，是指本集團的庫存現金以及可以隨時用於支付的存款；現金等價物，是指本集團持有的期限短、流動性強、易於轉換為已知金額的現金、價值變動風險很小的投資。

### 8. 外幣業務和外幣報表折算

本集團對於發生的外幣交易，將外幣金額折算為記賬本位幣金額。

外幣交易在初始確認時，採用交易發生日的即期匯率將外幣金額折算為記賬本位幣金額。於資產負債表日，對於外幣貨幣性項目採用資產負債表日即期匯率折算，由此產生的結算和貨幣性項目折算差額，除屬於與購建符合資本化條件的資產相關的外幣專門借款產生的差額按照借款費用資本化的原則處理之外，均計入當期損益。以歷史成本計量的外幣非貨幣性項目，仍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，由此產生的差額根據非貨幣性項目的性質計入當期損益或其他綜合收益。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 8. Foreign currency operations and foreign currency translation (Continued)

For foreign operations, the Group translates their functional currency amounts into RMB in preparing the financial statements as follows: asset and liability items in the balance sheet are translated using the spot exchange rate at the balance sheet date, and equity items other than "retained earnings" are translated using the spot exchange rate at the date of transactions; revenue and expense items in the income statement are translated using the average exchange rate for the period during which the transactions occur. The resulting foreign currency exchange differences in the financial statement are recognized in other comprehensive income and presented as a separate component of equity in the balance sheet. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognized in the profit or loss for the current period. If the disposal only involves a portion of a particular foreign operation, the amount is recognized on a pro-rata basis.

Foreign currency cash flows and the cash flows of foreign subsidiaries are translated using the average exchange rate for the period during which the cash flows occur. The effect of exchange rate changes on cash is separately presented as an adjustment item in the cash flow statement.

### 9. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### *Recognition and Derecognition of Financial Instruments*

The Group recognizes a financial asset or a financial liability when it becomes a party to the contractual provisions of a financial instrument.

## 二、重要會計政策和會計估計(續)

### 8. 外幣業務和外幣報表折算(續)

對於境外經營，本集團在編製財務報表時將其記賬本位幣折算為人民幣：對資產負債表中的資產和負債項目，採用資產負債表日的即期匯率折算，股東權益項目除「未分配利潤」項目外，其他項目採用發生時的即期匯率折算；利潤表中的收入和費用項目，採用交易發生當期平均匯率折算。按照上述折算產生的外幣財務報表折算差額，確認為其他綜合收益並在資產負債表中股東權益項目下單獨列示。處置境外經營時，將與該境外經營相關的其他綜合收益轉入處置當期損益，部分處置按處置比例計算。

外幣現金流量以及境外子公司現金流量，採用現金流量發生當期平均匯率折算。匯率變動對現金影響額作為調節項目，在現金流量表單獨列報。

### 9. 金融工具

金融工具，是指形成一個企業的金融資產，並形成其他單位的金融負債或權益工具的合同。

#### *金融工具的確認和終止確認*

本集團於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。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 9. Financial instruments (Continued)

#### *Recognition and Derecognition of Financial Instruments (Continued)*

The Group derecognizes a financial asset (or part of a financial asset, or part of a group of similar financial assets), i.e. writes off the financial asset from the account and balance sheet, when the following conditions are met:

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

If the underlying obligation of a financial liability has been discharged or cancelled or has expired, the financial liability is derecognized. If an existing financial liability is replaced by the same creditor with a new financial liability that has substantially different terms, or if the terms of an existing financial liability are substantially revised, such replacement or revision is accounted for as the derecognition of the original liability and the recognition of a new liability, and the resulting difference is recognized in profit or loss for the current period.

Regular way purchase or sale of financial assets are recognized and derecognized using trade date accounting. Regular way purchase or sale of financial assets refers to that the financial assets are delivered to or by the Group under the terms of a contract within a period as specified by law or general practice. The trade date is the date on which the Group undertakes to buy or sell a financial asset.

## 二、重要會計政策和會計估計(續)

### 9. 金融工具(續)

#### *金融工具的確認和終止確認(續)*

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(a)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(b)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。常規方式買賣金融資產，是指按照合同條款的約定，在法規或通行慣例規定的期限內收取或交付金融資產。交易日，是指本集團承諾買入或賣出金融資產的日期。



## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 9. Financial instruments (Continued)

#### *Classification and Measurement of Financial Assets*

Financial assets are, on initial recognition, classified into the following categories: financial assets at fair value through profit or loss, held-to-maturity investments, loans and receivables, available-for-sale financial assets and derivatives designated as effective hedging instruments. A financial asset is recognized initially at fair value. In the case of financial assets at fair value through profit or loss, relevant transaction costs are directly charged to the profit and loss of the current period; transaction costs relating to financial assets of other categories are included in the amount initially recognized.

The subsequent measurement of a financial asset is determined by its category:

#### *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss include financial assets at fair value through profit or loss and those designated upon initial recognition as financial assets at fair value through profit or loss. A financial asset at fair value through profit or loss is the financial asset that meets one of the following conditions: the financial asset is acquired for the purpose of selling it in a short term; the financial asset is a part of a portfolio of identifiable financial instruments that are collectively managed, and there is objective evidence indicating that the enterprise recently manages this portfolio for the purpose of short-term profits; the financial asset is a derivative, except for a derivative that is designated as an effective hedging instrument, or a financial guarantee contract, or a derivative that is linked to and must be settled by delivery of an unquoted equity investment (without a quoted price from an active market) whose fair value cannot be reliably measured. For such kind of financial assets, fair values are adopted for subsequent measurement. All the realized or unrealized gains or losses on these financial assets are recognized in profit or loss for the current period. Dividend income or interest income related to financial assets at fair value through profit or loss is charged to profit or loss for the current period.

## 二、重要會計政策和會計估計(續)

### 9. 金融工具(續)

#### *金融資產分類和計量*

本集團的金融資產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資產、持有至到期投資、貸款和應收款項、可供出售金融資產、被指定為有效套期工具的衍生工具。金融資產在初始確認時以公允價值計量。對於以公允價值計量且其變動計入當期損益的金融資產，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：

#### *以公允價值計量且其變動計入當期損益的金融資產*

以公允價值計量且其變動計入當期損益的金融資產，包括以公允價值計量且其變動計入當期損益的金融資產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資產。以公允價值計量且其變動計入當期損益的金融資產是指滿足下列條件之一的金融資產：取得該金融資產的目的是為了在短期內出售；屬於進行集中管理的可辨認金融工具組合的一部分，且有客觀證據表明企業近期採用短期獲利方式對該組合進行管理；屬於衍生工具，但是，被指定且為有效套期工具的衍生工具、屬於財務擔保合同的衍生工具、與在活躍市場中沒有報價且其公允價值不能可靠計量的權益工具投資掛鉤並須通過交付該權益工具結算的衍生工具除外。對於此類金融資產，採用公允價值進行後續計量，所有已實現和未實現的損益均計入當期損益。與以公允價值計量且其變動計入當期損益的金融資產相關的股利或利息收入，計入當期損益。



## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 9. Financial instruments (Continued)

#### *Classification and Measurement of Financial Assets (Continued)*

#### *Financial assets at fair value through profit or loss (Continued)*

A financial asset is designated on initial recognition as at fair value through profit or loss only when it meets one of the following conditions:

- (1) the designation eliminates or significantly reduces the inconsistency in the measurement or recognition of relevant gains or losses that would otherwise arise from measuring the financial instruments on different bases.
- (2) a group of financial instruments is managed and its performance is evaluated on a fair value basis, and information about the group is reported on that basis to the Group's key management personnel, according to formal documentation regarding risk management or investment strategy.
- (3) a hybrid instrument that contains one or more embedded derivatives, except where the embedded derivative does not significantly modify the cash flows of the hybrid instrument; or it is clear that separation of the embedded derivative(s) from the relevant hybrid instrument shall be prohibited.
- (4) a hybrid instrument that contains an embedded derivative that would need to be separately recorded and cannot be separately measured on acquisition or at the subsequent balance sheet date.

## 二、重要會計政策和會計估計(續)

### 9. 金融工具(續)

#### *金融資產分類和計量(續)*

#### *以公允價值計量且其變動計入當期損益的金融資產(續)*

只有符合以下條件之一，金融資產才可在初始計量時指定為以公允價值計量且變動計入當期損益的金融資產：

- (1) 該項指定可以消除或明顯減少由於金融工具計量基礎不同所導致的相關利得或損失在確認或計量方面不一致的情況。
- (2) 風險管理或投資策略的正式書面文件已載明，該金融工具組合以公允價值為基礎進行管理、評價並向關鍵管理人員報告。
- (3) 包含一項或多項嵌入衍生工具的混合工具，除非嵌入衍生工具對混合工具的現金流量沒有重大改變，或所嵌入的衍生工具明顯不應當從相關混合工具中分拆。
- (4) 包含需要分拆但無法在取得時或後續的資產負債表日對其進行單獨計量的嵌入衍生工具的混合工具。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 9. Financial instruments (Continued)

#### *Classification and Measurement of Financial Liabilities*

Investments in equity investments that do not have a quoted market price in an active market and whose fair values cannot be reliably measured shall not be designated as financial assets at fair value through profit or loss.

Financial assets on initial recognition classified as financial assets at fair value through profit or loss cannot be reclassified into financial assets of other categories; financial assets of other categories cannot be reclassified into financial assets at fair value through profit or loss, either.

#### *Held-to-maturity investments*

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturity date that the Group has the positive intention and ability to hold to maturity. Such kind of financial assets are subsequently measured at amortized cost using the effective interest method. Gains or losses arising from amortization or impairment and derecognition are recognized in profit or loss for the current period.

#### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such kind of financial assets are subsequently measured at amortized cost using the effective interest method. Gains or losses arising from amortization or impairment are recognized in profit or loss for the current period.

## 二、重要會計政策和會計估計(續)

### 9. 金融工具(續)

#### *金融負債分類和計量*

在活躍市場中沒有報價、公允價值不能可靠計量的權益工具投資，不得指定為以公允價值計量且其變動計入當期損益的金融資產。

企業在初始確認時將某金融資產劃分為以公允價值計量且其變動計入當期損益的金融資產後，不能重分類為其他類金融資產；其他類金融資產也不能重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。

#### *持有至到期投資*

持有至到期投資，是指到期日固定、回收金額固定或可確定，且本集團有明確意圖和能力持有至到期的非衍生金融資產。對於此類金融資產，採用實際利率法，按照攤餘成本進行後續計量，其攤銷或減值以及終止確認產生的利得或損失，均計入當期損益。

#### *貸款和應收款項*

貸款和應收款項，是指在活躍市場中沒有報價、回收金額固定或可確定的非衍生金融資產。對於此類金融資產，採用實際利率法，按照攤餘成本進行後續計量，其攤銷或減值產生的利得或損失，均計入當期損益。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 9. Financial instruments (Continued) *Classification and Measurement of Financial Liabilities (Continued)*

#### *Available-for-sale financial assets*

Available-for-sale financial assets are those non-derivative financial assets that are on initial recognition designated as available for sale or are not classified as any of the aforesaid categories. After initial recognition, available-for-sale financial assets are measured at fair value. The premium/discount is amortized using effective interest method and recognized as interest income or expense. Changes in the fair value of an available-for-sale financial asset is recognized as other comprehensive income in capital reserve, except for impairment losses and exchange differences resulted from monetary financial assets, until the financial asset is derecognized or determined to be impaired, at which time the accumulated gain or loss is transferred to profit or loss for the current period. Dividends or interest income relating to an available-for-sale financial asset are recognized in profit or loss for the current period.

Investments in equity investments, which do not have quoted prices in an active market and whose fair values cannot be reliably measured, are measured at cost.

The Group's financial liabilities are, on initial recognition, classified into financial liabilities at fair value through profit or loss, other financial liabilities or derivatives designated as effective hedging instruments. For financial liabilities at fair value through profit or loss, relevant transaction costs are directly recognized in profit or loss for the current period, and transaction costs relating to other financial liabilities are included in the initial recognition amounts.

The subsequent measurement of a financial liability is determined by its category:

## 二、重要會計政策和會計估計(續)

### 9. 金融工具(續) *金融負債分類和計量(續)*

#### *可供出售金融資產*

可供出售金融資產，是指初始確認時即指定為可供出售的非衍生金融資產，以及除上述金融資產類別以外的金融資產。對於此類金融資產，採用公允價值進行後續計量。其折價或溢價採用實際利率法進行攤銷並確認為利息收入或費用。除減值損失及外幣貨幣性金融資產的匯兌差額確認為當期損益外，可供出售金融資產的公允價值變動作為其他綜合收益於資本公積中確認，直到該金融資產終止確認或發生減值時，其累計利得或損失轉入當期損益。與可供出售金融資產相關的股利或利息收入，計入當期損益。

對於在活躍市場中沒有報價且其公允價值不能可靠計量的權益工具投資，按成本計量。

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、其他金融負債、被指定為有效套期工具的衍生工具。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，其他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：

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 9. Financial instruments (Continued)

#### *Classification and Measurement of Financial Liabilities (Continued)*

##### *Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and those designated upon initial recognition as financial liabilities at fair value through profit or loss. A financial liability held for trading is the financial liability that meets one of the following conditions: the financial liability is assumed for the purpose of repurchasing it in a short term; the financial liability is a part of a portfolio of identifiable financial instruments that are collectively managed, and there is objective evidence indicating that the enterprise recently manages this portfolio for the purpose of short-term profits; the financial liability is a derivative, except for a derivative that is designated as effective hedging instrument, or a financial guarantee contract, or a derivative that is linked to and must be settled by delivery of an unquoted equity investment (without a quoted price from an active market) whose fair value cannot be reliably measured. For such kind of financial liabilities, fair values are adopted for subsequent measurement. All the realized or unrealized gains or losses on these financial liabilities are recognized in profit or loss for the current period.

A financial liability is designated on initial recognition as at fair value through profit or loss only when it meets one of the following conditions:

- (1) the designation eliminates or significantly reduces the inconsistency in the measurement or recognition of relevant gains or losses that would otherwise arise from measuring the financial instruments on different bases.
- (2) a group of financial instruments is managed and its performance is evaluated on a fair value basis, and information about the group is reported to the Group's key management personnel, according to formal documentation regarding risk management or investment strategy.

### 9. 金融工具(續)

#### *金融負債分類和計量(續)*

##### *以公允價值計量且其變動計入當期損益的金融負債*

以公允價值計量且其變動計入當期損益的金融負債，包括交易性金融負債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。交易性金融負債是指滿足下列條件之一的金融負債：承擔該金融負債的目的是為了在近期內回購；屬於進行集中管理的可辨認金融工具組合的一部分，且有客觀證據表明企業近期採用短期獲利方式對該組合進行管理；屬於衍生工具，但是，被指定且為有效套期工具的衍生工具、屬於財務擔保合同的衍生工具、與在活躍市場中沒有報價且其公允價值不能可靠計量的權益工具投資掛鉤並須通過交付該權益工具結算的衍生工具除外。對於此類金融負債，按照公允價值進行後續計量，所有已實現和未實現的損益均計入當期損益。

只有符合以下條件之一，金融負債才可在初始計量時指定為以公允價值計量且變動計入當期損益的金融負債：

- (1) 該項指定可以消除或明顯減少由於金融工具計量基礎不同所導致的相關利得或損失在確認或計量方面不一致的情況。
- (2) 風險管理或投資策略的正式書面文件已載明，該金融工具組合以公允價值為基礎進行管理、評價並向關鍵管理人員報告。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 9. Financial instruments (Continued)

#### *Classification and Measurement of Financial Liabilities (Continued)*

#### *Financial liabilities at fair value through profit or loss (Continued)*

- (3) a hybrid instrument that contains one or more embedded derivatives, except where the embedded derivative does not significantly modify the cash flows of the hybrid instrument; or it is clear that separation of the embedded derivative(s) from the relevant hybrid instrument shall be prohibited.
- (4) a hybrid instrument that contains an embedded derivative that would need to be separately recorded and cannot be separately measured on acquisition or at the subsequent balance sheet date.

Financial liabilities on initial recognition classified as financial liabilities at fair value through profit or loss cannot be reclassified into financial liabilities of other categories; financial liabilities of other categories cannot be reclassified into financial liabilities at fair value through profit or loss either.

#### *Other financial liabilities*

After initial recognition, such kind of financial liabilities are measured at amortized costs by using the effective interest method.

#### *Financial guarantee contracts*

A financial guarantee contract is a contract that requires the issuer to settle a debt or assume a liability to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are measured, on initial recognition, at fair value. For financial guarantee contracts that are not designated as financial liabilities at fair value through profit or loss, they are, after initial recognition, subsequently measured at the higher of: the amount of the best estimate of the expenditure required to settle the present obligation at the balance sheet date; and the amount initially recognized less the accumulated amortization determined according to the principles of revenue recognition.

## 二、重要會計政策和會計估計(續)

### 9. 金融工具(續)

#### *金融負債分類和計量(續)*

#### *以公允價值計量且其變動計入當期損益的金融負債(續)*

- (3) 包含一項或多項嵌入衍生工具的混合工具，除非嵌入衍生工具對混合工具的現金流量沒有重大改變，或所嵌入的衍生工具明顯不應當從相關混合工具中分拆。
- (4) 包含需要分拆但無法在取得時或後續的資產負債表日對其進行單獨計量的嵌入衍生工具的混合工具。

企業在初始確認時將某金融負債劃分為以公允價值計量且其變動計入當期損益的金融負債後，不能重分類為其他金融負債；其他金融負債也不能重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。

#### *其他金融負債*

對於此類金融負債，採用實際利率法，按照攤餘成本進行後續計量。

#### *財務擔保合同*

財務擔保合同，是指保證人和債權人約定，當債務人不履行債務時，保證人按照約定履行債務或者承擔責任的合同。財務擔保合同在初始確認為負債時按照公允價值計量，不屬於指定為以公允價值計量且其變動計入當期損益的金融負債的財務擔保合同，在初始確認後，按照資產負債表日履行相關現時義務所需支出的當前最佳估計數確定的金額，和初始確認金額扣除按照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。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 9. Financial instruments (Continued) *Impairment of Financial Assets*

The Group assesses at the balance sheet date the carrying amount of every financial asset. If there is objective evidence indicating a financial asset may be impaired, a provision is provided for the impairment. Objective evidence that a financial asset is impaired is one or more events that occur after the initial recognition of the asset and have an impact (which can be reliably estimated) on the expected future cash flows of the financial asset.

#### *Financial assets carried at amortized cost*

If an impairment on a financial asset has incurred, the carrying amount of the asset is reduced to the present value of expected future cash flows (excluding future credit losses that have not been incurred) and such reduction is taken to profit or loss for the current period. The present value of expected future cash flows is discounted at the financial asset's original effective interest rate (i.e. effective interest rate computed on initial recognition) and includes the value of any related collateral.

For a financial asset that is individually significant, the asset is individually assessed for impairment, and the amount of impairment loss is recognized in profit or loss for the current period if there is objective evidence of impairment. For a financial asset that is not individually significant, it is included in a group of financial assets with similar credit risk characteristics and collectively assessed for impairment. If no impairment incurs for an individually assessed financial asset (whether the financial asset is individually significant or not individually significant), it is included in a group of financial assets with similar credit risk characteristics and collectively assessed for impairment. Assets for which an impairment loss is individually recognized is not included in a group of financial assets with similar credit risk characteristics and collectively assessed for impairment.

## 二、重要會計政策和會計估計(續)

### 9. 金融工具(續) *金融資產減值*

本集團於資產負債表日對金融資產的賬面價值進行檢查，有客觀證據表明該金融資產發生減值的，計提減值準備。表明金融資產發生減值的客觀證據，是指金融資產初始確認後實際發生的、對該金融資產的預計未來現金流量有影響，且企業能夠對該影響進行可靠計量的事項。

#### *以攤餘成本計量的金融資產*

發生減值時，將該金融資產的賬面價值減記至預計未來現金流量(不包括尚未發生的未來信用損失)現值，減記金額計入當期損益。預計未來現金流量現值，按照該金融資產原實際利率(即初始確認時計算確定的實際利率)折現確定，並考慮相關擔保物的價值。

對單項金額重大的金融資產單獨進行減值測試，如有客觀證據表明其已發生減值，確認減值損失，計入當期損益。對單項金額不重大的金融資產，包括在具有類似信用風險特徵的金融資產組合中進行減值測試。單獨測試未發生減值的金融資產(包括單項金額重大和不重大的金融資產)，包括在具有類似信用風險特徵的金融資產組合中再進行減值測試。已單項確認減值損失的金融資產，不包括在具有類似信用風險特徵的金融資產組合中進行減值測試。



## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 9. Financial instruments (Continued)

#### *Impairment of Financial Assets (Continued)*

##### *Financial assets carried at amortized cost (Continued)*

If, subsequent to the Group's recognition of an impairment loss on a financial asset carried at amortized cost, there is objective evidence of a recovery in value of the financial asset and the recovery can be related to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed and recognized in profit or loss for the current period. However, the reversal shall not result in a carrying amount of the financial asset that exceeds what the amortized cost would have been had the impairment loss not been recognized at the date the impairment is reversed.

##### *Available-for-sale financial assets*

If there is objective evidence that an available-for-sale asset is impaired, the accumulated loss arising from decline in fair value previously recognized in other comprehensive income is removed and recognized in profit or loss. The accumulated loss that removed from other comprehensive income is the difference between the acquisition cost (net of any principal repayment and amortization) and the current fair value, less any impairment loss on the financial asset previously recognized in profit or loss.

Objective evidence indicating that available-for-sale equity investment is impaired include significant or prolonged decline in fair value. "Significant" is judged by the extent of fair value below its cost and "prolonged" is judged by the length of period where fair value falls below its cost. The impairment loss on an available-for-sale equity investment is not reversed through profit or loss, and any increase of fair value that occurs after the impairment is recognized directly in other comprehensive income.

## 二、重要會計政策和會計估計(續)

### 9. 金融工具(續)

#### *金融資產減值(續)*

##### *以攤餘成本計量的金融資產(續)*

本集團對以攤餘成本計量的金融資產確認減值損失後，如有客觀證據表明該金融資產價值已恢復，且客觀上與確認該損失後發生的事項有關，原確認的減值損失予以轉回，計入當期損益。但是，該轉回後的賬面價值不超過假定不計提減值準備情況下該金融資產在轉回日的攤餘成本。

##### *可供出售金融資產*

如果有客觀證據表明該金融資產發生減值，原計入其他綜合收益的因公允價值下降形成的累計損失，予以轉出，計入當期損益。該轉出的累計損失，為可供出售金融資產的初始取得成本扣除已收回本金和已攤銷金額、當前公允價值和原已計入損益的減值損失後的餘額。

可供出售權益工具投資發生減值的客觀證據，包括公允價值發生嚴重或非暫時性下跌。「嚴重」根據公允價值低於成本的程度進行判斷，「非暫時性」根據公允價值低於成本的期間長短進行判斷。可供出售權益工具投資發生的減值損失，不通過損益轉回，減值之後發生的公允價值增加直接在其他綜合收益中確認。



## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 9. Financial instruments (Continued)

#### *Impairment of Financial Assets (Continued)*

##### *Available-for-sale financial assets (Continued)*

If, after an impairment loss has been recognized on an available-for-sale debt instrument, the fair value of the debt instrument increases in a subsequent period and the increase can be objectively related to an event occurring after the original impairment loss was recognized, the original impairment loss is reversed with the amount of the reversal recognized in profit or loss for the current period.

#### *Financial assets carried at cost*

If there is objective evidence that such a financial asset is impaired, the difference between its carrying amount and the present value of expected future cash flows which are discounted at the current market yield rate of similar financial assets is recognized as an impairment loss in profit or loss for the current period. Once an impairment loss is recognized, it is not reversed.

For an equity investment which is not quoted in an active market and for which the fair value cannot be reliably measured, any impairment is accounted for in accordance with the above principles.

#### *Transfer of Financial Assets*

If the Group transfers substantially all the risks and rewards of ownership of the financial asset to the transferee, the Group derecognizes the financial asset; if the Group retains substantially all the risks and rewards of ownership of the financial asset, the Group does not derecognize the financial asset.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, it is accounted for as follows: (i) if the Group has not retained control, it derecognizes the financial asset and recognizes any resulting assets or liabilities; (ii) if the Group has retained control, it continues to recognize the financial asset to the extent of its continuing involvement in the transferred financial asset and recognizes the relevant liability.

## 二、重要會計政策和會計估計(續)

### 9. 金融工具(續)

#### *金融資產減值(續)*

##### *可供出售金融資產(續)*

對於已確認減值損失的可供出售債務工具，在隨後的會計期間公允價值已上升且客觀上與確認原減值損失確認後發生的事項有關的，原確認的減值損失予以轉回，計入當期損益。

#### *以成本計量的金融資產*

如果有客觀證據表明該金融資產發生減值，將該金融資產的賬面價值，與按照類似金融資產當時市場收益率對未來現金流量折現確定的現值之間的差額，確認為減值損失，計入當期損益。發生的減值損失一經確認，不再轉回。

在活躍市場中沒有報價、公允價值不能可靠計量的權益性投資，其減值也按照上述原則處理。

#### *金融資產轉移*

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。

本集團既沒有轉移也沒有保留金融資產所有權上幾乎所有的風險和報酬的，分別下列情況處理：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。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 10. Receivables

#### (1) *Receivables Which Are Individually Significant and for Which Provision for Bad Debt Is Recognized Separately*

Receivables are individually significant and tested for impairment individually if according to the Group's judgment, the balance of accounts receivables and other receivables due from an individual customer accounts for more than RMB20 million in the total balance of receivables. When objective evidence indicates that the receivable has been impaired, bad debt provision is made based on the shortfall of the present value of future cash flow as compared to its carrying amount, and is charged to profit and loss for the current period.

#### (2) *Receivables for Which Provision for Bad Debt Is Recognized by Group*

For receivables which have not undergone individual assessment, provision for bad debt is recognized by grouping the receivables based on their credit risk features. Other than receivables for which provision for bad debt is recognized separately, bad debt provision is made according to the actual loss ratio of the same or similar receivable groups or receivable groups with similar credit risk features, with due regard to the current situation. The Group determines the grouping in terms of credit risks using age of the accounts receivables and other receivables and uses aging analysis to make provision for bad debts. The percentage are as follows:

Age 賬齡		Percentage provided for 計提比例
Within 1 year	1年以內	5%
1-2 years	1至2年	15%
2-3 years	2至3年	30%
3-4 years	3至4年	50%
4-5 years	4至5年	80%
Over 5 years	5年以上	100%

If objective evidence shows a recovery in value of the receivables, the original bad debt provision can be reversed and carried through profit and loss in the current period.

## 二、重要會計政策和會計估計(續)

### 10. 應收款項

#### (1) *單項金額重大並單獨計提壞賬準備的應收款項*

本集團對單項金額重大的應收款項判斷依據系單個客戶應收賬款和其他應收款餘額超過人民幣20,000,000元的，即為單項金額重大並單獨進行減值測試。當存在客觀證據表明該應收款項發生減值的，本集團根據其未來現金流量現值低於其賬面價值的差額，計提壞賬準備，計入當期損益。

#### (2) *按組合計提壞賬準備的應收款項*

本集團對於沒有進行單項評估的應收款項按信用風險特徵劃分為若干組合，並分別對各組合計提壞賬準備。除已單獨計提壞賬準備的應收款項外，根據以前年度與之相同或相類似的、具有類似信用風險特徵的應收賬款組合的實際損失率為基礎，結合現時情況確定應計提的壞賬準備。本集團以賬齡作為信用風險特徵確定應收款項組合，並採用賬齡分析法對應收賬款和其他應收款計提壞賬準備比例如下：

如有客觀證據表明應收款項的價值已經恢復，則原確認的壞賬準備予以轉回，計入當期損益。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 10. Receivables (Continued)

#### (3) *Receivables Which Are Not Individually Significant But Provision for Bad Debt Is Recognized Separately*

For receivables which are not individually significant but objective evidence shows that the impairment has occurred, bad debt provision will be made according to the difference between the present value of future cash flows and its carrying amounts and will be carried through profit and loss for the current period.

If clear evidence indicates that the receivables are indeed not recoverable, such as in case of cancellation, bankruptcy or insolvency of the debtor or its serious cash flow problem, then it is recognized as a bad debt and written off for bad debt provision already made.

### 11. Inventories

Inventories include materials in transit, raw materials, work in progress, finished goods, materials under entrusted processing, self made semi-finished goods and turnover materials etc.

Inventories are initially carried at cost. Cost of inventories comprises all costs of purchase, costs of conversion and other costs. The actual cost of inventories transferred out is assigned by using weighted average method or specific identification method. Low value consumables are amortized by using immediate write-off method.

The Groups adopts perpetual inventory system.

At the balance sheet date, inventories are measured at the lower of cost and net realizable value. If the cost of inventories is higher than the net realizable value, a provision for decline in value of inventories is recognized in profit or loss for the current period. If factors that previously resulted in the provision for decline in value of inventories no longer exist, so that the net realizable value is higher than the carrying amount, the amount of the write-down is reversed. The reversal is limited to the amount originally provided for the decline in value of inventories. The amount of the reversal is recognized in profit or loss for the current period.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale and relevant taxes. The provision for decline in value of inventories is made on an individual basis or a category basis.

## 二、重要會計政策和會計估計(續)

### 10. 應收款項(續)

#### (3) *單項金額雖不重大但單項計提壞賬準備的應收款項*

本集團對於單項金額雖不重大但存在客觀證據表明該應收款項發生減值的，本集團根據其未來現金流量現值低於其賬面價值的差額，計提壞賬準備，計入當期損益。

對於有確鑿證據表明應收款項確實無法收回時，如債務單位已撤銷、破產、資不抵債、現金流量嚴重不足等，確認為壞賬，並沖銷已計提的壞賬準備。

### 11. 存貨

存貨包括在途物資、原材料、在產品、產成品、委托加工材料、自製半成品和周轉材料等。

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。發出存貨，採用加權平均法或個別計價法確定其實際成本。低值易耗品採用一次轉銷法進行攤銷。

存貨的盤存制度採用永續盤存制。

於資產負債表日，存貨按照成本與可變現淨值孰低計量，對成本高於可變現淨值的，計提存貨跌價準備，計入當期損益。如果以前計提存貨跌價準備的影響因素已經消失，使得存貨的可變現淨值高於其賬面價值，則在原已計提的存貨跌價準備金額內，將以前減記的金額予以恢復，轉回的金額計入當期損益。

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。計提存貨跌價準備時按單個存貨項目或類別計提。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 12. Long-term equity investments

Long-term equity investments include equity investments in subsidiaries, jointly controlled enterprises and associates, and equity investments where the Group does not have control, joint control or significant influence over the investees.

A long-term equity investment is initially recorded at its initial investment cost on acquisition. For a long-term equity investment, the initial investment cost is determined as follows: for a business combination involving entities under common control, the initial investment cost of the long-term equity investment is the carrying value of the absorbing party's share of the owner's equity of the party being absorbed on the consolidated financial statements of the ultimate controller; for a business combination involving entities not under common control, the initial investment cost of the long-term equity investment is the cost of combination (For a business combination not involving entities under common control achieved in stages that involves multiple transactions, the initial investment cost is carried at the aggregate of the carrying amount of the acquirer's previously held equity interest in the acquiree before the acquisition date and the new investment cost incurred on the acquisition date.). The cost of combination is the aggregate of the fair values of the assets given, liabilities incurred or assumed, and equity securities issued by the acquirer. Other comprehensive income recognized as a result of equity accounting and held prior to the acquisition date is accounted for on the same basis as where the assets or liabilities are directly disposed of by the investee in disposing of such assets or liabilities. Accumulated fair value change on equity investments which are included in other comprehensive income as financial instruments and held prior to the acquisition date is transferred to profit or loss under cost accounting. For a long-term equity investment acquired otherwise than through a business combination, the initial investment cost is determined as follows: for a long-term equity investment acquired by paying cash, the initial investment cost is the actual purchase price paid and those costs, taxes and other necessary expenditures directly attributable to the acquisition of the long-term equity investment; for a long-term equity investment acquired by the issue of equity securities, the initial investment cost is the fair value of the equity securities issued.

## 二、重要會計政策和會計估計(續)

### 12. 長期股權投資

長期股權投資包括對子公司、合營企業和聯營企業的權益性投資，以及對被投資單位不具有控制、共同控制或重大影響的權益性投資。

長期股權投資在取得時以初始投資成本進行初始計量。通過同一控制下的企業合併取得的長期股權投資，以取得被合併方所有者權益在最終控制方合併財務報表中的賬面價值的份額作為初始投資成本；通過非同一控制下的企業合併取得的，以合併成本作為初始投資成本(通過多次交易分步實現非同一控制下的企業合併的，以購買日之前所持被購買方的股權投資的賬面價值與購買日新增投資成本之和作為初始投資成本)，合併成本包括購買方付出的資產、發生或承擔的負債、發行的權益性證券的公允價值之和；購買日之前持有的因採用權益法核算而確認的其他綜合收益，在處置該項投資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；購買日之前持有的股權投資作為金融工具計入其他綜合收益的累計公允價值變動在改按成本法核算時轉入當期損益。除企業合併形成的長期股權投資以外方式取得的長期股權投資，按照下列方法確定初始投資成本：支付現金取得的，以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、税金及其他必要支出作為初始投資成本；發行權益性證券取得的，以發行權益性證券的公允價值作為初始投資成本。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 12. Long-term equity investments (Continued)

For a long-term equity investment where the Company can exercise control over the investee, the Company uses the cost method in the Company's financial statements. Control refers to the power over an investee, and exposure, or rights, to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect the amount of the investor's returns.

Under the cost method, the long-term equity investment is measured at its initial investment cost. For addition or reduction of investments, the cost of long-term equity investments is adjusted. Cash dividend or profit distribution declared by an investee is recognized as profit or loss in the current period.

The equity method is adopted for a long-term equity investment when the Group holds joint control, or exercises significant influence on the investee. Joint control refers to the contractually-agreed shared control over an arrangement and related activities under such arrangement shall be decided upon with the unanimous consent of the parties sharing control. Significant influence is the power to participate in the financial and operating policy decisions of the investee but cannot control or jointly control with other parties over the formulation of those policies.

Under the equity method, where the initial investment cost of a long-term equity investment exceeds the investing entity's interest in the fair values of the investee's identifiable net assets at the acquisition date, the excess is included in the initial investment cost. Where the initial investment cost is less than the investing entity's interest in the fair values of the investee's identifiable net assets at the acquisition date, the difference is charged to profit or loss for the current period, and the cost of the long-term equity investment is adjusted accordingly.

## 二、重要會計政策和會計估計(續)

### 12. 長期股權投資(續)

本公司能夠對被投資單位實施控制的長期股權投資，在本公司個別財務報表中採用成本法核算。控制，是指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回報金額。

採用成本法時，長期股權投資按初始投資成本計價。追加或收回投資的，調整長期股權投資的成本。被投資單位宣告分派的現金股利或利潤，確認為當期損益。

本集團對被投資單位具有共同控制或重大影響的，長期股權投資採用權益法核算。共同控制，是指按照相關約定對某項安排所共有的控制，並且該安排的相關活動必須經過分享控制權的參與方一致同意後才能決策。重大影響，是指對被投資單位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。

採用權益法時，長期股權投資的初始投資成本大於投資時應享有被投資單位可辨認淨資產公允價值份額的，歸入長期股權投資的初始投資成本；長期股權投資的初始投資成本小於投資時應享有被投資單位可辨認淨資產公允價值份額的，其差額計入當期損益，同時調整長期股權投資的成本。



## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 12. Long-term equity investments (Continued)

Under the equity method, the Group recognizes its share of the net profits or losses and other comprehensive income made by the investee as investment income or losses and other comprehensive income after the acquisition of the long-term equity investments, and adjusts the carrying amount of the investment accordingly. The Group recognizes its share of the investee's net profits or losses after making appropriate adjustments to the investee's net profits based on the fair value of the investee's identifiable assets at the acquisition date, using the Group's accounting policies and periods, and eliminating the portion of the profits or losses arising from internal transactions with its jointly controlled enterprises and associates, attributable to the investing entity according to its share ratio (but impairment losses for assets arising from internal transactions shall be recognized in full). The carrying amount of the investment is reduced accordingly based on the Group's share of any profit distributions or cash dividends declared by the investee. The Group's share of net losses of the investee is recognized to the extent the carrying amount of the investment together with any long-term interests that in substance form part of its net investment in the investee is reduced to zero, except that the Group has incurred obligations to assume additional losses. The Group adjusts the carrying amount of the long-term equity investment for any changes in owners' equity of the investee (other than net profits or losses, other comprehensive income and profit distribution) and includes the corresponding adjustments in the shareholders' equity.

On disposal of a long-term equity investment, the difference between the proceeds actually received and carrying amount is recognized in profit or loss for the current period. For a long-term equity investment accounted for using the equity method, the amount originally included in the shareholders' equity is transferred to profit or loss for the current period on a pro-rata basis according to the proportion disposed of.

For a long-term equity investment, refer to Item 24 under Note II for the test for impairment and recognition of provision for impairment.

## 二、重要會計政策和會計估計(續)

### 12. 長期股權投資(續)

採用權益法時，取得長期股權投資後，按照應享有或應分擔的被投資單位實現的淨損益和其他綜合收益的份額，分別確認投資損益和其他綜合收益並調整長期股權投資的賬面價值。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內部交易損益按照應享有的比例計算歸屬於投資方的部分(但內部交易損失屬於資產減值損失的，應全額確認)，對被投資單位的淨利潤進行調整後確認。按照被投資單位宣告分派的利潤或現金股利計算應享有的部分，相應減少長期股權投資的賬面價值。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。對於被投資單位除淨損益、其他綜合收益和利潤分配以外股東權益的其他變動，調整長期股權投資的賬面價值並計入股東權益。

處置長期股權投資，其賬面價值與實際取得價款的差額，計入當期損益。採用權益法核算的長期股權投資，在處置時將原計入股東權益的部分按相應的比例轉入當期損益。

長期股權投資減值測試方法及減值準備計提方法，詳見附註二、24。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 13. Investment property

Investment property is property held to earn rentals or for capital appreciation or both. Investment property includes a land use right that is leased out and a building that is leased out.

An investment property is measured initially at its cost. If the economic benefits relating to an investment property will probably flow in and the cost can be reliably measured, subsequent costs incurred for the property is included in the cost of the investment property. Otherwise, subsequent costs are recognized in profit or loss for the period in which they are incurred.

The Group uses the cost model for subsequent measurement of its investment property. Depreciation or amortization is calculated on the straight-line basis over its useful life, as follows:

Project 項目	Expected useful life (years) 預計使用壽命(年)
Land use rights 土地使用權	48.5–50
Houses and buildings 房屋建築物	14.5–30

For an investment property that is subsequently measured using the cost model, refer to Item 24 under Note II for the test for impairment and recognition of provision for impairment.

### 14. Fixed assets

A fixed asset is recognized only when the economic benefits associated with the asset will probably flow to the Group and the cost of the asset can be measured reliably. Subsequent expenditure incurred for a fixed asset that meet the recognition criteria shall be included in the cost of the fixed asset, and the carrying amount of the component of the fixed asset that is replaced shall be derecognized. Otherwise, such expenditure shall be recognized in profit or loss for the period in which they are incurred.

## 二、重要會計政策和會計估計(續)

### 13. 投資性房地產

投資性房地產，是指為賺取租金或資本增值，或兩者兼有而持有的房地產，包括已出租的土地使用權、已出租的建築物。

投資性房地產按照成本進行初始計量。與投資性房地產有關的後續支出，如果與該資產有關的經濟利益很可能流入且其成本能夠可靠地計量，則計入投資性房地產成本。否則，於發生時計入當期損益。

本集團採用成本模式對投資性房地產進行後續計量，在其使用壽命內採用直線法計提折舊或攤銷。列示如下：

採用成本模式進行後續計量的投資性房地產減值測試方法及減值準備計提方法，詳見附註二、24。

### 14. 固定資產

固定資產僅在與其有關的經濟利益很可能流入本集團，且其成本能夠可靠地計量時才予以確認。與固定資產有關的後續支出，符合該確認條件的，計入固定資產成本，並終止確認被替換部分的賬面價值；否則，於發生時計入當期損益。



## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 14. Fixed assets (Continued)

Fixed assets are initially measured at cost. The cost of a purchased fixed asset comprises the purchase price, relevant taxes and any directly attributable expenditure for bringing the asset to working condition for its intended use. Other than fixed assets arising from the use and appropriation of safety funds, special reserve offset against the cost of fixed assets, and equivalent amounts of accumulated depreciation recognized; and certain equipment of the parent company, and machinery and equipment of certain subsidiaries namely Weichai America Corp., Shaanxi Fast Gear Co., Ltd., Baoji Fast Gear Co., Ltd. and Xi'an Fast Auto Drive Co., Ltd., for which double-declining balance method is used for depreciation, the straight line method is adopted for the depreciation of other fixed assets.

The estimated useful lives, net residual value rates and annual depreciation rates of fixed assets are presented as follows:

Item		Estimated useful life (years) 預計使用壽命 (年)	Estimated net residual value rate (%) 預計淨殘值率 (%)	Annual depreciation rate (%) 年折舊率 (%)
Land	土地	Indefinite 無期限	0	0
Houses and buildings	房屋及建築物	12-35	3-5	2.71-7.92
Machinery and equipment	機器設備	4-12	3-5	7.91-23.75
Vehicles	運輸工具	4-10	3-5	9.50-50.00
Electronic equipment	電子設備	3-12	3-5	7.91-47.50
Other equipment	其他設備	3-10	3-5	9.50-40.00

The Group reviews the useful life and estimated net residual value of a fixed asset and the depreciation method applied at least at each year-end, and make adjustments if necessary.

For the test for impairment and recognition of provision for impairment related to a fixed asset, refer to Item 24 under Note II.

## 二、重要會計政策和會計估計(續)

### 14. 固定資產(續)

固定資產按照成本進行初始計量。購置固定資產的成本包括購買價款，相關稅費，以及為使固定資產達到預定可使用狀態前所發生的可直接歸屬於該項資產的其他支出。除使用提取的安全生產費形成的固定資產，按照形成固定資產的成本沖減專項儲備，並確認相同金額的累計折舊；以及母公司部分設備、子公司濰柴北美公司、陝西法士特齒輪有限公司、寶雞法士特齒輪有限公司及西安法士特汽車傳動有限公司的機器設備折舊採用雙倍餘額遞減法之外，其他固定資產折舊均採用直線法。

各類固定資產的預計使用壽命、淨殘值率及年折舊率列示如下：

本集團至少於每年年度終了，對固定資產的使用壽命、預計淨殘值和折舊方法進行覆核，必要時進行調整。

固定資產減值測試方法及減值準備計提方法，詳見附註二、24。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 15. Construction in progress

The cost of construction in progress is determined according to the actual expenditure incurred for the construction, including all necessary construction expenditure incurred during the construction period, borrowing costs that shall be capitalized before the construction gets ready for its intended use and other relevant expenses.

A construction in progress is transferred to fixed asset when the asset is ready for its intended use.

For the test for impairment and recognition of provision for impairment related to a construction in progress, refer to Item 24 under Note II.

### 16. Borrowing costs

Borrowing costs are interest and other costs incurred by the Group in connection with the borrowing of the funds. Borrowing costs include interest, amortization of discounts or premiums related to borrowings, ancillary costs incurred in connection with the arrangement of borrowings, and exchange differences arising from foreign currency borrowings.

The borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized. The amounts of other borrowing costs incurred are recognized as an expense in the period in which they are incurred. Qualifying assets are assets (fixed assets, investment property and inventories, etc.) that necessarily take a substantial period of time for acquisition, construction or production to get ready for their intended use or sale.

The capitalization of borrowing costs commences only when all of the following conditions are satisfied:

- (1) expenditures for the asset are being incurred;
- (2) borrowing costs are being incurred;
- (3) activities relating to the acquisition, construction or production of the asset that are necessary to prepare the asset for its intended use or sale have commenced.

## 二、重要會計政策和會計估計(續)

### 15. 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時轉入固定資產。

在建工程減值測試方法及減值準備計提方法，詳見附註二、24。

### 16. 借款費用

借款費用，是指本集團因借款而發生的利息及其他相關成本，包括借款利息、折價或者溢價的攤銷、輔助費用以及因外幣借款而發生的匯兌差額等。

可直接歸屬於符合資本化條件的資產的購建或者生產的借款費用，予以資本化，其他借款費用計入當期損益。符合資本化條件的資產，是指需要經過相當長時間的購建或者生產活動才能達到預定可使用或者可銷售狀態的固定資產、投資性房地產和存貨等資產。

借款費用同時滿足下列條件的，才能開始資本化：

- (1) 資產支出已經發生；
- (2) 借款費用已經發生；
- (3) 為使資產達到預定可使用或者可銷售狀態所必要的購建或者生產活動已經開始。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 16. Borrowing costs (Continued)

Capitalization of borrowing costs ceases when the qualifying asset being acquired, constructed or produced becomes ready for its intended use or sale. Any borrowing costs subsequently incurred are recognized as an expense in the period in which they are incurred.

During the capitalization period, the amount of interest to be capitalized for each accounting period shall be determined as follows:

- (1) where funds are borrowed for a specific purpose, the amount of interest to be capitalized is the actual interest expense incurred on that borrowing for the period less any bank interest earned from depositing the borrowed funds before being used on the asset or any investment income on the temporary investment of those funds.
- (2) where funds are borrowed for a general purpose, the amount of interest to be capitalized on such borrowings is determined by applying a weighted average interest rate to the weighted average of the excess amounts of accumulated expenditure on the asset over and above the amounts of specific-purpose borrowings.

Capitalization of borrowing costs is suspended during periods in which the acquisition, construction or production of a qualifying asset is interrupted by activities other than those necessary to prepare the asset for its intended use or sale, when the interruption is for a continuous period of more than 3 months. Borrowing costs incurred during these periods are recognized as an expense for the current period until the acquisition, construction or production is resumed.

## 二、重要會計政策和會計估計(續)

### 16. 借款費用(續)

購建或者生產符合資本化條件的資產達到預定可使用或者可銷售狀態時，借款費用停止資本化。之後發生的借款費用計入當期損益。

在資本化期間內，每一會計期間的利息資本化金額，按照下列方法確定：

- (1) 專門借款以當期實際發生的利息費用，減去暫時性的存款利息收入或投資收益後的金額確定。
- (2) 佔用的一般借款，根據累計資產支出超過專門借款部分的資產支出加權平均數乘以所佔用一般借款的加權平均利率計算確定。

符合資本化條件的資產在購建或者生產過程中，發生除達到預定可使用或者可銷售狀態必要的程序之外的非正常中斷、且中斷時間連續超過3個月的，暫停借款費用的資本化。在中斷期間發生的借款費用確認為費用，計入當期損益，直至資產的購建或者生產活動重新開始。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 17. Intangible assets

An intangible asset shall be recognized only when it is probable that the economic benefit associated with the asset will flow to the Group and the cost of the asset can be measured reliably. Intangible assets are measured initially at cost. However, intangible assets acquired in a business combination with a fair value that can be measured reliably are recognized separately as intangible assets and measured at the fair value.

The useful life of an intangible asset is determined according to the period over which it is expected to generate economic benefits for the Group. An intangible asset is regarded as having an indefinite useful life when there is no foreseeable limit to the period over which the asset is expected to generate economic benefits for the Group.

The useful lives of the intangible assets are as follows:

		Useful life (years) 使用壽命(年)
Technology know-how	專有技術	3.5–20 years 3.5–20年
Land use rights	土地使用權	30–50 years 30–50年
Software	軟件	5–10 years 5–10年
License	特許權	10 years 10年
Orders on hand	在手訂單	1–25 years 1–25年
Customer relationship	客戶關係	2–17 years 2–17年
Others	其他	3–10 years 3–10年
Trademark rights	商標使用權	Indefinite 不確定

Land use rights that are acquired by the Group are generally accounted for as intangible assets. Buildings, such as plants that are developed and constructed by the Group, and relevant land use rights and buildings, are accounted for as intangible assets and fixed assets, respectively. Payments for the land and buildings acquired are allocated between the land use rights and the buildings; if they cannot be reasonably allocated, all of the land use rights and buildings are accounted for as fixed assets.

## 二、重要會計政策和會計估計(續)

### 17. 無形資產

無形資產僅在與其有關的經濟利益很可能流入本集團，且其成本能夠可靠地計量時才予以確認，並以成本進行初始計量。但企業合併中取得的無形資產，其公允價值能夠可靠地計量的，即單獨確認為無形資產並按照公允價值計量。

無形資產按照其能為本集團帶來經濟利益的期限確定使用壽命，無法預見其為本集團帶來經濟利益期限的作為使用壽命不確定的無形資產。

各項無形資產的使用壽命如下：

本集團取得的土地使用權，通常作為無形資產核算。自行開發建造廠房等建築物，相關的土地使用權和建築物分別作為無形資產和固定資產核算。外購土地及建築物支付的價款在土地使用權和建築物之間進行分配，難以合理分配的，全部作為固定資產處理。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 17. Intangible assets (Continued)

An intangible asset with a finite useful life is amortized using the straight-line method over its useful life. For an intangible asset with a finite useful life, the Group reviews the useful life and amortization method at least at each year-end and makes adjustment if necessary.

An intangible asset with an indefinite useful life are tested for impairment at least once every year, irrespective of whether there is any indication that the asset may be impaired. This category of intangible assets will not be amortized and will be reviewed every accounting period based on its useful life. If there are evidence indicates that its useful life is limited, the asset will be accounted for in accordance to the policy for intangible asset with definite useful life stated above.

The Group classifies the expenditure on an internal research and development project into expenditure on the research phase and expenditure on the development phase. Expenditure on the research phase is recognized in profit or loss for the period in which it is incurred. Expenditure on the development phase is capitalized when the Group can demonstrate all of the following: (i) the technical feasibility of completing the intangible asset so that it will be available for use or sale; (ii) the intention to complete the intangible asset and use or sell it; (iii) how the intangible asset will generate probable future economic benefits. Among other things, the Group can demonstrate the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the usefulness of the intangible asset; (iv) the availability of adequate technical, financial and other resources to complete the development and the ability to use or sell the intangible asset; and (v) its ability to measure reliably the expenditure attributable to the intangible asset during its development. Expenditure in the development phase that does not meet the above criteria is recognized in profit or loss for the period in which it is incurred.

For the test for impairment and recognition of provision for impairment related to an intangible asset, refer to Item 24 under Note II.

## 二、重要會計政策和會計估計(續)

### 17. 無形資產(續)

使用壽命有限的無形資產，在其使用壽命內採用直線法攤銷。本集團至少於每年年度終了，對使用壽命有限的無形資產的使用壽命及攤銷方法進行覆核，必要時進行調整。

對使用壽命不確定的無形資產，無論是否存在減值跡象，每年均進行減值測試。此類無形資產不予攤銷，在每個會計期間對其使用壽命進行覆核。如果有證據表明使用壽命是有限的，則按上述使用壽命有限的無形資產的政策進行會計處理。

本集團將內部研究開發項目的支出，區分為研究階段支出和開發階段支出。研究階段的支出，於發生時計入當期損益。開發階段的支出，只有在同時滿足下列條件時，才能予以資本化，即：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；具有完成該無形資產並使用或出售的意圖；無形資產產生經濟利益的方式，包括能夠證明運用該無形資產生產的產品存在市場或無形資產自身存在市場，無形資產將在內部使用的，能夠證明其有用性；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；歸屬於該無形資產開發階段的支出能夠可靠地計量。不滿足上述條件的開發支出，於發生時計入當期損益。

無形資產減值測試方法及減值準備計提方法，詳見附註二、24。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

## 18. Long-term prepaid expenses

Long-term prepaid expenses are amortized using straight-line method with amortization period as follows:

		Amortization period (years) 攤銷期(年)
Industrial mould fee	工裝模具費	1–5 years 1–5年
Industrial equipment fee	工位器具費	5 years 5年
Expenditure on improvement of fixed assets leased in	租入固定資產改良支出	the shorter of useful life and lease period 使用壽命與租賃期孰短

## 19. Provisions

Except for contingent consideration transferred and contingent liability assumed in business combinations, the Group recognizes an obligation related to a contingency as a provision when all of the following conditions are satisfied:

- (1) the obligation is a present obligation of the Group;
- (2) it is probable that an outflow of economic benefits from the Group will be required to settle the obligation;
- (3) the amount of the obligation can be measured reliably.

A provision is initially measured at the best estimate of the expenditure required to settle the related present obligation, with comprehensive consideration of factors such as the risks, uncertainty and time value of money relating to a contingency. The carrying amount of a provision is reviewed at the balance sheet date. If there is clear evidence that the carrying amount does not reflect the current best estimate, the carrying amount is adjusted to the best estimate.

## 二、重要會計政策和會計估計(續)

## 18. 長期待攤費用

長期待攤費用採用直線法攤銷，攤銷期如下：

		Amortization period (years) 攤銷期(年)
Industrial mould fee	工裝模具費	1–5 years 1–5年
Industrial equipment fee	工位器具費	5 years 5年
Expenditure on improvement of fixed assets leased in	租入固定資產改良支出	the shorter of useful life and lease period 使用壽命與租賃期孰短

## 19. 預計負債

除企業合併中的或有對價及承擔的或有負債之外，當與或有事項相關的義務同時符合以下條件，本集團將其確認為預計負債：

- (1) 該義務是本集團承擔的現時義務；
- (2) 該義務的履行很可能導致經濟利益流出本集團；
- (3) 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。每個資產負債表日對預計負債的賬面價值進行覆核。有確鑿證據表明該賬面價值不能反映當前最佳估計數的，按照當前最佳估計數對該賬面價值進行調整。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 19. Provisions (Continued)

A contingent liability recognized in a business combination from the acquiree is initially measured at its fair value. Subsequently, it is measured at the higher of (i) the amount that would be recognized in accordance with the general guidance for provisions above; and (ii) the amount initially recognized less, when appropriate, cumulative amortization recognized in accordance with the guidance for revenue recognition.

### 20. Revenue

Revenue is recognized only when it is probable that the associated economic benefits will flow to the Group, its amount can be measured reliably, and the following conditions are satisfied.

#### *Revenue From the Sales of Goods*

Revenue is recognized when the Group has transferred to the buyer the significant risks and rewards of ownership of the goods; the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold; and the associated costs incurred or to be incurred can be measured reliably. The amount of revenue arising from the sale of goods is determined in accordance with the consideration received or receivable from the buyer under contract or agreement, except where the consideration received or receivable under contract or agreement is not fair. Where the consideration receivable under contract or agreement is deferred, such that the arrangement is in substance of a financing nature, the amount of revenue arising on the sale of goods is measured at the fair value of the consideration receivable under contract or agreement.

## 二、重要會計政策和會計估計(續)

### 19. 預計負債(續)

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。

### 20. 收入

收入在經濟利益很可能流入本集團、且金額能夠可靠計量，並同時滿足下列條件時予以確認。

#### *銷售商品收入*

本集團已將商品所有權上的主要風險和報酬轉移給購貨方，並不再對該商品保留通常與所有權相聯繫的繼續管理權和實施有效控制，且相關的已發生或將發生的成本能夠可靠地計量，確認為收入的實現。銷售商品收入金額，按照從購貨方已收或應收的合同或協議價款確定，但已收或應收的合同或協議價款不公允的除外；合同或協議價款的收取採用遞延方式，實質上具有融資性質的，按照應收的合同或協議價款的公允價值確定。



## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 20. Revenue (Continued)

#### *Revenue From the Rendering of Services*

When the outcome of a transaction involving the rendering of services can be estimated reliably at the balance sheet date, revenue associated with the transaction is recognized using the percentage of completion method, or otherwise, the revenue is recognized to the extent of costs incurred that are expected to be recoverable. The outcome of a transaction involving rendering of services can be estimated reliably when all of the following conditions are satisfied: the amount of revenue can be measured reliably; it is probable that the associated economic benefits will flow to the Group; the stage of completion of the transaction can be measured reliably; the costs incurred and to be incurred for the transaction can be measured reliably. The Group determines the stage of completion of a transaction involving the rendering of services by using the proportion of costs incurred to date to the estimated total costs. The total service revenue on a transaction involving rendering of services is determined in accordance with the consideration received or receivable from the recipient of services under contract or agreement, except where the consideration received or receivable under contract or agreement is not fair.

#### *Interest Income*

It is determined according to the length of time for which the Group's cash and cash equivalents is used by others and the effective interest rate.

#### *Royalty Income*

It is determined according to period and method of charging as stipulated in the relevant contract or agreement.

#### *Lease Income*

Lease income from operating leases is recognized on a straight-line basis over the lease term. Contingent rents are charged to profit or loss in the period in which they actually arise.

## 二、重要會計政策和會計估計(續)

### 20. 收入(續)

#### *提供勞務收入*

於資產負債表日，在提供勞務交易的結果能夠可靠估計的情況下，按完工百分比法確認提供勞務收入；否則按已經發生並預計能夠得到補償的勞務成本金額確認收入。提供勞務交易的結果能夠可靠估計，是指同時滿足下列條件：收入的金額能夠可靠地計量，相關的經濟利益很可能流入本集團，交易的完工進度能夠可靠地確定，交易中已發生和將發生的成本能夠可靠地計量。本集團以已經發生的成本佔估計總成本的比例確定提供勞務交易的完工進度。提供勞務收入總額，按照從接受勞務方已收或應收的合同或協議價款確定，但已收或應收的合同或協議價款不公允的除外。

#### *利息收入*

按照他人使用本集團貨幣資金的時間和實際利率計算確定。

#### *使用費收入*

按照有關合同或協議約定的收費時間和方法計算確定。

#### *租賃收入*

經營租賃的租金收入在租賃期內各個期間按照直線法確認，或有租金在實際發生時計入當期損益。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 21. Government grants

Government grant is recognized when the Group can comply with the conditions attached to it and it can be received. If a government grant is in the form of a transfer of a monetary asset, it is measured at the amount received or receivable. If a government grant is in the form of a transfer of a non-monetary asset, it is measured at fair value; if fair value is not reliably determinable, it is measured at a nominal amount. Government grants for purchasing, building or forming long-term assets in other methods regulated in government documents are recognized as government grants related to assets. Judgments should be made based on the necessary basic conditions for obtaining the government grants when government documents are unclearly stated. Government grants with purchasing, building or forming long-term assets in other methods as basic conditions, are recognized as government grants related to assets, whereas the rest as government grants related to income. A government grant related to income is accounted for as follows: (a) if the grant is a compensation for related expenses or losses to be incurred in subsequent periods, the grant is recognized as deferred income, and recognized in profit or loss over the periods in which the related costs are recognized; (b) if the grant is a compensation for related expenses or losses already incurred, it is recognized immediately in profit or loss for the current period. A government grant related to an asset shall be recognized as deferred income, and evenly amortized to profit or loss for the current period over the useful life of the related asset. However, a government grant measured at a nominal amount is recognized immediately in profit or loss for the current period.

## 二、重要會計政策和會計估計(續)

### 21. 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，按照收到或應收的金額計量。政府補助為非貨幣性資產的，按照公允價值計量；公允價值不能可靠取得的，按照名義金額計量。政府文件規定用於購建或以其他方式形成長期資產的，作為與資產相關的政府補助；政府文件不明確的，以取得該補助必須具備的基本條件為基礎進行判斷，以購建或以其他方式形成長期資產為基本條件的作為與資產相關的政府補助，除此之外的作為與收益相關的政府補助。與收益相關的政府補助，用於補償以後期間的相關費用或損失的，確認為遞延收益，並在確認相關費用的期間計入當期損益；用於補償已發生的相關費用或損失的，直接計入當期損益。與資產相關的政府補助，確認為遞延收益，在相關資產使用壽命內平均分配，計入當期損益。但按照名義金額計量的政府補助，直接計入當期損益。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 22. Income tax

Income tax comprises current and deferred tax. Income tax is recognized as income or an expense in profit or loss for the current period, or recognized directly in shareholders' equity if it arises from a business combination or relates to a transaction or event which is recognized directly in shareholders' equity.

The Group measures a current tax asset or liability arising from the current and prior period based on the amount of income tax expected to be paid by the Group or returned by tax authority calculated by related tax laws.

For temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts, and temporary differences between the carrying amounts and the tax bases of items, the tax bases of which can be determined for tax purposes, but which have not been recognized as assets and liabilities according to the tax laws, deferred taxes are provided using the liability method.

A deferred tax liability is recognized for all taxable temporary differences, except:

- (1) where the taxable temporary differences arise from the initial recognition of goodwill, or the initial recognition of an asset or liability in a transaction which contains both of the following characteristics: (i) the transaction is not a business combination; and (ii) at the time of the transaction, it affects neither accounting profit nor taxable profit or deductible loss.
- (2) in respect of taxable temporary differences associated with investments in subsidiaries, jointly-controlled enterprises and associates, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not be reversed in the foreseeable future.

## 二、重要會計政策和會計估計(續)

### 22. 所得稅

所得稅包括當期所得稅和遞延所得稅。除由於企業合併產生的調整商譽，或與直接計入股東權益的交易或者事項相關的計入股東權益外，均作為所得稅費用或收益計入當期損益。

本集團對於當期和以前期間形成的當期所得稅負債或資產，按照稅法規定計算的預期應交納或返還的所得稅金額計量。

本集團根據資產與負債於資產負債表日的賬面價值與計稅基礎之間的暫時性差異，以及未作為資產和負債確認但按照稅法規定可以確定其計稅基礎的項目的賬面價值與計稅基礎之間的差額產生的暫時性差異，採用資產負債表債務法計提遞延所得稅。

各種應納稅暫時性差異均據以確認遞延所得稅負債，除非：

- (1) 應納稅暫時性差異是在以下交易中產生的：商譽的初始確認，或者具有以下特徵的交易中產生的資產或負債的初始確認：該交易不是企業合併，並且交易發生時既不影響會計利潤也不影響應納稅所得額或可抵扣虧損。
- (2) 對於與子公司、合營企業及聯營企業投資相關的應納稅暫時性差異，該暫時性差異轉回的時間能夠控制並且該暫時性差異在可預見的未來很可能不會轉回。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 22. Income tax (Continued)

A deferred tax asset is recognized for deductible temporary differences, carryforward of deductible tax losses from prior years and tax credits, to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, and deductible tax losses and tax credits can be utilized, except:

- (1) where the deductible temporary differences arises from a transaction that is not a business combination and, at the time of the transaction, neither the accounting profit nor taxable profit or deductible loss is affected.
- (2) in respect of the deductible temporary differences associated with investments in subsidiaries, associates and jointly-controlled enterprises, a deferred tax asset is only recognized to the extent that it is probable that the temporary differences will be reversed in the foreseeable future and taxable profit will be available against which the deductible temporary differences can be utilized in the future.

At the balance sheet date, deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, according to the requirements of tax laws. The measurement of deferred tax assets and deferred tax liabilities reflects the tax consequences that would follow from the manner in which the Group expects at the balance sheet date, to recover the assets or settle the liabilities.

The carrying amount of deferred tax assets is reviewed at the balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available in future periods to allow the deferred tax assets to be utilized. Unrecognized deferred tax assets are reassessed at the balance sheet date and are recognized to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

## 二、重要會計政策和會計估計(續)

### 22. 所得稅(續)

對於可抵扣暫時性差異、能夠結轉以後年度的可抵扣虧損和稅款抵減，本集團以很可能取得用來抵扣可抵扣暫時性差異、可抵扣虧損和稅款抵減的未來應納稅所得額為限，確認由此產生的遞延所得稅資產，除非：

- (1) 可抵扣暫時性差異是在以下交易中產生的：該交易不是企業合併，並且交易發生時既不影響會計利潤也不影響應納稅所得額或可抵扣虧損。
- (2) 對於與子公司、合營企業及聯營企業投資相關的可抵扣暫時性差異，同時滿足下列條件的，確認相應的遞延所得稅資產：暫時性差異在可預見的未來很可能轉回，且未來很可能獲得用來抵扣可抵扣暫時性差異的應納稅所得額。

本集團於資產負債表日，對於遞延所得稅資產和遞延所得稅負債，依據稅法規定，按照預期收回該資產或清償該負債期間的適用稅率計量，並反映資產負債表日預期收回資產或清償負債方式的所得稅影響。

於資產負債表日，本集團對遞延所得稅資產的賬面價值進行覆核，如果未來期間很可能無法獲得足夠的應納稅所得額用以抵扣遞延所得稅資產的利益，減記遞延所得稅資產的賬面價值。於資產負債表日，本集團重新評估未確認的遞延所得稅資產，在很可能獲得足夠的應納稅所得額可供所有或部分遞延所得稅資產轉回的限度內，確認遞延所得稅資產。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 22. Income tax (Continued)

Deferred tax assets and deferred tax liabilities presented on a net basis are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities on a net basis and the deferred taxes relate to the same taxable entity and the same taxation authority.

### 23. Leases

A finance lease is a lease that transfers in substance all the risks and rewards incidental to ownership of an asset. An operating lease is a lease other than a finance lease.

#### *In the Case of the Lessee of an Operating Lease*

Lease payments under an operating lease are recognized by a lessee on a straight-line basis over the lease term, and either included in the cost of the related asset or charged to profit or loss for the current period. Contingent rents are charged to profit or loss in the period in which they actually arise.

#### *In the Case of the Lessor of an Operating Lease*

Rent income under an operating lease is recognized by a lessor on a straight-line basis over the lease term, through profit or loss for the current period. Contingent rents are charged to profit or loss in the period in which they actually arise.

### 22. 所得稅(續)

如果擁有以淨額結算當期所得稅資產及當期所得稅負債的法定權利，且遞延所得稅與同一應納稅主體和同一稅收徵管部門相關，則將遞延所得稅資產和遞延所得稅負債以抵銷後的淨額列示。

### 23. 租賃

實質上轉移了與資產所有權有關的全部風險和報酬的租賃為融資租賃，除此之外的均為經營租賃。

#### *作為經營租賃承租人*

經營租賃的租金支出，在租賃期內各個期間按照直線法計入相關的資產成本或當期損益，或有租金在實際發生時計入當期損益。

#### *作為經營租賃出租人*

經營租賃的租金收入在租賃期內各個期間按直線法確認為當期損益，或有租金在實際發生時計入當期損益。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 24. Impairment of assets

The Group determines the impairment of assets, other than the impairment of inventories, deferred income taxes, financial assets and long-term equity investments, which are accounted for using the cost method and have no quoted market prices in active markets, and whose fair value cannot be reliably measured, using the following methods:

The Group assesses at the balance sheet date whether there is any indication that an asset may be impaired. If any indication exists that an asset may be impaired, the Group estimates the recoverable amount of the asset and performs test for impairment. Goodwill arising from a business combination and an intangible asset with an indefinite useful life are tested for impairment at least at each year-end, irrespective of whether there is any indication that the asset may be impaired. Intangible assets that have not been ready for intended use are tested for impairment each year.

The recoverable amount of an asset is the higher of its fair value less costs to sell and the present value of the future cash flow expected to be derived from the asset. The Group estimates the recoverable amount on an individual basis. If it is not possible to estimate the recoverable amount of the individual asset, the Group determines the recoverable amount of the asset group to which the asset belongs. Identification of an asset group is based on whether major cash inflows generated by the asset group are largely independent of the cash inflows from other assets or asset groups.

When the recoverable amount of an asset or asset group is less than its carrying amount, the carrying amount is reduced to the recoverable amount. The reduction in carrying amount is recognized in profit or loss for the current period. A provision for impairment of the asset is recognized accordingly.

## 二、重要會計政策和會計估計(續)

### 24. 資產減值

本集團對除存貨、遞延所得稅、金融資產、按成本法核算的在活躍市場中沒有報價且其公允價值不能可靠計量的長期股權投資外的資產減值，按以下方法確定：

本集團於資產負債表日判斷資產是否存在可能發生減值的跡象，存在減值跡象的，本集團將估計其可收回金額，進行減值測試。對因企業合併所形成的商譽和使用壽命不確定的無形資產，無論是否存在減值跡象，至少於每年末進行減值測試。對於尚未達到可使用狀態的無形資產，也每年進行減值測試。

可收回金額根據資產的公允價值減去處置費用後的淨額與資產預計未來現金流量的現值兩者之間較高者確定。本集團以單項資產為基礎估計其可收回金額；難以對單項資產的可收回金額進行估計的，以該資產所屬的資產組為基礎確定資產組的可收回金額。資產組的認定，以資產組產生的主要現金流入是否獨立於其他資產或者資產組的現金流入為依據。

當資產或資產組的可收回金額低於其賬面價值的，本集團將其賬面價值減記至可收回金額，減記的金額計入當期損益，同時計提相應的資產減值準備。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 24. Impairment of assets (Continued)

For the purpose of impairment testing, the carrying amount of goodwill acquired in a business combination is allocated from the acquisition date on a reasonable basis, to each of the related asset groups; if it is impossible to allocate to the related asset groups, it is allocated to each of the related sets of asset groups. Each of the related asset groups or sets of asset groups is an asset group or set of asset group that is able to benefit from the synergies of the business combination and shall not be larger than a reportable segment determined by the Group.

In testing an asset group or a set of asset groups to which goodwill has been allocated for impairment, if there is any indication of impairment, the Group firstly tests the asset group or set of asset groups excluding the amount of goodwill allocated for impairment, determines the recoverable amount and recognizes any impairment loss. After that, the Group tests the asset group or set of asset groups including goodwill for impairment, whereby the carrying amount of the related asset group or set of asset groups is compared to its recoverable amount. If the carrying amount of the asset group or set of asset groups is higher than its recoverable amount, the amount of the impairment loss firstly reduces the carrying amount of the goodwill allocated to the asset group or set of asset groups, and then reduce the carrying amount of other assets (other than the goodwill) within the asset group or set of asset groups, pro rata on the basis of the carrying amount of each asset.

Once the above impairment loss is recognized, it cannot be reversed in subsequent accounting periods.

## 二、重要會計政策和會計估計(續)

### 24. 資產減值(續)

就商譽的減值測試而言，對於因企業合併形成的商譽的賬面價值，自購買日起按照合理的方法分攤至相關的資產組；難以分攤至相關的資產組的，將其分攤至相關的資產組組合。相關的資產組或資產組組合，是能夠從企業合併的協同效應中受益的資產組或者資產組組合，且不大於本集團確定的報告分部。

對包含商譽的相關資產組或者資產組組合進行減值測試時，如與商譽相關的資產組或者資產組組合存在減值跡象的，首先對不包含商譽的資產組或者資產組組合進行減值測試，計算可收回金額，確認相應的減值損失。然後對包含商譽的資產組或者資產組組合進行減值測試，比較其賬面價值與可收回金額，如可收回金額低於賬面價值的，減值損失金額首先抵減分攤至資產組或資產組組合中商譽的賬面價值，再根據資產組或資產組組合中除商譽之外的其他各項資產的賬面價值所佔比重，按比例抵減其他各項資產的賬面價值。

上述資產減值損失一經確認，在以後會計期間不再轉回。



## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 25. Payroll

Payroll are all forms of consideration or compensation given by the Group for obtaining services rendered by employees or for terminating working relationship. Payroll include short-term remuneration, post-employment benefits, severance benefits and other long-term staff benefits. The benefits provided to spouses, children, persons receiving maintenance, widows or widowers of deceased staff and other beneficiaries are also included in payroll.

#### *Post-employment benefits (Defined contribution plan)*

The employees of the Group participate in pension insurance administered by local governments. The relevant expenditure is recognized, when incurred, in the costs of relevant assets or the profit and loss for the current period.

#### *Post-employment benefits (Defined benefit plan)*

The Group operates a defined benefit pension plan, under which contributions shall be made to a separately-administered fund. The cost of providing benefits under the defined benefit pension plan is determined using the projected unit credit method.

Any re-measurements arising from the defined benefit pension plan, including actuarial gains and losses, change to the effect on maximum assets (net of amounts included under net interest) and return on assets under the plan (net of amount included under net interest), are recognized immediately in balance sheet, and included as incurred in owners' equity through other comprehensive income. No reversal to profit or loss will be made in subsequent periods.

Previous service costs are recognized as expenses for the current period on the earlier of the following dates: when amendments are made to the defined benefit plan; or when the Group recognizes the relevant reorganization costs or severance benefits.

## 二、重要會計政策和會計估計(續)

### 25. 職工薪酬

職工薪酬，是指本集團為獲得職工提供的服務或解除勞動關係而給予各種形式的報酬或補償。職工薪酬包括短期薪酬、離職後福利、辭退福利和其他長期職工福利。本集團提供給職工配偶、子女、受贍養人、已故員工遺屬及其他受益人等的福利，也屬於職工薪酬。

#### *離職後福利(設定提存計劃)*

本集團的職工參加由當地政府管理的養老保險，相應支出在發生時計入相關資產成本或當期損益。

#### *離職後福利(設定受益計劃)*

本集團運作一項設定受益退休金計劃，該計劃要求向獨立管理的基金繳存費用。設定受益計劃下提供該福利的成本採用預期累積福利單位法。

設定受益退休金計劃引起的重新計量，包括精算利得或損失，資產上限影響的變動(扣除包括在利息淨額中的金額)和計劃資產回報(扣除包括在利息淨額中的金額)，均在資產負債表中立即確認，並在其發生期間通過其他綜合收益計入股東權益，後續期間不轉回至損益。

在下列日期孰早日將過去服務成本確認為當期費用：修改設定受益計劃時；本集團確認相關重組費用或辭退福利時。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 25. Payroll (Continued)

#### *Severance benefits*

Where the Group provides severance benefits to its employees, payroll payable arising from such severance benefits are recognized on the earlier of the following dates and included in profit or loss for the current period: when the company is unable to unilaterally withdraw the severance benefits provided under its plan to terminate working relationship with employees or redundancy plan; or when the company recognizes costs or expenses relating to reorganization involving the payment of severance benefits.

Net interest is calculated by multiplying the net liabilities or net assets under the defined benefit plan with the discount rate. Changes in the net obligations under the defined benefit plan are recognized under cost of sales and general and administrative expenses in the income statement. Costs of services include costs of services for the current period, costs of services for previous periods, and gains or losses on settlement. Net interest includes interest income accrued upon assets under the plan, interest expenses incurred due to obligations under the plan, and interest under the effect of maximum assets.

### 26. Profit appropriation and distribution

The annual cash dividend of the Company is recognized as a liability after being approved in the general meeting.

## 二、重要會計政策和會計估計(續)

### 25. 職工薪酬(續)

#### *辭退福利*

本集團向職工提供辭退福利的，在下列兩者孰早日確認辭退福利產生的職工薪酬負債，並計入當期損益：企業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；企業確認與涉及支付辭退福利的重組相關的成本或費用時。

利息淨額由設定受益淨負債或淨資產乘以折現率計算而得。本集團在利潤表的營業成本和管理費用中確認設定受益淨義務的變動：服務成本，包括當期服務成本、過去服務成本和結算利得或損失；利息淨額，包括計劃資產的利息收益、計劃義務的利息費用以及資產上限影響的利息。

### 26. 利潤分配

本公司的年度現金股利，於股東大會批准後確認為負債。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 27. Debt restructuring

A debt restructuring is an event in which a debtor is in financial difficulty and a creditor grants a concession to the debtor in accordance with a mutual agreement or a court judgment.

#### *As a Debtor*

When a debt is settled by cash in a debt restructuring, the difference between the carrying amount of the debt and the cash actually paid is recognized in profit or loss for the current period. When a debt is satisfied by a transfer of non-cash asset(s) to the creditor in a debt restructuring, the difference between the carrying amount of the debt and the fair value of the non-cash asset(s) transferred is recognized in profit or loss for the current period; the difference between the fair value of the non-cash asset(s) transferred and their carrying amount was recognized in profit or loss for the current period. When a debt is converted into capital in a debt restructuring, the difference between the carrying amount of the debt and the fair value of the capital issued to the creditor is recognized in profit or loss for the current period. When other terms of the debt is modified, the difference between the carrying amount of the debt under restructuring and the sum of the fair value of the debt subsequent to the modification of other terms of the debt and the provisions recognized in respect of amounts payable, shall be recognized in profit or loss for the current period. When a debt is satisfied by a combination of the methods mentioned above, the carrying amount of the debt is reduced by, and in the sequence of, the cash payment, the fair value of the non-cash asset(s) transferred and the fair value of the capital issued to the creditor, and then accounted for in accordance with the requirements related to a debt restructuring that involves the modification of other terms of a debt.

## 二、重要會計政策和會計估計(續)

### 27. 債務重組

債務重組，是指在債務人發生財務困難的情況下，債權人按照其與債務人達成的協議或者法院的裁定作出讓步的事項。

#### *作為債務人*

以現金清償債務的，將重組債務的賬面價值與實際支付現金之間的差額計入當期損益。以非現金資產清償債務的，將重組債務的賬面價值與轉讓的非現金資產公允價值之間的差額，計入當期損益；轉讓的非現金資產公允價值與其賬面價值之間的差額，計入當期損益。將債務轉為資本的，將重組債務的賬面價值與債權人放棄債權而享有股份的公允價值之間的差額，計入當期損益。修改其他債務條件的，將重組債務的賬面價值，與修改其他債務條件後債務的公允價值和就有應付金額確認的預計負債之和的差額，計入當期損益。以上述方式的組合的，依次以支付的現金、轉讓的非現金資產公允價值、債權人享有股份的公允價值沖減重組債務的賬面價值，再按照修改其他債務條件的方式進行處理。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 27. Debt restructuring (Continued)

#### *As a Creditor*

When a debt is settled by cash in a debt restructuring, the difference between the gross carrying amount of the debt receivable and the cash received is recognized in profit or loss for the current period. When a debt is satisfied by a transfer of non-cash asset(s) in a debt restructuring, the difference between the gross carrying amount of the debt receivable and the fair value of the non-cash asset(s) received is recognized in profit or loss for the current period. When a debt is converted into capital in a debt restructuring, the difference between the gross carrying amount of the debt and the fair value of the equity interest received is recognized in profit or loss for the current period. When other terms of the debt is modified, the difference between the gross carrying amount of the debt receivable under restructuring and the fair value of the debt receivable subsequent to the modification of other terms of the debt, shall be recognized in profit or loss for the current period. When a debt is satisfied by a combination of the methods mentioned above, the gross carrying amount of the debt is reduced by, and in the sequence of, the cash received, the fair value of the non-cash asset(s) obtained and the fair value of the equity interest received, and then accounted for in accordance with the requirements related to a debt restructuring that involves the modification of other terms of a debt.

If the creditor has provided for impairment loss on the debt receivable, the above difference is used to reduce the impairment provision and any excess is recognized in profit or loss for the current period.

### 28. Related parties

If a party has the power to control, jointly control or exercise significant influence over another party, they are regarded as related parties. Two or more parties are also regarded as related parties if they are subject to control or joint control from the same party.

## 二、重要會計政策和會計估計(續)

### 27. 債務重組(續)

#### *作為債權人*

以現金清償債務的，將重組債權的賬面餘額與收到的現金之間的差額計入當期損益。以非現金資產清償債務的，將重組債權的賬面餘額與受讓的非現金資產的公允價值之間的差額，計入當期損益。將債務轉為資本的，將重組債權的賬面餘額與享有債務人股份的公允價值之間的差額，計入當期損益。修改其他債務條件的，將重組債權的賬面餘額與修改其他債務條件後債權的公允價值之間的差額，計入當期損益。採用上述方式的組合的，依次以收到的現金、接受的非現金資產公允價值、債權人享有股份的公允價值沖減重組債權的賬面餘額，再按照修改其他債務條件的方式進行處理。

重組債權已計提減值準備的，將上述差額沖減減值準備，不足以沖減的部分計入當期損益。

### 28. 關聯方

一方控制、共同控制另一方或對另一方施加重大影響，以及兩方或兩方以上同受一方控制、共同控制的，構成關聯方。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 29. Segment reporting

The Group identifies operating segments based on the internal organization structure, managerial requirements and internal reporting system, identifies reportable segments based on operating segments and discloses segment information by operating segment.

An operating segment is a component of the Group that meets all the following conditions:

- (1) it engages in business activities from which it may earn revenues and incur expenses;
- (2) its operating results are regularly reviewed by the Company's management to make decisions about resources to be allocated to the segment and assess its performance;
- (3) the Group is able to obtain relevant accounting information such as its financial position, operating results and cash flows of such segment.

If two or more segments have similar economic characteristics and meet certain conditions, then they can be aggregated into a single operating segment.

### 30. Safety funds

Safety funds provided for as required were included in cost of product or the current profit and loss, and credited in special reserve. And the funds are treated separately depending on whether fixed assets are resulted when being used: funds related to expenditure is offset against special reserve directly while those forming fixed assets will consolidate expenditure incurred and recognized as fixed assets when such assets are ready for their intended use, at the same time offsetting equivalent amounts in the special reserve and recognizing equivalent amounts of accumulated depreciation.

## 二、重要會計政策和會計估計(續)

### 29. 分部報告

本集團以內部組織結構、管理要求、內部報告制度為依據確定經營分部，以經營分部為基礎確定報告分部並披露分部信息。

經營分部是指本集團內同時滿足下列條件的組成部分：

- (1) 該組成部分能夠在日常活動中產生收入、發生費用；
- (2) 本公司管理層能夠定期評價該組成部分的經營成果，以決定向其配置資源、評價其業績；
- (3) 本集團能夠取得該組成部分的財務狀況、經營成果和現金流量等有關會計信息。

兩個或多個經營分部具有相似的經濟特徵，並且滿足一定條件的，則可合併為一個經營分部。

### 30. 安全生產費

按照規定提取的安全生產費，計入相關產品的成本或當期損益，同時計入專項儲備；使用時區分是否形成固定資產分別進行處理：屬於費用性支出的，直接沖減專項儲備；形成固定資產的，歸集所發生的支出，於達到預定可使用狀態時確認固定資產，同時沖減等值專項儲備並確認等值累計折舊。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 31. Put options in relation to minority interests

During the process of acquiring the majority stake of the subsidiaries, the Group provided the minority shareholders the right to dispose the equity interests held by them to the Group ("Put Options"). The equity interests in such subsidiaries held by the minority shareholders shall be recognized as minority interests in the consolidated financial statement of the Group. At the same time, for put options, the Group shall assume the obligations to acquire in cash the equity interests in such subsidiaries held by the minority interests. The present value of the amount payable at the time of buying of the corresponding equity interests of such put options shall be deducted from equity (other than minority interests) and was recognized as the financial liabilities of the Group. Such financial liabilities shall be re-measured at the present value of future exercise in the subsequent period, with changes charged to the current profit or loss.

### 32. Fair value measurement

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

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

## 二、重要會計政策和會計估計(續)

### 31. 與少數股東權益相關的出售期權

本集團在收購子公司多數股權的過程中賦予少數股東將其所持有該子公司的股權出售給本集團的權利(「出售期權」)，本集團在合併財務報表中將少數股東持有的該子公司股權確認為少數股東權益；同時對於出售期權，本集團承擔以現金購買少數股東持有的該子公司股權的義務。本公司將購買該出售期權所對應的股權所需支付的金額的現值從本集團權益(除少數股東權益之外)扣除並分類為本集團的金融負債。該項金融負債在後續期間以未來行權時所需支付金額的現值重新計量，變動計入當期損益。

### 32. 公允價值計量

本集團於每個資產負債表日以公允價值計量衍生金融工具和上市的權益工具投資。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。本集團以公允價值計量相關資產或負債，假定出售資產或者轉移負債的有序交易在相關資產或負債的主要市場進行；不存在主要市場的，本集團假定該交易在相關資產或負債的最有利市場進行。主要市場(或最有利市場)是本集團在計量日能夠進入的交易市場。本集團採用市場參與者在對該資產或負債定價時為實現其經濟利益最大化所使用的假設。

以公允價值計量非金融資產的，考慮市場參與者將該資產用於最佳用途產生經濟利益的能力，或者將該資產出售給能夠用於最佳用途的其他市場參與者產生經濟利益的能力。



## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 32. Fair value measurement (Continued)

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs only under the circumstances where such relevant observable inputs cannot be obtained or practicably obtained.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole: Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2 – based on inputs other than inputs within Level 1 that are observable for the asset or liability, either directly or indirectly; Level 3 – based on input for the asset or liability that is not based on observable market data.

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Group re-assess them at each balance sheet date to determine whether transfers have occurred between levels in the hierarchy.

### 33. Significant accounting judgments and estimates

The preparation of the financial statements requires management to make judgments, estimates and assumptions that will affect the reported amounts and disclosure of revenue, expenses, assets and liabilities, and the disclosure of contingent liabilities at the balance sheet date. However, uncertainty about these estimates and assumptions could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

#### *Judgments*

In the process of applying the Group's accounting policies, management has made the following judgments which have significant effect on the amounts recognized in the financial statements.

## 二、重要會計政策和會計估計(續)

### 32. 公允價值計量(續)

本集團採用在當前情況下適用並且有足夠可利用數據和其他信息支持的估值技術，優先使用相關可觀察輸入值，只有在可觀察輸入值無法取得或取得不切實可行的情況下，才使用不可觀察輸入值。

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相同資產或負債在活躍市場上未經調整的報價；第二層次輸入值，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。

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. 重大會計判斷和估計

編製財務報表要求管理層作出判斷、估計和假設，這些判斷、估計和假設會影響收入、費用、資產和負債的列報金額及其披露，以及資產負債表日或有負債的披露。然而，這些假設和估計的不確定性所導致的結果可能造成對未來受影響的資產或負債的賬面金額進行重大調整。

#### *判斷*

在應用本集團的會計政策的過程中，管理層作出了以下對財務報表所確認的金額具有重大影響的判斷。



## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 33. Significant accounting judgments and estimates (Continued)

#### *Judgments (Continued)*

##### *Confirmation of Functional Currency*

Since the Company owns a number of overseas subsidiaries, associates and branch organizations, when recognizing its functional currency, multiple factors are taken into consideration to recognize the major economic environment of their operating locations. Under circumstances with multiple factors and no obvious functional currency, the Group uses judgment to confirm its functional currency. Such judgment is the best to reflect economic influence of the underlying transactions, events and environment. Unless there appear material changes in the major economic environment relating to the recognition of functional currency, once the functional currency is recognized, it would not change.

##### *Operating lease – in the case of the lessor*

The Group has entered into leasing contracts for its investment properties. The Group is of the opinion that, according to the terms of such leasing contracts, the Group has retained all material risks and returns of ownership of these properties and therefore they are accounted for as operating lease.

##### *Estimation Uncertainty*

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the future accounting periods, are discussed below.

##### *Impairment of goodwill and trademarks*

The Group determines whether goodwill and trademarks with indefinite useful life are impaired at least on an annual basis. This requires an estimation of the value in use of the asset group to which goodwill and trademarks are allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the asset group and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

## 二、重要會計政策和會計估計(續)

### 33. 重大會計判斷和估計(續)

#### *判斷(續)*

##### *記賬本位幣的確定*

本公司在境外擁有多家子公司、聯營企業及分支機構，在確定其記賬本位幣時，考慮多個因素確定其經營所處的主要經濟環境。在多個因素混合在一起，記賬本位幣不明顯的情況下，本集團運用判斷以確定其記賬本位幣，該判斷最能反映基礎交易、事項和環境的經濟影響；除非與確定記賬本位幣相關的主要經濟環境發生重大變化，記賬本位幣一經確定不發生變更。

##### *經營租賃—作為出租人*

本集團就投資性房地產簽訂了租賃合同。本集團認為，根據租賃合同的條款，本集團保留了這些房地產所有權上的所有重大風險和報酬，因此作為經營租賃處理。

##### *估計的不確定性*

以下為於資產負債表日有關未來的關鍵假設以及估計不確定性的其他關鍵來源，可能會導致未來會計期間資產和負債賬面金額重大調整。

##### *商譽及商標減值*

本集團至少每年測試商譽和使用壽命不確定的商標是否發生減值。進行測定時必須估算獲分配相關商譽及商標之資產組的使用價值。使用價值之估算需要本集團估算預期資產組所產生之未來現金流量及選擇合適折現率以計算該等現金流量之現值。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 33. Significant accounting judgments and estimates (Continued)

#### *Estimation Uncertainty (Continued)*

##### *Defined benefit plans*

The management of the Group recognizes defined benefit plans liabilities based on calculating model of the present value of the defined benefit liabilities less fair value of the planned assets. The present value of defined benefit liabilities comprises of various assumptions, including term of benefits and discount rate. Inconsistency between the future events and such assumptions may subject the defined benefit plans liabilities on the balance sheet date to material adjustment.

##### *Fair value*

Fair value of derivatives as at the balance sheet date is calculated by the management of the Group based on models. Such calculation is on the basis of some assumptions. Carrying value of derivatives may differ significantly if future events deviate from such assumptions.

##### *Impairment of available-for-sale financial assets*

The Group classifies certain assets as available-for-sale financial assets and directly recognizes movements of their fair values in shareholders' equity. When the fair value declines, management makes assumptions about the decline in value to determine whether there is an impairment loss that shall be recognized in the income statement.

## 二、重要會計政策和會計估計(續)

### 33. 重大會計判斷和估計(續)

#### *估計的不確定性(續)*

##### *設定受益計劃*

本集團的管理層依據模型計算的設定受益義務的現值減計劃資產的公允價值確定設定受益計劃淨負債。設定受益義務的現值計算包含多項假設，包括受益期限及折現率。倘若未來事項與該等假設不符，可能導致對於資產負債表日設定受益計劃淨負債的重大調整。

##### *公允價值*

本集團管理層依據模型計算衍生工具於資產負債表日的公允價值，該計算包含多項假設，倘未來事項與該假設不符，可能導致衍生工具賬面價值的重大調整。

##### *可供出售金融資產減值*

本集團將某些資產歸類為可供出售金融資產，並將其公允價值的變動直接計入股東權益。當公允價值下降時，管理層就價值下降作出假設以確定是否存在需在利潤表中確認其減值損失。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 33. Significant accounting judgments and estimates (Continued)

#### *Estimation Uncertainty (Continued)*

##### *Impairment of non-current assets other than non-financial assets (other than goodwill and trademark with uncertain lifetime)*

The Group assesses whether there are any indication of impairment for all non-current assets other than financial assets at the balance sheet date. Intangible assets with indefinite useful lives are tested for impairment annually and at other times when such indication exists. Other non-current assets other than financial assets are tested for impairment when there are indication that the carrying amounts may not be recoverable. Where the carrying amount of an asset or asset group is higher than its recoverable amount (i.e. the higher of the net of its fair value less costs to sell and the present value of the future cash flows expected to be derived from it), it is indicated that such asset or asset group is impaired. The net of the fair value less costs to sell is determined with reference to the price in sales agreement or observable market price of similar assets in arm's length transaction, adjusted for incremental costs that would be directly attributable to the disposal of the asset or asset group. When calculating the present value of expected future cash flows from an asset or asset group, the management shall estimate the expected future cash flows from the asset or asset group and choose a suitable discount rate in order to calculate the present value of those future cash flows.

#### *Deferred tax assets*

Deferred tax assets are recognized for all unused deductible temporary differences and deductible losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and deductible losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profit together with future tax planning strategies.

## 二、重要會計政策和會計估計(續)

### 33. 重大會計判斷和估計(續)

#### *估計的不確定性(續)*

##### *除金融資產之外的非流動資產減值(除商譽和使用壽命不確定的商標外)*

本集團於資產負債表日對除金融資產之外的非流動資產判斷是否存在可能發生減值的跡象。對使用壽命不確定的無形資產，除每年進行的減值測試外，當其存在減值跡象時，也進行減值測試。其他除金融資產之外的非流動資產，當存在跡象表明其賬面金額不可收回時，進行減值測試。當資產或資產組的賬面價值高於可收回金額，即公允價值減去處置費用後的淨額和預計未來現金流量的現值中的較高者，表明發生了減值。公允價值減去處置費用後的淨額，參考公平交易中類似資產的銷售協議價格或可觀察到的市場價格，減去可直接歸屬於該資產處置的增量成本確定。預計未來現金流量現值時，管理層必須估計該項資產或資產組的預計未來現金流量，並選擇恰當的折現率確定未來現金流量的現值。

#### *遞延所得稅資產*

在很可能有足夠的應納稅所得額用以抵扣可抵扣暫時性差異和可抵扣虧損的限度內，應就所有尚未利用的可抵扣暫時性差異和可抵扣虧損確認遞延所得稅資產。這需要管理層運用大量的判斷來估計未來取得應納稅所得額的時間和金額，結合納稅籌劃策略，以決定應確認的遞延所得稅資產的金額。

## II. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 33. Significant accounting judgments and estimates (Continued)

#### *Estimation Uncertainty (Continued)*

##### *Write-down of inventories to net realizable values*

Write-down of inventories to their net realizable values is based on the saleability of the evaluated inventory and their net realizable values. The management's judgments and estimates are required for determining inventory impairment on the basis of clear evidence, purpose of holding the inventories, effect of subsequent events and other factors. The difference between the actual outcome and original estimate will affect the carrying amount of inventories and provision and reversal of decline in value of inventories during the estimated revision period.

##### *Impairment of receivable*

Impairment of receivable is based on the recoverability of assessed receivable. The management's judgments and estimates are required for determining impairment of receivable. The difference between the actual outcome and original estimate will affect the carrying amount of receivable and provision and reversal of bad debts of receivable during the estimated revision period.

##### *Recognition of provision*

The Group uses contract terms, existing knowledge and historical experience, to estimate and recognize the provision for product quality assurance. On condition that such contingent matters have formed a present obligation and the discharge of which is probable to give rise to an outflow of the Group's economic benefits, the Group recognizes the best estimate.

##### *Estimated useful lives of fixed assets*

The Group reviews the estimated useful lives of fixed assets at least once at the end of the year. Estimated useful lives are determined by the management based on historical experience of similar assets and expected technological advancement. Corresponding adjustment to depreciation expenses for future periods will be made in case of substantial changes in previous estimates.

## 二、重要會計政策和會計估計(續)

### 33. 重大會計判斷和估計(續)

#### *估計的不確定性(續)*

##### *存貨減值至可變現淨值*

存貨減值至可變現淨值是基於評估存貨的可售性及其可變現淨值。鑒定存貨減值要求管理層在取得確鑿證據，並且考慮持有存貨的目的、資產負債表日後事項的影響等因素的基礎上作出判斷和估計。實際的結果與原先估計的差異將在估計被改變的期間影響存貨的賬面價值及存貨跌價準備的計提或轉回。

##### *應收款項減值*

應收款項減值是基於評估應收款項的可收回性。鑒定應收款項減值要求管理層的判斷和估計。實際的結果與原先估計的差異將在估計被改變的期間影響應收款項的賬面價值及應收款項壞賬準備的計提或轉回。

##### *預計負債的確認*

本集團根據合約條款、現有知識及歷史經驗，對產品質量保證估計並計提相應準備；在該等或有事項已經形成一項現實義務，且履行該等現實義務很可能導致經濟利益流出本集團的情況下，以最佳估計數進行計量。

##### *固定資產的預計可使用年限*

本集團至少於每年年度終了，對固定資產的預計使用壽命進行覆核。預計使用壽命是管理層基於對同類資產歷史經驗並結合預期技術更新而確定的。當以往的估計發生重大變化時，則相應調整未來期間的折舊費用。

## III. TAXATION

## 1. Major categories of taxes and respective tax rates

Value-added tax (VAT)

增值稅

- Output VAT is calculated by applying 17% to the taxable income for normal taxpayers, but the Group may pay it after deducting deductible input VAT for the current period.

一般納稅人按應稅收入的17%計算銷項稅，並按扣除當期允許抵扣的進項稅額後的差額計繳增值稅。

Business tax

營業稅

- It is calculated by applying 5% to the taxable income.

按應稅收入的5%計繳營業稅。

City maintenance and construction tax

城市維護建設稅

- It is levied at 7% or 5% on the actual turnover taxes paid.

按實際繳納的流轉稅的7%或5%計繳。

Education surcharge

教育費附加

- It is levied at 3% on the actual turnover taxes paid.

按實際繳納的流轉稅的3%計繳。

Corporate income tax

企業所得稅

- It is levied at 15% or 25% on the taxable profit. For oversea subsidiaries, it is levied at the statutory tax rate of the countries or regions in which the subsidiaries operate.

企業所得稅按應納稅所得額的15%或25%計繳。海外子公司按其所在國家、地區的法定稅率計繳。

## 2. Tax benefits and official approval

*Value-added tax*

In accordance with the Notice Concerning Exemption from Value-added Tax and Consumption Tax applicable to Special-purpose Military Vehicles (《關於軍用特種車輛免徵增值稅和消費稅的通知》) issued by MOF and State Administration of Taxation, the sale of special-purpose military vehicles to army and armed police by Shaanxi Heavy-duty Motor Co., Ltd., a subsidiary of the Company, is exempted from value-added tax.

## 三、稅項

## 1. 主要稅種及稅率

## 2. 稅收優惠及批文

*增值稅*

本公司之子公司陝西重型汽車有限公司根據財政部、國家稅務總局《關於軍用特種車輛免徵增值稅和消費稅的通知》銷售給軍隊、武警部隊使用的軍用特種車輛免徵增值稅。

## III. TAXATION (CONTINUED)

## 2. Tax benefits and official approval (Continued)

*Corporate Income Tax*

The Company was recognized as a high-tech enterprise on 27 November 2008 and became entitled to a preferential income tax rate of 15% for the period from 1 January 2008 to 31 December 2010. The Company passed the review on high-tech enterprise and is therefore entitled to enjoy a preferential income tax rate of 15% from 1 January 2011 to 31 December 2013.

Subsidiaries such as Weichai Power (Weifang) Reconstruction Co., Ltd. (濰柴動力(濰坊)再製造有限公司), Shaanxi Heavy-duty Motor Co., Ltd., Shaanxi Fast Gear Co., Ltd., Baoji Fast Gear Co., Ltd., Weichai Power Yangzhou Diesel Engine Co., Ltd. (濰柴動力揚州柴油機有限責任公司), Shanghai He Da Auto Accessory Co., Ltd. (上海和達汽車配件有限公司), Zhuzhou Torch Auto Lighting Co., Ltd. (株洲湘火炬汽車燈具有限責任公司), Zhuzhou Gear Co., Ltd. (株洲齒輪有限責任公司), Zhuzhou Torch Sparkplugs Co., Ltd. (株洲湘火炬火花塞有限責任公司) and Zhuzhou Euro Grace Gear Automotive Transmission Co., Ltd (株洲歐格瑞傳動股份有限公司) have also been recognized as high-tech enterprises. These subsidiaries passed the review on high-tech enterprise and are therefore entitled to enjoy a preferential income tax rate of 15% from 1 January 2011 to 31 December 2013.

Shaanxi Hande Axle Co., Ltd. was recognized as a high-tech enterprise and is therefore entitled to enjoy a preferential income tax rate of 15% from 1 January 2012 to 31 December 2014.

## 三、稅項(續)

## 2. 稅收優惠及批文(續)

*企業所得稅*

本公司於2008年11月27日被認定為高新技術企業，自2008年1月1日至2010年12月31日享受15%的所得稅優惠稅率。本公司通過高新技術企業複審，自2011年1月1日至2013年12月31日享受15%的所得稅優惠稅率。

濰柴動力(濰坊)再製造有限公司、陝西重型汽車有限公司、陝西法士特齒輪有限責任公司、寶鷄法士特齒輪有限責任公司、濰柴動力揚州柴油機有限責任公司、上海和達汽車配件有限公司、株洲湘火炬汽車燈具有限責任公司、株洲齒輪有限責任公司、株洲湘火炬火花塞有限責任公司和株洲歐格瑞傳動股份有限公司已被認定為高新技術企業，該等子公司已通過高新技術企業複審，自2011年1月1日至2013年12月31日享受15%的所得稅優惠稅率。

陝西漢德車橋有限公司已通過高新技術企業認定，自2012年1月1日至2014年12月31日可享受15%所得稅優惠稅率。



## III. TAXATION (CONTINUED)

2. Tax benefits and official approval (Continued)  
*Corporate Income Tax (Continued)*

Pursuant to the requirement of the Notice Concerning Issues on Taxation Policies Relating to the Thorough Implementation of China's Strategy of Western Development (Cai Shui Fa No. [2011] 58) (《關於深入實施西部大開發戰略有關稅收政策問題的通知》) promulgated by MOF, the State Administration of Taxation and the General Administration of Customs dated 27 July 2011, as well as the approval of relevant authorities, the following companies have implemented preferential tax policy for the Western Development:

- Shaanxi Hande Axle Co., Ltd. and Shaanxi Jinding Casting Co., Ltd. has received the approval of Shaan Fa Gai Industrial Confirmation Letter (陝發改產業確認函) No. (2013) 028 on 11 March 2013 and the company has passed the examination of 2012 Taxation Filing, and it is expected to be entitled again to enjoy a preferential policy in 2013;
- Shaanxi Heavy-duty Motor Co., Ltd. has received the approval of Shaan Fa Gai Industrial Confirmation Letter (陝發改產業確認函) No. (2012) 003 on 20 April 2012 and at the same time, received the approval of taxation filing, and shall proceed the implementation of preferential tax policy for the Western Development during the period from 1 January 2011 to 31 December 2020;
- Xi'an Fast Auto Drive Co., Ltd., Shaanxi Fast Gear Co., Ltd. and Baoji Fast Gear Co., Ltd. have received the approval of Shaan Fa Gai Industrial Confirmation Letter (陝發改產業確認函) No. (2013) 136 in 2013 and the companies have passed the examination of 2012 Taxation Filing, and they are expected to be entitled again to enjoy a preferential policy in 2013;

## 三、稅項(續)

2. 稅收優惠及批文(續)  
*企業所得稅(續)*

根據財政部、國家稅務總局、海關總署2011年7月27日財稅發[2011]58號文《關於深入實施西部大開發戰略有關稅收政策問題的通知》的規定以及相關部門的批覆，下列公司執行西部大開發稅收優惠政策：

- 陝西漢德車橋有限公司和陝西金鼎鑄造有限公司，於2013年3月11日獲得《陝發改產業確認函(2013)028號》的批覆，企業已經通過2012年的稅務備案審核，預計2013年也將獲得享受西部大開發優惠政策的資格；
- 陝西重型汽車有限公司，於2012年4月20日獲得《陝發改產業確認函(2012)003號》的批覆，同時獲得稅務備案批覆自2011年1月1日至2020年12月31日，繼續執行西部大開發稅收優惠政策；
- 西安法士特傳動有限責任公司、陝西法士特齒輪有限責任公司和寶雞法士特齒輪有限責任公司，於2013年獲得《陝發改產業確認函(2013)136號》批覆，企業已經通過2012年的稅務備案審核，預計2013年也將獲得享受西部大開發優惠政策的資格；



## III. TAXATION (CONTINUED)

## 2. Tax benefits and official approval (Continued)

*Corporate Income Tax (Continued)*

- Chongqing Jialing Chuanjiang Vehicles Manufacturing Co., Ltd. has received the tax deduction and exemption notice of Jiang Jin Guo Shui Jian (江津國稅減) No. [2012] 181 on 31 July 2012, and it shall implement the preferential tax policy for the Western Development commencing from the date of obtaining the tax deduction and exemption notice, i.e. 31 July 2012.

## 3. Other descriptions

Taxable profit derived from other regions by primary subsidiaries incorporated overseas of the Company, calculated at applicable local tax rate according to existing laws, interpretations and practices of the countries in which the subsidiaries operate, are as follows:

## 三、稅項(續)

## 2. 稅收優惠及批文(續)

*企業所得稅(續)*

- 重慶市嘉陵川江汽車製造有限公司於2012年7月31日獲得了《江津國稅減[2012]181號》減、免稅通知書，自獲得該減、免稅通知書之日即2012年7月31日起，根據規定執行西部大開發稅收優惠政策。

## 3. 其他說明

本公司下屬下列註冊於海外的一級子公司源於其他地區的應納稅所得額，根據經營所在國家現行法律、解釋公告和慣例，適用當地稅率：

		Income tax rate (%)
		所得稅稅率(%)
Weichai Power (Hong Kong) International Development Co., Ltd.	濰柴動力(香港)國際發展有限公司	16.50
Weichai International (Hong Kong) Energy Group Co., Ltd.	濰柴國際(香港)能源集團有限公司	16.50
Weichai America Corp.	濰柴北美公司	40.27
WEICHAI SINGAPORE PTE. LTD	WEICHAI SINGAPORE PTE. LTD.	17.00

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS

## 1. Information about subsidiaries

Particulars of the principal subsidiaries of the Company are presented as follows:

## 四、合併財務報表的合併範圍

## 1. 子公司情況

本公司重要子公司的情况如下：

		Type of subsidiary	Place of registration/ key operation	Legal representative	Nature of business	Registered capital	Scope of business	Organization code
		子公司類型	註冊地/ 主要經營地	法人代表	業務性質	註冊資本	經營範圍	組織機構代碼
<b>Subsidiaries acquired through establishment or investment</b>								
<b>通過設立或投資等方式取得的子公司</b>								
(1)	Weichai Power (Weifang) Spare Part Resources Co., Ltd. 濰柴動力(濰坊)備品資源有限公司	limited liability company 有限責任公司	Shandong 山東	Zhang Quan 張泉	Trading Industry 商貿業	89,795,918.00	Sale of diesel engines/diesel engines accessories and working parts/ components and dedicated diesel oil 柴油機/柴油機配套協作件/零部件及專用機油的銷售	78076858-9
(2)	Weichai Power (Weifang) Oil Co., Ltd. 濰柴動力(濰坊)油品有限公司	limited liability company 有限責任公司	Shandong 山東	Zhang Quan 張泉	Sale of oil products 油品銷售	10,000,000.00	Processing sale of lubricating oil, sale of basic oil and additives for lubricating oil, anti-icing fluid, cleaning agent, anti-cutting fluid and additives 分裝銷售潤滑油、潤滑油基礎油及添加劑 銷售防凍液、清洗劑、切削液及添加劑	78078572-5
(3)	Weichai Power (Weifang) Intensive Logistics Co., Ltd. 濰柴動力(濰坊)集約配送有限公司	limited liability company 有限責任公司	Shandong 山東	Zhang Quan 張泉	Logistic Industry 物流業	20,000,000.00	General transportation; storage; delivery; basic assembly of machine accessory and power chain; diesel engines and accessory packaging, logistic assets development, logistic consultation, international transport agency and packaging, and lease and sale of logistic appliances 普通貨運;倉儲;配送;機械配件及動力總成簡易組裝;柴油機及配件包裝物流資產開發、物流諮詢國際貨運代理包裝物及物流器具的租賃、銷售	78078234-8
(4)	Weichai Power (Weifang) Casting Co., Ltd. 濰柴動力(濰坊)鑄鍛有限公司	limited liability company 有限責任公司	Shandong 山東	Ren Xingwu 任興武	Manufacturing Industry 製造業	460,150,000.00	Manufacture and sale of grey iron, ductile iron casting; manufacture, sale, hot treatment and cleansing of casting and stamping parts 灰鐵、球鐵鑄件製造、銷售;鑄件、衝壓件製造、銷售及熱處理、清理	78926896-X
(5)	Weichai Power (Weifang) Reconstruction Co., Ltd. 濰柴動力(濰坊)再製造有限公司	limited liability company 有限責任公司	Shandong 山東	Sun Shaojun 孫少軍	Manufacturing Industry 製造業	122,000,000.00	Reconstruction of automobile components (engine, gear box, generator, starter, diverter) 汽車零部件的再製造(發動機、變速箱、發電機、起動機、轉向器)	67452682-6

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 1. Information about subsidiaries (Continued)

## 四、合併財務報表的合併範圍(續)

## 1. 子公司情況(續)

		Type of subsidiary	Place of registration/ key operation	Legal representative	Nature of business	Registered capital	Scope of business	Organization code
		子公司類型	註冊地/ 主要經營地	法人代表	業務性質	註冊資本	經營範圍	組織機構代碼
(6)	Shandong Synergy Oil Co., Ltd. 山東歐潤油品有限公司	limited liability company 有限責任公司	Shandong 山東	Zhang Quan 張泉	Sale of oil products 油品銷售	USD3,000,000.00 美元3,000,000.00	Manufacture and sale of lubricant oil (grease), wholesale of basic oil and additive oil for lubricating oil, anti-icing fluid, cleaning agent, cutting fluid, additives, exhaust gas processing fluid and fuel oil (Permit or qualification certificate is required for production and operation where the scope involves state-approved special items or qualification management) 生產銷售潤滑油(脂)、潤滑油基礎油及添加油、防凍液、清洗劑、切削劑、添加劑、尾氣處理液、燃料油批發(該範圍涉及國家專項許可或資質管理的,憑許可證或資質證從事生產經營)	68723855-9
(7)	Weichai Power (Qingzhou) Drive Control Technology Co., Ltd. 濰柴動力(青州)傳控技術有限公司	limited liability company 有限責任公司	Shandong 山東	Dong Ping 董平	Manufacturing Industry 製造業	150,000,000.00	Design, manufacture and sale of hydraulic components, hydraulic system and related transmission technology series product as well as providing technical and after-sale services, operating import of the equipment, components and technology required by the company and the export business of the company's products 液壓元件、液壓系統及相關傳控技術系列產品的設計、製造與銷售,並提供技術和售後服務,經營本企業所需設備、零配件和技術的進口業務及本企業產品的出口業務	57394501-X

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 1. Information about subsidiaries (Continued)

## 四、合併財務報表的合併範圍(續)

## 1. 子公司情況(續)

		Type of subsidiary	Place of registration/ key operation 註冊地/ 主要經營地	Legal representative 法人代表	Nature of business 業務性質	Registered capital 註冊資本	Scope of business 經營範圍	Organization code 組織機構代碼
		子公司類型				註冊資本		
(8)	Baudouin (Weifang) Power Co., Ltd. (Note 1) 博仕安(濰坊)動力有限公司(註1)	limited liability company 有限責任公司	Shandong 山東	Zhang Quan 張泉	Manufacturing Industry 製造業	USD4,080,000.00 美元4,080,000.00	Production, design, development, sale and maintenance of diesel engines and auxiliary products; design, research and development, transfer of technology, consultation of technology and provision of technical services of transportation facilities, engineering machinery, new energy and products; enterprise management, consultation services; import and export of goods and technology (Permit or qualification certificate is required for production and operation where the scope involves state-approved special items or qualification management) 柴油機及配套產品的生產、設計、開發、銷售及維修；交通運輸設備、工程機械、新能源及產品的設計、研發、技術轉讓、技術諮詢及技術服務；企業管理、諮詢服務；貨物及技術進出口業務(該範圍涉及國家專項許可或資質管理的，須憑許可證或資質證從事經營活動)	05903192-8
(9)	Weichai Power Freshen Air Technology Co., Ltd. (Note 1) 濰柴動力空氣淨化科技有限公司(註1)	limited liability company 有限責任公司	Shandong 山東	Feng Gang 馮剛	Manufacturing Industry 製造業	100,000,000.00	Research, design, sale and repair of air purification products; consultation on transfer of air purification technology; import and export trade of state-permitted goods and technology 空氣淨化產品的研究、設計、銷售、維修；空氣淨化技術的轉讓諮詢業務；國家允許的貨物及技術進出口貿易	07697179-4
(10)	Weichai Power Hydraulic Technology Co., Ltd. (Note 1) 濰柴動力液壓科技有限公司(註1)	limited liability company 有限責任公司	Shandong 山東	Ren Bingbing 任冰冰	Manufacturing Industry 製造業	50,000,000.00	Research, design, sale, technology transfer of and in respect of hydraulic compression products, technology consultation and technology services; import and export trade of state-permitted goods and technology 液壓產品的研究、設計銷售、技術轉讓、技術諮詢技術服務；國家允許的貨物及技術進出口貿易	08715318-0

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 1. Information about subsidiaries (Continued)

## 四、合併財務報表的合併範圍(續)

## 1. 子公司情況(續)

		Type of subsidiary	Place of registration/ key operation 註冊地/ 主要經營地	Legal representative 法人代表	Nature of business 業務性質	Registered capital 註冊資本	Scope of business 經營範圍	Organization code 組織機構代碼
		子公司類型						
(11)	Weichai Power (Weifang) Equipment Service Co., Ltd. (Note 1) 濰柴動力(濰坊)裝備技術服務有限公司(註1)	limited liability company 有限責任公司	Shandong 山東	Xu Hong 徐宏	Manufacturing industry 製造業	76,000,000.00	Design, production, sale, repair and technology services of and for knife-measuring tools, clipping tools, mould precision hydraulic compression components; design, sale and repair of and technology services for general mechanical equipment, warehousing of general goods (excluding hazardous goods) 刀量具、夾具、模具精密液壓零部件的設計、生產銷售、維修及技術服務；普通機械設備的設計、銷售維修及技術服務；普通貨物的倉儲(不含危險品)	08979530-4
(12)	Shaanxi Automobile Xinjiang Vehicle Co., Ltd. 陝汽新疆汽車有限公司	limited liability company 有限責任公司	Xinjiang 新疆	Hao Xiaoqian 郝曉乾	Manufacturing Industry 製造業	194,700,000.00	Research and development, sale and servicing of components of cargo truck, specialty truck, research, production, sale and servicing of automobile components (except engines); import and export of goods and technology; import and export agency 載貨汽車、專用汽車的研發、銷售和服務；汽車零部件(發動機除外)的研發、生產、銷售和服務；貨物與技術的進出口業務業務，代理進出口	57621310-5
(13)	Shaanxi Automobile Datong Special-Purpose Vehicle Co., Ltd. 陝汽大同專用汽車有限公司	limited liability company 有限責任公司	Shanxi 山西	Hao Xiaoqian 郝曉乾	Manufacturing Industry 製造業	132,650,000.00	Research and development of components for new energy specialty truck and automobile; sales of complete vehicle and components (excluding passenger vehicles with less than 9 seats) 新能源專用車及汽車零部件的研發；銷售整車及零部件(不含九座以下乘用車)	57597361-2
(14)	Shaanxi Automobile Huainan Special – Purpose Vehicle Co., Ltd. 陝汽淮南專用汽車有限公司	limited liability company 有限責任公司	Anhui 安徽	Hao Xiaoqian 郝曉乾	Manufacturing Industry 製造業	112,000,000.00	Research and development, production, sale, repair and servicing of new energy heavy-duty truck, specialty truck and automobile components 新能源重卡、專用車及汽車零部件的研發、生產、銷售、維修和服務	57574499-1

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

1. Information about subsidiaries (Continued)

四、合併財務報表的合併範圍(續)

1. 子公司情況(續)

		Type of subsidiary	Place of registration/ key operation 註冊地／ 主要經營地	Legal representative	Nature of business	Registered capital	Scope of business	Organization code
		子公司類型		法人代表	業務性質	註冊資本	經營範圍	組織機構代碼
(15)	Chongqing Shaanxi Automobile Jiachuan Motor Co., Ltd 重慶陝汽嘉川汽車有限公司	limited liability company 有限責任公司	Chongqing 重慶	Fang Hongwei 方紅衛	Manufacturing Industry 製造業	135,000,000.00	Production, sale, research and development of automobiles, automobile components, motorcycle components; import and export of goods and technology (except those prohibited or restricted by state) 生產、銷售、研發：汽車、汽車零部件、摩托車零部件；貨物及技術進出口（國家禁止和限制的除外）	58147467-6
(16)	Shaanxi Heavy Duty Automobile Import and Export Co., Ltd. (Dubai Company) 陝西重型汽車進出口有限公司迪拜公司	free zone enterprise 自由區企業	UAE 阿拉伯聯合酋長國	Wang Gang 王剛	Trading of automobiles 汽車貿易	USD272,500.00 美元272,500.00	Sales of various automobile products and related automobile components 銷售各類汽車產品和相關零部件汽車	N/A 不適用
(17)	Shaanxi Wuhai Special Vehicles Co., Ltd. (Note 2) 陝汽烏海專用汽車有限公司(註2)	limited liability company 有限責任公司	Inner Mongolia 內蒙古	Hao Xiaoqian 郝曉乾	Manufacturing Industry 製造業	228,000,000.00	Research and development, production, sale and servicing of natural gas heavy-duty trucks and special vehicles 天然氣重卡和專用車研發、生產、銷售、服務	56691594-7
(18)	Weichai Power (Shanghai) Technology Development Co., Ltd. 濰柴動力(上海)科技發展有限公司	limited liability company 有限責任公司	Shanghai 上海	Zhang Fusheng 張伏生	Manufacturing Industry 製造業	340,000,000.00	Industrialization development, technical development, technical transfer, technical consultation, technical services, technical training, investment consultation of transportation equipment, engineering machinery, new energy, hi-tech technology and product 交通運輸設備、工程機械、新能源、高新技術及產品產業化開發、技術開發、技術轉讓、技術諮詢、技術服務、技術培訓、投資諮詢	69296887-1
(19)	Weichai Power Yangzhou Diesel Engine Co., Ltd. (Note 3) 濰柴動力揚州柴油機有限責任公司(註3)	limited liability company 有限責任公司	Jiangsu 江蘇	Zhang Quan 張泉	Manufacturing Industry 製造業	400,000,000.00	Design, development, manufacture, sale and after-sale services of engines and ancillary products; import and export of engines and ancillary products, sale of automobile, automobile accessories and lubricating oil; warehousing service 發動機及配套產品的設計、開發、製造、銷售、售後維修服務；發動機及配套產品的進出口業務；汽車、汽車配件及潤滑油的銷售；倉儲服務	69934189-5

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 1. Information about subsidiaries (Continued)

## 四、合併財務報表的合併範圍(續)

## 1. 子公司情況(續)

		Type of subsidiary	Place of registration/ key operation 註冊地/ 主要經營地	Legal representative 法人代表	Nature of business 業務性質	Registered capital 註冊資本	Scope of business 經營範圍	Organization code 組織機構代碼
		子公司類型						
(20)	Weichai Power (Chongqing) Western Development Co., Ltd. 濰柴動力(重慶)西部發展有限公司	limited liability company 有限責任公司	Chongqing 重慶	Li Zhi 李智	Manufacturing Industry 製造業	240,000,000.00	Industrialization development and management, technical, investment and management consultation service of general operating items, transportation equipment and hi-techs technology and products 一般經營項目、交通運輸設備、高新技術產品的產業化開發及管理、技術、投資、管理諮詢服務	69394899-5
(21)	Chongqing Longjiang Light-duty-Automotive Co., Ltd. (Note 4) 重慶龍江輕型汽車有限公司(註4)	limited liability company 有限責任公司	Chongqing 重慶	Xu Xinyu 徐新玉	Manufacturing Industry 製造業	–	Development, design and sale of light vehicles (excluding sale of passenger vehicle with 9-seats or below), development, design, production, sale of automobile accessories (excluding production of engines) 輕型汽車的開發、設計和銷售(不含9座及以下乘用車銷售)汽車配件的開發、設計、生產、銷售(不含發動機生產)	563455471
(22)	Weichai Power (Beijing) International Resource Investment Co., Ltd. 濰柴動力(北京)國際資源投資有限公司	limited liability company 有限責任公司	Beijing 北京	Wang Yong 王勇	Project Investment 項目投資	300,000,000.00	Project investment, investment management, investment consultation; technical development, technical transfer, technical consultation, technical service; new energy technical training; organize cultural-art exchange (other than performance); sale 項目投資、投資管理、投資諮詢;技術開發、技術轉讓、技術諮詢、技術服務;新能源技術培訓;組織文化藝術交流(演出除外);銷售	56368805-6
(23)	Weichai Power (Hong Kong) International Development Co., Ltd. 濰柴動力(香港)國際發展有限公司	limited liability company 有限責任公司	Hong Kong, China 中國香港	Xu Xinyu 徐新玉	Service Industry 服務業	USD57,840,000.00 美元57,840,000.00	Engaging in cooperation and trading business of product and technology in relation to automobile core components (such as engines) and automobile engineering; external investment and management business 從事發動機等汽車核心零部件及汽車工程方面的產品、技術合作及貿易業務;對外投資及管理業務	N/A 不適用



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 1. Information about subsidiaries (Continued)

## 四、合併財務報表的合併範圍(續)

## 1. 子公司情況(續)

		Type of subsidiary	Place of registration/ key operation 註冊地/ 主要經營地	Legal representative 法人代表	Nature of business 業務性質	Registered capital 註冊資本	Scope of business 經營範圍	Organization code 組織機構代碼
		子公司類型						
(24)	Weichai Power Russia Trade & Investment Co., Ltd. 俄羅斯濰柴投資貿易有限公司	limited liability company 有限責任公司	Russia 俄羅斯	Zhang Gengsheng 張更生	Import and export 進出口	USD1,500,000.00 美元1,500,000.00	Engaging in trading of automobile components, trading of automobile basic accessories, trading of transportation vehicles, wholesale and trading of other machinery and equipment, transportation, storage and warehousing of goods, financial leasing, acquisition and sale of privately owned real properties 從事汽車零部件的貿易、汽車基礎性附件的貿易、汽車交通工具的貿易、其他機器設備的批發貿易、貨物的運輸、保存及存儲、財政信貸租賃、購買及銷售私有的不動產	N/A 不適用
(25)	Shandong Heavy Industry India Private Limited 山東重工印度有限責任公司	limited liability company 有限責任公司	India 印度	Xu Zichun 徐子春	Manufacturing Industry 製造業	USD5,000,000.00 美元5,000,000.00	Machinery manufacturing 機械製造	N/A 不適用
(26)	Weichai Power (Luxembourg) Holding S.à r.l. 濰柴動力(盧森堡)控股有限公司	limited liability company 有限責任公司	Luxembourg 盧森堡	Xu Xinyu 徐新玉	Project investment 項目投資	EUR100,000.00 歐元100,000.00	Engaging in founding, developing, managing and controlling of any company or enterprise. Investment acquisition and management of patents or other intellectual property of any other nature or sources 參與創設、開發、管理和控制任何公司或企業。投資收購和管理專利或其他任何性質和來源的知識產權權利	N/A 不適用
(27)	Linde Hydraulics GmbH & Co. KG (GP) 林德液壓普通合夥企業(GP)	general partnership 普通合夥企業	Germany 德國	Joerg Ulrich	Investment management 投資管理	EUR25,000.00 歐元25,000.00	Investment management 投資管理	N/A 不適用
(28)	Linde Hydraulics GmbH & Co. KG (LP) 林德液壓有限合夥企業(LP)	limited partnership 有限合夥企業	Germany 德國	Sun Shaojun 孫少軍	Investment management 投資管理	EUR25,000.00 歐元25,000.00	Investment management 投資管理	N/A 不適用

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 1. Information about subsidiaries (Continued)

## 四、合併財務報表的合併範圍(續)

## 1. 子公司情況(續)

		Type of subsidiary	Place of registration/ key operation	Legal representative	Nature of business	Registered capital	Scope of business	Organization code
		子公司類型	主要經營地	法人代表	業務性質	註冊資本	經營範圍	組織機構代碼
(29)	Weichai International (Hong Kong) Energy Group Co., Ltd. (Note 1) 濰柴國際(香港)能源集團有限公司(註1)	limited liability company 有限責任公司	Hong Kong, China 中國香港	Xu Xinyu 徐新玉	Import and export 進出口	USD1,290,000.00 美元1,290,000.00	Engaging in investment in conventional energy and new energy projects; import and export trading 從事常規能源新項目投資，進出口貿易	N/A 不適用
(30)	Fast Auto Drive (Thailand) Co., Ltd. (Note 1) 法士特汽車傳動(泰國)有限公司(註1)	limited liability company 有限責任公司	Thailand 泰國	Li Dakai 李大開	Manufacturing Industry 製造業	THB383,000,000.00 泰銖383,000,000.00	Production and sale of transmission assembly and components 生產銷售變速箱總成及零配件	N/A 不適用
(31)	Weichai Middle East FZE (Note 1) 濰柴中東有限責任公司(註1)	limited liability company 有限責任公司	Dubai 迪拜	Zhong Lei 鐘磊	Manufacturing Industry 製造業	USD1,500,000.00 美元1,500,000.00	Sale of diesel engines and ancillary products, repair of construction machinery, technology consultation and technology transfer for new energy, technology services and technology training, trade business, self-operated import and export within the scope set out in business licence 柴油機及配套產品的銷售、維修工程機械、新能源技術諮詢技術轉讓、技術服務技術培訓及貿易業務營業執照範圍內的自營進出口	N/A 不適用
(32)	Weichai (Germany) Real Estate GmbH (Note 1) 濰柴(德國)房地產有限公司(註1)	limited liability company 有限責任公司	Germany 德國	Hao Qinggui 郝慶貴	Manufacturing Industry 製造業	EUR30,000.00 歐元30,000.00	Acquisition, holding and management of real estate and other investments 獲取、持有和管理房地產及其他投資	N/A 不適用
<b>Subsidiaries acquired through business combinations not involving entities under common control</b> 非同一控制下企業合併取得的子公司								
(33)	Shandong Huadong Casting Co., Ltd. 山東華動鑄造有限公司	limited liability company 有限責任公司	Shandong 山東	Zhang Chuanghai 張傳海	Manufacturing Industry 製造業	450,150,000.00	Manufacture and sale of machine accessories, diesel engines and ancillary products, farming machines and engineering machines; import and export of goods, import and export of technology 機械配件、柴油機及配套產品、農業機械、工程機械的製造、銷售；貨物進出口、技術進出口	66674302-X

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 1. Information about subsidiaries (Continued)

## 四、合併財務報表的合併範圍(續)

## 1. 子公司情況(續)

		Type of subsidiary	Place of registration/ key operation 註冊地/ 主要經營地	Legal representative 法人代表	Nature of business 業務性質	Registered capital 註冊資本	Scope of business 經營範圍	Organization code 組織機構代碼
(34)	Shaanxi Heavy-duty Motor Co., Ltd. 陝西重型汽車有限公司	limited liability company 有限責任公司	Shaanxi 陝西	Tan Xuguang 譚旭光	Manufacturing Industry 製造業	2,706,330,000.00	Manufacture of automobile (except sedans), sale and export of automobile components and engines; import of raw materials, machinery, equipment, apparatus, instruments, spare parts, components and technology which are required by the production and research of the company (conducted with relevant license), commence Sino-foreign joint venture of the company and cooperate to develop "three categories of processing and one category of compensation business"; assembling, conversion and after-sale service of automobile 生產汽車(小轎車除外)、汽車零部件及發動機的銷售、出口業務；本企業生產、科研所需的原材料、機械設備、儀器儀錶、備品備件、零配件及技術的進口業務(憑證經營)、開展本企業中外合資經營、合件生產「三來一補」業務；汽車組裝、改裝、售後服務	74127207-0
(35)	Shaanxi Hande Axle Co., Ltd. 陝西漢德車橋有限公司	limited liability company 有限責任公司	Shaanxi 陝西	Fang Hongwei 方紅衛	Manufacturing Industry 製造業	320,000,000.00	Research, production, manufacture, sale and servicing industry of automobile axle and axle components, manufacture of raw materials, machinery, equipments, apparatus, instruments, spare parts and components that are required for research, purchase and sale of components 汽車車橋及車橋零部件的科研、生產、製造、銷售、服務行業、生產科研所需原材料、機械設備、儀器儀錶、備品備件、零配件的購銷	74504313-6
(36)	Shaanxi Jinding Casting Co., Ltd. 陝西金鼎鑄造有限公司	limited liability company 有限責任公司	Shaanxi 陝西	Wang Xiaofeng 王小峰	Manufacturing Industry 製造業	435,360,000.00	Research, production, manufacture, servicing and processing of casting products; commence "three categories of processing and one category of compensation business" of the company 鑄造產品的科研、生產、製造、服務和加工業務；開展本企業的「三來一補」業務	77698602-2

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 1. Information about subsidiaries (Continued)

## 四、合併財務報表的合併範圍(續)

## 1. 子公司情況(續)

		Type of subsidiary	Place of registration/ key operation	Legal representative	Nature of business	Registered capital	Scope of business	Organization code
		子公司類型	註冊地/ 主要經營地	法人代表	業務性質	註冊資本	經營範圍	組織機構代碼
(37)	Tianjin Tiangua Automotive Co., Ltd. 天津市天掛車輛有限公司	limited liability company 有限責任公司	Tianjin 天津	Hao Xiaoqian 郝曉乾	Manufacturing Industry 製造業	11,760,000.00	Manufacture of household customized vehicle and trailers and tractors, sale of trailers and tractors accessories, small-scale farming equipment, lubricating oil, rubber product, hardware for domestic use and automobile (except sedans). Operating export of the company's product as well as import and export of the mechanical equipment and raw materials of components that are required by the company 民用改裝車、拖掛車製造、拖車、掛車配件、小型農機具、潤滑油、橡膠製品、小五金、汽車銷售(不含小轎車)。經營本企业產品的出口業務和本企業所需的機械設備、零配件原輔材料的進出口業務等	10426507-7
(38)	Tianjin Xinming Automotive Commercial Co., Ltd. 天津新明汽車商貿有限公司	limited liability company 有限責任公司	Tianjin 天津	Zhang Yueliang 張躍亮	Trading of automobile 汽車商貿	1,000,000.00	Wholesale and retail of automobile (except sedans), farming vehicle and its accessories, steel product, rubber product and lubricating oil; complete vehicle repairing, assembly repairing, complete vehicle maintenance, minor repairing, emergency repairing, special item repairing, normal freight of large and medium-sized truck 汽車(不含小轎車)、農用車及其配件、鋼材、橡膠製品、潤滑油批發零售; 大中型貨車整車修理、總成修理、整車維護、小修、維修救援、專項修理、普通貨運	74139534-5
(39)	Shaanxi Heavy Duty Automotive Import & Export Co., Ltd. 陝西重型汽車進出口有限公司	limited liability company 有限責任公司	Shaanxi 陝西	Fang Hongwei 方紅衛	Import and export 進出口	15,000,000.00	Self-operated agency for import and export of various types of goods and technology; bidding agency; logistic and transportation business consultation; information consultation of import and export of automobile complete vehicle and components, development, results transfer and consultation service of environmental and automobile scientific technology, multi-language and multi-professional translation services (such as English, German, French, Russian and Spanish) 自營代理各類商品及技術的進出口; 招投標代理; 物流運輸業務諮詢; 汽車整車和零部件進出口信息諮詢; 環保以及汽車科學技術開發、成果轉讓及諮詢服務; 英、德、法、俄、西等多語種專業的翻譯服務	78696817-8

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 1. Information about subsidiaries (Continued)

## 四、合併財務報表的合併範圍(續)

## 1. 子公司情況(續)

		Type of subsidiary	Place of registration/ key operation	Legal representative	Nature of business	Registered capital	Scope of business	Organization code
		子公司類型	註冊地/ 主要經營地	法人代表	業務性質	註冊資本	經營範圍	組織機構代碼
(40)	Shaanxi Automobile Yulin Eastern New Energy Special-Purpose Vehicle Co., Ltd. 陝汽榆林東方新能源專用汽車有限公司	limited liability company 有限責任公司	Shaanxi 陝西	Yang Chengzhi 楊承志	Manufacturing Industry 製造業	168,000,000.00	Research and development, sale and after-sale services of new energy heavy-duty truck, specialty truck and automobile components 新能源重卡、專用車和汽車零部件 德研發、銷售、及售後服務	56714227-X
(41)	Shaanxi Fast Gear Co., Ltd. 陝西法士特齒輪有限責任公司	limited liability company 有限責任公司	Shaanxi 陝西	Tan Xuguang 譚旭光	Manufacturing Industry 製造業	256,790,000.00	Design, development, manufacture and sale services of automobile components such as gear boxes, gears and forging (except complete vehicle production and customization of automobile); export of self-manufactured product and technology of the company; import and export of raw materials, apparatus, instruments, machinery, equipment, components and technology that are required by the production of the company (excluding commodities limited to companies designated by the State for operation or prohibited from exporting); processing of incoming materials 汽車變速器、齒輪、鍛件等汽車零部件的設計、開發、製造、銷售服務(汽車的整車生產及改裝除外)本企業自產產品及技術出口業務; 本企業生產所需的原輔材料、儀表儀器、機械設備、零配件及技術的進出口業務(國家限定公司經營和國家禁止出口的商品除外); 進料加工業務	730431187
(42)	Baoji Fast Gear Co., Ltd. 寶雞法士特齒輪有限責任公司	limited liability company 有限責任公司	Shaanxi 陝西	Tan Xuguang 譚旭光	Manufacturing Industry 製造業	30,000,000.00	Design, development, manufacture, sale service and import and export business of automobile components such as transmission, gears and forging 汽車變速器、齒輪、鍛件等汽車零部件的設計、開發、製造、銷售服務及進出口業務	732645971

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 1. Information about subsidiaries (Continued)

## 四、合併財務報表的合併範圍(續)

## 1. 子公司情況(續)

		Type of subsidiary	Place of registration/ key operation	Legal representative	Nature of business	Registered capital	Scope of business	Organization code
		子公司類型	註冊地/ 主要經營地	法人代表	業務性質	註冊資本	經營範圍	組織機構代碼
(43)	Xi'an Fast Auto Drive Co., Ltd. 西安法士特汽車傳動有限公司	limited liability company 有限責任公司	Shaanxi 陝西	Tan Xuguang 譚旭光	Manufacturing Industry 製造業	134,700,000.00	Design, development, manufacture and sale service of power shift transmission system assembling and components product 汽車傳動系統總成及零部件產品的設計開發、製造銷售業務	750249243
(44)	Xi'an Fast Gear Sales Co., Ltd. 西安法士特齒輪銷售有限公司	limited liability company 有限責任公司	Shaanxi 陝西	Yan Jianbo 嚴鑒鉞	Trading Industry 貿易業	1,000,000.00	Sale of gear, automobile component, hardware and electrical appliance, construction materials and automobile 齒輪、汽車配件、五金交電、建築材料、汽車的銷售	742811785
(45)	Shaanxi Fast Gear Spare Parts Import & Export Co., Ltd. 陝西法士特汽車零部件進出口有限公司	limited liability company 有限責任公司	Shaanxi 陝西	Li Dakai 李大開	Trading Industry 貿易業	3,000,000.00	Manufacture and sale of automobile components, casting, mechanical and electrical products, operating export of self-manufactured product and technology of the company, import of raw materials, apparatus, instruments, machinery, equipments, components and technology that are required for production 生產銷售汽車零部件、鑄件、機電產品，經營本企業自產產品及技術的出口業務，生產所需的原輔材料、儀器儀錶機械設備、零配件及技術的進口業務	727355005
(46)	Shaanxi Fast Gear Spare Parts Import & Export Co., Ltd. (American Distribution Co.) 陝西法士特汽車零部件進出口有限公司美國分銷公司	limited liability company 有限責任公司	The United States 美國	Li Dakai 李大開	Trading Industry 貿易業	USD100,000.00 美元100,000.00	Sale of automobile components 銷售汽車零配件	N/A 不適用

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 1. Information about subsidiaries (Continued)

## 四、合併財務報表的合併範圍(續)

## 1. 子公司情況(續)

		Type of subsidiary	Place of registration/ key operation 註冊地/ 主要經營地	Legal representative 法人代表	Nature of business 業務性質	Registered capital 註冊資本	Scope of business 經營範圍	Organization code 組織機構代碼
(47)	Zhuzhou Gear Co., Ltd. 株洲齒輪有限責任公司	limited liability company 有限責任公司	Hunan 湖南	Li Guiyang 李貴陽	Manufacturing Industry 製造業	531,314,951.00	Design, manufacture and sale of various types of automobile, engineering machinery, motorcycle, machine tools transmission system assembling, gear and axles, cold and hot processing of machinery, assembling of mechanical equipments, sale of automobile (except sedans), motorcycle and accessories; wholesale and retail of electrical appliance, machinery, equipment, hardware, electrical appliance, general merchandise and metal materials. Operating export of self-manufactured products and technology of the company; operating import of raw materials, apparatus, instruments, machinery, equipments, components and technology that are required by the production of the company; processing of incoming materials and "three categories of processing and one category of compensation business". Machinery processing, assembling of mechanical equipments and metal materials 設計、製造、銷售各類汽車、工程機械、摩托車、機床傳動系總成、齒輪及軸；機械冷、熱加工，機械設備安裝。汽車(不含小轎車)、摩托車及配件銷售，電器機械及器材，五金、交電、百貨、金屬材料批零兼營。經營本企業自產產品及技術的出口業務；經營本企業生產所需的原輔材料、儀器儀錶、機械設備、零配件及技術的進口業務；經營進料加工和「三來一補」業務。機械加工、機械設備安裝、金屬材料	74591450-1
(48)	Zhuzhou Wande Forging Co., Ltd. 株洲萬德精鍛有限責任公司	limited liability company 有限責任公司	Hunan 湖南	Pan Xiaodong 潘曉東	Manufacturing Industry 製造業	5,000,000.00	Design, manufacture and sale of forging, various types of automobile, gear and axles of machine tools 鍛造、各類汽車、機床的齒輪及軸的設計、製造和銷售等	78087176-2



## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 1. Information about subsidiaries (Continued)

## 四、合併財務報表的合併範圍(續)

## 1. 子公司情況(續)

		Type of subsidiary	Place of registration/ key operation 註冊地/ 主要經營地	Legal representative 法人代表	Nature of business 業務性質	Registered capital 註冊資本	Scope of business 經營範圍	Organization code 組織機構代碼
		子公司類型						
(49)	Zhuzhou Euro Grace Gear Automotive Transmission Co., Ltd. 株洲歐格瑞傳動股份有限公司	non-listing joint stock limited company 非上市股份有限公司	Hunan 湖南	Pan Xiaodong 潘曉東	Manufacturing Industry 製造業	150,000,000.00	Research and development, production, sale and export of automobile machinery and auto transmission, specialty actuators, automobile electronic and electronically controlled products and other automobile components 汽車機械及自動變速器、特種傳動器、汽車電子電控產品及其他汽車零部件研發、生產、銷售及出口業務等	78801726-1
(50)	Zhuzhou Torch Sparkplugs Co., Ltd. 株洲湘火炬火花塞有限責任公司	limited liability company 有限責任公司	Hunan 湖南	Li Guiyang 李貴陽	Manufacturing Industry 製造業	282,480,000.00	Manufacture of spark plugs, automobile electrical appliance and components of other vehicles and motorcycle, special ceramic products, fire proofing products and manufacture and sale of environmental protection products; sale of automobile (except sedans) and motorcycle; sale of electrical equipment, construction hardware, apparatus, instruments and metal materials, chemical raw materials allowed under policies; development and sale of computer software. Operating export of self-manufactured spark plugs, automobile electrical appliance and components of other vehicles and motorcycle, special ceramic products, fire proofing products and environmental protection products; operating import and export of raw materials, apparatus, instruments, machinery, equipments, components and technology that are required by the production of the company; processing of incoming materials and "three categories of processing and one category of compensation business" 火花塞、汽車電器及其他汽車、摩托車零部件、特種陶瓷製品、耐火材料製品的生產、環境保護產品的生產、銷售；汽車(不含小轎車)、摩托車銷售；機電設備、建築小五金、儀器儀錶及政策允許的金屬材料、化工原料銷售；計算機軟件開發、銷售。經營本企業自產的火花塞、汽車電器及其他汽車、摩托車零部件、特種陶瓷製品、耐火材料製品、環境保護產品的出口業務；經營本企業生產所需的原輔材料、儀器儀錶、機械設備、零配件及技術的進出口業務，經營進料加工和「三來一補」業務	73676822-3

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 1. Information about subsidiaries (Continued)

## 四、合併財務報表的合併範圍(續)

## 1. 子公司情況(續)

		Type of subsidiary	Place of registration/ key operation	Legal representative	Nature of business	Registered capital	Scope of business	Organization code
		子公司類型	註冊地/ 主要經營地	法人代表	業務性質	註冊資本	經營範圍	組織機構代碼
(51)	Torch Import & Export Co., Ltd. 火炬進出口有限責任公司	limited liability company 有限責任公司	Hunan 湖南	Chen Guangyun 陳光雲	Import and export 進出口	30,000,000.00	Operating and acting as agent for the import and export of various types of goods and technology (excluding commodities and technology restricted by the State for operation or prohibited from import and export); processing of incoming materials and "three categories of processing and one category of compensation business" of the company 經營和代理各類商品及技術的進出口業務(國家限定公司經營或禁止進出口的商品及技術除外); 經營本企業的進料加工和「三來一補」業務	707249125
(52)	Zhuzhou Torch Machinery Manufacturing Co., Ltd. 株洲湘火炬機械製造有限責任公司	limited liability company 有限責任公司	Hunan 湖南	Li Guiyang 李貴陽	Manufacturing Industry 製造業	142,262,500.00	Piston pin, internal combustion machine component, automobile and motorcycle component; production of moulds and non-standard equipment; processing and sale of rubber products; import and export trading allowed by the national laws and regulations 活塞銷、內燃機零部件、汽車及摩托車零部件; 工模具、非標設備製作; 塑料製品加工、銷售; 國家法律法規允許的進出口的貿易	18430573-X
(53)	Zhuzhou Torch Auto Lighting Co., Ltd. 株洲湘火炬汽車燈具有限責任公司	limited liability company 有限責任公司	Hunan 湖南	Chen Guangyun 陳光雲	Manufacturing Industry 製造業	46,000,000.00	Production and sale of automobile, motorcycle component, electrical appliance, machinery, instruments, decorative light and rubber product. Operating export of self-manufactured product and technology of the company; operating import of raw materials, apparatus, instruments, machinery, equipments, components and technology that are required by the production of the company; processing of incoming materials and "three categories of processing and one category of compensation business" 汽車、摩托車零部件、電器機械及器材、裝飾燈、塑料產品生產、銷售。經營本企業自產產品及技術的出口業務; 經營本企業生產所需的原輔材料、儀器儀錶、機械設備、零配件及技術的進口業務; 經營進料加工和「三來一補」業務	73677107-8

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 1. Information about subsidiaries (Continued)

## 四、合併財務報表的合併範圍(續)

## 1. 子公司情況(續)

		Type of subsidiary	Place of registration/ key operation 註冊地/ 主要經營地	Legal representative 法人代表	Nature of business 業務性質	Registered capital 註冊資本	Scope of business 經營範圍	Organization code 組織機構代碼
		子公司類型						
(54)	Xinjiang Machinery Equipment Import & Export Co., Ltd. 新疆機械設備進出口有限公司	limited liability company 有限責任公司	Xinjiang 新疆	Deng Yuting 鄧渝婷	Import and export 進出口	20,000,000.00	General operating items (except special approved items under national laws and regulations); import and export of goods and technology 一般經營項目(國家法律法規有專項審批項目除外), 貨物與技術的進出口業務	22858023-2
(55)	Shanghai He Da Auto Accessory Co., Ltd. 上海和達汽車配件有限公司	limited liability company 有限責任公司	Shanghai 上海	Han Guohong 韓國洪	Manufacturing Industry 製造業	USD4,248,200.00 美元4,248,200.00	Design and manufacture of decorative bars of automobile, glass trough, tracking, doorframe and its accessories; sale of self-manufactured products of the company, provide consultation services on products and technology 設計、生產汽車的裝飾條、玻璃槽、滑槽、門框及其配件銷售公司自產產品, 提供產品技術諮詢服務	60726120-7
(56)	Chongqing Jialing Chuanjiang Vehicles Manufacturing Co., Ltd. 重慶市嘉陵川江汽車製造有限公司	limited liability company 有限責任公司	Chongqing 重慶	Li Zhi 李智	Manufacturing Industry 製造業	1,186,000,000.00	Production and sale of automobile, automobile components, motorcycle components 生產、銷售: 汽車、汽車零部件、摩托車零部件	78156786-9
(57)	Société International des Moteurs Baudouin 法國博杜安動力國際公司	société par action simplifiée with a single shareholder 單一股東簡化股份有限公司	France 法國	Lin Zhishen 林知伸	Manufacturing Industry 製造業	EUR33,311,180.00 歐元33,311,180.00	Production, sale, research and development of various types of internal combustion engines, processing of various types of general machinery; generally all financial, commercial, industrial, moveable or immovable operations directly or indirectly related to the above operation or other similar or relevant operations, which are directly or indirectly beneficial to the pursue of goal, expansion or development of the company 各類內燃發動機的生產、銷售和研發, 各類通用機械加工; 廣義上所有可能直接或間接與上述經營範圍或與其他相似或相關經營範圍有關的、直接或間接有利於公司所追求的目標、公司拓展或發展的金融、商業、工業、動產或不動產經營	N/A 不適用
(58)	DIESEL MARIN MAROC	limited liability company 有限責任公司	Morocco 摩洛哥	Bresulier Marc	Manufacturing Industry 製造業	MAD1,000,000.00 迪拉姆1,000,000.00	Production and trading of diesel engines 生產及買賣柴油機	N/A 不適用

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 1. Information about subsidiaries (Continued)

## 四、合併財務報表的合併範圍(續)

## 1. 子公司情況(續)

		Type of subsidiary	Place of registration/ key operation	Legal representative	Nature of business	Registered capital	Scope of business	Organization code
		子公司類型	主要經營地	法人代表	業務性質	註冊資本	經營範圍	組織機構代碼
(59)	WEICHAI SINGAPORE PTE. LTD.	limited liability company 有限責任公司	Singapore 新加坡	Zhang Gengsheng 張更生	Service Industry 服務業	SGD100.00 and USD2,050,000 新加坡幣100.00及 美元205萬	General agency for import and export 進出口總代理	N/A 不適用
(60)	Weichai America Corp. (Note 5) 濰柴北美公司(註5)	limited liability company 有限責任公司	United States 美國	Tan Xuguang 譚旭光	Import sale 進口銷售	USD7,131,250.00 美元7,131,250.00	Import sale of consumables and automobile components 消費品、汽車零部件進口銷售	N/A 不適用
(61)	Linde Hydraulics GmbH & Co. KG 林德液壓合夥企業(KG)	partnership 合夥企業	Germany 德國	Jörg Ulrich Steffen Appel Thorsten van der Tuuk	Manufacturing Industry 製造業	EUR100,000.00 歐元100,000.00	Production of hydraulic pumps, hydraulic motors, hydraulic valves, gears and others, as well as other components 生產液壓泵、液壓馬達液壓閥門、齒輪及其他零部件	N/A 不適用

## Percentage of shareholding

## Effective balance of items constituting net investment

Direct Indirect  
持股比例

## 實質上構成淨投資的項目餘額

直接 間接  
(%) (%)

## Percentage of voting rights

表決權比例  
(%)

## Whether statements are consolidated

## 是否合併報表

## Number of minority interests

## 少數股東權益

## Subsidiaries acquired through establishment or investment

## 通過設立或投資等方式取得的子公司

(1)	Weichai Power (Weifang) Spare Part Resources Co., Ltd. 濰柴動力(濰坊)備品資源有限公司	89,795,918.00	100.00	—	100.00	Yes 是	—
(2)	Weichai Power (Weifang) Oil Co., Ltd. 濰柴動力(濰坊)油品有限公司	10,000,000.00	100.00	—	100.00	Yes 是	—
(3)	Weichai Power (Weifang) Intensive Logistics Co., Ltd. 濰柴動力(濰坊)集約配送有限公司	10,400,000.00	52.00	—	52.00	Yes 是	25,272,287.23

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 四、合併財務報表的合併範圍(續)

## 1. Information about subsidiaries (Continued)

## 1. 子公司情況(續)

		Effective balance of items constituting net investment	Percentage of shareholding		Percentage of voting rights	Whether statements are consolidated	Number of minority interests
			Direct	Indirect			
			持股比例				
		實質上構成淨投資的項目餘額	直接 (%)	間接 (%)	表決權比例 (%)	是否合併報表	少數股東權益
(4)	Weichai Power (Weifang) Casting Co., Ltd. 濰柴動力(濰坊)鑄鍛有限公司	460,150,000.00	100.00	—	100.00	Yes 是	—
(5)	Weichai Power (Weifang) Reconstruction Co., Ltd. 濰柴動力(濰坊)再製造有限公司	122,000,000.00	100.00	—	100.00	Yes 是	—
(6)	Shandong Synergy Oil Co., Ltd. 山東歐潤油品有限公司	USD1,530,000.00 美元1,530,000.00	46.00	5.00	51.00	Yes 是	48,514,789.48
(7)	Weichai Power (Qingzhou) Drive Control Technology Co., Ltd. 濰柴動力(青州)傳控技術有限公司	150,000,000.00	100.00	—	100.00	Yes 是	—
(8)	Baudouin (Weifang) Power Co., Ltd. (Note 1) 博杜安(濰坊)動力有限公司(註1)	USD4,080,000.00 美元4,080,000.00	50.98	49.02	100.00	Yes 是	—
(9)	Weichai Power Freshen Air Technology Co., Ltd. (Note 1) 濰柴動力空氣淨化科技有限公司(註1)	100,000,000.00	100.00	—	100.00	Yes 是	—
(10)	Weichai Power Hydraulic Technology Co., Ltd. (Note 1) 濰柴動力液壓科技有限公司(註1)	50,000,000.00	100.00	—	100.00	Yes 是	—
(11)	Weichai Power (Weifang) Equipment Service Co., Ltd. (Note 1) 濰柴動力(濰坊)裝備技術服務有限公司(註1)	76,000,000.00	100.00	—	100.00	Yes 是	—

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 四、合併財務報表的合併範圍(續)

## 1. Information about subsidiaries (Continued)

## 1. 子公司情況(續)

	Effective balance of items constituting net investment	Percentage of shareholding		Percentage of voting rights	Whether statements are consolidated	Number of minority interests
		Direct	Indirect			
		持股比例	間接			
	實質上構成淨投資的項目餘額	直接 (%)	間接 (%)	表決權比例 (%)	是否合併報表	少數股東權益
(12) Shaanxi Automobile Xinjiang Vehicle Co., Ltd. 陝汽新疆汽車有限公司	123,380,000.00	–	63.37	63.37	Yes 是	50,280,000.51
(13) Shaanxi Automobile Datong Special-Purpose Vehicle Co., Ltd. 陝汽大同專用汽車有限公司	33,825,000.00	–	51.00	51.00	Yes 是	24,299,286.63
(14) Shannxi Automobile Huainan Special-Purpose Vehicle Co., Ltd. 陝汽淮南專用汽車有限公司	65,601,095.00	–	58.66	58.66	Yes 是	38,637,691.19
(15) Chongqing Shaanxi Automobile Jiachuan Motor Co., Ltd. 重慶陝汽嘉川汽車有限公司	20,655,000.00	–	100.00	100.00	Yes 是	–
(16) Shaanxi Heavy Duty Automobile Import and Export Co., Ltd. (Dubai Company) 陝西重型汽車進出口有限公司迪拜公司	USD272,500.00 美元272,500.00	–	100.00	100.00	Yes 是	–
(17) Shaanxi Wuhai Special Vehicles Co., Ltd. (Note 2) 陝汽烏海專用汽車有限公司(註2)	88,000,000.00	–	38.60	62.72	Yes 是	96,310,632.63
(18) Weichai Power (Shanghai) Technology Development Co., Ltd. 濰柴動力(上海)科技發展有限公司	340,000,000.00	100.00	–	100.00	Yes 是	–

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 四、合併財務報表的合併範圍(續)

## 1. Information about subsidiaries (Continued)

## 1. 子公司情況(續)

	Effective balance of items constituting net investment	Percentage of shareholding		Percentage of voting rights	Whether statements are consolidated	Number of minority interests
		Direct	Indirect			
		持股比例				
	實質上構成淨投資的項目餘額	直接 (%)	間接 (%)	表決權比例 (%)	是否合併報表	少數股東權益
(19) Weichai Power Yangzhou Diesel Engine Co., Ltd. (Note 3) 濰柴動力揚州柴油機有限責任公司(註3)	340,000,000.00	—	85.00	85.00	Yes 是	90,374,874.82
(20) Weichai Power (Chongqing) Western Development Co., Ltd. 濰柴動力(重慶)西部發展有限公司	240,000,000.00	100.00	—	100.00	Yes 是	—
(21) Chongqing Longjiang Light-duty-Automotive Co., Ltd. (Note 4) 重慶龍江輕型汽車有限公司(註4)	—	100.00	—	100.00	N/A 不適用	—
(22) Weichai Power (Beijing) International Resource Investment Co., Ltd. 濰柴動力(北京)國際資源投資有限公司	300,000,000.00	100.00	—	100.00	Yes 是	—
(23) Weichai Power (Hong Kong) International Development Co., Ltd. 濰柴動力(香港)國際發展有限公司	USD57,840,000.00 美元57,840,000.00	100.00	—	100.00	Yes 是	—
(24) Weichai Power Russia Trade & Investment Co., Ltd. 俄羅斯濰柴投資貿易有限責任公司	USD1,450,200.00 美元1,450,200.00	—	100.00	100.00	Yes 是	—
(25) Shandong Heavy Industry India Private Limited 山東重工印度有限責任公司	USD3,500,000.00 美元3,500,000.00	—	70.00	70.00	Yes 是	1,333,145.91



## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 四、合併財務報表的合併範圍(續)

## 1. Information about subsidiaries (Continued)

## 1. 子公司情況(續)

	Effective balance of items constituting net investment	Percentage of shareholding		Percentage of voting rights	Whether statements are consolidated	Number of minority interests
		Direct	Indirect			
		持股比例	間接			
	實質上構成淨投資的項目餘額	直接 (%)	間接 (%)	表決權比例 (%)	是否合併報表	少數股東權益
(26) Weichai Power (Luxembourg) Holding S.à r.l. 濰柴動力(盧森堡)控股有限公司	EUR242,010,000.00 歐元242,010,000.00	—	100.00	100.00	Yes 是	—
(27) Linde Hydraulics GmbH & Co. KG (GP) 林德液壓普通合夥企業(GP)	EUR17,500.00 歐元17,500.00	—	70.00	70.00	Yes 是	91,790.94
(28) Linde Hydraulics GmbH & Co. KG (LP) 林德液壓有限合夥企業(LP)	EUR25,000.00 歐元25,000.00	—	100.00	100.00	Yes 是	—
(29) Weichai International (Hong Kong) Energy Group Co., Ltd. (Note 1) 濰柴國際(香港)能源集團有限公司(註1)	USD1,290,000.00 美元1,290,000.00	100.00	—	100.00	Yes 是	—
(30) Fast Auto Drive (Thailand) Co., Ltd. (Note 1) 法士特汽車傳動(泰國)有限公司(註1)	THB383,000,000.00 泰銖383,000,000.00	—	90.00	90.00	Yes 是	—
(31) Weichai Middle East FZE (Note 1) 濰柴中東有限責任公司(註1)	USD1,500,000.00 美元1,500,000.00	—	100.00	100.00	Yes 是	—
(32) Weichai (Germany) Real Estate GmbH (Note 1) 濰柴(德國)房地產有限公司(註1)	EUR30,000.00 歐元30,000.00	100.00	—	100.00	Yes 是	—
<b>Subsidiaries acquired through business combination not involving entities under common control</b> 非同一控制下企業合併取得的子公司						
(33) Shandong Huadong Casting Co., Ltd. 山東華動鑄造有限公司	450,150,000.00	—	100.00	100.00	Yes 是	—
(34) Shaanxi Heavy-duty Motor Co., Ltd. 陝西重型汽車有限公司	1,380,330,000.00	51.00	—	51.00	Yes 是	1,915,843,039.14

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 1. Information about subsidiaries (Continued)

## 四、合併財務報表的合併範圍(續)

## 1. 子公司情況(續)

	Effective balance of items constituting net investment	Percentage of shareholding		Percentage of voting rights	Whether statements are consolidated	Number of minority interests
		Direct	Indirect			
		持股比例				
	實質上構成淨投資的項目餘額	直接 (%)	間接 (%)	表決權比例 (%)	是否合併報表	少數股東權益
(35) Shaanxi Hande Axle Co., Ltd. 陝西漢德車橋有限公司	310,592,000.00	3.06	94.00	97.06	Yes 是	40,499,619.81
(36) Shaanxi Jinding Casting Co., Ltd. 陝西金鼎鑄造有限公司	435,360,000.00	—	99.75	99.75	Yes 是	(67,088.32)
(37) Tianjin Tiangua Automotive Co., Ltd. 天津市天掛車輛有限公司	6,000,000.00	—	100.00	100.00	Yes 是	—
(38) Tianjin Xinming Automotive Commercial Co., Ltd. 天津新明汽車商貿有限公司	1,000,000.00	—	100.00	100.00	Yes 是	—
(39) Shaanxi Heavy Duty Automotive Import & Export Co., Ltd. 陝西重型汽車進出口有限公司	15,000,000.00	—	100.00	100.00	Yes 是	—
(40) Shaanxi Automobile Yulin Eastern New Energy Special-Purpose Vehicle Co., Ltd. 陝汽榆林東方新能源專用汽車有限公司	85,680,000.00	—	51.00	51.00	Yes 是	49,396,387.92
(41) Shaanxi Fast Gear Co., Ltd. 陝西法士特齒輪有限責任公司	130,960,000.00	51.00	—	51.00	Yes 是	3,583,259,113.50
(42) Baoji Fast Gear Co., Ltd. 寶雞法士特齒輪有限責任公司	29,265,000.00	2.55	95.00	97.55	Yes 是	53,706,618.58
(43) Xi'an Fast Auto Drive Co., Ltd. 西安法士特汽車傳動有限公司	134,700,000.00	—	99.78	99.78	Yes 是	25,370,482.83
(44) Xi'an Fast Gear Sales Co., Ltd. 西安法士特齒輪銷售有限公司	1,000,000.00	—	99.00	99.00	Yes 是	304,200.12

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 四、合併財務報表的合併範圍(續)

## 1. Information about subsidiaries (Continued)

## 1. 子公司情況(續)

	Effective balance of items constituting net investment	Percentage of shareholding		Percentage of voting rights	Whether statements are consolidated	Number of minority interests
		Direct	Indirect			
		持股比例	間接			
	實質上構成淨投資的項目餘額	直接 (%)	間接 (%)	表決權比例 (%)	是否合併報表	少數股東權益
(45) Shaanxi Fast Gear Spare Parts Import & Export Co., Ltd. 陝西法士特汽車零部件進出口有限公司	3,000,000.00	—	100.00	100.00	Yes 是	—
(46) Shaanxi Fast Gear Spare Parts Import & Export Co., Ltd. (American Distribution Co.) 陝西法士特汽車零部件進出口有限公司 美國分銷公司	USD100,000.00 美元100,000.00	—	100.00	100.00	Yes 是	—
(47) Zhuzhou Gear Co., Ltd. 株洲齒輪有限責任公司	467,102,295.92	87.91	—	87.91	Yes 是	67,046,796.07
(48) Zhuzhou Wande Forging Co., Ltd. 株洲萬德精鍛有限責任公司	5,000,000.00	—	99.50	99.50	Yes 是	103,697.55
(49) Zhuzhou Euro Grace Gear Automotive Transmission Co., Ltd. 株洲歐格瑞傳動股份有限公司	145,000,000.00	—	95.14	95.14	Yes 是	7,845,401.93
(50) Zhuzhou Torch Sparkplugs Co., Ltd. 株洲湘火炬火花塞有限責任公司	282,480,000.00	100.00	—	100.00	Yes 是	—
(51) Torch Import & Export Co., Ltd. 火炬進出口有限責任公司	30,000,000.00	100.00	—	100.00	Yes 是	—
(52) Zhuzhou Torch Machinery Manufacturing Co., Ltd. 株洲湘火炬機械製造有限責任公司	142,262,500.00	100.00	—	100.00	Yes 是	—

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 1. Information about subsidiaries (Continued)

## 四、合併財務報表的合併範圍(續)

## 1. 子公司情況(續)

	Effective balance of items constituting net investment	Percentage of shareholding		Percentage of voting rights	Whether statements are consolidated	Number of minority interests
		Direct	Indirect			
		Direct holding proportion	Indirect holding proportion			
	實質上構成淨投資的項目餘額	直接 (%)	間接 (%)	表決權比例 (%)	是否合併報表	少數股東權益
(53) Zhuzhou Torch Auto Lighting Co., Ltd. 株洲湘火炬汽車燈具有限責任公司	46,000,000.00	100.00	—	100.00	Yes 是	—
(54) Xinjiang Machinery Equipment Import & Export Co., Ltd. 新疆機械設備進出口有限公司	20,000,000.00	100.00	—	100.00	Yes 是	—
(55) Shanghai He Da Auto Accessory Co., Ltd. 上海和達汽車配件有限公司	USD3,186,150.00 美元3,186,150.00	75.00	—	75.00	Yes 是	38,901,982.34
(56) Chongqing Jialing Chuanjiang Vehicles Manufacturing Co., Ltd. 重慶市嘉陵川江汽車製造有限公司	1,186,000,000.00	74.96	25.04	100.00	Yes 是	—
(57) Siciété International des Moteurs Baudouin 法國博杜安動力國際公司	EUR33,311,180.00 歐元33,311,180.00	—	100.00	100.00	Yes 是	—
(58) DIESEL MARIN MAROC	MAD1,000,000.00 迪拉姆1,000,000.00	—	100.00	100.00	Yes 是	—
(59) WEICHAI SINGAPORE PTE. LTD	SGD100.00 and USD2,050,000.00 新加坡幣100.00及 美元2,050,000.00	100.00	—	100.00	Yes 是	—
(60) Weichai America Corp. (Note 5) 濰柴北美公司(註5)	USD7,587,230.00 美元7,587,230.00	100.00	—	100.00	Yes 是	—
(61) Linde Hydraulics GmbH & Co. KG 林德液壓合夥企業(KG)	EUR270,957,500.00 歐元270,957,500.00	—	70.00	70.00	Yes 是	413,558,085.83

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 1. Information about subsidiaries (Continued)

Note 1: These subsidiaries were newly established and were included as part of consolidation in 2013.

Note 2: On 16 March 2012, Shaanxi Heavy-duty Motor Co., Ltd., a subsidiary of the Company, acquired 24.12% minority interest voting rights in Shaanxi Wuhai Special Vehicles Co., Ltd. via a management and control agency agreement, representing an aggregate percentage of voting power of 62.72% with effective control over the company. Shaanxi Wuhai Special Vehicles Co., Ltd. was consolidated in the Company's accounts with effect from 1 April 2012.

Note 3: Weichai Power (Shanghai) Technology Development Co., Ltd., a subsidiary of the Company increased capital to this subsidiary and the percentage of shareholding increased to 85%.

Note 4: Chongqing Jialing Chuanjiang Vehicles Manufacturing Co., Ltd., a subsidiary of the Company gained 49% minority equity interests of this subsidiary for zero consideration and the percentage of shareholding increased to 100%. This subsidiary was consolidated into Chongqing Jialing Chuanjiang Vehicles Manufacturing Co., Ltd. by way of absorption.

Note 5: This subsidiary, originally named as WEICHAI POWER MAT AUTOMATIVE, INC., was renamed to Weichai America Corp in 2013.

Changes in registered capital of the subsidiaries in 2013 are detailed as follows:

## 四、合併財務報表的合併範圍(續)

## 1. 子公司情況(續)

註1：該等公司於2013年通過新設立納入合併範圍。

註2：2012年3月16日，本公司子公司陝西重型汽車有限公司通過授權管理和控制協議取得了陝汽烏海專用汽車有限公司少數股東24.12%的表決權，合計表決權比例為62.72%，擁有實際控制權。本公司於2012年4月1日將陝汽烏海專用汽車有限公司納入合併範圍。

註3：本公司之子公司濰柴動力(上海)科技發展有限公司增資該子公司，持股比例上升至85%。

註4：本公司之子公司重慶市嘉陵川江汽車製造有限公司以零對價獲得該子公司少數股東49%之股權，持股比例上升至100%，同時該公司於本年被重慶市嘉陵川江汽車製造有限公司吸收合併。

註5：該子公司於2013年更名為濰柴北美公司(Weichai America Corp)，原名為WEICHAI POWER MAT AUTOMATIVE, INC.。

子公司註冊資本2013年發生變化的詳情如下：

		31 December 2012 2012年 12月31日	Increase in the current period 本期增加	Decrease in the current period 本期減少	31 December 2013 2013年 12月31日
Weichai Power (Shanghai) Technology Development Co., Ltd.	濰柴動力(上海)科技發展有限公司	500,000,000.00	—	160,000,000.00	340,000,000.00
Weichai Power Yangzhou Diesel Engine Co., Ltd.	濰柴動力揚州柴油機有限公司	300,000,000.00	100,000,000.00	—	400,000,000.00
Weichai Power Russia Trade & Investment Co., Ltd.	俄羅斯濰柴投資貿易有限責任公司	4,715,382.10	4,263,560.85	—	8,978,942.95
Shaanxi Jinding Casting Co., Ltd.	陝西金鼎鑄造有限公司	35,360,000.00	400,000,000.00	—	435,360,000.00
Shaanxi Heavy Duty Automotive Import & Export Co., Ltd.	陝西重型汽車進出口有限公司	10,000,000.00	5,000,000.00	—	15,000,000.00
Zhuzhou Torch Sparkplugs Co., Ltd.	株洲湘火炬火花塞有限責任公司	216,420,000.00	66,060,000.00	—	282,480,000.00
Chongqing Jialing Chuanjiang Vehicles Manufacturing Co., Ltd.	重慶市嘉陵川江汽車製造有限公司	80,000,000.00	1,106,000,000.00	—	1,186,000,000.00
Societe International des Moteurs Baudouin	法國博杜安動力國際公司	273,463,242.42	12,080,400.00	—	285,543,642.42
WEICHAI SINGAPORE PTE. LTD.	WEICHAI SINGAPORE PTE. LTD.	488.83	12,432,152.46	—	12,432,641.29

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 1. Information about subsidiaries (Continued)

Changes in paid-in capital of the subsidiaries in 2013 are detailed as follows:

		31 December 2012 2012年 12月31日	Increase in the current period 本期增加	Decrease in the current period 本期減少	31 December 2013 2013年 12月31日
Weichai Power (Shanghai) Technology Development Co., Ltd.	濰柴動力(上海)科技發展有限公司	500,000,000.00	–	160,000,000.00	340,000,000.00
Weichai Power Yangzhou Diesel Engine Co., Ltd.	濰柴動力揚州柴油機有限公司	300,000,000.00	100,000,000.00	–	400,000,000.00
Weichai Power Russia Trade & Investment Co., Ltd.	俄羅斯濰柴投資貿易有限責任公司	4,715,382.10	4,263,560.85	–	8,978,942.95
Shaanxi Jinding Casting Co., Ltd.	陝西金鼎鑄造有限公司	35,360,000.00	400,000,000.00	–	435,360,000.00
Shaanxi Heavy Duty Automotive Import & Export Co., Ltd.	陝西重型汽車進出口有限公司	10,000,000.00	5,000,000.00	–	15,000,000.00
Zhuzhou Torch Sparkplugs Co., Ltd.	株洲湘火炬火花塞有限責任公司	216,420,000.00	66,060,000.00	–	282,480,000.00
Chongqing Jialing Chuanjiang Vehicles Manufacturing Co., Ltd.	重慶市嘉陵川江汽車製造有限公司	80,000,000.00	1,106,000,000.00	–	1,186,000,000.00
Societe International des Moteurs Baudouin	法國博杜安動力國際公司	273,463,242.42	12,080,400.00	–	285,543,642.42
WEICHAI SINGAPORE PTE. LTD.	WEICHAI SINGAPORE PTE. LTD.	488.83	12,432,152.46	–	12,432,641.29

## 2. Change of scope of consolidation

Other than as described in Item 3 under Note IV, the scope of the consolidated financial statements is in line with that in the previous year.

## 四、合併財務報表的合併範圍(續)

## 1. 子公司情況(續)

子公司實收資本2013年發生變化的詳情如下：

## 2. 合併範圍變更

除附註四、3的說明外，合併財務報表範圍與上年度一致。

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 3. Entities newly consolidated in the current year

In 2013, subsidiaries newly consolidated are as follows:

## 四、合併財務報表的合併範圍(續)

## 3. 本年度新納入合併範圍的主體

2013年，新納入合併範圍的子公司如下：

Names of subsidiaries newly included as part of consolidation 新納入合併範圍的子公司名稱		Time of new inclusion as part of consolidation 新納入合併範圍的時間	Net assets/(liabilities) as at 31 December 2013 12月31日淨資產/(負債)	Net profit/(loss) from date of consolidation to end of period 合併日至期末淨利潤/(虧損)
Baudouin (Weifang) Power Co., Ltd. 博杜安(濰坊)動力有限公司	(1)	1 March 2013 2013年3月1日	25,936,979.77	306,827.67
Weichai International (Hong Kong) Energy Group Co., Ltd. 濰柴國際(香港)能源集團有限公司	(2)	15 March 2013 2013年3月15日	7,877,527.02	15,777.84
Fast Auto Drive (Thailand) Co., Ltd. 法士特汽車傳動(泰國)有限公司	(3)	24 June 2013 2013年6月24日	21,419,654.90	(947,593.28)
Weichai Power Freshen Air Technology Co., Ltd. 濰柴動力空氣淨化科技有限公司	(4)	16 August 2013 2013年8月16日	101,894,127.48	1,894,127.48
Weichai Power Hydraulic Technology Co., Ltd. 濰柴動力液壓科技有限公司	(5)	15 November 2013 2013年11月15日	50,000,000.00	—
Weichai Power (Weifang) Equipment Service Co., Ltd. 濰柴動力(濰坊)裝備技術服務有限公司	(6)	31 December 2013 2013年12月31日	76,000,000.00	—
Weichai Middle East FZE 濰柴中東有限責任公司	(7)	11 September 2013 2013年9月11日	8,463,835.59	(692,703.63)
Weichai (Germany) Real Estate GmbH 濰柴(德國)房地產有限公司	(8)	22 October 2013 2013年10月22日	25,265,118.90	(239,122.40)

(1) This company was newly established on 1 March 2013 and was included as part of consolidation and the percentage of shareholding is 100%.

(2) This company was established upon approval on 15 March 2013 and was included as part of consolidation and the percentage of shareholding is 100%.

(3) This company was established and was included as part of consolidation through Shaanxi Fast Gear Co., Ltd., a subsidiary of the Company and the percentage of shareholding is 100%.

(4) This company was newly established on 16 August 2013 and was included as part of consolidation and the percentage of shareholding is 100%.

(1) 該公司於2013年3月1日新設成立，納入合併範圍，持股比例為100%。

(2) 該公司於2013年3月15日經批准設立，納入合併範圍，持股比例為100%。

(3) 該公司由本公司之子公司陝西法士特齒輪有限責任公司通過新設立納入合併範圍，持股比例為100%。

(4) 該公司於2013年8月16日新設成立，納入合併範圍，持股比例為100%。



## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 3. Entities newly consolidated in the current year (Continued)

- (5) This company was newly established on 15 November 2013 and was included as part of consolidation and the percentage of shareholding is 100%.
- (6) This company was newly established on 31 December 2013 and was included as part of consolidation and the percentage of shareholding is 100%.
- (7) This company was established and was included as part of consolidation through Weichai Power (Hong Kong) International Development Co., Ltd., a subsidiary of the Company and the percentage of shareholding is 100%.
- (8) This company was established and was included as part of consolidation through Weichai Power (Luxembourg) Holding S.à r.l., a subsidiary of the Company and the percentage of shareholding is 100%.

## 4. The exchange rate for translating items of key statements for the foreign operating entities of the Group

## 四、合併財務報表的合併範圍(續)

## 3. 本年度新納入合併範圍的主體(續)

- (5) 該公司於2013年11月15日新設成立，納入合併範圍，持股比例為100%。
- (6) 該公司於2013年12月31日新設成立，納入合併範圍，持股比例為100%。
- (7) 該公司由本公司之子公司濰柴動力(香港)國際發展有限公司通過新設立納入合併範圍，持股比例為100%。
- (8) 該公司由本公司之子公司濰柴動力(盧森堡)控股有限公司通過新設立納入合併範圍，持股比例為100%。

## 4. 本集團境外經營實體主要報表項目的折算匯率

		Average exchange rate 平均匯率		Exchange rate at year-end 年末匯率	
		2013 2013年	2012 2012年	2013 2013年	2012 2012年
USD	美元	6.1970	6.2932	6.0969	6.2855
EUR	歐元	8.2456	8.2401	8.4189	8.3176
HKD	港幣	0.7989	0.8108	0.7862	0.8108
Indian Rupee	印度盧比	0.1078	0.1163	0.0974	0.1139
Russian Ruble	俄羅斯盧布	0.1934	0.2202	0.1852	0.2061
UAE Dirham	阿聯酋迪拉姆	1.6754	N/A不適用	1.6481	N/A不適用

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 5. Subsidiaries with material interests of minority shareholders

Subsidiaries with material interests of minority shareholders are as follows:

## 四、合併財務報表的合併範圍(續)

## 5. 重大少數股東的權益

存在重大少數股東權益的子公司如下：

		2013 2013年	2012 2012年
<b>Proportion of equity held by minority shareholders:</b>	<b>少數股東持有的股東權益比例：</b>		
Linde Hydraulics GmbH & Co. KG	林德液壓合夥企業(KG)	30%	30%
Shaanxi Heavy-duty Motor Co., Ltd.	陝西重型汽車有限公司	49%	49%
Shaanxi Fast Gear Co., Ltd.	陝西法士特齒輪有限責任公司	49%	49%
<b>Profit or loss attributable to minority shareholders:</b>	<b>歸屬於少數股東的損益：</b>		
Linde Hydraulics GmbH & Co. KG	林德液壓合夥企業(KG)	(117,735,838.55)	—
Shaanxi Heavy-duty Motor Co., Ltd.	陝西重型汽車有限公司	149,592,116.40	138,304,307.08
Shaanxi Fast Gear Co., Ltd.	陝西法士特齒輪有限責任公司	240,043,431.93	148,205,677.27
<b>Dividend paid to minority shareholders:</b>	<b>向少數股東支付的股利：</b>		
Linde Hydraulics GmbH & Co. KG	林德液壓合夥企業(KG)	—	—
Shaanxi Heavy-duty Motor Co., Ltd.	陝西重型汽車有限公司	65,905,000.00	53,900,000.00
Shaanxi Fast Gear Co., Ltd.	陝西法士特齒輪有限責任公司	183,935,978.92	182,724,956.89
<b>Balance of minority interests accrued at balance sheet date:</b>	<b>於資產負債表日累計的少數股東權益餘額：</b>		
Linde Hydraulics GmbH & Co. KG	林德液壓合夥企業(KG)	413,558,085.83	520,072,611.25
Shaanxi Heavy-duty Motor Co., Ltd.	陝西重型汽車有限公司	1,915,843,039.14	1,824,376,883.99
Shaanxi Fast Gear Co., Ltd.	陝西法士特齒輪有限責任公司	3,583,259,113.50	3,514,057,598.27

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 5. Subsidiaries with material interests of minority shareholders (Continued)

Subsidiaries with material interests of minority shareholders are as follows:

## 四、合併財務報表的合併範圍(續)

## 5. 重大少數股東的權益(續)

存在重大少數股東權益的子公司如下：

		Linde Hydraulics GmbH & Co. KG 林德液壓 合夥企業(KG)	Shaanxi Heavy-duty Motor Co., Ltd. 陝西重型汽車 有限公司	Shaanxi Fast Gear Co., Ltd. 陝西法士特齒輪 有限責任公司
2013				
2013年				
Revenue	收入	1,910,082,603.17	24,561,841,854.47	8,282,415,243.04
Total expenses (Note)	費用總額(註)	2,294,078,381.14	24,044,494,884.69	7,683,549,197.58
Net profit	淨利潤	(392,452,795.16)	262,528,172.42	500,631,851.53
Total comprehensive income	綜合收益總額	(387,209,887.60)	262,521,037.98	500,631,851.53
Current assets	流動資產	706,903,410.75	10,610,472,983.42	6,810,208,886.35
Non-current assets	非流動資產	1,913,240,739.63	5,534,446,951.28	3,431,813,957.29
Current liabilities	流動負債	265,502,471.46	10,394,933,428.81	2,830,867,212.78
Non-current liabilities	非流動負債	954,807,654.36	1,570,786,500.57	—
Net cash flows from operating activities	經營活動產生的現金流量淨額	(3,613,401.19)	505,040,585.73	773,137,320.73
Net cash flows from investing activities	投資活動產生的現金流量淨額	(104,177,346.02)	(285,002,746.56)	(258,375,869.23)
Net cash flows from financing activities	融資活動產生的現金流量淨額	(43,839,134.15)	73,023,296.68	(339,219,248.82)
Effect of changes in exchange rate on cash and cash equivalents	匯率變動對現金及現金等價物的影響	(16,473,019.45)	(644,651.09)	(1,477,953.51)
Net increase/(decrease) in cash and cash equivalents	現金和現金等價物的淨增加/(減少)	(168,102,900.81)	292,416,484.76	177,412,864.61

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## IV. CONSOLIDATION SCOPE OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 5. Subsidiaries with material interests of minority shareholders (Continued)

## 四、合併財務報表的合併範圍(續)

## 5. 重大少數股東的權益(續)

		Linde Hydraulics GmbH & Co. KG 林德液壓 合夥企業(KG)	Shaanxi Heavy-duty Motor Co., Ltd. 陝西重型汽車 有限公司	Shaanxi Fast Gear Co., Ltd. 陝西法士特齒輪 有限責任公司
2012				
2012年				
Revenue	收入	—	22,861,509,131.36	6,542,874,057.21
Total expenses (Note)	費用總額(註)	—	22,602,249,931.80	6,164,575,839.45
Net profit	淨利潤	—	239,894,110.46	306,702,100.97
Total comprehensive income	綜合收益總額	—	239,891,643.10	306,702,100.97
Current assets	流動資產	864,144,492.43	9,596,774,952.05	6,024,121,924.25
Non-current assets	非流動資產	2,094,451,081.96	5,223,635,183.22	3,589,650,526.21
Current liabilities	流動負債	99,976,967.80	10,372,327,582.59	2,364,380,112.56
Non-current liabilities	非流動負債	1,125,043,235.82	399,649,652.86	—
Net cash flows from operating activities	經營活動產生的現金流量淨額	—	786,422,813.76	1,237,887,861.97
Net cash flows from investing activities	投資活動產生的現金流量淨額	—	(573,174,665.66)	(493,135,628.25)
Net cash flows from financing activities	融資活動產生的現金流量淨額	—	(579,419,575.78)	(353,558,000.86)
Effect of changes in exchange rate on cash and cash equivalents	匯率變動對現金及現金等價物的影響	—	(234,535.21)	—
Net increase/(decrease) in cash and cash equivalents	現金和現金等價物的淨增加/(減少)	—	(366,405,962.89)	391,194,232.86

Note: Total expenses include cost of sales, distribution and selling expenses, general and administrative expenses and finance expenses.

註：費用總額包括營業成本、銷售費用、管理費用和財務費用。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS

## 1. Cash and cash equivalents

## 五、合併財務報表主要項目註釋

## 1. 貨幣資金

		31 December 2013 2013年12月31日			31 December 2012 2012年12月31日		
		Original currency 原幣	Exchange Rate 匯率	RMB equivalent 折合人民幣	Original currency 原幣	Exchange Rate 匯率	RMB equivalent 折合人民幣
Cash	現金						
– RMB	– 人民幣	2,330,179.65	1.0000	2,330,179.65	2,228,496.21	1.0000	2,228,496.21
– USD	– 美元	26,410.75	6.0969	161,023.70	4,313.86	6.2855	27,114.77
– JPY	– 日元	2,116.00	0.0578	122.30	2,023.29	0.0730	147.70
– HKD	– 港幣	120,227.29	0.7862	94,522.70	121,875.70	0.8108	98,816.82
– EUR	– 歐元	13,509.00	8.4189	113,730.92	155.36	8.3176	1,292.22
– Singaporean Dollar	– 新加坡元	796.85	4.8641	3,875.96	–	–	–
– Indian Rupee	– 印度盧比	110,936.00	0.0974	10,805.17	–	–	–
				2,714,260.40			2,355,867.72
Bank deposits	銀行存款						
– RMB	– 人民幣	15,650,359,159.36	1.0000	15,650,359,159.36	12,892,858,074.20	1.0000	12,892,858,074.20
– USD	– 美元	26,998,559.37	6.0969	164,607,516.65	135,581,088.78	6.2855	852,194,933.53
– JPY	– 日元	297,477.88	0.0578	17,252.02	220.27	0.0730	16.08
– HKD	– 港幣	4,355,227.85	0.7862	3,424,080.14	2,407,814.74	0.8108	1,952,256.19
– EUR	– 歐元	86,452,572.77	8.4189	727,835,564.88	38,565,580.25	8.3176	320,773,070.29
– Russian Ruble	– 俄羅斯盧布	154,950.52	0.1860	28,820.80	22,879,098.01	0.2061	4,715,382.10
– Indian Rupee	– 印度盧比	135,952,861.78	0.0974	13,241,808.74	175,290,361.90	0.1139	19,965,572.22
– GBP	– 英鎊	4,689.61	10.1611	47,651.60	–	–	–
– Swiss Frank	– 瑞士法郎	200.00	6.8174	1,363.48	–	–	–
– Singaporean Dollar	– 新加坡元	153,124.16	4.8641	744,811.23	–	–	–
– Belarus Ruble	– 白俄羅斯盧布	242,886,650.00	0.0006	145,731.99	–	–	–
– UAE Dirhams	– 阿聯酋迪拉姆	1,394,748.43	1.6481	2,298,684.88	–	–	–
				16,562,752,445.77			14,092,459,304.61
Other cash and cash equivalents	其他貨幣資金						
– RMB	– 人民幣	3,013,299,368.68	1.0000	3,013,299,368.68	2,629,378,415.76	1.0000	2,629,378,415.76
– USD	– 美元	63,174.34	6.0969	385,167.63	441,078.53	6.2855	2,772,399.10
– EUR	– 歐元	115,976.01	8.4189	976,390.43	493.99	8.3176	4,108.81
				3,014,660,926.74			2,632,154,923.67
				19,580,127,632.91			16,726,970,096.00

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 1. Cash and cash equivalents (Continued)

The other cash and cash equivalents of the Group amounted to RMB2,983,186,336.71 (31 December 2012: RMB2,627,818,742.78), all of which are used in letter of guarantee and security monies for special accounts such as bank acceptance bills and letter of credit.

As at 31 December 2013, the Group held cash and cash equivalents of RMB844,876,697.26 (31 December 2012: RMB1,078,776,001.21), which were deposited overseas.

Interest income earned on bank current deposits is calculated by using current deposit interest rate of the bank. The deposit periods for time deposits vary from three months to one year depending on the cash requirements of the Group, and earn interest income at respective deposit interest rates of the bank.

## 2. Financial assets at fair value through profit or loss

## 五、合併財務報表主要項目註釋(續)

## 1. 貨幣資金(續)

本集團其他貨幣資金人民幣2,983,186,336.71元(2012年12月31日:人民幣2,627,818,742.78元),用於保函以及辦理銀行承兌票據、信用證等專戶而儲存的保證金。

於2013年12月31日,本集團存放於境外的貨幣資金為人民幣844,876,697.26元(2012年12月31日:人民幣1,078,776,001.21元)。

銀行活期存款按照銀行活期存款利率取得利息收入。定期存款的存款期自3個月至1年不等,依本集團的現金需求而定,並按照相應的銀行存款利率取得利息收入。

## 2. 以公允價值計量且其變動計入當期損益的金融資產

		31 December 2013 2013年 12月31日		31 December 2012 2012年 12月31日
Derivative financial assets	衍生金融資產			
Forward contracts	遠期合同	(1)	51,077,466.30	—
Derivative financial assets	衍生金融資產			
Call options of minority interests	少數股東權益買入期權	(2)	248,896,359.60	137,050,693.51

(1) The forward contracts in respect of the Company's purchase from Superlift, an existing shareholder of KION Group AG ("KION Group") of Superlift's 3.3% interests in KION Group was measured at fair value as at 31 December 2013; and was not recognized as at 31 December 2012 because it could not be reliably measured.

(2) These are the two call options with respect to minority interests obtained in the course of the Company's acquisition of interests in Linde Hydraulics GmbH & Co. KG. They were measured at fair value as at 31 December 2013. According to the exercise window, they were current assets as at 31 December 2012 and non-current assets as at 31 December 2013.

(1) 本公司向KION Group AG(「凱傲集團」)現有股東Superlift購買其持有的凱傲集團3.3%股權的遠期合同,2013年12月31日以公允價值計量;於2012年12月31日該期權無法可靠計量未予以確認。

(2) 本公司獲得林德液壓合夥企業(KG)權益過程中同時獲得的兩個對少數股東權益的買入期權,2013年12月31日以公允價值計量。根據行權窗口於2012年12月31日為流動資產,於2013年12月31日為非流動資產。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 3. Notes receivable

## 五、合併財務報表主要項目註釋(續)

## 3. 應收票據

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Bank acceptance bills	銀行承兌匯票	14,103,414,397.06	9,218,491,108.06
Commercial acceptance bills	商業承兌匯票	23,536,416.34	23,741,034.33
		<b>14,126,950,813.40</b>	<b>9,242,232,142.39</b>

As at 31 December 2013, top five notes receivable that were pledged are presented as follows:

於2013年12月31日，金額最大的前五項已質押的應收票據如下：

Issuer 出票單位	Issuing date 出票日期	Expiry date 到期日	Amount 金額	Issued by 承兌人
Shandong Lingong Construction Machinery Co., Ltd. 山東臨工工程機械有限公司	2013/9/27	2014/3/27	38,300,000.00	Everbright Bank 光大銀行
Anhui Hualing Automotive Co., Ltd 安徽華菱汽車有限公司	2013/9/26	2014/3/26	30,000,000.00	Huishang Bank 徽商銀行
Shijiazhuang Chenyang Centrino Automobile Trading Co., Ltd 石家莊晨陽迅馳汽車貿易有限公司	2013/11/29	2014/5/29	16,000,000.00	Guangdong Development Bank 廣發銀行
Shanghai Hongzhao Investment Development Co., Ltd 上海泓兆投資發展有限公司	2013/10/31	2014/4/30	15,000,000.00	Bank of Shanghai 上海銀行
Xuzhou Xugong Excavator Machinery Co., Ltd. 徐州徐工挖掘機械有限公司	2013/9/30	2014/3/29	15,000,000.00	Bank of China 中國銀行
			<b>114,300,000.00</b>	



## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 3. Notes receivable (Continued)

As at 31 December 2012, top five notes receivable that were pledged are presented as follows:

Issuer 出票單位	Issuing date 出票日期	Expiry date 到期日	Amount 金額	Issued by 承兌人
Dongfeng Motor Co., Ltd (Commercial Vehicle Company) 東風汽車有限公司商用車公司	2012/9/17	2013/3/17	20,000,000.00	Industrial Bank 興業銀行
Dongfeng Motor Co., Ltd (Commercial Vehicle Company) 東風汽車有限公司商用車公司	2012/9/17	2012/3/17	20,000,000.00	Industrial Bank 興業銀行
Dongfeng Motor Co., Ltd (Commercial Vehicle Company) 東風汽車有限公司商用車公司	2012/7/17	2013/1/17	10,000,000.00	China Construction Bank 建設銀行
Dongfeng Motor Co., Ltd (Commercial Vehicle Company) 東風汽車有限公司商用車公司	2012/7/17	2013/1/17	10,000,000.00	China Construction Bank 建設銀行
Dongfeng Motor Co., Ltd (Commercial Vehicle Company) 東風汽車有限公司商用車公司	2012/7/17	2013/1/17	10,000,000.00	China Construction Bank 建設銀行
			<u>70,000,000.00</u>	

As at 31 December 2013 and 31 December 2012, the Group has not transferred any notes into accounts receivable due to issuers' failure in performance.

As at 31 December 2013, notes receivable already discounted to third parties but not yet expired amounted to RMB2,149,200.00. As at 31 December 2013, notes receivable in the amount of RMB8,926,468,662.02 had been endorsed to other parties but not yet expired. The top 5 notes receivable are follows:

Issuer 出票單位	Issuing date 出票日期	Expiry date 到期日	Amount 金額
Dongfeng Motor Co., Ltd 東風汽車有限公司	2013/9/23	2014/3/23	50,000,000.00
Dongfeng Motor Co., Ltd 東風汽車有限公司	2013/9/23	2014/3/23	50,000,000.00
Dongfeng Motor Co., Ltd 東風汽車有限公司	2013/9/23	2014/3/23	50,000,000.00
Saic-iveco Hongyan Commercial Vehicle Co., Ltd. 上汽依維柯紅岩商用車有限公司	2013/7/29	2014/1/29	20,000,000.00
Shanghai Hongzhao Investment Development Co., Ltd 上海泓兆投資發展有限公司	2013/10/31	2014/4/30	15,000,000.00
			<u>185,000,000.00</u>

## 3. 應收票據(續)

於2012年12月31日，金額最大的前五項已質押的應收票據如下：

於2013年12月31日和2012年12月31日，本集團無因出票人無力履約而將票據轉為應收賬款的票據。

於2013年12月31日已經貼現給他方但尚未到期的應收票據為人民幣2,149,200.00元，於2013年12月31日已經背書給他方但尚未到期的應收票據為人民幣8,926,468,662.02元，其中金額最大的前五項如下：

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 3. Notes receivable (Continued)

As at 31 December 2012, notes receivable already discounted to third parties but not yet expired amounted to RMB317,277,727.04. As at 31 December 2012, notes receivable in the amount of RMB8,492,757,222.01 had been endorsed to other parties but not yet expired. The top 5 notes receivable are follows:

Issuer 出票單位	Issuing date 出票日期	Expiry date 到期日	Amount 金額
Zoomlion Heavy Industry Science and Technology Co., Ltd 中聯重科股份有限公司	2012/8/27	2013/2/21	20,000,000.00
Zoomlion Heavy Industry Science and Technology Co., Ltd 中聯重科股份有限公司	2012/8/27	2013/2/21	20,000,000.00
Zhengzhou Yutong Heavy Industries Co., Ltd. 鄭州宇通重工有限公司	2012/12/27	2013/6/26	13,444,365.00
Hebei Zhongkai Auto Sales Co., Ltd. 河北眾凱汽車貿易有限公司	2012/9/28	2013/3/28	13,000,000.00
Zoomlion Heavy Industry Science and Technology Co., Ltd 中聯重科股份有限公司	2012/7/26	2013/1/26	10,000,000.00
			<u>76,444,365.00</u>

As at 31 December 2013, the Group's notes receivable amounting to RMB2,162,362,220.85 (31 December 2012: RMB294,400,473.38) was pledged to banks for issuance of bank acceptance bills, and no notes receivable was pledged for short-term loans (2012: RMB92,280,926.01).

## 4. Accounts receivable

The Group trades with its customers primarily on credit terms, and generally requires payment in advance or cash on delivery for new customers. Credit period is generally one month, extending up to six months for major customers. Accounts receivable is non-interest-bearing.

## 五、合併財務報表主要項目註釋(續)

## 3. 應收票據(續)

於2012年12月31日已經貼現給他方但尚未到期的應收票據為人民幣317,277,727.04元，於2012年12月31日已經背書給他方但尚未到期的應收票據為人民幣8,492,757,222.01元，其中金額最大的前五項如下：

## 4. 應收賬款

本集團與客戶間的貿易條款以信用交易為主，且一般要求新客戶預付款或採取貨到付款方式進行，信用期通常為1個月，主要客戶可以延長至6個月。應收賬款並不計息。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 4. Accounts receivable (Continued)

An aging analysis of accounts receivable based on invoice dates is presented as follows:

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Within 3 months	3個月以內	3,003,682,270.48	2,876,869,314.13
3 to 6 months	3個月至6個月	593,487,671.09	453,279,212.41
6 months to 1 year	6個月至1年	586,496,113.69	534,382,562.75
1 to 2 years	1年至2年	276,298,860.12	359,823,287.48
2 to 3 years	2年至3年	192,233,714.34	251,164,319.41
Over 3 years	3年以上	517,257,771.75	364,675,665.77
		5,169,456,401.47	4,840,194,361.95
Less: provision for bad debt of account receivables	減：應收賬款壞賬準備	728,922,061.65	671,668,964.81
		4,440,534,339.82	4,168,525,397.14

Changes in provision for bad debts of account receivables are presented as follows:

應收賬款壞賬準備的變動如下：

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Opening balance	年初數	671,668,964.81	711,679,522.34
Provision for the year	本年計提	108,719,527.47	34,509,963.52
Increase in scope of consolidation	合併範圍增加	—	202,512.08
Exchange differences on foreign currency translation	外幣報表折算差異	113,013.65	—
Decrease for the year:	本年減少：		
Reversal	轉回	(51,656,826.87)	(44,343,652.97)
Write-off	轉銷	77,382.59	(10,794,080.00)
Disposal of subsidiaries	處置子公司	—	(19,585,300.16)
Closing balance	年末數	728,922,061.65	671,668,964.81

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表主要項目註釋(續)

## 4. Accounts receivable (Continued)

## 4. 應收賬款(續)

		31 December 2013 2013年12月31日			
		Gross carrying amount	Proportion	Provision for bad debt	Percentage
		賬面餘額	比例	壞賬準備	計提比例
			(%)		(%)
Individually significant items for which provision for bad debt is recognized separately	單項金額重大並單項計提壞賬準備	1,678,212,894.61	32.47	385,259,234.36	22.96
Items for which provision for bad debt is recognized by group	按組合計提壞賬準備	3,073,350,608.67	59.45	248,249,743.32	8.08
Not individually significant items for which provision for bad debt is recognized separately	單項金額雖不重大但單項計提壞賬準備	417,892,898.19	8.08	95,413,083.97	22.83
		5,169,456,401.47	100.00	728,922,061.65	

		31 December 2012 2012年12月31日			
		Gross carrying amount	Proportion	Provision for bad debt	Percentage
		賬面餘額	比例	壞賬準備	計提比例
			(%)		(%)
Individually significant items for which provision for bad debt is recognized separately	單項金額重大並單項計提壞賬準備	911,583,071.67	18.84	323,077,870.81	35.44
Items for which provision for bad debt is recognized by group	按組合計提壞賬準備	3,716,373,644.35	76.78	267,913,983.54	7.21
Not individually significant items for which provision for bad debt is recognized separately	單項金額雖不重大但單項計提壞賬準備	212,237,645.93	4.38	80,677,110.46	38.01
		4,840,194,361.95	100.00	671,668,964.81	

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表主要項目註釋(續)

## 4. Accounts receivable (Continued)

Items for which provision for bad debt is recognized by group are presented as follows:

## 4. 應收賬款(續)

按組合計提壞賬準備如下：

31 December 2013 2013年12月31日						31 December 2012 2012年12月31日			
Gross carrying amount		Proportion	Provision for bad debt		Percentage	Gross carrying amount		Proportion	Provision for bad debt
賬面餘額		比例	壞賬準備		計提比例	賬面餘額		比例	壞賬準備
		(%)			(%)			(%)	(%)
Within 1 year	1年以內	2,803,420,287.96	91.21	120,881,898.22	4.31	3,288,601,793.34	88.49	126,176,583.18	3.84
1 to 2 years	1至2年	123,404,068.25	4.03	16,961,723.96	13.74	268,350,030.16	7.23	34,021,313.10	12.68
2 to 3 years	2至3年	33,549,013.05	1.09	9,220,118.83	27.48	48,804,662.16	1.31	14,261,982.58	29.22
3 to 4 years	3至4年	15,314,726.81	0.50	7,045,107.51	46.00	26,045,630.58	0.70	13,042,669.89	50.08
4 to 5 years	4至5年	17,608,089.06	0.57	14,086,471.25	80.00	20,840,216.64	0.56	16,680,123.32	80.04
Over 5 years	5年以上	80,054,423.54	2.60	80,054,423.55	100.00	63,731,311.47	1.71	63,731,311.47	100.00
		3,073,350,608.67	100.00	248,249,743.32		3,716,373,644.35	100.00	267,913,983.54	

In 2013, the reversal or recovery of significant receivables is presented as follows:

於2013年度，重大應收賬款轉回或收回情況如下：

	Reason for reversal or recovery	The basis for determination of provision for original bad debts	Amount of accumulated provision for bad debts made before the reversal or recovery	Amount reversed or recovered
	轉回或收回原因	確定原壞賬準備的依據	轉回或收回前累計已計提壞賬準備金額	轉回或收回金額
Anhui Anyu Engineering Machinery Sales Co., Ltd 安徽安宇工程機械銷售有限公司	Partial or wholly recovery 部分或全部收回	Estimated recoverable amount 預計可收回金額	50,532,996.15	18,187,195.65
Datong City Yi Fu Commercial and Trading Co., Ltd 大同市易富商貿有限責任公司	Partial or wholly recovery 部分或全部收回	Estimated recoverable amount 預計可收回金額	22,878,618.07	12,627,290.43
LLC PC ARGO (Russia) LLC PC ARGO (俄羅斯)	Partial or wholly recovery 部分或全部收回	Estimated recoverable amount 預計可收回金額	6,347,690.76	4,357,891.41
Qingdao CAIEC Special Automobile Co., Ltd. 青島中汽特種汽車有限公司	Partial or wholly recovery 部分或全部收回	Estimated recoverable amount 預計可收回金額	3,631,191.30	3,487,050.00
Dalian Shaanxi Automobile Sales Co., Ltd 大連陝汽汽車銷售有限公司	Partial or wholly recovery 部分或全部收回	Estimated recoverable amount 預計可收回金額	24,972,976.55	1,084,860.00
			108,363,472.83	39,744,287.49

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 4. Accounts receivable (Continued)

In 2012, the reversal or recovery of significant receivables is presented as follows:

	Reason for reversal or recovery	The basis for determination of provision for original bad debts	Amount of accumulated provision for bad debts made before the reversal or recovery 轉回或收回前 累計已計提壞賬 準備金額	Amount reversed or recovered 轉回或收回 金額
	轉回或收回 原因	確定原壞賬準備 的依據		
Shaanxi Rong Chang Yuan Trading Co., Ltd 陝西榮昌源貿易有限公司	Partial or wholly recovery 部分或全部收回	Estimated recoverable amount 預計可收回金額	41,447,542.08	6,524,888.75
Shanxi Tong Tai Automobile Sales Services Co., Ltd 山西通泰汽車銷售服務有限公司	Partial or wholly recovery 部分或全部收回	Estimated recoverable amount 預計可收回金額	56,634,426.00	5,400,000.00
Datong City Yi Fu Commercial and Trading Co., Ltd 大同市易富商貿有限責任公司	Partial or wholly recovery 部分或全部收回	Estimated recoverable amount 預計可收回金額	26,575,080.39	3,696,462.32
Dalian Shaanxi Automobile Sales Co., Ltd 大連陝汽車銷售有限公司	Partial or wholly recovery 部分或全部收回	Estimated recoverable amount 預計可收回金額	27,947,821.55	2,974,845.00
Zhejiang Tong Yue Industrial Co., Ltd 浙江同岳實業有限公司	Partial or wholly recovery 部分或全部收回	Estimated recoverable amount 預計可收回金額	3,044,136.00	2,848,224.00
			155,649,006.02	21,444,420.07

In 2013, reversal of accounts receivable written off amounted to RMB77,382.59 (2012: RMB10,794,080.00), including RMB170,102.55 received by Weichai Power (Qingzhou) Drive Control Technology Co., Ltd. as accounts receivable which have been written off in prior years. Others are related to various individual accounts receivable which were expected to be unrecoverable and thus approved to be written off. Such accounts receivable written off did not arise from related party transactions.

As at 31 December 2013, within the aforesaid balance of accounts receivable, there was no amount due from shareholders that held 5% or more of the Company's voting shares (31 December 2012: nil). Balance of accounts receivable from other related parties are set out in Note VI.6.

## 五、合併財務報表主要項目註釋(續)

## 4. 應收賬款(續)

於2012年度，重大應收賬款轉回或收回情況如下：

2013年轉回已核銷的應收賬款共計人民幣77,382.59元(2012年：人民幣10,794,080.00元)，其中人民幣170,102.55元系濰柴動力(青州)傳控技術有限公司收到以前年度已核銷的應收賬款，其餘為常年掛賬的各種零星應收賬款預計無法收回，經批准後予以核銷，該等核銷的應收賬款均非關聯交易產生。

於2013年12月31日，應收賬款中無持有本公司5%(含5%)以上表決權股份的股東單位的款項(2012年12月31日：無)。本集團與其他關聯方的應收賬款餘額見附註六、6。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 4. Accounts receivable (Continued)

As at 31 December 2013, the top five accounts receivable are presented as follows:

	Amount	Age	Percentage of total accounts receivable	Connection with the Group
	金額	賬齡	佔應收賬款總額的比例	與本集團關係
Zoomlion Heavy Industry Science and Technology Co., Ltd 中聯重科股份有限公司	285,799,956.00	Within 1 year 1年以內	5.53	Unrelated party 非關聯方
Dongfeng Motor Co., Ltd (Commercial Vehicle Company) 東風汽車有限公司商用車公司	284,065,636.32	Within 1 year 1年以內	5.50	Unrelated party 非關聯方
EURL GM TRADE	153,133,472.39	Within 1 year 1年以內	2.96	Unrelated party 非關聯方
OOO SHANKSIRUS (Russia) OOO SHANKSIRUS(俄羅斯)	118,117,599.29	Within 1 year 1年以內	2.28	Unrelated party 非關聯方
Handan Huaxiang Automobile Sales and Service Co., Ltd 邯鄲市華翔汽車銷售服務有限公司	95,194,888.28	Within 1 year 1年以內	1.84	Unrelated party 非關聯方
	936,311,552.28		18.11	

As at 31 December 2012, the top five accounts receivable are presented as follows:

## 4. 應收賬款(續)

於2013年12月31日，應收賬款金額前五名如下：

於2012年12月31日，應收賬款金額前五名如下：

	Amount	Age	Percentage of total accounts receivable	Connection with the Group
	金額	賬齡	佔應收賬款總額的比例	與本集團關係
Dongfeng Motor Co., Ltd (Commercial Vehicle Company) 東風汽車有限公司商用車公司	177,880,036.81	Within 1 year 1年以內	3.68	Unrelated party 非關聯方
Beijing Foton Daimler Automotive Co., Ltd 北京福田戴姆勒汽車有限公司	170,529,974.09	Within 1 year 1年以內	3.52	Unrelated party 非關聯方
Faw Jiefang Qingdao Auto Factory 一汽解放青島汽車有限公司	150,749,459.02	Within 1 year 1年以內	3.11	Unrelated party 非關聯方
Shaanxi Automobile Group Changsha Huantong Automobile Manufacturing Co., Ltd 陝西汽車集團長沙環通汽車製造有限公司	115,539,069.88	Within 1 year 1年以內	2.39	Related party 關聯方
Zoomlion Heavy Industry Science and Technology Co., Ltd 中聯重科股份有限公司	100,451,540.00	Within 1 year 1年以內	2.08	Unrelated party 非關聯方
	715,150,079.80		14.78	



## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表主要項目註釋(續)

## 4. Accounts receivable (Continued)

Accounts receivable denominated in foreign currencies are as follows:

## 4. 應收賬款(續)

以外幣標示的應收賬款如下：

		31 December 2013 2013年12月31日			31 December 2012 2012年12月31日		
		Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣	Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣
Accounts receivable	應收賬款						
– USD	– 美元	117,463,406.41	6.0969	716,162,642.54	121,018,009.66	6.2855	760,658,699.71
– EUR	– 歐元	470,674.21	8.4189	3,962,559.11	7,172,677.75	8.3176	59,659,464.42
– HKD	– 港幣	–	0.7862	–	115.98	0.8109	94.05
– GBP	– 英鎊	–	10.056	–	2,905.80	10.1611	29,526.08
				720,125,201.65			820,347,784.26

## 5. Prepayments

An aging analysis of prepayments is presented as follows:

## 5. 預付款項

預付款項的賬齡分析如下：

		31 December 2013 2013年12月31日		31 December 2012 2012年12月31日	
		Amount	Proportion	Amount	Proportion
		金額	比例 (%)	金額	比例 (%)
Within 1 year	1年以內	375,762,672.41	92.67	340,095,617.27	93.08
1 to 2 years	1至2年	18,010,181.88	4.44	18,367,678.98	5.03
2 to 3 years	2至3年	7,579,149.57	1.87	2,611,336.33	0.71
Over 3 years	3年以上	4,129,099.51	1.02	4,322,437.92	1.18
		405,481,103.37	100.00	365,397,070.50	100.00

As at 31 December 2013, there was no large-amount prepayments with an age of more than one year (31 December 2012: Nil).

於2013年12月31日，無賬齡一年以上的大額預付款(2012年12月31日：無)。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 5. Prepayments (Continued)

As at 31 December 2013, the top 5 amounts of prepayments are presented as follows:

	Connection with the Company 與本公司關係	Balance 金額	Age 賬齡	Reason for being not yet settled 未結算原因
Chongqing Wuhan Iron and Steel Xinan Sales Co., Ltd – Xi'an sales branch 重慶武鋼西南銷售有限公司 西安銷售分公司	Unrelated party 非關聯方	21,607,512.22	Within 1 year 1年以內	To settle per contract 按合約付款
Shaanxi Huazhen Sancang Industry and Trading Co., Ltd. 陝西華臻三產工貿有限責任公司	Related party 關聯方	16,225,901.15	Within 1 year 1年以內	To settle per contract 按合約付款
Dalu Motor Electronic Changchun Co. Ltd. 大陸汽車電子長春有限公司	Unrelated party 非關聯方	15,319,159.29	Within 1 year 1年以內	To settle per contract 按合約付款
Shanghai Hongxu Mould Industrial Co., Ltd. 上海宏旭模具工業有限公司	Unrelated party 非關聯方	15,087,000.00	Within 1 year 1年以內	To settle per contract 按合約付款
Paitou Xingda Automobile Mould Manufactory 泊頭市興達汽車模具製造廠	Unrelated party 非關聯方	15,074,000.00	Within 1 year 1年以內	To settle per contract 按合約付款
		83,313,572.66		

As at 31 December 2012, the top 5 amounts of prepayments are presented as follows:

於2012年12月31日，預付款項金額前五名如下：

	Connection with the Company 與本公司關係	Balance 金額	Age 賬齡	Reason for being not yet settled 未結算原因
Chengdu Baosteel West Trade Co., Ltd – Xi'an operation unit 成都寶鋼西部貿易有限公司 西安經營部	Unrelated party 非關聯方	20,490,726.32	Within 1 year 1年以內	To settle per contract 按合約付款
Chongqing Wuhan Iron and Steel Xinan Sales Co., Ltd. – Xi'an sales branch 重慶武鋼西南銷售有限公司 西安銷售分公司	Unrelated party 非關聯方	16,643,875.95	Within 1 year 1年以內	To settle per contract 按合約付款
SCVIC Engineering Corporation 機械工業第四設計研究院	Unrelated party 非關聯方	16,527,030.00	Within 1 year 1年以內	To settle per contract 按合約付款
Shaanxi Huazhen Sancang Industry and Trading Co., Ltd 陝西華臻三產工貿有限責任公司	Related party 關聯方	14,974,237.77	Within 1 year 1年以內	To settle per contract 按合約付款
Maanshan Iron & Steel Company Limited – sales branch 馬鞍山鋼鐵股份有限公司銷售公司	Unrelated party 非關聯方	14,132,269.70	Within 1 year 1年以內	To settle per contract 按合約付款
		82,768,139.74		

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 5. Prepayments (Continued)

As at 31 December 2013, within the aforesaid balance of prepayment, there was no amount due from shareholders that held 5% (including 5%) or more of the Company's voting shares (2012: RMB13,448.62).

The balance of prepayments with other related parties of the Group are set out in Note VI.6.

Prepayments denominated in foreign currencies are as follows:

		31 December 2013 2013年12月31日			31 December 2012 2012年12月31日		
		Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣	Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣
Prepayments	預付款項						
– EUR	– 歐元	777,534.17	8.4189	6,545,982.41	519,061.11	8.3176	4,317,342.69
– USD	– 美元	403,976.63	6.0969	2,463,005.10	233,012.19	6.2855	1,464,598.12
				9,008,987.51			5,781,940.81

## 五、合併財務報表主要項目註釋(續)

## 5. 預付款項(續)

於2013年12月31日，預付款項中無持有本公司5%(含5%)以上表決權股份的股東單位金額(2012年：人民幣13,448.62元)。

本集團與其他關聯方的預付款項餘額見附註六、6。

以外幣標示的預付款項如下：

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表主要項目註釋(續)

6. Dividends receivable  
20136. 應收股利  
2013年

	Opening balance 年初數	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末數	Reason for being not yet collected 未收回的原因	Whether impaired 是否發生減值
Within 1 year 1年以內						
Shanghai Xinlian Chuangye Investment Co., Ltd. 上海鑫聯創業投資有限公司	67,500,000.00	-	(67,500,000.00)	-		
Shanzhong Finance Leasing Co., Ltd. 山重融資租賃有限公司	-	13,230,000.00	(13,230,000.00)	-		
Beiqi Foton Motor Co., Ltd. 北汽福田汽車股份有限公司	-	6,400,000.00	(6,400,000.00)	-		
Over 1 year 1年以上						
Shaanxi Eurostar Auto Co., Ltd. 陝西歐舒特汽車股份有限公司	3,040,000.00	-	-	3,040,000.00	Declared but unpaid 已宣告未發放	No 否
	70,540,000.00	19,630,000.00	(87,130,000.00)	3,040,000.00		

2012

2012年

	Opening balance 年初數	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末數	Reason for being not yet collected 未收回的原因	Whether impaired 是否發生減值
Within 1 year 1年以內						
Shanghai Xinlian Chuangye Investment Co., Ltd. 上海鑫聯創業投資有限公司	35,000,000.00	67,500,000.00	(35,000,000.00)	67,500,000.00	Declared but unpaid 已宣告未發放	No 否
Over 1 year 1年以上						
Shaanxi Eurostar Auto Co., Ltd. 陝西歐舒特汽車股份有限公司	3,040,000.00	-	-	3,040,000.00	Declared but unpaid 已宣告未發放	No 否
Shaanxi Tonghui Automotive Transportation Co., Ltd. 陝西通匯汽車物流有限公司	1,489,218.53	-	(1,489,218.53)	-		
	39,529,218.53	67,500,000.00	(36,489,218.53)	70,540,000.00		

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 7. Other receivables

An aging analysis of other receivables is presented as follows:

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Within 1 year	1年以內	305,895,058.55	301,770,340.66
1 to 2 years	1至2年	92,169,142.73	136,126,515.72
2 to 3 years	2至3年	526,854.43	13,950,501.64
Over 3 years	3年以上	24,696,801.87	28,591,512.25
		423,287,857.58	480,438,870.27
Less: Provision for bad debts in respect of other receivables	減：其他應收款壞賬準備	40,811,014.15	36,332,979.13
		382,476,843.43	444,105,891.14

Changes in provision for bad debts in respect of other receivables are as follows:

其他應收款壞賬準備的變動如下：

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Opening balance	年初數	36,332,979.13	54,158,160.01
Charge during the year	本年計提	22,544,233.77	3,585,356.19
Increase in scope of consolidation	合併範圍增加	—	133,176.32
Decrease during the year:	本年減少：		
Reversal	轉回	(18,066,198.75)	(17,914,469.59)
Write-off	轉銷	—	(1,530,199.44)
Disposal of subsidiaries	處置子公司	—	(2,099,044.36)
Closing balance	年末數	40,811,014.15	36,332,979.13

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 7. Other receivables (Continued)

## 五、合併財務報表主要項目註釋(續)

## 7. 其他應收款(續)

		31 December 2013 2013年12月31日				31 December 2012 2012年12月31日			
		Amount	Proportion	Provision for		Amount	Proportion	Provision for	
				bad debts	Percentage			bad debts	Percentage
		金額	比例	壞賬準備	計提比例	金額	比例	壞賬準備	計提比例
Individually significant items for which provision for bad debt is recognized separately	單項金額重大並單項計提壞賬準備	-	-	-	-	-	-	-	-
Items for which provision for bad debt is recognized by group	按組合計提壞賬準備	423,287,857.58	100.00	40,811,014.15	9.64	480,438,870.27	100.00	36,332,979.13	7.56
Not individually significant items for which provision for bad debt is recognized separately	單項金額雖不重大但單項計提壞賬準備	-	-	-	-	-	-	-	-
		423,287,857.58	100.00	40,811,014.15	9.64	480,438,870.27	100.00	36,332,979.13	7.56

Items for which provision for bad debt is recognized by group are presented as follows:

按組合計提壞賬準備如下：

		31 December 2013 2013年12月31日				31 December 2012 2012年12月31日			
		Amount	Proportion	Provision for		Amount	Proportion	Provision for	
				bad debts	Percentage			bad debts	Percentage
		金額	比例	壞賬準備	計提比例	金額	比例	壞賬準備	計提比例
Within 1 year	1年以內	305,895,058.55	72.27	11,234,586.33	3.67	301,770,340.66	62.82	5,083,118.04	1.68
1 to 2 years	1至2年	92,169,142.73	21.78	6,958,770.28	7.55	136,126,515.72	28.33	2,497,839.47	1.82
2 to 3 years	2至3年	526,854.43	0.12	143,567.83	27.25	13,950,501.64	2.89	1,821,340.45	13.06
3 to 4 years	3至4年	4,445,424.33	1.05	2,222,712.17	50.00	971,503.35	0.21	582,902.01	60.00
4 to 5 years	4至5年	-	-	-	80.00	570,346.67	0.12	456,277.34	80.00
Over 5 years	5年以上	20,251,377.54	4.78	20,251,377.54	100.00	27,049,662.23	5.63	25,891,501.82	95.72
		423,287,857.58	100.00	40,811,014.15	9.64	480,438,870.27	100.00	36,332,979.13	7.56

For 2013, there was no other receivables actually written off (2012: RMB1,530,199.44).

2013年無核銷的其他應收款(2012年：人民幣1,530,199.44元)。

As at 31 December 2013, within the aforesaid balance of other receivables, there was no amount due from shareholders that held 5% (including 5%) or more of the Company's voting shares (31 December 2012: RMB94,067,880.00). The balance of other receivables from related parties of the Group are presented in Note VI.6.

於2013年12月31日其他應收款中，無持有本公司5%(含5%)以上表決權股份的股東單位的欠款(2012年12月31日：人民幣94,067,880.00元)。本集團與關聯方的其他應收款餘額見附註六、6。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 7. Other receivables (Continued)

As at 31 December 2013, the top 5 other receivables are presented as follows:

	Amount	Age	Percentage of total accounts receivable	Connection with the Group
	金額	賬齡	佔應收賬款總額的比例	與本集團關係
Export tax and tariff rebate receivables of subsidiaries	21,761,562.10	Within 1 year 1年以內	5.14	Unrelated party 非關聯方
子公司應收出口退增值稅款				
Shaanxi Tongjia Automobile Co., Ltd.	14,083,761.49	Within 1 year 1年以內	3.33	Related party 關聯方
陝西通家汽車有限責任公司				
Baoding Shanqi Tianma Automobile Co., Ltd.	13,922,945.73	1 to 2 years 1至2年	3.29	Related party 關聯方
保定陝汽天馬車輛有限公司				
Zhuzhou Automobile Gear Factory	10,510,547.25	Within 1 year 1年以內	2.48	Related party 關聯方
株洲汽車齒輪廠				
Hangzhou Hongyuan Machinery Manufacturing Co., Ltd.	9,203,387.08	Over 5 years 5年以上	2.17	Unrelated party 非關聯方
杭州鴻源機械公司				
	69,482,203.65		16.41	

As at 31 December 2012, the top 5 other receivables are presented as follows:

## 7. 其他應收款(續)

於2013年12月31日，其他應收款金額前五名如下：

於2012年12月31日，其他應收款金額前五名如下：

	Amount	Age	Percentage of total accounts receivable	Connection with the Group
	金額	賬齡	佔應收賬款總額的比例	與本集團關係
Weichai Group Holdings Limited	94,067,880.00	Within 1 year 1年以內	19.57	Related party 關聯方
濰柴控股集團有限公司				
Export tax and tariff rebate receivables of subsidiaries	35,145,787.76	Within 1 year 1年以內	7.31	Unrelated party 非關聯方
子公司應收出口退增值稅款				
Shaanxi Tongjia Automobile Co., Ltd.	14,418,103.27	Within 1 year 1年以內	3.00	Related party 關聯方
陝西通家汽車有限責任公司				
Zhuzhou Automobile Gear Factory	12,040,086.20	Within 1 year 1年以內	2.51	Related party 關聯方
株洲汽車齒輪廠				
Management Committee of Shuangfu New District in Chongqing	10,000,000.00	Within 1 year 1年以內	2.08	Unrelated party 非關聯方
重慶市雙福新區管理委員會				
	165,671,857.23		34.47	



## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 7. Other receivables (Continued)

Other receivables denominated in foreign currencies are as follows:

		31 December 2013 2013年12月31日			31 December 2012 2012年12月31日		
		Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣	Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣
Other receivables	其他應收款						
– USD	– 美元	81,458.38	6.0969	496,643.60	297,095.01	6.2855	1,867,390.69
– EUR	– 歐元	17,990.65	8.1786	147,138.33	3,525,291.73	8.3176	29,321,966.49
– AUD	– 澳元	3,000.00	6.4342	19,302.60	–	–	–
				663,084.53			
							31,189,357.18

## 8. Inventories

## 8. 存貨

		31 December 2013 2013年12月31日			31 December 2012 2012年12月31日		
		Gross carrying amount 賬面餘額	Provision for decline in value 跌價準備	Carrying amount 賬面價值	Gross carrying amount 賬面餘額	Provision for decline in value 跌價準備	Carrying amount 賬面價值
Goods in transit	在途物資	93,293,429.39	–	93,293,429.39	54,189,694.05	–	54,189,694.05
Raw materials	原材料	1,219,972,863.69	(54,014,136.79)	1,165,958,726.90	1,113,910,192.87	(80,490,172.67)	1,033,420,020.20
Finished goods	產成品	6,574,401,549.77	(255,267,684.84)	6,319,133,864.93	5,534,027,098.19	(228,815,211.69)	5,305,211,886.50
OEM materials	委托加工材料	67,883,533.88	(425,177.22)	67,458,356.66	48,604,075.57	(425,177.22)	48,178,898.35
Self made semi-finished goods and work in progress	自製半成品及在產品	925,559,956.78	(36,854,179.53)	888,705,777.25	1,067,189,462.95	(31,153,381.79)	1,036,036,081.16
Turnover materials	周轉材料	40,856,841.79	(2,143,928.49)	38,712,913.30	43,275,124.93	(10,409,488.86)	32,865,636.07
		8,921,968,175.30	(348,705,106.87)	8,573,263,068.43	7,861,195,648.56	(351,293,432.23)	7,509,902,216.33

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 8. Inventories (Continued)

The changes in provision for decline in value are as follows:

2013

		Decrease during the year 本年減少					Closing balance 年末數	
		Opening balance 年初數	Charge during the year 本年計提	Reversal 轉回	Write-off 轉銷	Adjustment of exchange differences 匯兌差額調整		
Raw materials	原材料	80,490,172.67	16,021,279.08	(18,064,748.57)	(24,619,629.88)	187,063.49	54,014,136.79	
Finished goods	產成品	228,815,211.69	140,895,758.62	(5,483,196.02)	(109,320,454.50)	360,365.05	255,267,684.84	
OEM materials	委托加工材料	425,177.22	-	-	-	-	425,177.22	
Self made semi-finished goods and work in progress	自製半成品及在產品	31,153,381.79	12,915,160.50	(5,520,652.18)	(1,923,867.15)	230,156.57	36,854,179.53	
Turnover materials	周轉材料	10,409,488.86	-	(1,284,800.30)	(6,945,796.60)	(34,963.47)	2,143,928.49	
		351,293,432.23	169,832,198.20	(30,353,397.07)	(142,809,748.13)	742,621.64	348,705,106.87	

2012

2012年

		Decrease during the year 本年減少					Closing balance 年末數	
		Opening balance 年初數	Charge during the year 本年計提	Reversal 轉回	Write-off 轉銷	Adjustment of exchange differences 匯兌差額調整		
Raw materials	原材料	71,436,643.13	28,369,829.80	(3,457,547.01)	(6,557,143.65)	(9,301,609.60)	80,490,172.67	
Finished goods	產成品	275,843,727.80	74,950,424.07	(14,942,403.13)	(103,226,590.11)	(3,809,946.94)	228,815,211.69	
OEM materials	委托加工材料	730,303.67	-	(193,795.51)	-	(111,330.94)	425,177.22	
Self made semi-finished goods and work in progress	自製半成品及在產品	15,877,500.88	15,971,083.28	(416,861.01)	-	(278,341.36)	31,153,381.79	
Turnover materials	周轉材料	8,273,486.62	2,596,923.39	(301,726.38)	-	(159,194.77)	10,409,488.86	
		372,161,662.10	121,888,260.54	(19,312,333.04)	(109,783,733.76)	(13,660,423.61)	351,293,432.23	

Provision for decline in value of inventories is determined based on the excess of cost over net realizable value and shall be reversed within the original provision for decline in value of inventories when the factors that give rise to the decline in value of inventories in prior years are not in effect in current year.

The decrease in provision for decline in value of this year was mainly due to sale.

本集團按照成本高於可變現淨值的差額計提存貨跌價準備，並當以前減記存貨價值的影響因素消失時，在原已計提的存貨跌價準備的金額內轉回。

本年存貨跌價準備減少主要系出售造成。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 8. Inventories (Continued)

Amounts reversed as a proportion to the closing balance of inventories as at the end of year, by categories, are as follows:

		2013 2013年 (%)	2012 2012年 (%)
Raw materials	原材料	1.48	0.31
Finished goods	產成品	0.08	0.27
OEM materials	委托加工材料	—	0.40
Self made semi-finished goods and work in progress	自製半成品及在產品	0.60	0.04
Turnover materials	周轉材料	3.14	0.70

## 9. Other current assets

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Prepaid expenses	待攤費用	2,058,128.15	1,468,035.77
Deductible value-added tax	可抵扣增值稅	400,550,687.45	374,969,969.77
Principal amount of trusted fund management	委托理財本金 (1)	27,677,250.00	27,677,250.00
Less: Provision for impairment of trusted fund management	減：委托理財減值準備	(27,677,250.00)	(27,677,250.00)
Available-for-sale financial assets	可供出售金融資產 (2)	35,000,000.00	70,000,000.00
Principal-protected fixed income investment products	保本固定收益型投資產品 (3)	15,000,000.00	—
Others	其他	19,209,200.38	41,553,591.67
		471,818,015.98	487,991,597.21

(1) Xinjiang Machinery Equipment Import & Export Co., Ltd, a subsidiary of the Company, has entrusted Jinxin Trust Investment Co., Ltd. ("Jinxin Trust") to manage on trust fund in the amount of RMB27,677,250.00 in 2003. As Jinxin Trust came under operating difficulty in 2004, the board of directors of Xinjiang Machinery Equipment Import & Export Co., Ltd. made a total of 100% provision for impairment of the investment in 2004 and 2005. As at the approval date of this financial report, Jinxin Trust had been declared bankrupt.

(2) The Company's subsidiary invested in principal-protected variable income investment product of RMB15,000,000.00. The Group's subsidiary invested in non-principal-protected income yielding investment product of RMB20,000,000.00, which are available-for-sale financial assets.

(3) The Company's subsidiary invested in principal-protected fixed income investment products of RMB15,000,000.00.

## 五、合併財務報表主要項目註釋(續)

## 8. 存貨(續)

轉回金額佔該種類存貨年末餘額比例：

## 9. 其他流動資產

(1) 本公司之子公司新疆機械設備進出口有限公司於2003年委托金新信託投資股份有限公司(「金新信託」)委托理財本金人民幣27,677,250.00元。由於2004年金新信託陷入經營困境，新疆機械設備進出口有限公司董事會於2004年、2005年對該投資累計計提了100%的減值準備。截止本報告日，金新信託已宣告破產。

(2) 本公司之子公司投資保本浮動收益型投資產品人民幣15,000,000.00元，本集團之子公司投資非保本收益型投資產品人民幣20,000,000.00元，為可供出售金融資產。

(3) 本公司之子公司投資保本固定收益型投資產品人民幣15,000,000.00元。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 10. Available-for-sale financial assets

*Available-for-sale financial assets at fair value*

## 五、合併財務報表主要項目註釋(續)

## 10. 可供出售金融資產

*以公允價值計量的可供出售金融資產*

		2013 2013年	2012 2012年
Equity instruments at cost	權益工具成本	194,000,000.00	194,000,000.00
Fair value	公允價值	10,000,000.00	75,200,000.00
Fair value change included in other comprehensive income	累計計入其他綜合收益的公允價值變動	204,000,000.00	269,200,000.00
Impairment provided for	已計提減值	—	—
Opening impairment provided for	年初已計提減值	—	—
Provision for the year	本年計提	—	—
Incl: transfer from other comprehensive income	其中：從其他綜合收益轉入	—	—
Decrease during the year	本年減少	—	—
Incl: Reversal upon increase of fair value subsequently	其中：期後公允價值回升轉回	—	—
Closing impairment provided for	年末已計提減值	—	—

Note: As at 31 December 2013, the Company held 40 million shares of Beiqi Foton Motor Co., Ltd. The stock was closed at RMB5.1 per share on 31 December 2013. As at the end of the period, fair value of RMB204,000,000.00 was recognized.

註：於2013年12月31日，本公司持有北汽福田汽車股份有限公司的股票4,000萬股，2013年12月31日該股票的收盤價為5.1元/股，確認期末公允價值人民幣204,000,000.00元。

*Available-for-sale financial assets at cost**以成本計量的可供出售金融資產*

		2013 2013年	2012 2012年
Equity instrument at cost	權益工具成本	213,958,056.11	188,958,256.11
Impairment provided for	已計提減值	(123,356,130.00)	(123,356,130.00)
Opening impairment provided for	年初已計提減值	(123,356,130.00)	(123,356,130.00)
Provision for the year	本年計提	—	—
Decrease during the year	本年減少	—	—
Closing impairment provided for	年末已計提減值	(123,356,130.00)	(123,356,130.00)

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

10. Available-for-sale financial assets (Continued)

Available-for-sale financial assets at cost (Continued)

Equity investments which were not quoted in an active market and the fair value of which could not be reliably measured as at 31 December 2013 was measured at cost. The Group does not have any plan of disposal of such equity investments in the foreseeable future. Details of equity instruments at cost as at 31 December 2013 are as follows:

		Investment cost 投資成本金額	Opening balance 期初數	Increase/decrease during the period 本期增減	Closing balance 期末數	Percentage of ownership equity 持股比例	Percentage of voting power 表決權比例	Provision for impairment 減值準備	Provision for impairment made in current period 本期計提減值準備	Cash dividend for the period 本期現金紅利
Cost method	成本法									
Foton Heavy-duty Machinery Co., Ltd.	福田重型機械股份有限公司	38,630,876.88	38,630,876.88	-	38,630,876.88	6.14	6.14	(1,408,500.00)	-	-
Xinjie Investment and Guarantee Co., Ltd. (Note 2)	信捷投資擔保有限責任公司(註2)	5,135,800.00	5,135,800.00	-	5,135,800.00	25.00	25.00	-	-	-
Huarong Xiangjiang Bank Corporation Limited	華融湘江銀行	20,000,000.00	20,000,000.00	-	20,000,000.00	0.41	0.41	-	-	960,000.00
China National Machinery and Equipment Hainan Corp., Ltd.	中國機械設備海南股份有限公司	879,605.00	879,605.00	-	879,605.00	0.66	0.66	(879,605.00)	-	-
Zhuzhou Gear Share Co., Ltd.	株洲齒輪股份有限公司	1,680,000.00	1,680,000.00	-	1,680,000.00	2.45	2.45	-	-	-
Eastern Life Insurance Co., Ltd.	東方人壽保險有限公司	60,000,000.00	60,000,000.00	-	60,000,000.00	7.50	7.50	(60,000,000.00)	-	-
New Century Finance Leasing Co., Ltd.	新世紀金融租賃有限公司	61,068,025.00	61,068,025.00	-	61,068,025.00	11.22	11.22	(61,068,025.00)	-	-
XIAMEN FENGTAI BUS & COACH INTERNATIONAL CO., LTD	廈門豐泰國際新能源汽車有限公司	24,999,800.00	-	24,999,800.00	24,999,800.00	15.47	15.47	-	-	-
Yangzhou Suken Yinhe Auto Connecting Rod Co., Ltd.	揚州蘇恩銀河汽車連杆有限公司	1,563,949.23	1,563,949.23	-	1,563,949.23	15.00	15.00	-	-	-
Total	合計	213,958,056.11	188,958,256.11	24,999,800.00	213,958,056.11			(123,356,130.00)	-	960,000.00

五、合併財務報表主要項目註釋(續)

10. 可供出售金融資產(續)

以成本計量的可供出售金融資產(續)

於2013年12月31日在活躍市場中沒有報價、公允價值不能可靠計量的權益性投資以成本計量，本集團在可預見的將來無對有關權益性投資的處置計劃。2013年12月31日以成本計量的權益工具具體情況如下：

11. Investments in associates

11. 對聯營企業投資

		Type of Co.	Place of registration/ Key operation 註冊地／ 主要經營地	Legal representative 法人代表	Registered capital 註冊資本	Scope of business 經營範圍	Organization code 組織機構代碼
		公司類型					
(1)	Shaanxi Eurostar Auto Co., Ltd. 陝西歐舒特汽車股份出口有限公司	limited liability company 有限責任公司	Shaanxi 陝西	Liang Zheng 梁政	114,953,718.00	Chassis of passenger vehicles, passenger vehicles 客車底盤、客車	70991677-X
(2)	Shaanxi Tonghui Automotive Transportation Co., Ltd. 陝西通匯汽車物流有限公司	limited liability company 有限責任公司	Shaanxi 陝西	Hao Xiaolian 郝曉乾	20,000,000.00	Distribution, warehousing and transportation of goods 貨物配送、倉儲、運輸	77991866-6
(3)	Xi'an Cummins Engine Co., Ltd. 西安康明斯發動機有限公司	limited liability company 有限責任公司	Shaanxi 陝西	Fang Hongwei 方紅衛	USD2,400,000.00 美元2,400,000.00	Engine and its components 發動機及其零部件	77990955-9
(4)	CIMC-SHAC (Xi'an) Special Vehicles Co., Ltd. 中集陝汽重卡(西安)專用車有限公司	limited liability company 有限責任公司	Shaanxi 陝西	Li Yinhui 李胤輝	50,000,000.00	Special vehicles, trailers 專用車、掛車	79165912-6

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

11. Investments in associates (Continued)

五、合併財務報表主要項目註釋(續)

11. 對聯營企業投資(續)

		Type of Co.	Place of registration/ Key operation	Legal representative	Registered capital	Scope of business	Organization code
		公司類型	註冊地/ 主要經營地	法人代表	註冊資本	經營範圍	組織機構代碼
(5)	Shaanxi Longmen Shanqi Logistics Park Co., Ltd. 陝西龍門陝汽物流園有限公司	limited liability company 有限責任公司	Shaanxi 陝西	Lei Xiaoxia 雷曉俠	30,000,000.00	Sale, repair and after-sale service for vehicles 汽車銷售維修及售後服務	55218185-8
(6)	Shanghai Xinlian Chuangye Investment Co., Ltd. 上海鑫聯創業投資有限公司	limited liability company 有限責任公司	Shanghai 上海	Nie Xinyong 聶新勇	150,000,000.00	Industrial investment and investment management 實業投資、投資管理	79274447-X
(7)	Laizhou Luyuan Automotive Fitting Co., Ltd. 萊州魯源汽車配件有限公司	limited liability company 有限責任公司	Shandong 山東	Yu Jianguo 于建國	37,930,000.00	Vehicle brakes and other automotive components 汽車剎車盤及其他汽車配件等	61344884-4
(8)	Dalian Hongyuan Machinery Manufacturing Co., Ltd. 大連鴻源機械製造有限公司	limited liability company 有限責任公司	Liaoning 遼寧	Yu Jianguo 于建國	USD22,818,208.00 美元22,818,208.00	Hardware tools and automotive components 五金工具和汽車零配件	70215501-5
(9)	Shanzhong Finance Leasing Co., Ltd. 山重融資租賃有限公司	limited liability company 有限責任公司	Beijing 北京	Dong Ping 董平	920,000,000.00	Finance lease business 融資租賃業務	68690250-X
(10)	Torque Turbine Engine Co.	limited liability company 有限責任公司	USA 美國	Joe Parzick	USD6,225,000.00 美元6,225,000.00	Industrial investment and investment management 實業投資、投資管理	N/A 不適用
(11)	Xi'an FC Intelligence Transmission Co., Ltd. 西安雙特智能傳動有限公司	limited liability company 有限責任公司	Shaanxi 陝西	Hans HaeFeli	500,000,000.00	Manufacture and sale of auto transmission devices and other intelligence transmission devices 自動變速器裝置和其他智能傳動裝置的生產和銷售	57509183-9
(12)	Shandong Heavy Industry Group Finance Co., Ltd. 山東重工集團財務有限公司	limited liability company 有限責任公司	Shandong 山東	Shen Chuandong 申傳東	1,000,000,000.00	Operation of business approved by China Banking Regulatory Commission 經營中國銀行業監督管理委員會批准的業務	59782870-7
(13)	KION Group AG (Originally KION Holding 1 GmbH) KION Group AG(原KION Holding 1 GmbH)	limited liability company 有限責任公司	Germany 德國	Gordon Riske	EUR98,900,000.00 歐元98,900,000.00	Forklift trucks 叉車	N/A 不適用
(14)	Guanya (Shanghai) Investment Fund Partnership Enterprise (Limited Partnership) 冠亞(上海)股權投資基金合夥企業(有限合夥)	limited partnership 有限合夥企業	Shanghai 上海	Xu Huadong 徐華東	400,000,000.00	Investment in equity interests, investment management and investment consultation 股權投資、投資管理及投資諮詢	56710317-4

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 11. Investments in associates (Continued)

## 五、合併財務報表主要項目註釋(續)

## 11. 對聯營企業投資(續)

		Type of Co.	Place of registration/ Key operation	Legal representative	Registered capital	Scope of business	Organization code
		公司類型	註冊地/ 主要經營地	法人代表	註冊資本	經營範圍	組織機構代碼
(15)	Liaoning Shaanxi Motor Jinxi Equipment Manufacturing Co., Ltd. 遼寧陝西金鑲裝備製造有限公司	limited liability company 有限責任公司	Liaoning 遼寧	Wang Di 王迪	100,000,000.00	Manufacturing of general machinery, sale of automobile components, sale of hardware and steel products for general machinery equipment 普通機械製造、銷售汽車零部件、普通機械設備五金交電、鋼材銷售	56757579-6
(16)	Baoding Shanqi Tianma Automobile Co., Ltd. 保定陝西天馬汽車有限公司	limited liability company 有限責任公司	Hebei 河北	Zhou Shucui 周樹財	40,000,000.00	Research and development, production, sale and servicing of specialty heavy-duty vehicles; research and development, production and sale of heavy-duty vehicles components; export and import of specialty heavy-duty truck and components 重型專用車的研發、生產銷售及服務；重型汽車零部件的研發、生產及銷售；重型專用車及零部件的進出口業務	55330965-7
(17)	Bloom Thrive Limited 興榮有限公司	limited liability company 有限責任公司	British Virgin Islands 英屬維京群島	Nie Xinyong 聶新勇	USD50,000.00 美元50,000.00	Investment holding company 投資控股公司	N/A 不適用
(18)	Shaanxi Fuping Shanqi Logistics Park Co., Ltd. 陝西富平陝汽物流園有限公司	limited liability company 有限責任公司	Shaanxi 陝西	Yao Qiang 姚強	20,000,000.00	Sale of automobile and parts and components (excl. small vehicles) 汽車及零配件銷售(不含小汽車)	N/A 不適用

The Group and KION Group AG ("KION Group") are strategic cooperation partners in the areas of materials transportation and hydraulics drive technology. KION Group is an important associate of the Group and is accounted for using the equity method in the Group's accounts.

本集團與KION Group AG(「凱傲集團」)在物料搬運和液壓驅動技術領域為戰略合作夥伴，凱傲集團是本集團重要的聯營企業，本集團對該聯營企業採用權益法核算。

Key financial indicators of KION Group are as follows:

凱傲集團的主要財務指標如下：

	2013 2013年	2012 2012年
Current assets	流動資產	13,391,944,230.00
Non-current assets	非流動資產	17,210,050,661.20
Current liabilities	流動負債	47,876,721,430.83
Non-current liabilities, excluding accounts payable, other payables and provisions	非流動負債，不包括應付賬款、其他應付款和預計負債	46,417,228,435.20
Non-current liabilities	非流動負債	14,367,694,740.00
Net assets	淨資產	13,600,831,391.20
Net assets, excluding goodwill	淨資產，不包括商譽	23,627,664,886.59
		33,747,906,393.15
		24,271,710,736.59
		34,489,170,905.15
		22,629,260,184.24
		15,537,276,800.05
		4,555,798,838.72
		(2,320,754,323.18)



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 11. Investments in associates (Continued)

Adjusted to the Group's interest in KION:

	The Group's percentage of shareholding		
	本集團持股比例	30%	25%
The Group's share in the net assets of the associate, excluding goodwill	本集團在該聯營企業淨資產中所佔份額，不包括商譽	1,366,739,651.62	(580,188,580.80)
Goodwill arising from acquisition (net of accumulated provision for impairment)	收購產生的商譽(扣除累計減值準備)	5,264,606,882.26	4,464,507,780.80
Carrying value of investment	投資的賬面價值	6,631,346,533.88	3,884,319,200.00

		2013
		2013年
Revenue	收入	37,060,673,760.00
Net profit	淨利潤	71,297,594.95
Other comprehensive income	其他綜合收益	(131,105,040.00)
Total comprehensive income	綜合收益總額	(59,807,445.05)

Note: The Company exercised a call option over KION Holding 1 GmbH on 26 June 2013 and increased its shareholding in KION Holding 1 GmbH from 25% to 30% after the listing of KION Holding 1 GmbH. KION Holding 1 GmbH commenced trading on the Frankfurt Stock Exchange on 28 June 2013 and was renamed as KION Group AG ("KION Group").

On 31 December 2013, the market value of the Company's shares in KION Group amounted to EUR917,099,700.00, equivalent to RMB7,720,970,664.33.

The Group and Shandong Heavy Industry Group Finance Co., Ltd. ("Shandong Heavy Industry Finance Co.") are related companies under the same ultimate control. Shandong Heavy Finance Co provides the Group with services of deposits, credit lending, settlement and other financial services. It is an important ant associate of the Group and is accounted for using equity method in the Group's accounts.

註：本公司於2013年6月26日行使對KION Holding 1 GmbH的認購期權，在其上市後對其持股比例自25%增至30%。KION Holding 1 GmbH於2013年6月28日開始在法蘭克福證券交易所買賣，更名為KION Group AG(「凱傲集團」)。

於2013年12月31日，本公司持有的凱傲集團股票市值為歐元917,099,700.00元，折合人民幣7,720,970,664.33元。

本集團與山東重工集團財務有限公司(「山東重工財務公司」)是同一最終控制人的關聯公司，山東重工財務公司為本集團提供存款、信貸、結算及其他金融服務，是本集團重要的聯營企業，本集團對該聯營企業採用權益法核算。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 11. Investments in associates (Continued)

Key financial indicators of Shandong Heavy Industry Finance Co are as follows:

		2013 2013年	2012 2012年
Current assets	流動資產	7,044,220,925.39	3,435,303,216.11
Non-current assets	非流動資產	409,674,937.28	34,908,312.50
Current liabilities	流動負債	6,385,233,892.61	2,457,933,716.29
Net assets	淨資產	1,068,661,970.06	1,012,277,812.32

Adjusted to the Group's interests in Shandong Heavy Industry Finance Co:

## 11. 對聯營企業投資(續)

山東重工財務公司的主要財務指標如下：

	The Group's percentage of shareholding 本集團持股比例	20%	20%
The Group's share in the net assets of the associate, excluding goodwill	本集團在該聯營企業淨資產中所佔份額，不包括商譽	213,732,394.00	202,455,562.50
Goodwill arising from acquisition (net of accumulated provision for impairment)	收購產生的商譽(扣除累計減值準備)	-	-
Carrying value of investment	投資的賬面價值	213,732,394.00	202,424,654.78

		2013 2013年	2012 2012年
Revenue	收入	127,591,597.29	39,006,007.06
Net profit	淨利潤	56,538,696.19	12,123,273.87
Other comprehensive income	其他綜合收益	-	-
Total comprehensive income	綜合收益總額	56,538,696.19	12,123,273.87
Dividend received	收到的股利	-	-

The Group and Shanzhong Finance Leasing Co., Ltd. ("Shanzhong Finance Leasing Co") are related companies under the same ultimate control. Shanzhong Finance Leasing Co provides the Group and its distributors with services of finance leasing. It is an important associate of the Group and is accounted for using equity method in the Group's accounts.

本集團與山重融資租賃有限公司(「山重融資租賃」)是同一最終控制人的關聯公司，山重融資租賃為本集團及本集團的經銷商提供融資租賃業務服務，是本集團重要的聯營企業，本集團對該聯營企業採用權益法核算。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 11. Investments in associates (Continued)

Key financial indicators of Shanzhong Finance Leasing Co are as follows:

		2013 2013年	2012 2012年
Current assets	流動資產	3,217,326,368.03	2,916,325,570.83
Non-current assets	非流動資產	1,549,572,515.56	1,052,669,662.88
Current liabilities	流動負債	2,650,637,917.49	2,199,702,581.99
Non-current liabilities, excluding accounts payable, other payables and provisions	非流動負債，不包括應付賬款、其他應付款和預計負債	1,069,633,070.02	744,390,993.91
Net assets	淨資產	1,046,627,896.08	1,024,901,657.81

Adjusted to the Group's interests in Shanzhong Finance Leasing Co:

調節至本集團在山重融資租賃的權益：

	The Group's percentage of shareholding 本集團持股比例	39.13%	39.13%
The Group's share in the net assets of the associate, excluding goodwill	本集團在該聯營企業淨資產中所佔份額，不包括商譽	409,545,495.70	401,044,018.70
Goodwill arising from acquisition (net of accumulated provision for impairment)	收購產生的商譽(扣除累計減值準備)	—	—
Carrying value of investment	投資的賬面價值	409,920,340.57	399,027,921.74

		2013 2013年	2012 2012年
Revenue	收入	553,501,593.79	279,971,816.92
Net profit	淨利潤	55,560,838.27	47,525,478.04
Other comprehensive income	其他綜合收益	—	—
Total comprehensive income	綜合收益總額	55,560,838.27	47,525,478.04
Dividend received	收到的股利	13,230,000.00	—

Xi'an FC Intelligence Transmission Co., Ltd. is principally engaged in the production of automatic gear boxes. It is an important associate of the Group and is accounted for using equity method in the Group's accounts.

西安雙特智能傳動有限公司主要生產自動變速箱，為本集團重要的聯營企業，本集團對該聯營企業採用權益法核算。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 11. Investments in associates (Continued)

Key financial indicators of Xi'an FC Intelligence Transmission Co., Ltd. are as follows:

## 五、合併財務報表主要項目註釋(續)

## 11. 對聯營企業投資(續)

西安雙特智能傳動有限公司的主要財務指標如下：

		2013 2013年	2012 2012年
Current assets	流動資產	156,721,936.39	196,686,414.87
Non-current assets	非流動資產	323,043,075.04	187,381,314.55
Current liabilities	流動負債	28,490,378.57	4,437,619.11
Net assets	淨資產	451,274,632.86	379,630,110.31

Adjusted to the Group's interests in Xi'an FC Intelligence Transmission Co., Ltd.:

調節至本集團在西安雙特智能傳動有限公司權益：

The Group's percentage of shareholding 本集團持股比例		51%	51%
The Group's share in the net assets of the associate, excluding goodwill	本集團在該聯營企業淨資產中所佔份額，不包括商譽	230,150,062.80	193,611,356.30
Goodwill arising from acquisition (net of accumulated provision for impairment)	收購產生的商譽(扣除累計減值準備)	-	-
Carrying value of investment	投資的賬面價值	230,150,062.77	193,611,351.67

		2013 2013年	2012 2012年
Revenue	收入	4,245,154.94	-
Net profit	淨利潤	(43,355,468.45)	(3,210,610.89)
Other comprehensive income	其他綜合收益	-	-
Total comprehensive income	綜合收益總額	(43,355,468.45)	(3,210,610.89)
Dividend received	收到的股利	-	-

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 11. Investments in associates (Continued)

The following illustrates the Group's combined financial information of the associates which, individually, are not important to the Group:

		2013 2013年	2012 2012年
The Group's share of net profit in the associate	本集團在聯營企業淨利潤中所佔份額	(20,895,829.00)	(1,304,659.00)
The Group's share of other comprehensive income in the associate	本集團在聯營企業其他綜合收益中所佔份額	—	—
The Group's share of total comprehensive income in the associate	本集團在聯營企業綜合收益總額中所佔份額	(20,895,829.00)	(1,304,659.00)
Carrying value of the Group's investments in the associate	本集團對聯營企業投資的賬面價值	304,079,749.41	206,558,678.32

## 12. Long-term equity investments

## 12. 長期股權投資

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Listed investment	上市投資		
Equity method – associates	權益法 – 聯營企業	6,631,346,533.88	3,884,319,200.00
Unlisted investment	非上市投資		
Equity method – associates	權益法 – 聯營企業	1,158,167,046.32	1,001,907,106.07
		7,789,513,580.20	4,886,226,306.07
Less: Provision for impairment of long-term equity investments	減：長期股權投資減值準備	284,499.56	284,499.56
		7,789,229,080.64	4,885,941,806.51

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

12. Long-term equity investments (Continued)

31 December 2013

五、合併財務報表主要項目註釋(續)

12. 長期股權投資(續)

2013年12月31日

Equity method	權益法	Investment cost	Opening balance	Increase/decrease during the period	Closing balance	Percentage of ownership equity	Percentage of voting power	Provision for impairment for the year	Provision for impairment made in current year	Dividend for the period
		投資成本金額	年初數	本年增減	年末數	持股比例	表決權比例	本年計提減值準備	本年現金減值準備	紅利
Liaoning Shaanxi Motor Jinxi Equipment Manufacturing Co., Ltd.	遼寧陝汽金重裝備製造有限公司	20,000,000.00	-	20,000,000.00	20,000,000.00	20.00	20.00	-	-	-
Shaanxi Eurostar Auto Co., Ltd.	陝西歐舒特汽車股份有限公司	46,618,137.42	25,436,252.94	(16,105,149.69)	9,331,103.25	33.06	33.06	-	-	-
Shaanxi Tonghui Automotive Transportation Co., Ltd.	陝西通匯汽車物流有限公司	8,800,000.00	9,967,246.86	3,223,235.39	13,190,482.25	44.00	44.00	-	-	-
Xi'an Cummins Engine Co., Ltd.	西安康明斯發動機有限公司	47,836,776.00	7,514,831.08	5,483,708.96	12,998,540.04	25.00	25.00	-	-	-
CIMC-SHAC (Xi'an) Special Vehicles Co., Ltd.	中集陝汽重卡(西安)專用車有限公司	12,500,000.00	18,045,780.28	2,380,255.28	20,426,035.56	25.00	25.00	-	-	-
Baoding Shanqi Tianma Automobile Co., Ltd.	保定陝汽天馬汽車有限公司	1,498,276.29	1,498,276.26	(1,498,276.26)	-	20.00	20.00	-	-	-
Shaanxi Longmen Shanqi Logistics Park Co., Ltd.	陝西龍門陝汽物流園有限公司	9,000,000.00	8,892,183.63	-	8,892,183.63	30.00	30.00	-	-	-
Shanghai Xinlian Chuangye Investment Co., Ltd.	上海鑫聯創業投資有限公司	45,853,683.25	61,022,312.73	53,624,149.07	114,646,461.80	33.33	33.33	-	-	(67,500,000.00)
Zhuzhou Auto Trading Market	株洲汽車交易市場	284,499.56	284,499.56	-	284,499.56	-	-	(284,499.56)	-	-
Laizhou Luyuan Automotive Fitting Co., Ltd.	萊州魯源汽配有限公司	8,624,443.00	2,384,724.99	1,607.77	2,386,332.76	25.00	25.00	-	-	-
Dalian Hongyuan Machinery Manufacturing Co., Ltd.	大連鴻源機械製造有限公司	60,886,962.46	56,033,254.77	(1,312,295.20)	54,720,959.57	41.40	41.40	-	-	-
Torque Turbine Engine Co.	Torque Turbine Engine Co.	8,191,170.00	8,171,150.00	(3,903,320.00)	4,267,830.00	20.90	20.90	-	-	-
Xi'an FC Intelligence Transmission Co., Ltd. (Note 1)	西安雙特智能傳動有限公司(註1)	255,000,000.00	193,611,351.67	36,538,711.10	230,150,062.77	51.00	43.00	-	-	-
Shanzhong Finance Leasing Co., Ltd.	山重融資租賃有限公司	360,000,000.00	399,027,921.74	10,892,418.83	409,920,340.57	39.13	39.13	-	-	13,230,000.00
KION Group AG (Note 3)	KION Group AG(註3)	6,696,224,682.00	3,884,319,200.0	2,747,027,333.88	6,631,346,533.88	30.00	30.00	-	-	-
(originally KION Holding 1 GmbH)	(原KION Holding 1 GmbH)									
Shaanxi Fuping Shanqi Logistics Park Co., Ltd.	陝西富平陝汽物流園有限公司	2,349,523.12	2,349,523.12	(2,349,523.12)	-	-	-	-	-	-
Bloom Thrive Limited	興榮有限公司	5,250,006.30	5,243,141.66	(159,079.03)	5,084,062.63	33.00	33.00	-	-	-
Guanyia (Shanghai) Investment Fund Partnership Enterprise (Limited Partnership)	冠亞(上海)股權投資基金合夥企業(有限合夥)	39,600,000.00	-	38,135,757.92	38,135,757.92	49.50	49.50	-	-	-
Shandong Heavy Industry Group Finance Co., Ltd.	山東重工集團財務有限公司	200,000,000.00	202,424,654.78	11,307,739.23	213,732,394.01	20.00	20.00	-	-	-
Total	合計	7,828,518,159.40	4,886,226,306.07	2,903,287,274.13	7,789,513,580.20			(284,499.56)	-	(54,270,000.00)

Note 1: According to the articles of association, another investor has four out of seven board seats at the board of Xi'an FC Intelligence Transmission Co., Ltd. and holds over half of the voting rights, as such the Group has no control over that investee.

Note 2: The Group has no board seats in Xinjie Investment and Guarantee Co., Ltd., as such the Group has no significant influence over that investee.

註1：根據章程，另一投資者在西安雙特智能傳動有限公司的董事會佔合計7位董事席位的4位董事席位，享有過半數的表決權，本集團對該被投資單位不具備控制權。

註2：本集團在信捷投資擔保有限責任公司無董事會席位，本集團對該被投資單位無重大影響。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 12. Long-term equity investments (Continued)

#### 31 December 2013 (Continued)

Note 3: As a shareholder of KION Holding 1 GmbH, Weichai Power (Luxembourg) Holding S.à r.l. ("Weichai Lux"), an indirectly wholly-owned subsidiary of the Company, Superlift Holding S.à r.l. ("Superlift") and KION Management Beteiligungs GmbH & Co. KG ("MPP") entered into an Agreement of Shareholders ("Shareholder's Agreement") on 29 May 2013. This Shareholder's Agreement came into effect at the time when KION Holding 1 GmbH became a company limited by shares and changed its name to KION Group AG ("KION Group") (i.e. the effective date was earlier than the listing date of KION Group on 28 June 2013). It superceded an old shareholders agreement entered into by and between the aforesaid three contracting parties and KION Holding 1 GmbH on 31 August 2012.

In the Shareholder's Agreement, Weichai Lux and Superlift reached a series of agreements ("Bundled Arrangement") in relation to the voting mechanism on general meetings of KION Group in their capacity as shareholders of KION Group. The Bundled Arrangement primarily includes the following:

- (a) Within the effective period of the Shareholder's Agreement or within five years of the listing of KION Group, whichever is longer and which period is referred to as the "Bundled Period", both parties shall, before the holding of each general meeting, convene a preliminary meeting to negotiate upon the resolutions to be put forward on a general meeting and inform each other on their voting intention towards such resolutions;
- (b) During the Bundled Period, in respect of the following matters that would be voted upon on a general meeting, only when Weichai Lux and Superlift have agreed unanimously on their preliminary meeting to vote in favour of the matters concerned, could they vote in favour of such matters on the general meeting (the parties should vote against the resolutions of which they have not unanimously agreed on their preliminary meeting to vote in favour):
  - Amendment of Articles of Association;
  - Delisting of KION Group;
  - Increase or decrease of registered capital of KION Group (including any resolutions relating to additional authorization or increase of capital and approval of the Management Committee of the Company to issue convertible bonds, profit-sharing bonds and profit-sharing right);

## 五、合併財務報表主要項目註釋(續)

### 12. 長期股權投資(續)

#### 2013年12月31日(續)

註3：作為KION Holding 1 GmbH的股東，本集團之間接全資子公司濰柴動力(盧森堡)控股有限公司(「濰柴盧森堡」)、Superlift Holding S.a r.l.(「Superlift」)和KION Management Beteiligungs GmbH & Co. KG(「MPP」)於2013年5月29日簽訂了一份《股東協議》(「股東協議」)。這份股東協議在KION Holding 1 GmbH變更為一家股份有限公司並同時更名為KION Group AG(「凱傲集團」)時生效(即生效日期早於凱傲集團的上市日期2013年6月28日)，並取代以上三個簽約方共同與KION Holding 1 GmbH於2012年8月31日簽署的舊股東協議。

在股東協議中，濰柴盧森堡和Superlift就它們雙方作為凱傲集團的股東在凱傲集團的股東大會上的投票機制達成了一系列協議(「捆綁安排」)，主要包括：

- (a) 在股東協議的有效期內或凱傲集團上市之日後的五年內(以較長的期間為準，該期間稱為「綁定期間」)，雙方應在每一股東大會召開前召開預先會議，就股東大會的議案進行磋商並通知對方其對該等議案的投票意向；
- (b) 在綁定期間，對於以下在股東大會表決的事項，只有當濰柴盧森堡和Superlift在預先會議中一致同意投贊成票的情況下，它們才可在股東大會上對該等事項投贊成票(雙方對在預先會議中未一致同意投贊成票的議案在股東大會上均應投反對票)：
  - 公司章程的修訂；
  - 凱傲集團退市；
  - 增加或減少凱傲集團註冊資本(包括任何與增加授權或者或有增資有關的決議以及批准公司管理委員會發行可轉換債券、利潤分享債券、以及利潤分享權)；



# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

# 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 12. Long-term equity investments (Continued)

31 December 2013 (Continued)

Note 3:(Continued)

- |     |  |
|-----|--|
| (b) | (Continued)  |
| —   | Repurchase or redemption of shares of KION Group or equity instrument convertible into shares of KION Group;   |
| —   | Reorganization of KION Group, such as merger, demerger, divestiture or change of KION Group's legal form;  |
| —   | Company agreements involved for so long as KION Group is covered by the German Stock Companies Act;  |
| —   | Resolutions required to be passed on a general meeting in respect of disposal of assets owned or substantially owned by KION Group, except the disposal of STILL Co., Ltd. and its subsidiaries in accordance with the German Stock Companies Act;   |
| —   | Liquidation of KION Group;   |
| —   | Appointment of auditors other than Ernst & Young, Deloitte & Touche, KPMG and Pricewaterhouse Coopers;   |
| —   | Change of applicable accounting standards, save as mandatorily required under the law.   |
| (c) | During Bundled Period, in respect of the following matters that would be voted upon on a general meeting ("bundled matters"), both parties agreed to vote, on the general meeting, in line with the voting decision made on the preliminary meeting by the party which at the time hold more shares of KION Group: |
| —   | Profit distribution scheme (including distribution of dividends);  |
| —   | Dismissal of members of Management Committee and Supervisory Committee;  |
| —   | Matters submitted by the Management Committee to a general meeting for approval in accordance with the German Stock Companies Act section 119 (2);   |
| —   | Matters submitted by Management Committee to a general meeting for approval in accordance with Sentence 3 of the German Stock Companies Act section 111 (4), which matters have already been rejected by the Supervisory Committee;  |
| —   | The appointment of members of the Supervisory Committee.   |

## 五、合併財務報表主要項目註釋(續)

### 12. 長期股權投資(續)

2013年12月31日(續)

註3：(續)

- |     |  |
|-----|--|
| (b) | (續)  |
| —   | 回購或贖回凱傲集團股份或者任何可轉換為凱傲集團股份的權益工具；  |
| —   | 凱傲集團重組，例如合併，分立，剝離或者變更凱傲集團法律形式；   |
| —   | 當凱傲集團屬於德國股份公司法管轄範圍時所涉及的公司協議；   |
| —   | 根據德國股份公司法除了處置STILL有限公司及其子公司的情形之外，需要股東大會通過的處置凱傲集團所有或者實質上所有資產的決議；              |
| —   | 凱傲集團清算；  |
| —   | 任命除了安永，德勤，畢馬威或者普華永道之外的審計師；   |
| —   | 除了法律強制要求之外更換適用的會計準則。   |
| (c) | 在綁定期間，對於以下在股東大會表決的事項(「綁定事項」)，雙方同意在股東大會上按照在預先會議中由屆時雙方之中持有較多凱傲集團股份的股東所確定的方式投票： |
| —   | 利潤分配方案(包括股利分配)；  |
| —   | 管理委員會和監事會成員的免職；  |
| —   | 管理委員會根據德國股份公司法第119章第2款提請股東大會批准的事項；   |
| —   | 管理委員會根據德國股份公司法第111章第4款第3句提請股東大會議批准的、已被監事會拒絕批准的事項；                            |
| —   | 監事會成員的任命。  |

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

### V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 12. Long-term equity investments (Continued)

31 December 2013 (Continued)

Note 3: (Continued)

(c) (Continued)

The Bundled Arrangement reached by and between Weichai Lux and Superlift continues to be effective during Bundled Period. In case of early termination of the Shareholder's Agreement within five years after the listing of KION Group, either Weichai Lux or Superlift may terminate the Bundled Arrangement before the expiry of the Bundled Period under the following circumstances: (a) voting right of either party on General Meeting is less than 5%, or (b) the Group and its related parties own(s) or control(s), directly or indirectly, over 50% voting right on General Meeting of KION Group. Besides, the Shareholder's Agreement may be terminated under the following circumstances: (x) either Weichai Lux or Superlift ceases to be a shareholder of KION Group; (y) either Weichai Lux or Superlift goes bankrupt, becomes insolvent, undergoes bankruptcy proceedings and its holding of KION Group's share or other assets becomes foreclosed by creditors or it commits serious breach of contract; or (z) aggregate voting right held by Weichai Lux and Superlift is less than 50% plus 1, or voting right held by either Weichai Lux or Superlift is less than 15%.

### 五、合併財務報表主要項目註釋(續)

#### 12. 長期股權投資(續)

2013年12月31日(續)

註3: (續)

(c) (續)

濰柴盧森堡和Superlift達成的捆綁安排在綁定期間內持續有效。但若股東協議在凱傲集團上市後五年內提前終止，則在下列情形發生時濰柴盧森堡或者Superlift任何一方可在綁定期間結束前終止捆綁安排：(a)雙方之中任何一方在股東大會的表決權少於5%，或(b)本集團及其關聯方直接或間接擁有或者控制在凱傲集團股東大會上超過50%的表決權。此外，股東協議還可在下列情形下提前終止：(x)濰柴盧森堡和Superlift中任何一方不再是凱傲集團股東；(y)濰柴盧森堡和Superlift中任何一方破產、資不抵債、進入破產程序、其所持有的凱傲集團股份或其他資產被債權人止贖、或嚴重違約；或(z)濰柴盧森堡和Superlift合計持有的表決權少於50%加1票表決權，或者濰柴盧森堡或Superlift任何一方持有的表決權少於15%。

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

# 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 12. Long-term equity investments (Continued)

31 December 2012

## 五、合併財務報表主要項目註釋(續)

### 12. 長期股權投資(續)

2012年12月31日

Equity method	Investment cost	Opening balance	Increase (decrease) during the year	Closing balance	Percentage of ownership equity	Percentage of voting power	Provision for impairment	Provision for impairment made in current year	Cash dividend for the current year
權益法	投資成本金額	年初數	本年增減	年末數	持股比例	表決權比例	減值準備	本年計提減值準備	本年現金紅利
Weichai Power Westport New Energy Engine Co., Ltd. (Note 4)	-	55,867,925.76	(55,867,925.76)	-	-	-	-	-	1,135,151.64
陝西歐特汽車股份有限公司(註4)	-	55,867,925.76	(55,867,925.76)	-	-	-	-	-	1,135,151.64
Shaanxi Eurostar Auto Co., Ltd.	46,618,137.42	39,665,949.93	(14,229,696.99)	25,436,252.94	33.06	33.06	-	-	-
陝西歐特汽車股份有限公司	46,618,137.42	39,665,949.93	(14,229,696.99)	25,436,252.94	33.06	33.06	-	-	-
Shaanxi Tonghui Automotive Transportation Co., Ltd.	8,800,000.00	13,326,526.13	(3,359,279.27)	9,967,246.86	44.00	44.00	-	-	1,489,218.53
陝西通匯汽車物流有限公司	8,800,000.00	13,326,526.13	(3,359,279.27)	9,967,246.86	44.00	44.00	-	-	1,489,218.53
Xi'an Cummins Engine Co., Ltd.	47,836,776.00	13,838,311.58	(6,323,480.50)	7,514,831.08	25.00	25.00	-	-	-
西安康明斯發動機有限公司	47,836,776.00	13,838,311.58	(6,323,480.50)	7,514,831.08	25.00	25.00	-	-	-
CIMC-SHAC (Xi'an) Special Vehicles Co., Ltd.	12,500,000.00	16,960,192.29	1,085,587.99	18,045,780.28	25.00	25.00	-	-	-
中集陝汽重卡(西安)專用車有限公司	12,500,000.00	16,960,192.29	1,085,587.99	18,045,780.28	25.00	25.00	-	-	-
Baoding Shanqi Tianma Automobile Co., Ltd.	1,498,276.26	-	1,498,276.26	1,498,276.26	20.00	20.00	-	-	-
保定陝汽天馬汽車有限公司	1,498,276.26	-	1,498,276.26	1,498,276.26	20.00	20.00	-	-	-
Shaanxi Longmen Shanqi Logistics Park Co., Ltd.	9,000,000.00	8,892,646.00	(462.37)	8,892,183.63	30.00	30.00	-	-	-
陝西龍門陝汽物流園有限公司	9,000,000.00	8,892,646.00	(462.37)	8,892,183.63	30.00	30.00	-	-	-
Shanghai Xinlian Chuangye Investment Co., Ltd.	45,853,683.25	145,034,267.35	(84,011,954.62)	61,022,312.73	33.33	33.33	-	-	67,500,000.00
上海鑫聯創業投資有限公司	45,853,683.25	145,034,267.35	(84,011,954.62)	61,022,312.73	33.33	33.33	-	-	67,500,000.00
Zhuzhou Auto Trading Market	284,499.56	284,499.56	-	284,499.56	-	-	(284,499.56)	-	-
株洲汽車交易市場	284,499.56	284,499.56	-	284,499.56	-	-	(284,499.56)	-	-
Laizhou Luyuan Automotive Fitting Co., Ltd.	8,624,443.00	1,438,560.12	946,164.87	2,384,724.99	25.00	25.00	-	-	-
萊州魯源汽配有限公司	8,624,443.00	1,438,560.12	946,164.87	2,384,724.99	25.00	25.00	-	-	-
Dalian Hongyuan Machinery Manufacturing Co., Ltd.	60,886,962.46	31,982,979.23	24,050,275.54	56,033,254.77	41.40	41.40	-	-	-
大連鴻源機械製造有限公司	60,886,962.46	31,982,979.23	24,050,275.54	56,033,254.77	41.40	41.40	-	-	-
Torque Turbine Engine Co.	8,191,170.00	8,191,170.00	(20,020.00)	8,171,150.00	20.90	20.90	-	-	-
Torque Turbine Engine Co.	8,191,170.00	8,191,170.00	(20,020.00)	8,171,150.00	20.90	20.90	-	-	-
Xi'an FC Intelligence Transmission Co., Ltd. (Note 1)	196,350,000.00	139,148,763.22	54,462,588.45	193,611,351.67	51.00	43.00	-	-	-
西安雙特智能傳動有限公司(註1)	196,350,000.00	139,148,763.22	54,462,588.45	193,611,351.67	51.00	43.00	-	-	-
Shanzhong Finance Leasing Co., Ltd.	360,000,000.00	383,773,191.07	15,254,730.67	399,027,921.74	39.13	39.13	-	-	3,975,120.00
山東融資租賃有限公司	360,000,000.00	383,773,191.07	15,254,730.67	399,027,921.74	39.13	39.13	-	-	3,975,120.00
KION Holding 1 GmbH	3,884,319,200.00	-	3,884,319,200.00	3,884,319,200.00	25.00	25.00	-	-	-
KION Holding 1 GmbH	3,884,319,200.00	-	3,884,319,200.00	3,884,319,200.00	25.00	25.00	-	-	-
Shaanxi Fuping Shanqi Logistics Park Co., Ltd.	3,360,000.00	5,105,926.37	(2,756,403.25)	2,349,523.12	40.00	40.00	-	-	-
陝西富平陝汽物流園有限公司	3,360,000.00	5,105,926.37	(2,756,403.25)	2,349,523.12	40.00	40.00	-	-	-
Bloom Thrive Limited	5,250,006.30	-	5,243,141.66	5,243,141.66	33.00	33.00	-	-	-
興榮有限公司	5,250,006.30	-	5,243,141.66	5,243,141.66	33.00	33.00	-	-	-
Shandong Heavy Industry Group Finance Co., Ltd.	200,000,000.00	-	202,424,654.78	202,424,654.78	20.00	20.00	-	-	-
山東重工集團財務有限公司	200,000,000.00	-	202,424,654.78	202,424,654.78	20.00	20.00	-	-	-
Shaanxi Wuha Special Vehicles Co., Ltd. (Note 2)	-	30,596,938.95	(30,596,938.95)	-	-	-	-	-	-
陝汽烏海專用汽車有限公司(註2)	-	30,596,938.95	(30,596,938.95)	-	-	-	-	-	-
Total	4,899,373,154.25	894,107,847.56	3,992,118,458.51	4,886,226,306.07			(284,499.56)	-	74,099,490.17

Note 1: According to the articles of association, another investor has four out of seven board seats at the board of Xi'an FC Intelligence Transmission Co., Ltd. and holds over half of the voting rights, as such the Group has no control over that investee.

Note 2: Detailed information are set out in Note 2 to Note IV.1.

Note 3: The Group has no board seats in Xinjie Investment and Guarantee Co., Ltd., as such the Group has no significant influence over that investee.

Note 4: The Group has disposed the investment in this company in 2012.

註1：根據章程，另一投資者在西安雙特智能傳動有限公司的董事會佔合計7位董事席位的4位董事席位，享有過半數的表決權，本集團對該被投資單位不具備控制權。

註2：具體信息詳見附註四、1註2。

註3：本集團在信捷投資擔保有限責任公司無董事會席位，本集團對該被投資單位無重大影響。

註4：本集團於2012年度處置對該公司之投資。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 13. Investment property

Subsequent measure under the cost model:

2013

## 五、合併財務報表主要項目註釋(續)

## 13. 投資性房地產

採用成本模式進行後續計量：

2013年

		Opening balance 年初數	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末數
<b>Gross carrying amount</b>	<b>原價</b>				
Houses and buildings	房屋及建築物	381,975,205.74	209,491,061.89	—	591,466,267.63
Land use rights	土地使用權	7,529,088.83	39,675,600.00	—	47,204,688.83
		389,504,294.57	249,166,661.89	—	638,670,956.46
<b>Less: Accumulated depreciation and amortization</b>	<b>減：累計折舊和累計攤銷</b>				
Houses and buildings	房屋及建築物	58,629,982.19	29,889,318.99	—	88,519,301.18
Land use rights	土地使用權	879,541.52	1,875,562.13	—	2,755,103.65
		59,509,523.71	31,764,881.12	—	91,274,404.83
<b>Net carrying amount</b>	<b>賬面淨值</b>				
Houses and buildings	房屋及建築物	323,345,223.55	179,601,742.90	—	502,946,966.45
Land use rights	土地使用權	6,649,547.31	37,800,037.87	—	44,449,585.18
		329,994,770.86	217,401,780.77	—	547,396,551.63
<b>Less: Provision for impairment</b>	<b>減：減值準備</b>				
Houses and buildings	房屋及建築物	—	—	—	—
Land use rights	土地使用權	—	—	—	—
		—	—	—	—
<b>Carrying amount</b>	<b>賬面價值</b>				
Houses and buildings	房屋及建築物	323,345,223.55	179,601,742.90	—	502,946,966.45
Land use rights	土地使用權	6,649,547.31	37,800,037.87	—	44,449,585.18
		329,994,770.86	217,401,780.77	—	547,396,551.63

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 13. Investment property (Continued)

2012

## 五、合併財務報表主要項目註釋(續)

## 13. 投資性房地產(續)

2012年

		Opening balance 年初數	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末數
<b>Gross carrying amount</b>	<b>原價</b>				
Houses and buildings	房屋及建築物	281,697,733.10	100,277,472.64	–	381,975,205.74
Land use rights	土地使用權	7,606,588.83	–	(77,500.00)	7,529,088.83
		289,304,321.93	100,277,472.64	(77,500.00)	389,504,294.57
<b>Less: Accumulated depreciation and amortization</b>	<b>減：累計折舊和累計攤銷</b>				
Houses and buildings	房屋及建築物	38,188,057.52	20,441,924.67	–	58,629,982.19
Land use rights	土地使用權	787,927.29	156,286.13	(64,671.90)	879,541.52
		38,975,984.81	20,598,210.80	(64,671.90)	59,509,523.71
<b>Net carrying amount</b>	<b>賬面淨值</b>				
Houses and buildings	房屋及建築物	243,509,675.58	79,835,547.97	–	323,345,223.55
Land use rights	土地使用權	6,818,661.54	(156,286.13)	(12,828.10)	6,649,547.31
		250,328,337.12	79,679,261.84	(12,828.10)	329,994,770.86
<b>Less: Provision for impairment</b>	<b>減：減值準備</b>				
Houses and buildings	房屋及建築物	–	–	–	–
Land use rights	土地使用權	–	–	–	–
		–	–	–	–
<b>Carrying amount</b>	<b>賬面價值</b>				
Houses and buildings	房屋及建築物	243,509,675.58	79,835,547.97	–	323,345,223.55
Land use rights	土地使用權	6,818,661.54	(156,286.13)	(12,828.10)	6,649,547.31
		250,328,337.12	79,679,261.84	(12,828.10)	329,994,770.86

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

### V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 13. Investment property (Continued)

In 2013, the amount of depreciation or amortization was RMB25,929,675.35 (2012: RMB14,592,348.78). Accumulated depreciation transferred to investment property from fixed assets amounted to RMB5,835,205.77 (2012: RMB6,005,862.02).

As at 31 December 2013, there were no investment properties pledged to secure for the Group's bank loans (31 December 2012: RMB9,466,377.98).

As at 31 December 2013, investment properties for which the Group had not obtained real estate certificates had a carrying amount of RMB99,286,564.20 (31 December 2012: RMB196,896,641.75), among which investment properties for which the Group was in the process of applying for real estate certificates had a carrying amount of RMB99,286,564.20 (31 December 2012: RMB188,824,609.25).

### 五、合併財務報表主要項目註釋(續)

#### 13. 投資性房地產(續)

2013年計提的折舊或攤銷金額為人民幣25,929,675.35元(2012年：人民幣14,592,348.78元)。從固定資產轉入投資性房地產的累計折舊金額為人民幣5,835,205.77元(2012年：人民幣6,005,862.02元)。

於2013年12月31日，本集團無抵押用於取得銀行貸款的投資性房地產(2012年12月31日：人民幣9,466,377.98元)。

於2013年12月31日，本集團尚未獲得房地產證的投資性房地產賬面價值為人民幣99,286,564.20元(2012年12月31日：人民幣196,896,641.75元)。其中，本集團正在申請房地產證的投資性房地產賬面價值為人民幣99,286,564.20元(2012年12月31日：人民幣188,824,609.25元)。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

14. Fixed assets  
2013

## 五、合併財務報表主要項目註釋(續)

14. 固定資產  
2013年

		Opening balance 年初數	Increase during the year 本年增加	Decrease during the year 本年減少	Adjustment of exchange differences 匯兌差額調整	Closing balance 年末數
<b>Gross carrying amount</b>	<b>資產原價</b>					
Land, Houses and buildings	土地、房屋及建築物	5,111,705,083.12	1,187,166,418.27	(52,392,827.70)	578,565.88	6,247,057,239.57
Machinery and equipment	機器設備	10,717,767,484.66	1,804,089,913.76	(169,048,275.34)	7,387,316.57	12,360,196,439.65
Electronic equipment	電子設備	507,182,340.22	342,607,729.56	(15,424,670.92)	(161,527.16)	834,203,871.70
Vehicles	運輸工具	327,933,010.49	50,754,683.49	(16,546,686.21)	(99,765.53)	362,041,242.24
Other equipment	其他設備	1,337,731,588.14	127,258,763.52	(13,686,671.77)	(628,904.09)	1,450,674,775.80
		18,002,319,506.63	3,511,877,508.60	(267,099,131.94)	7,075,685.67	21,254,173,568.96
<b>Less: Accumulated depreciation</b>	<b>減：累計折舊</b>					
Land, Houses and buildings	土地、房屋及建築物	802,170,803.18	316,321,996.12	(45,998,188.35)	(50,217.53)	1,072,444,393.42
Machinery and equipment	機器設備	4,434,783,739.06	1,163,280,851.10	(108,770,114.86)	15,436.74	5,489,309,912.04
Electronic equipment	電子設備	313,606,323.63	143,230,325.05	(14,590,667.76)	3,818.54	442,249,799.46
Vehicles	運輸工具	215,660,556.07	38,292,969.48	(14,601,420.01)	(40,049.78)	239,312,055.76
Other equipment	其他設備	674,275,041.55	134,318,340.39	(11,460,448.13)	(597,400.91)	796,535,532.90
		6,440,496,463.49	1,795,444,482.14	(195,420,839.11)	(668,412.94)	8,039,851,693.58
<b>Net carrying amount</b>	<b>賬面淨值</b>					
Land, Houses and buildings	土地、房屋及建築物	4,309,534,279.94	870,844,422.15	(6,394,639.35)	628,783.41	5,174,612,846.15
Machinery and equipment	機器設備	6,282,983,745.60	640,809,062.66	(60,278,160.48)	7,371,879.83	6,870,886,527.61
Electronic equipment	電子設備	193,576,016.59	199,377,404.51	(834,003.16)	(165,345.70)	391,954,072.24
Vehicles	運輸工具	112,272,454.42	12,461,714.01	(1,945,266.20)	(59,715.75)	122,729,186.48
Other equipment	其他設備	663,456,546.59	(7,059,576.87)	(2,226,223.64)	(31,503.18)	654,139,242.90
		11,561,823,043.14	1,716,433,026.46	(71,678,292.83)	7,744,098.61	13,214,321,875.38
<b>Less: Provision for impairment</b>	<b>減：減值準備</b>					
Land, Houses and buildings	土地、房屋及建築物	2,524,547.15	-	-	-	2,524,547.15
Machinery and equipment	機器設備	31,436,575.16	30,087,554.05	(342,196.18)	-	61,181,933.03
Electronic equipment	電子設備	-	8,464.02	-	-	8,464.02
Vehicles	運輸工具	989,030.26	58,339.59	-	-	1,047,369.85
Other equipment	其他設備	383,460.37	-	-	-	383,460.37
		35,333,612.94	30,154,357.66	(342,196.18)	-	65,145,774.42
<b>Carrying amount</b>	<b>賬面價值</b>					
Land, Houses and buildings	土地、房屋及建築物	4,307,009,732.79	870,844,422.15	(6,394,639.35)	628,783.41	5,172,088,299.00
Machinery and equipment	機器設備	6,251,547,170.44	610,721,508.61	(59,935,964.30)	7,371,879.83	6,809,704,594.58
Electronic equipment	電子設備	193,576,016.59	199,368,940.49	(834,003.16)	(165,345.70)	391,945,608.22
Vehicles	運輸工具	111,283,424.16	12,403,374.42	(1,945,266.20)	(59,715.75)	121,681,816.63
Other equipment	其他設備	663,073,086.22	(7,059,576.87)	(2,226,223.64)	(31,503.18)	653,755,782.53
		11,526,489,430.20	1,686,278,668.80	(71,336,096.65)	7,744,098.61	13,149,176,100.96



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 14. Fixed assets (Continued)

2012

## 五、合併財務報表主要項目註釋(續)

## 14. 固定資產(續)

2012年

		Opening balance 年初數	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末數	
<b>Gross carrying amount</b>	<b>資產原值</b>					
Land, Houses and buildings	土地、房屋及建築物	4,611,643,502.53	717,722,125.48	(217,660,544.89)	5,111,705,083.12	
Machinery and equipment	機器設備	8,683,324,523.35	2,408,975,067.60	(374,532,106.29)	10,717,767,484.66	
Electronic equipment	電子設備	369,386,556.47	153,679,989.00	(15,884,205.25)	507,182,340.22	
Vehicles	運輸工具	313,613,125.54	30,304,003.33	(15,984,118.38)	327,933,010.49	
Other equipment	其他設備	1,044,660,446.10	315,334,825.67	(22,263,683.63)	1,337,731,588.14	
		15,022,628,153.99	3,626,016,011.08	(646,324,658.44)	18,002,319,506.63	
			Increase during the year 本年增加			
			Charge during the year 本年計提	Increase in scope of consolidation 合併範圍增加		
<b>Less: Accumulated depreciation</b>	<b>減：累計折舊</b>					
Land, Houses and buildings	土地、房屋及建築物	630,457,750.72	206,123,026.92	1,952,969.20	(36,362,943.66)	802,170,803.18
Machinery and equipment	機器設備	3,698,832,208.09	983,209,725.59	715,880.13	(247,974,074.75)	4,434,783,739.06
Electronic equipment	電子設備	249,607,474.01	76,700,634.86	80,028.64	(12,781,813.88)	313,606,323.63
Vehicles	運輸工具	190,460,914.69	34,891,309.61	187,470.16	(9,879,138.39)	215,660,556.07
Other equipment	其他設備	564,868,278.79	120,388,022.97	–	(10,981,260.21)	674,275,041.55
		5,334,226,626.30	1,421,312,719.95	2,936,348.13	(317,979,230.89)	6,440,496,463.49
<b>Net carrying amount</b>	<b>賬面淨值</b>					
Land, Houses and buildings	土地、房屋及建築物	3,981,185,751.81	509,646,129.36	(181,297,601.23)		4,309,534,279.94
Machinery and equipment	機器設備	4,984,492,315.26	1,425,049,461.88	(126,558,031.54)		6,282,983,745.60
Electronic equipment	電子設備	119,779,082.46	76,899,325.50	(3,102,391.37)		193,576,016.59
Vehicles	運輸工具	123,152,210.85	(4,774,776.44)	(6,104,979.99)		112,272,454.42
Other equipment	其他設備	479,792,167.31	194,946,802.70	(11,282,423.42)		663,456,546.59
		9,688,401,527.69	2,201,766,943.00	(328,345,427.55)		11,561,823,043.14
<b>Less: Provision for impairment</b>	<b>減：減值準備</b>					
Land, Houses and buildings	土地、房屋及建築物	2,538,369.04	–	(13,821.89)		2,524,547.15
Machinery and equipment	機器設備	31,436,575.16	–	–		31,436,575.16
Electronic equipment	電子設備	–	–	–		–
Vehicles	運輸工具	989,030.26	–	–		989,030.26
Other equipment	其他設備	383,460.37	–	–		383,460.37
		35,347,434.83	–	(13,821.89)		35,333,612.94
<b>Carrying amount</b>	<b>賬面價值</b>					
Land, Houses and buildings	土地、房屋及建築物	3,978,647,382.77	509,646,129.36	(181,283,779.34)		4,307,009,732.79
Machinery and equipment	機器設備	4,953,055,740.10	1,425,049,461.88	(126,558,031.54)		6,251,547,170.44
Electronic equipment	電子設備	119,779,082.46	76,899,325.50	(3,102,391.37)		193,576,016.59
Vehicles	運輸工具	122,163,180.59	(4,774,776.44)	(6,104,979.99)		111,283,424.16
Other equipment	其他設備	479,408,706.94	194,946,802.70	(11,282,423.42)		663,073,086.22
		9,653,054,092.86	2,201,766,943.00	(328,331,605.66)		11,526,489,430.20

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 14. Fixed assets (Continued)

In 2013, the amount of depreciation of fixed assets was RMB1,795,444,482.14 (2012: RMB1,421,312,719.95).

In 2013, the amount of gross carrying amount of fixed assets transferred from construction in progress was RMB3,361,399,485.81 (2012: RMB2,599,217,106.10).

In 2013, the addition to the gross carrying amount of fixed assets was RMB3,511,877,508.60 (2012: RMB3,626,016,011.08), of which there was no addition to the gross carrying amount of fixed assets from merger with subsidiaries (2012: RMB776,853,744.20).

As at 31 December 2013, houses and buildings and machinery and equipment pledged to secure for the Group's bank loans amounted to RMB51,771,460.59 (31 December 2012: RMB873,160.10).

As at 31 December 2013, the Group's idle fixed assets had a carrying amount of RMB46,856,298.46 in aggregate (31 December 2012: Nil). The Group did not have fixed assets under finance lease (31 December 2012: nil).

## 五、合併財務報表主要項目註釋(續)

### 14. 固定資產(續)

2013年計提固定資產折舊金額為人民幣1,795,444,482.14元(2012年：人民幣1,421,312,719.95元)。

2013年由在建工程轉入固定資產原價的金額為人民幣3,361,399,485.81元(2012年：人民幣2,599,217,106.10元)。

2013年固定資產新增原值為人民幣3,511,877,508.60元(2012年：人民幣3,626,016,011.08元)，其中無由於合併子公司新增固定資產(2012年：人民幣776,853,744.20元)。

於2013年12月31日，本集團抵押用於取得銀行貸款的房屋及建築物和機器設備的金額為人民幣51,771,460.59元(2012年12月31日：人民幣873,160.10元)。

於2013年12月31日，本集團閑置資產賬面價值合計為人民幣46,856,298.46元(2012年12月31日：無)，本集團無融資租入固定資產(2012年12月31日：無)。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 14. Fixed assets (Continued)

As at 31 December 2013, fixed assets leased out under operating lease were as follows:

		Gross carrying amount 賬面原值	Accumulated depreciation 累計折舊	Provision for impairment 減值準備	Carrying amount 賬面價值
Electronic equipment	電子設備	4,036,238.65	(3,174,394.66)	–	861,843.99
Machinery and equipment	機器設備	30,884,396.34	(15,291,512.09)	–	15,592,884.25
Transportation equipment	運輸設備	81,649.72	(79,200.23)	–	2,449.49

As at 31 December 2012, fixed assets leased out under operating lease were as follows:

		Gross carrying amount 賬面原值	Accumulated depreciation 累計折舊	Provision for impairment 減值準備	Carrying amount 賬面價值
Electronic equipment	電子設備	4,041,738.37	(2,873,209.40)	–	1,168,528.97
Machinery and equipment	機器設備	31,201,580.09	(13,036,248.93)	–	18,165,331.16
Transportation equipment	運輸設備	81,649.72	(79,200.23)	–	2,449.49

As at 31 December 2013, houses and buildings for which the Group had not obtained real estate certificates had a carrying amount of RMB2,039,195,294.54 (31 December 2012: RMB1,266,878,351.23), among which houses and buildings for which the Group was in the process of applying for real estate certificates had a carrying amount of RMB1,910,901,295.58 (31 December 2012: RMB940,413,667.79).

## 五、合併財務報表主要項目註釋(續)

## 14. 固定資產(續)

於2013年12月31日，經營性租出固定資產如下：

於2012年12月31日，經營性租出固定資產如下：

於2013年12月31日，本集團尚未獲得房地產證的房屋建築物賬面價值為人民幣2,039,195,294.54元(2012年12月31日：人民幣1,266,878,351.23元)。其中，本集團正在申請房地產證的房屋建築物賬面價值為人民幣1,910,901,295.58元(2012年12月31日：人民幣940,413,667.79元)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

15. Construction in progress  
2013

## 五、合併財務報表主要項目註釋(續)

15. 在建工程  
2013年

		Opening balance 年初數	Increase during the year 本年增加	Transferred to fixed assets during the year 本年轉入固定資產	Other decrease 其他減少	Closing balance 年末數	Source of funding 資金來源
FAST transmission technology renovation project	法士特傳動技改項目	387,185,943.49	495,111,150.09	(200,753,917.05)	(155,654,086.83)	525,889,089.70	Internal fund 自有資金
Weichai Power Testing Centre	濰柴動力實驗中心	658,608,693.95	138,191,027.92	(312,622,531.59)	-	484,177,190.28	Internal fund 自有資金
Renovation for the casting project of Weichai Power	濰柴動力鑄造項目改建	755,689,743.26	82,817,067.29	(659,244,243.74)	-	179,262,566.81	Internal fund 自有資金
Weichai Power Landking Phase II	濰柴動力藍擎二期	299,882,466.53	2,934,033.13	(140,619,813.61)	-	162,196,686.05	Internal fund 自有資金
Huadong technology renovation project of Weichai Power	濰柴動力華動技改項目	129,246,782.90	67,892,402.93	(43,844,663.07)	-	153,294,522.76	Internal fund 自有資金
Logistics Park of Weichai Power	濰柴動力物流園	67,665,513.85	79,131,995.79	(9,861,671.99)	-	136,935,837.65	Internal fund 自有資金
Weichai Power Information Centre	濰柴動力信息化中心	61,959,881.60	65,519,638.29	-	-	127,479,519.89	Internal fund 自有資金
Weichai Power interim testing workshop project	濰柴動力中試車間項目	114,683,202.15	55,118,250.22	(71,745,050.99)	-	98,056,401.38	Internal fund 自有資金
Construction of Yulin new factory area	榆林新廠區建設	277,888,534.33	50,771,187.98	(166,656,263.82)	(73,000,000.00)	89,003,458.49	Internal fund and bank borrowings 自有資金和銀行貸款
Zhuzhou Gear technology renovation project	株州齒輪技改項目	94,906,835.43	2,027,809.49	(17,507,345.81)	-	79,427,299.11	Internal fund 自有資金
Phase II of new base of Shaanxi Zhongqi	陝重汽新基地二期	67,900,178.87	81,888,519.76	(62,774,114.35)	(18,111,356.97)	68,903,227.31	Internal fund 自有資金
Project T of Weichai Power	濰柴動力T項目	185,448,274.75	33,817,763.60	(170,540,894.42)	-	48,725,143.93	Internal fund 自有資金
Project on workshop 3 to 4 in Factory I of Weichai Power	濰柴動力一號廠 3-4車間項目	152,345,024.65	86,359,096.31	(217,870,006.18)	-	20,834,114.78	Internal fund 自有資金
Overhaul of technological measures of FAST	法士特技措大修	6,373,867.54	24,498,766.41	(18,287,191.94)	-	12,585,442.01	Internal fund 自有資金
Sparkplug technology renovation project	火花塞技改項目	28,479,968.91	5,590,429.07	(24,136,339.09)	(3,244,276.57)	6,689,782.32	Internal fund 自有資金
150,000-tonne casting project in Jinding new factory area	金鼎新廠區15萬噸鑄造 項目	295,889,807.72	153,155,871.14	(425,633,709.97)	(22,439,670.89)	972,298.00	Internal fund 自有資金
Project of new heavy-duty truck in Xinjiang	新疆重型卡車新建項目	370,828,069.39	3,644,092.85	(354,886,761.49)	(19,300,218.06)	285,182.69	Internal fund and bank borrowings 自有資金和銀行貸款
Project for combining three workshops for FAST gear	款法士特齒輪聯合三 車間項目	41,802,588.71	9,515,412.76	(51,155,608.31)	-	162,393.16	Internal fund 自有資金
Others	其他	495,146,371.89	715,443,685.70	(413,259,358.39)	(11,675,193.36)	785,655,505.84	Internal fund 自有資金
Sub-total	小計	4,491,931,749.92	2,153,428,200.73	(3,361,399,485.81)	(303,424,802.68)	2,980,535,662.16	
Add: Prepaid project equipment monies	加：預付工程設備款	576,287,158.40				295,306,783.00	
Prepaid land premium	預付土地款	110,618,777.61				11,986,232.58	
Total	合計	5,178,837,685.93				3,287,828,677.74	
Less: Provision for impairment of construction in progress	減：在建工程減值準備	3,738,267.94	-	-	-	3,738,267.94	
Total	合計	5,175,099,417.99				3,284,090,409.80	

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 15. Construction in progress (Continued)

2012

## 五、合併財務報表主要項目註釋(續)

## 15. 在建工程(續)

2012年

		Opening balance 年初數	Increase during the year 本年增加	Transferred to fixed assets during the year 本年轉入固定資產	Other decrease 其他減少	Closing balance 年末數	Source of funding 資金來源
Renovation for the casting project of Weichai Power	濰柴動力鑄造項目改建	632,230,704.32	318,476,059.53	(195,017,020.59)	-	755,689,743.26	Internal fund 自有資金
Weichai Power Testing Centre	濰柴動力實驗中心	495,582,091.96	234,759,685.27	(59,621,243.70)	(12,111,839.58)	658,608,693.95	Internal fund 自有資金
FAST transmission technology renovation project	法士特傳動技改項目	182,980,350.10	535,680,294.40	(327,695,240.12)	(3,779,460.89)	387,185,943.49	Internal fund 自有資金
Project of new heavy-duty truck in Xinjiang	新疆重型卡車新建項目	107,919,400.00	476,427,039.12	(95,335,360.73)	(118,183,009.00)	370,828,069.39	Internal fund and bank borrowings 自有資金和銀行 貸款
Weichai Power Landking Phase II	濰柴動力藍擎二期	333,260,022.85	27,788,519.75	(61,166,076.07)	-	299,882,466.53	Internal fund 自有資金
150,000-tonne casting project in Jinding new factory area	金鼎新廠區15萬噸鑄造 項目	246,948,120.50	49,117,370.99	(175,683.77)	-	295,889,807.72	Internal fund 自有資金
Construction of Yulin new factory area	榆林新廠區建設	177,452,235.14	145,829,266.98	(31,837,739.08)	(13,555,228.71)	277,888,534.33	Internal fund and bank borrowings 自有資金和銀行 貸款
Project T of Weichai Power	濰柴動力T項目	243,539,247.26	38,369,076.70	(96,460,049.21)	-	185,448,274.75	Internal fund 自有資金
Project on workshop 3 to 4 in Factory I of Weichai Power	濰柴動力一號廠3-4車間 項目	218,272,387.96	7,706,466.65	(73,633,829.96)	-	152,345,024.65	Internal fund 自有資金
Huadong technology renovation project of Weichai Power	濰柴動力華動技改項目	122,216,205.84	43,455,906.88	(36,425,329.82)	-	129,246,782.90	Internal fund 自有資金
Weichai Power interim testing workshop project	濰柴動力中試車間項目	182,509,063.84	91,169,501.21	(158,995,362.90)	-	114,683,202.15	Internal fund 自有資金
Zhuzhou Gear technology renovation project	株州齒輪技改項目	71,479,623.47	57,054,140.12	(16,031,021.97)	(17,595,906.19)	94,906,835.43	Internal fund 自有資金
Phase II of new base of Shaanxi Zhongqi	陝重汽新基地二期	145,662,184.81	3,410,610.67	(48,390,488.42)	(32,782,128.19)	67,900,178.87	Internal fund 自有資金
Logistics Park of Weichai Power	濰柴動力物流園	16,012,779.69	54,652,734.16	(3,000,000.00)	-	67,665,513.85	Internal fund 自有資金
Weichai Power Information Centre	濰柴動力信息化中心	3,926,000.00	58,033,881.60	-	-	61,959,881.60	Internal fund 自有資金
Project for combining three workshops for FAST gear	法士特齒輪聯合三車間 項目	140,122,034.87	304,101,862.01	(402,421,308.17)	-	41,802,588.71	Internal fund 自有資金
Sparkplug technology renovation project	火花塞技改項目	22,085,562.78	10,188,223.34	(3,689,603.45)	(104,213.76)	28,479,968.91	Internal fund 自有資金
Overhaul of technological measures of FAST	法士特技措大修	172,104,966.60	7,550,631.10	(173,281,730.16)	-	6,373,867.54	Internal fund 自有資金
Others	其他	710,624,994.02	647,102,041.25	(816,040,017.98)	(46,540,645.40)	495,146,371.89	Internal fund 自有資金
Sub-total	小計	4,224,927,976.01	3,110,873,311.73	(2,599,217,106.10)	(244,652,431.72)	4,491,931,749.92	
Add: Prepaid project equipment monies	加：預付工程設備款	765,158,335.37				576,287,158.40	
Prepaid land premium	預付土地款	117,297,538.00				110,618,777.61	
Total	合計	5,107,383,849.38				5,178,837,685.93	
Less: Provision for impairment of construction in progress	減：在建工程減值準備	3,738,267.94	-	-	-	3,738,267.94	
Total	合計	5,103,645,581.44				5,175,099,417.99	

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

### V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

#### 15. Construction in progress (Continued)

As at 31 December 2013, there was no construction in progress that had been pledged by the Group to obtain bank loans (31 December 2012: RMB72,534,551.35).

In 2013, the Group has capitalized borrowings for construction in progress of RMB11,723,298.63 (2012: RMB18,311,603.85).

### 五、合併財務報表主要項目註釋(續)

#### 15. 在建工程(續)

於2013年12月31日，本集團無用於抵押取得銀行貸款的在建工程(2012年12月31日：人民幣72,534,551.35元)。

2013年度本集團在建工程借款費用資本化金額為人民幣11,723,298.63元(2012年度：人民幣18,311,603.85元)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 16. Materials used in construction

2013

		Opening balance 年初數	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末數
Special equipment	專用設備	-	11,966,405.54	(11,949,491.03)	16,914.51
Others	其他	-	-	-	-
		-	11,966,405.54	(11,949,491.03)	16,914.51

2012

		Opening balance 年初數	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末數
Special equipment	專用設備	10,275,638.26	10,494,335.20	(20,769,973.46)	-
Others	其他	-	1,904,940.00	(1,904,940.00)	-
		10,275,638.26	12,399,275.20	(22,674,913.46)	-

## 五、合併財務報表主要項目註釋(續)

## 16. 工程物資

2013年

2012年



## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表主要項目註釋(續)

17. Intangible assets  
201317. 無形資產  
2013年

		Opening balance 年初數	Increase during the year 本年增加	Decrease during the year 本年減少	Adjustment of exchange differences 匯兌差異調整	Closing balance 年末數
<b>Gross carrying amount</b>	<b>資產原價</b>					
Technology know-how	專有技術	382,722,683.60	15,006,769.28	-	216,601.98	397,946,054.86
Trademark rights	商標使用權	226,177,400.00	26,000.00	-	-	226,203,400.00
Licence	特許權	60,658,342.84	-	-	737,681.80	61,396,024.64
Land use rights	土地使用權	1,164,678,562.45	251,358,594.13	(39,675,600.00)	-	1,376,361,556.58
Orders on hand	在手訂單	310,082,107.59	-	-	2,156,439.39	312,238,546.98
Customer relationship	客戶關係	412,196,858.59	-	-	3,401,841.11	415,598,699.70
Software	軟件	100,099,459.14	25,588,092.96	-	-	125,687,552.10
Others	其他	9,080,032.80	436,351.56	-	108,838.47	9,625,222.83
		2,665,695,447.01	292,415,807.93	(39,675,600.00)	6,621,402.75	2,925,057,057.69
<b>Less: Accumulated amortization</b>	<b>減：累計攤銷</b>					
Technology know-how	專有技術	343,611,641.55	8,413,930.32	-	27,369.28	352,052,941.15
Trademark rights	商標使用權	15,557,616.00	4,756.69	-	-	15,562,372.69
Licence	特許權	58,379.00	6,012,804.84	-	126,162.40	6,197,346.24
Land use rights	土地使用權	102,206,807.63	28,211,335.60	(1,719,276.00)	-	128,698,867.23
Orders on hand	在手訂單	-	37,839,058.40	-	795,273.70	38,634,332.10
Customer relationship	客戶關係	-	52,565,700.00	-	1,104,787.50	53,670,487.50
Software	軟件	44,003,893.97	10,707,180.71	-	-	54,711,074.68
Others	其他	-	2,055,133.32	-	43,193.29	2,098,326.61
		505,438,338.15	145,809,899.88	(1,719,276.00)	2,096,786.17	651,625,748.20
<b>Net carrying amount</b>	<b>賬面淨值</b>					
Technology know-how	專有技術	39,111,042.05	6,592,838.96	-	189,232.70	45,893,113.71
Trademark rights	商標使用權	210,619,784.00	21,243.31	-	-	210,641,027.31
Licence	特許權	60,599,963.84	(6,012,804.84)	-	611,519.40	55,198,678.40
Land use rights	土地使用權	1,062,471,754.82	223,147,258.53	(37,956,324.00)	-	1,247,662,689.35
Orders on hand	在手訂單	310,082,107.59	(37,839,058.40)	-	1,361,165.69	273,604,214.88
Customer relationship	客戶關係	412,196,858.59	(52,565,700.00)	-	2,297,053.61	361,928,212.20
Software	軟件	56,095,565.17	14,880,912.25	-	-	70,976,477.42
Others	其他	9,080,032.80	(1,618,781.76)	-	65,645.18	7,526,896.22
		2,160,257,108.86	146,605,908.05	(37,956,324.00)	4,524,616.58	2,273,431,309.49
<b>Less: Provision for impairment</b>	<b>減：減值準備</b>	-	-	-	-	-
<b>Carrying amount</b>	<b>賬面價值</b>					
Technology know-how	專有技術	39,111,042.05	6,592,838.96	-	189,232.70	45,893,113.71
Trademark rights	商標使用權	210,619,784.00	21,243.31	-	-	210,641,027.31
Licence	特許權	60,599,963.84	(6,012,804.84)	-	611,519.40	55,198,678.40
Land use rights	土地使用權	1,062,471,754.82	223,147,258.53	(37,956,324.00)	-	1,247,662,689.35
Orders on hand	在手訂單	310,082,107.59	(37,839,058.40)	-	1,361,165.69	273,604,214.88
Customer relationship	客戶關係	412,196,858.59	(52,565,700.00)	-	2,297,053.61	361,928,212.20
Software	軟件	56,095,565.17	14,880,912.25	-	-	70,976,477.42
Others	其他	9,080,032.80	(1,618,781.76)	-	65,645.18	7,526,896.22
		2,160,257,108.86	146,605,908.05	(37,956,324.00)	4,524,616.58	2,273,431,309.49

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 17. Intangible assets (Continued)

2012

## 五、合併財務報表主要項目註釋(續)

## 17. 無形資產(續)

2012年

		Opening balance 年初數	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末數
<b>Gross carrying amount</b>	<b>原價</b>				
Technology know-how	專有技術	394,976,187.52	5,860,533.61	(18,114,037.53)	382,722,683.60
Trademark rights	商標使用權	226,145,000.00	32,400.00	—	226,177,400.00
Licence	特許權	14,604,332.00	60,570,010.84	(14,516,000.00)	60,658,342.84
Land use rights	土地使用權	921,508,219.53	254,534,563.00	(11,364,220.08)	1,164,678,562.45
Orders on hand	在手訂單	—	310,082,107.59	—	310,082,107.59
Customer relationship	客戶關係	—	412,196,858.59	—	412,196,858.59
Software	軟件	85,301,778.95	17,432,193.01	(2,634,512.82)	100,099,459.14
Others	其他	—	9,080,032.80	—	9,080,032.80
		1,642,535,518.00	1,069,788,699.44	(46,628,770.43)	2,665,695,447.01
<b>Less: Accumulated amortization</b>	<b>減：累計攤銷</b>				
Technology know-how	專有技術	338,651,658.59	12,904,654.82	(7,944,671.86)	343,611,641.55
Trademark rights	商標使用權	15,555,996.00	1,620.00	—	15,557,616.00
Licence	特許權	13,838,571.38	10,008.00	(13,790,200.38)	58,379.00
Land use rights	土地使用權	83,707,298.94	20,785,202.86	(2,285,694.17)	102,206,807.63
Orders on hand	在手訂單	—	—	—	—
Customer relationship	客戶關係	—	—	—	—
Software	軟件	35,291,537.82	9,530,481.80	(818,125.65)	44,003,893.97
Others	其他	—	—	—	—
		487,045,062.73	43,231,967.48	(24,838,692.06)	505,438,338.15
<b>Net carrying amount</b>	<b>賬面淨值</b>				
Technology know-how	專有技術	56,324,528.93	(7,044,121.21)	(10,169,365.67)	39,111,042.05
Trademark rights	商標使用權	210,589,004.00	30,780.00	—	210,619,784.00
Licence	特許權	765,760.62	60,560,002.84	(725,799.62)	60,599,963.84
Land use rights	土地使用權	837,800,920.59	233,749,360.14	(9,078,525.91)	1,062,471,754.82
Orders on hand	在手訂單	—	310,082,107.59	—	310,082,107.59
Customer relationship	客戶關係	—	412,196,858.59	—	412,196,858.59
Software	軟件	50,010,241.13	7,901,711.21	(1,816,387.17)	56,095,565.17
Others	其他	—	9,080,032.80	—	9,080,032.80
		1,155,490,455.27	1,026,556,731.96	(21,790,078.37)	2,160,257,108.86
<b>Less: Provision for impairment</b>	<b>減：減值準備</b>	—	—	—	—
<b>Carrying amount</b>	<b>賬面價值</b>				
Technology know-how	專有技術	56,324,528.93	(7,044,121.21)	(10,169,365.67)	39,111,042.05
Trademark rights	商標使用權	210,589,004.00	30,780.00	—	210,619,784.00
Licence	特許權	765,760.62	60,560,002.84	(725,799.62)	60,599,963.84
Land use rights	土地使用權	837,800,920.59	233,749,360.14	(9,078,525.91)	1,062,471,754.82
Orders on hand	在手訂單	—	310,082,107.59	—	310,082,107.59
Customer relationship	客戶關係	—	412,196,858.59	—	412,196,858.59
Software	軟件	50,010,241.13	7,901,711.21	(1,816,387.17)	56,095,565.17
Others	其他	—	9,080,032.80	—	9,080,032.80
		1,155,490,455.27	1,026,556,731.96	(21,790,078.37)	2,160,257,108.86

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 17. Intangible assets (Continued)

In 2013, amortization of intangible assets amounted to RMB145,809,899.88 (2012: RMB43,231,967.48).

As at 31 December 2013, land use rights pledged for securing the bank loans obtained by the Group had total carrying amount of RMB86,682,636.49 (31 December 2012: RMB40,923,286.59).

As at 31 December 2013, the intangible assets for which the Group had not obtained land use right certificates had a carrying amount of RMB278,962,110.31 (31 December 2012: RMB246,948,503.09).

The trademarks are renewable every 10 years at minimal cost. The management of the Group are of the opinion that the Group has both the intention and ability to renew the trademarks continuously. As a result, the useful life of the trademarks is considered by the management of the Group as indefinite because the trademarks are expected to contribute to the Group's net cash inflows indefinitely. The trademarks will not be amortised until their useful life is determined to be finite. Instead the trademarks will be tested for impairment annually and whenever there is an indication that they may be impaired. Particulars of the impairment testing are disclosed in Note V.18.

Expenditure on development projects are as follows:

## 2013

		Opening balance 年初數	Increase during the year 本年增加	Decrease during the year 本年減少	Adjustment of exchange differences 匯兌折算差額	Closing balance 年末數
HX complete vehicle external flow field analysis and optimization project	HX整車外流場 分析及優化項目	3,457,277.33	-	-	-	3,457,277.33
Improvement project on driver's cabin	駕駛室改進項目	3,360,000.00	2,830,188.69	-	-	6,190,188.69
Hydraulics project	液壓項目	423,790,203.95	20,671,569.79	-	5,595,782.46	450,057,556.20
Others	其他	1,084,963.00	36,628,877.12	-	-	37,713,840.12
		431,692,444.28	60,130,635.60	-	5,595,782.46	497,418,862.34

## 五、合併財務報表主要項目註釋(續)

## 17. 無形資產(續)

2013年無形資產攤銷金額為人民幣145,809,899.88元(2012年:人民幣43,231,967.48元)。

於2013年12月31日,本集團抵押用於取得銀行貸款的土地使用權賬面價值共計人民幣86,682,636.49元(2012年12月31日:人民幣40,923,286.59元)。

於2013年12月31日,本集團尚未獲得土地使用權證的無形資產賬面價值為人民幣278,962,110.31元(2012年12月31日:人民幣246,948,503.09元)。

商標每十年須按最低成本重續一次。本集團管理層認為,本集團有意且有能力不斷重續該等商標。預計該等商標將可永久為本集團產生現金流入淨額,故此,本集團管理層認為該等商標擁有永久可使用年限。除非該等商標的可使用年限被認定為有限,否則不會進行攤銷。相反,商標將會每年及每當有跡象顯示存在減值時進行減值測試。減值測試詳情於附註五、18披露。

開發項目支出如下:

## 2013年

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 17. Intangible assets (Continued)

2012

		Decrease during the year 本年減少				
		Opening balance 年初數	Increase during the year 本年增加	Charged to profit or loss in the current period 計入當期損益	Intangible assets recognized 確認無形資產	Closing balance 年末數
HX complete vehicle external flow field analysis and optimization project	HX整車外流場 分析及優化項目	2,461,900.00	995,377.33	—	—	3,457,277.33
Improvement project on driver's cabin	駕駛室改進項目	—	3,360,000.00	—	—	3,360,000.00
Hydraulics project	液壓項目	—	423,790,203.95	—	—	423,790,203.95
Others	其他	532,332.00	1,834,409.48	—	1,281,778.48	1,084,963.00
		2,994,232.00	429,979,990.76	—	1,281,778.48	431,692,444.28

## 18. Goodwill

2013

		Opening balance 年初數	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末數	Among which: Provision for impairment 其中：減值準備
Merger with TAGC	合併湘火炬	537,908,504.02	–	–	537,908,504.02	–
Merger with Linde Hydraulics GmbH & Co. KG	合併林德液壓 合夥企業	905,206,283.29	–	(12,264,953.80)	892,941,329.49	–
		1,443,114,787.31	–	(12,264,953.80)	1,430,849,833.51	–

2012

		Opening balance 年初數	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末數	Among which: Provision for impairment 其中：減值準備
Merger with TAGC	合併湘火炬	538,016,278.33	–	(107,774.31)	537,908,504.02	–
Merger with Linde Hydraulics GmbH & Co. KG	合併林德液壓 合夥企業	–	905,206,283.29	–	905,206,283.29	–
		538,016,278.33	905,206,283.29	(107,774.31)	1,443,114,787.31	–

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 18. Goodwill (Continued)

Closing balance as at 31 December 2013 represented goodwill arising from merger with TAGC and merger with Linde Hydraulics GmbH & Co. KG. Goodwill is tested for impairment based on asset groups formed by the merger with assets from TAGC and Linde Hydraulics GmbH & Co. KG. As at 31 December 2013, the management considered there was no risk of impairment of goodwill. The goodwill and trademarks acquired through business combination have been allocated to the following asset groups/units for impairment tests:

- asset group unit A: manufacture and sale of diesel engines and related parts
- asset group unit B: major automobile components other than automotive and diesel engines
- asset group unit C: manufacture of hydraulic pumps, hydraulic motors, hydraulic valves, gears and other components

*Asset group unit A, B and C*

The recoverable amount of asset group unit A, B and C has been determined based on the present value of the expected future cash flows of the asset group, which was determined based on cash flow projection in accordance to the 5-year, 5-year and 7-year financial budget approved by the management. The discount rate used for the cash flow projection of asset group unit A and B was the pre-tax rate of 14%. The estimated growth rate of cash flows beyond the 5-year period of 3% was the long-term average growth rate in the industries or regions in which the enterprises operate. The pre-tax discount rate for cash flow projection for asset group unit C is 8.11%, and the estimated growth rate of cash flows beyond the 7-year period is 2.5%.

## 五、合併財務報表主要項目註釋(續)

## 18. 商譽(續)

2013年12月31日期末餘額為合併湘火炬和林德液壓合夥企業而產生的商譽。本集團以合併湘火炬和林德液壓合夥企業資產模塊作為資產組組合進行商譽減值測試。於2013年12月31日，管理層認為商譽無減值風險。企業合併取得的商譽及商標已經分配至下列資產組／組合以進行減值測試：

- 資產組組合A：生產及銷售柴油機及相關零部件
- 資產組組合B：汽車及柴油機外的主要汽車零部件
- 資產組組合C：生產液壓泵、液壓馬達、液壓閥門、齒輪及其他零部件

*資產組組合A、B及C*

資產組組合A、B及C的可收回金額按照資產組的預計未來現金流量的現值確定，其預計未來現金流量根據管理層批准的5年期，5年期和7年期的財務預算為基礎的現金流量預測來確定。資產組組合A、B現金流量預測所用的稅前折現率是14%，5年以後的現金流量的估計增長率3%系為企業所處行業或地區的長期平均增長率；資產組組合C現金流量預測所使用的稅前折現率是8.11%，7年以後現金流量估計增長率2.5%。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 18. Goodwill (Continued)

*Asset group unit A, B and C (Continued)*

The carrying amount of goodwill and trademark are allocated to the asset groups as follows:

## 五、合併財務報表主要項目註釋(續)

## 18. 商譽(續)

*資產組組合A、B及C(續)*

商譽及商標的賬面金額分配至資產組的情況如下：

		Carrying amount of goodwill 商譽的賬面金額		Carrying amount of trademark 商標的賬面金額	
		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日	31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Asset group unit A	資產組組合A	–	–	116,422,784.00	116,422,784.00
Asset group unit B	資產組組合B	537,908,504.02	537,908,504.02	94,218,243.31	94,197,000.00
Asset group unit C	資產組組合C	892,941,329.49	905,206,283.29	–	–
Total	合計	1,430,849,833.51	1,443,114,787.31	210,641,027.31	210,619,784.00

Value in use is calculated based on the present value of the estimated future cash flow. Future cash flow is based on the 5-year financial budget as approved by the management. Permit use rate is 0.2% to 0.5%. Pre-tax discount rate adopted for cash flow projection is 16%. Estimated growth rate of cash flow beyond 5 years is 3%. These projections are determined based on past performance and the management's expectation of market development.

使用價值計算按照預計未來現金流量的現值確定，未來現金流量根據管理層批准的5年期財務預算為基礎，許可使用費率為0.2%–0.5%。現金流量預測所使用的稅前折現率是16%。5年以後的現金流量的估計增長率3%，乃根據該單位之過往表現及管理層對市場發展之預期而確定。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

19. Long-term prepaid expenses  
2013

## 五、合併財務報表主要項目註釋(續)

19. 長期待攤費用  
2013年

		Opening balance 年初數	Increase during the year 本年增加	Amortization during the year 本年攤銷	Other decrease 其他減少	Closing balance 年末數
Industrial mould fee	工裝模具費	73,108,748.15	34,557,288.66	(31,838,299.46)	-	75,827,737.35
Industrial equipment fee	工位器具費	39,422,501.14	20,872,157.55	(15,917,697.50)	-	44,376,961.19
Expenditure on improvement of fixed assets leased in	租入固定資產 改良支出	56,591,822.19	5,544,968.05	(23,562,340.36)	-	38,574,449.88
		169,123,071.48	60,974,414.26	(71,318,337.32)	-	158,779,148.42

2012

2012年

		Opening balance 年初數	Increase during the year 本年增加	Amortization during the year 本年攤銷	Other decrease 其他減少	Closing balance 年末數
Industrial mould fee	工裝模具費	76,410,022.96	34,793,941.12	(32,783,989.09)	(5,311,226.84)	73,108,748.15
Industrial equipment fee	工位器具費	46,353,197.29	15,324,511.74	(19,389,725.24)	(2,865,482.65)	39,422,501.14
Expenditure on improvement of fixed assets leased in	租入固定資產 改良支出	37,811,599.14	39,739,653.37	(20,959,430.32)	-	56,591,822.19
		160,574,819.39	89,858,106.23	(73,133,144.65)	(8,176,709.49)	169,123,071.48



## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 20. Deferred tax assets/liabilities

Recognized deferred tax assets and liabilities are presented as follows:

## 五、合併財務報表主要項目註釋(續)

## 20. 遞延所得稅資產／負債

已確認遞延所得稅資產和負債：

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
<b>Deferred tax assets</b>	<b>遞延所得稅資產</b>		
Impairment of assets	資產減值	166,093,916.16	162,423,673.47
Accruals	預提項目	483,621,185.71	392,653,867.33
Offset of profits generated from intra-group transactions of the Group	本集團內部交易產生的利潤抵銷	66,347,053.54	63,029,230.83
Deductible losses	可抵扣虧損	9,022,686.00	19,796,977.84
Deductible goodwill arising from business combination (before tax)	企業合併可稅前抵扣商譽	38,049,471.05	44,607,275.34
Others	其他	22,401,039.36	17,608,783.07
		<b>785,535,351.82</b>	<b>700,119,807.88</b>
<b>Deferred tax liabilities</b>	<b>遞延所得稅負債</b>		
Adjustment in fair value upon business combination	企業合併公允價值調整	128,286,114.93	140,540,534.84
Fair value change in available-for-sale financial assets	可供出售金融資產公允價值變動	1,500,000.00	11,280,000.60
Amortization of trademark rights (including tax value)	商標權計稅價值攤銷	16,333,800.00	16,333,800.00
		<b>146,119,914.93</b>	<b>168,154,335.44</b>

Deductible temporary differences and deductible losses in respect of unrecognized items of deferred tax assets are as follows:

未確認遞延所得稅資產的可抵扣暫時性差異及可抵扣虧損如下：

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Deductible temporary differences	可抵扣暫時性差異	278,811,576.61	192,690,896.01
Deductible losses	可抵扣虧損	1,644,866,671.65	927,813,214.73
		<b>1,923,678,248.26</b>	<b>1,120,504,110.74</b>

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 20. Deferred tax assets/liabilities (Continued)

Deductible losses in respect of deferred tax assets not yet recognized will fall due in the following years:

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
2013	2013年	–	14,906,795.48
2014	2014年	7,135,953.32	7,637,559.46
2015	2015年	78,617,762.33	82,098,950.82
2016	2016年	210,047,116.78	210,738,536.75
2017	2017年	478,843,500.92	537,897,774.85
2018	2018年	400,137,097.30	–
Indefinite	無到期期限	470,085,241.00	74,533,597.37
		<b>1,644,866,671.65</b>	<b>927,813,214.73</b>

Temporary differences corresponding to items of assets or liabilities resulting in temporary differences are as follows:

引起暫時性差異的資產或負債項目對應的暫時性差異如下：

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Impairment of assets	資產減值	1,132,171,420.36	1,028,651,347.69
Accruals	預提項目	3,219,992,204.45	2,625,170,031.56
Set-off of profit on intra-group transactions	本集團內部交易產生的利潤抵銷	442,313,689.65	420,194,872.22
Deductible losses	可抵扣虧損	60,151,240.03	131,979,852.27
Goodwill deductible pre-tax for business combination	企業合併可稅前抵扣商譽	281,847,934.20	330,914,505.52
Other deductible temporary differences	其他可抵扣暫時性差異	161,147,123.75	128,100,301.75
Adjustment in fair value upon business combination	企業合併公允價值調整	932,613,695.90	1,021,568,170.87
Fair value adjustment in financial assets	金融資產公允價值調整	10,000,000.00	75,200,000.00
Amortization of trademark rights (including tax value)	商標權計稅價值攤銷	108,892,000.00	108,892,000.00
		<b>6,349,129,308.34</b>	<b>5,870,671,081.88</b>

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

21. Provision for impairment of assets  
2013

## 五、合併財務報表主要項目註釋(續)

21. 資產減值準備  
2013年

		Decrease during the year 本年減少					Adjustment of exchange differences 匯兌差額調整		Closing balance 年末數	
		Opening balance 年初數	Provision for the year 本年計提	Reversal 轉回	Write-off 轉銷	Others 其他				
Provision for bad debt	壞賬準備	708,001,943.94	131,263,761.24	(69,723,025.62)	77,382.59	-	113,013.65		769,733,075.80	
Provision for decline in value of inventories	存貨跌價準備	351,293,432.23	169,832,198.20	(30,353,397.07)	(142,809,748.13)	-	742,621.64		348,705,106.87	
Provision for impairment of long-term equity investment	長期股權投資 減值準備	123,640,629.56	-	-	-	-	-		123,640,629.56	
Provision for impairment of other current assets	其他流動資產 減值準備	27,677,250.00	-	-	-	-	-		27,677,250.00	
Provision for impairment of fixed assets	固定資產減值準備	35,333,612.94	30,154,357.66	-	(342,196.18)	-	-		65,145,774.42	
Provision for impairment of construction in progress	在建工程減值準備	3,738,267.94	-	-	-	-	-		3,738,267.94	
		1,249,685,136.61	331,250,317.10	(100,076,422.69)	(143,074,561.72)	-	855,635.29		1,338,640,104.59	

2012

2012年

		Increase during the year 本年增加			Decrease during the year 本年減少				
		Opening balance 年初數	Provision for the year 本年計提	Increase of scope of consolidation 合併範圍增加	Reversal 轉回	Write-off 轉銷	Disposal of subsidiaries 處置子公司	Closing balance 年末數	
Provision for bad debt	壞賬準備	765,837,682.35	38,095,319.71	335,688.40	(62,258,122.56)	(12,324,279.44)	(21,684,344.52)	708,001,943.94	
Provision for decline in value of inventories	存貨跌價準備	372,161,662.10	121,888,260.54	-	(19,312,333.04)	(109,783,733.76)	(13,660,423.61)	351,293,432.23	
Provision for impairment of long-term equity investment	長期股權投資 減值準備	122,232,129.56	1,408,500.00	-	-	-	-	123,640,629.56	
Provision for impairment of other current assets	其他流動資產 減值準備	27,677,250.00	-	357,357.01	(357,357.01)	-	-	27,677,250.00	
Provision for impairment of fixed assets	固定資產減值準備	35,347,434.83	-	-	-	(13,821.89)	-	35,333,612.94	
Provision for impairment of construction in progress	在建工程減值準備	3,738,267.94	-	-	-	-	-	3,738,267.94	
		1,326,994,426.78	161,392,080.25	693,045.41	(81,927,812.61)	(122,121,835.09)	(35,344,768.13)	1,249,685,136.61	

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 22. Short-term loans

## 五、合併財務報表主要項目註釋(續)

## 22. 短期借款

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Mortgage loans	抵押借款	91,000,000.00	120,000,000.00
Pledge loans	質押借款	—	81,882,068.00
Credit loans	信用借款	1,154,568,357.29	2,540,209,566.05
		<b>1,245,568,357.29</b>	<b>2,742,091,634.05</b>

As at 31 December 2013, the annual interest rate for the above loans was 1.15%-7.8% (31 December 2012: 2.36%-8.53%).

於2013年12月31日，上述借款的年利率為1.15%-7.8%(2012年12月31日：2.36%-8.53%)。

As at 31 December 2013, the aggregate carrying amount of various assets that had been used by the Group to secure bank loans was RMB137,197,026.86 (31 December 2012: RMB123,797,376.02). There was no carrying amount of various assets that had been pledged to obtain bank loans. (31 December 2012: RMB92,280,926.01).

於2013年12月31日，本集團用於抵押取得銀行借款的各項資產的賬面價值共計人民幣137,197,026.86元(2012年12月31日：人民幣123,797,376.02元)；無用於質押取得銀行借款的各項資產(2012年12月31日：人民幣92,280,926.01元)。

As at 31 December 2013, the Group had no short-term loans which was due but yet to be repaid.

於2013年12月31日，本集團無已到期未償還的短期借款。

The short-term loans denominated in foreign currencies are set out as follows:

以外幣標示的短期借款如下：

		31 December 2013 2013年12月31日			31 December 2012 2012年12月31日		
		Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣	Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣
Short-term loans	短期借款						
- HKD	- 港幣	—	0.7989	—	93,000,000.00	0.8108	75,404,400.00
- EUR	- 歐元	30,000,000.00	8.4189	252,567,000.00	49,930,000.00	8.3176	415,297,768.00
- USD	- 美元	2,861,960.00	6.0969	17,449,083.92	113,180,000.00	6.2855	711,392,890.00
				<b>270,016,083.92</b>			<b>1,202,095,058.00</b>

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 23. Notes payable

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Bank acceptance bill	銀行承兌匯票	6,600,177,677.15	5,244,310,106.70
Commercial acceptance bill	商業承兌匯票	86,973,922.62	—
Total	合計	6,687,151,599.77	5,244,310,106.70

As at 31 December 2013, the amount of notes payable falling due in the next accounting period was RMB6,687,151,599.77.

As at 31 December 2013, notes payable did not include amounts payable to shareholders that held 5% or more of the Company's voting shares (31 December 2012: nil). Please refer to Note VI.6 for the balance of notes payable between the Group and other related parties.

## 24. Accounts payable

Accounts payable are non-interest-bearing, and generally have a term of three to four months.

## 五、合併財務報表主要項目註釋(續)

## 23. 應付票據

於2013年12月31日，將於下一會計年度到期的應付票據金額為人民幣6,687,151,599.77元。

於2013年12月31日，本賬戶餘額中無應付持有本公司5%(含5%)以上表決權股份的股東單位的應付票據(2012年12月31日：無)。本集團與其他關聯方應付票據餘額見附註六、6。

## 24. 應付賬款

應付賬款不計息，並通常在3-4個月內清償。

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Accounts payable	應付賬款	13,472,675,550.89	9,962,420,973.54

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 24. Accounts payable (Continued)

As at 31 December 2013, the aging analysis of accounts payable, based on the invoice date, are presented as follows:

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Within 3 months	3個月內	11,051,886,336.78	9,181,115,720.64
3 to 6 months	3至6個月	1,537,510,610.34	315,893,898.34
6 months to 1 year	6個月至1年	244,457,038.42	154,647,071.71
Over 1 year	1年以上	638,821,565.35	310,764,282.85
Total	合計	13,472,675,550.89	9,962,420,973.54

As at 31 December 2013, there was no material accounts payable which aged over one year (31 December 2012: nil).

As at 31 December 2013, amounts payable to shareholders that held 5% or more of the Company's voting shares included in accounts payable amounted to RMB12,869,820.50 (31 December 2012: RMB283,674.76). Please refer to Note VI.6 for the balance of accounts payable between the Group and other related parties.

Accounts payable denominated in foreign currencies are set out as follows:

		31 December 2013 2013年12月31日			31 December 2012 2012年12月31日		
		Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣	Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣
Accounts payable	應付賬款						
- USD	- 美元	145,825.54	6.0969	889,083.73	7,790,199.71	6.2855	48,965,300.28
- EUR	- 歐元	785,233.92	8.4189	6,610,805.85	5,224,142.04	8.3176	43,452,323.83
				7,499,889.58			92,417,624.11

## 24. 應付賬款(續)

於2013年12月31日，應付賬款基於發票日期的賬齡分析如下：

於2013年12月31日，無賬齡一年以上的大額應付款項(2012年12月31日：無)。

於2013年12月31日，本賬戶餘額應付持有本公司5%(含5%)以上表決權股份的股東單位的金額為人民幣12,869,820.50元(2012年12月31日：人民幣283,674.76元)。本集團與其他關聯方應付賬款餘額見附註六、6。

以外幣標示的應付賬款如下：

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 25. Advances from customers

## 五、合併財務報表主要項目註釋(續)

## 25. 預收款項

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Advances from customers	預收款項	1,211,259,736.92	872,835,717.97

As at 31 December 2013, there was no material advances from customers which aged over one year (31 December 2012: nil).

於2013年12月31日，無賬齡一年以上的大額預收款項(2012年12月31日：無)。

As at 31 December 2013, advances from customers did not include amounts payable to shareholders that held 5% (including 5%) or more of the Company's voting shares (31 December 2012: nil). Please refer to Note VI.6 for the balance of advances from customers between the Group and other related parties.

於2013年12月31日，本賬戶餘額中無預收持有本公司5%(含5%)以上表決權股份的股東單位的預收款項(2012年12月31日：無)。本集團與其他關聯方預收款項餘額見附註六、6。

Advances from customers denominated in foreign currencies are set out as follows:

以外幣標示的預收款項如下：

		31 December 2013 2013年12月31日			31 December 2012 2012年12月31日		
		Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣	Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣
Advances from customers	預收款項						
- USD	- 美元	7,636,573.75	6.0588	46,268,153.49	24,817,891.50	6.2855	155,992,857.03
- EUR	- 歐元	224,058.17	8.3055	1,860,925.55	1,597,420.49	8.3176	13,286,704.66
				48,129,079.04			169,279,561.69



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

26. Payroll payable  
2013

## 五、合併財務報表主要項目註釋(續)

26. 應付職工薪酬  
2013年

		Opening balance 年初數	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末數
Salaries, bonuses, allowances and subsidies	工資、獎金、津貼和 補貼	675,844,433.09	3,297,048,740.35	(3,180,414,347.77)	792,478,825.67
Staff welfare	職工福利費	15,464,868.59	238,497,793.13	(238,512,837.88)	15,449,823.84
Social security	社會保險費	46,948,217.91	617,572,037.06	(618,665,881.03)	45,854,373.94
Incl: Basic pension insurance	其中：基本養老保險	10,914,447.58	327,013,257.61	(324,869,394.16)	13,058,311.03
Medical insurance	醫療保險費	1,568,670.24	112,793,188.85	(112,071,052.22)	2,290,806.87
Contribution to pension fund	年金繳費	30,361,815.14	81,532,987.39	(85,555,734.93)	26,339,067.60
Unemployment insurance	失業保險費	608,189.21	29,410,109.65	(29,155,022.67)	863,276.19
Working injury insurance	工傷保險費	303,774.87	15,499,461.57	(15,393,092.26)	410,144.18
Maternity insurance	生育保險費	497,495.92	11,312,851.23	(11,428,655.62)	381,691.53
Supplementary medical insurance	補充醫療保險	2,693,824.95	40,010,180.76	(40,192,929.17)	2,511,076.54
Housing funds	住房公積金	10,213,486.62	181,304,578.26	(182,608,767.20)	8,909,297.68
Union running costs	工會經費	110,431,294.54	47,387,779.23	(25,214,155.87)	132,604,917.90
Employee education costs	職工教育經費	107,711,505.89	58,692,887.84	(47,075,471.85)	119,328,921.88
Severance benefit	辭退福利	60,071,645.28	7,317,152.05	(7,732,595.55)	59,656,201.78
Others	其他	37,305.10	44,164,341.34	(43,170,257.54)	1,031,388.90
		1,026,722,757.02	4,491,985,309.26	(4,343,394,314.69)	1,175,313,751.59

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 26. Payroll payable (Continued)

2012

## 五、合併財務報表主要項目註釋(續)

## 26. 應付職工薪酬(續)

2012年

		Opening balance 年初數	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末數
Salaries, bonuses, allowances and subsidies	工資、獎金、津貼和 補貼	801,262,845.38	2,057,144,838.09	(2,182,563,250.38)	675,844,433.09
Staff welfare	職工福利費	15,045,946.99	232,246,962.38	(231,828,040.78)	15,464,868.59
Social security	社會保險費	36,131,257.54	593,525,291.29	(582,708,330.92)	46,948,217.91
Incl: Basic pension insurance	其中：基本養老保險	12,901,176.13	311,991,778.35	(313,978,506.90)	10,914,447.58
Medical insurance	醫療保險費	2,582,181.64	111,400,202.59	(112,413,713.99)	1,568,670.24
Contribution to pension fund	年金繳費	16,595,283.61	83,729,910.47	(69,963,378.94)	30,361,815.14
Unemployment insurance	失業保險費	844,939.36	30,481,024.45	(30,717,774.60)	608,189.21
Working injury insurance	工傷保險費	391,072.69	13,412,283.52	(13,499,581.34)	303,774.87
Maternity insurance	生育保險費	326,854.34	13,622,931.66	(13,452,290.08)	497,495.92
Supplementary medical insurance	補充醫療保險	2,489,749.77	28,887,160.25	(28,683,085.07)	2,693,824.95
Housing funds	住房公積金	6,105,008.62	169,863,654.33	(165,755,176.33)	10,213,486.62
Union running costs	工會經費	95,199,846.81	35,552,538.59	(20,321,090.86)	110,431,294.54
Employee education costs	職工教育經費	114,814,609.49	34,936,566.41	(42,039,670.01)	107,711,505.89
Severance benefit	辭退福利	65,831,800.38	4,257,272.91	(10,017,428.01)	60,071,645.28
Others	其他	84,788.08	3,509,448.21	(3,556,931.19)	37,305.10
		1,134,476,103.29	3,131,036,572.21	(3,238,789,918.48)	1,026,722,757.02

As at 31 December 2013, the Group had no payroll payable in arrears (31 December 2012: Nil).

於2013年12月31日，本集團無屬於拖欠性質的應付職工薪酬(2012年12月31日：無)。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 26. Payroll payable (Continued)

Aggregate remuneration of directors and supervisors incurred during the year is as follows:

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Fees	袍金	767,604.00	723,078.24
Other emoluments:	其他酬金：		
Salaries, allowances and benefit in kind	薪金、津貼及實物利益	6,209,300.00	4,791,000.00
Performance-related bonuses	按表現確定的花紅	—	—
Pension	退休金	237,176.64	196,748.07
Total	合計	7,214,080.64	5,710,826.31

## Remuneration of independent non-executive directors

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

## 獨立非執行董事酬金

年內付予獨立非執行董事的袍金如下：

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Mr. Liu Zheng	劉征先生	120,000.00	114,000.00
Mr. Li Shihao	李世豪先生	120,000.00	114,000.00
Mr. Loh Yih	盧毅先生	143,802.00	72,972.00
Mr. Chu, Howard Ho Hwa	朱賀華先生	143,802.00	72,972.00
Mr. Zhang Zhenhua	張振華先生	120,000.00	60,000.00
Mr. Li Luwen	李錄溫先生	120,000.00	60,000.00
Mr. Zhang Xiaoyu	張小虞先生	—	54,000.00
Mr. Koo Fook Sun	顧福身先生	—	67,134.24
Mr. Fang Zhongchang	房忠昌先生	—	54,000.00
Mr. Gu Linsheng	顧林生先生	—	54,000.00
Total	合計	767,604.00	723,078.24

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 26. Payroll payable (Continued)

*Remuneration of executive directors, non-executive directors and supervisors*  
2013

## 五、合併財務報表主要項目註釋(續)

## 26. 應付職工薪酬(續)

執行董事、非執行董事及監事酬金  
2013年

		Fees	Salaries, allowances and benefits in kind 薪金、津貼及 實物利益	Performance- related bonuses 按表現確定 的花紅	Pension 退休金	Total remuneration 酬金總額
<b>Executive directors:</b>	<b>執行董事：</b>					
Mr. Tan Xuguang	譚旭光先生	-	-	-	39,529.44	39,529.44
Mr. Xu Xinyu	徐新玉先生	-	1,533,000.00	-	39,529.44	1,572,529.44
Mr. Li Dakai	李大開先生	-	-	-	-	-
Mr. Fang Hongwei	方紅衛先生	-	-	-	-	-
Mr. Sun Shaojun	孫少軍先生	-	1,533,000.00	-	39,529.44	1,572,529.44
Mr. Zhang Quan	張泉先生	-	1,533,000.00	-	39,529.44	1,572,529.44
		-	4,599,000.00	-	158,117.76	4,757,117.76
<b>Non-executive directors:</b>	<b>非執行董事：</b>					
Mr. Chen Xuejian	陳學儉先生	-	100,000.00	-	-	100,000.00
Mr. Yeung Sai Hong	楊世杭先生	-	100,000.00	-	-	100,000.00
Mr. Julius G. Kiss	Julius G. Kiss先生	-	100,000.00	-	-	100,000.00
Ms. Han Xiaoqun	韓小群女士	-	100,000.00	-	-	100,000.00
Mr. Jiang Kui	江奎先生	-	100,000.00	-	39,529.44	139,529.44
Mr. Liu Huisheng	劉會勝先生	-	22,300.00	-	-	22,300.00
Mr. Gordon Riske	Gordon Riske先生	-	51,900.00	-	-	51,900.00
		-	574,200.00	-	39,529.44	613,729.44
<b>Supervisors:</b>	<b>監事：</b>					
Mr. Sun Chengping	孫承平先生	-	100,000.00	-	-	100,000.00
Mr. Lu Wenwu	魯文武先生	-	836,100.00	-	39,529.44	875,629.44
Ms. Jiang Jianfang	蔣建芳女士	-	100,000.00	-	-	100,000.00
		-	1,036,100.00	-	39,529.44	1,075,629.44

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 26. Payroll payable (Continued)

Remuneration of executive directors, non-executive directors and supervisors (Continued)

2012

## 五、合併財務報表主要項目註釋(續)

## 26. 應付職工薪酬(續)

執行董事、非執行董事及監事酬金(續)

2012年

		Fees	Salaries, allowances and benefits in kind 薪金、津貼及實物利益	Performance-related bonuses 按表現確定的花紅	Pension 退休金	Total remuneration 酬金總額
<b>Executive directors:</b>	<b>執行董事：</b>					
Mr. Tan Xuguang	譚旭光先生	—	—	—	35,600.79	35,600.79
Mr. Xu Xinyu	徐新玉先生	—	1,201,000.00	—	35,600.79	1,236,600.79
Mr. Li Dakai	李大開先生	—	—	—	—	—
Mr. Fang Hongwei	方紅衛先生	—	—	—	—	—
Mr. Sun Shaojun	孫少軍先生	—	1,201,000.00	—	35,600.79	1,236,600.79
Mr. Zhang Quan	張泉先生	—	1,201,000.00	—	35,600.79	1,236,600.79
		—	3,603,000.00	—	142,403.16	3,745,403.16
<b>Non-executive directors:</b>	<b>非執行董事：</b>					
Mr. Chen Xuejian	陳學儉先生	—	77,000.00	—	—	77,000.00
Mr. Yeung Sai Hong	楊世杭先生	—	77,000.00	—	—	77,000.00
Mr. Julius G. Kiss	Julius G. Kiss先生	—	77,000.00	—	—	77,000.00
Ms. Han Xiaoqun	韓小群女士	—	77,000.00	—	—	77,000.00
Mr. Jiang Kui	江奎先生	—	50,000.00	—	—	50,000.00
Mr. Liu Huisheng	劉會勝先生	—	77,000.00	—	—	77,000.00
Ms. Zhang Fusheng	張伏生女士	—	27,000.00	—	18,744.12	45,744.12
Mr. Yao Yu	姚宇先生	—	27,000.00	—	—	27,000.00
Mr. Li San Yim	李新炎先生	—	27,000.00	—	—	27,000.00
		—	516,000.00	—	18,744.12	534,744.12
<b>Supervisors:</b>	<b>監事：</b>					
Mr. Sun Chengping	孫承平先生	—	77,000.00	—	—	77,000.00
Mr. Lu Wenwu	魯文武先生	—	518,000.00	—	35,600.79	553,600.79
Ms. Jiang Jianfang	蔣建芳女士	—	77,000.00	—	—	77,000.00
		—	672,000.00	—	35,600.79	707,600.79

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 26. Payroll payable (Continued)

*Remuneration of executive directors, non-executive directors and supervisors (Continued)*

The five highest paid employees during the year included three directors or supervisors, details of whose remuneration are set out in Note V. 26 above. Details of the remuneration of the remaining two (2012: four) non-director and non-supervisor, highest paid employees for the year are as follows:

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	3,343,100.00	6,170,300.00
Performance-related bonuses	按表現確定的花紅	—	—
Pension	退休金	—	—
		<b>3,343,100.00</b>	<b>6,170,300.00</b>

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

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Nil to RMB1,000,000	零至1,000,000人民幣	—	—
RMB1,000,001 to RMB1,500,000	1,000,001人民幣至 1,500,000人民幣	—	2
RMB1,500,001 to RMB2,000,000	1,500,001人民幣至 2,000,000人民幣	2	1
RMB2,000,001 to RMB2,500,000	2,000,001人民幣至 2,500,000人民幣	—	1

## 五、合併財務報表主要項目註釋(續)

## 26. 應付職工薪酬(續)

*執行董事、非執行董事及監事酬金(續)*

本年度內五名最高薪酬僱員包括三名董事或監事，其薪酬詳情已載於上文附註五、26中，年內餘下兩名(2012年：四名)非董事及非監事的最高僱員的酬金詳情如下：

酬金介於下列範圍的非董事及非監事最高薪僱員的人數如下：

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 27. Taxes payable

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Value-added tax	增值稅	167,108,222.70	98,990,711.71
Corporate income tax	企業所得稅	270,526,774.59	55,481,312.50
Individual income tax	個人所得稅	16,055,039.68	5,882,581.00
Property tax	房產稅	17,294,631.37	13,318,434.83
Stamp duty	印花稅	13,696,583.16	13,232,940.62
Land use tax	土地使用稅	8,138,998.97	4,939,765.39
City construction tax	城建稅	19,646,300.36	11,263,574.88
Business tax	營業稅	4,528,933.06	4,282,292.64
Other taxes	其他稅項	35,028,581.87	31,989,110.06
		<b>552,024,065.76</b>	<b>239,380,723.63</b>

## 28. Interests payable

			31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Interests on medium-term notes	中期票據利息	Note V.34 附註五、34	83,361,666.82	54,408,333.33
Interests on borrowings	借款利息		48,728,106.43	7,272,293.10
			<b>132,089,773.25</b>	<b>61,680,626.43</b>

## 29. Dividends payable

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Dividends payable to minority shareholders of subsidiaries	應付子公司少數股東股利	43,101,211.76	33,103,222.12
		<b>43,101,211.76</b>	<b>33,103,222.12</b>



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 30. Other payables

## 五、合併財務報表主要項目註釋(續)

## 30. 其他應付款

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Sales discount	銷售折讓	934,427,156.57	645,664,882.61
Guarantees and deposits	保證金及押金	940,850,304.90	557,978,359.27
Payables for purchase of construction and fixed assets	應付工程款及固定資產採購款	598,236,005.95	476,662,796.81
Repair and maintenance expenses	修理維護費	190,613,333.44	171,511,123.42
Land facility fee and land premiums	土地配套費及土地款	35,055,562.70	40,209,495.92
Others	其他	699,276,451.79	643,737,716.55
		<b>3,398,458,815.35</b>	<b>2,535,764,374.58</b>

As at 31 December 2013, other payables did not include amounts payable to shareholders that held 5% (including 5%) or more of the Company's voting shares (31 December 2012: nil). Please refer to Note VI.6 for the balance of other payables between the Group and other related parties.

於2013年12月31日，本賬戶餘額中無應付持有本公司5%(含5%)以上表決權股份的股東單位的其他應付款。(2012年12月31日：無)。本集團與其他關聯方其他應付款餘額見附註六、6。

As at 31 December 2013, other payables in significant amount aging over 1 year are set out as follows:

於2013年12月31日，賬齡一年以上的大額其他應付款如下：

		Amount 金額	Reason for not being repaid 未償還原因
Estimated payables for purchase of construction and fixed assets	應付工程款及固定資產暫估	131,269,372.95	Not yet received invoice and longer period for construction 發票未收到，項目周期較長

Among the aforesaid other payables in significant amount aging over 1 year, an amount of RMB6,495,838.11 was repaid or carried forward after the balance sheet date.

以上賬齡超過1年的大額其他應付款，資產負債表日後已償還或結轉的金額為人民幣6,495,838.11元。

As at 31 December 2012, other payables in significant amount aging over 1 year are set out as follows:

於2012年12月31日，賬齡一年以上的大額其他應付款如下：

		Amount 金額	Reason for not being repaid 未償還原因
Estimated payables for purchase of construction and fixed assets	應付工程款及固定資產暫估	295,530,463.47	Not yet received invoice and longer period for construction 發票未收到，項目周期較長

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 30. Other payables (Continued)

Other payables denominated in foreign currencies are set out as follows:

		31 December 2013 2013年12月31日			31 December 2012 2012年12月31日		
		Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣	Original currency 原幣	Exchange rate 匯率	RMB equivalent 折合人民幣
Other payables	其他應付款						
- USD	- 美元	12,513,678.35	6.0969	76,294,645.52	15,517,408.09	6.2855	97,534,668.55
- EUR	- 歐元	-	8.4189	-	928,531.93	8.3176	7,723,157.18
				76,294,645.52			105,257,825.73

## 五、合併財務報表主要項目註釋(續)

## 30. 其他應付款(續)

以外幣標示的其他應付款如下：

## 31. Non-current liabilities due within one year

## 31. 一年內到期的非流動負債

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Long-term borrowings due within one year	一年內到期的長期借款	352,375,772.74	340,000,000.00
Other non-current liabilities due within one year	一年內到期的其他非流動負債	-	12,604,906.92
		352,375,772.74	352,604,906.92
Include:	其中：		
Credit loans	信用借款	-	340,000,000.00
Guaranteed loans	擔保借款	352,375,772.74	-

As at 31 December 2013, breakdown of the long-term borrowings due within one year is as follows:

於2013年12月31日，一年內到期的長期借款明細如下：

		Loan drawdown date 借款起始日	Loan due date 借款到期日	Currency 幣種	Annual interest rate (%) 年利率 (%)	Outstanding amount (RMB equivalent) 借款餘額 折合人民幣
The Export-Import Bank of China (Shaanxi Branch)	中國進出口銀行 陝西省分行	2012/11/16	2014/11/15	RMB 人民幣	4.20	200,000,000.00
China Development Bank (Hong Kong Branch)	國家開發銀行香港分行	2012/12/27	2014/10/15	EUR 歐元	2.82	118,701,568.82
China Development Bank (Hong Kong Branch)	國家開發銀行香港分行	2013/6/15	2014/6/13	EUR 歐元	3.04	33,674,203.92
						352,375,772.74

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

# 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 31. Non-current liabilities due within one year (Continued)

As at 31 December 2013, Bank of East Asia (China) Co., Ltd., Xi'an branch, issued to the Export-Import Bank of China a finance guarantee letter in respect of the money-lending business of Shaanxi Heavy-duty Motor Company Limited, a subsidiary of the Company, in the amount of RMB200,000,000.00.

As at 31 December 2013, the guarantee made by Weichai Power (Hong Kong) International Development Co., Ltd., a subsidiary of the Company, to China Development Bank to secure borrowings is set out in Note V.33.

As at 31 December 2012, breakdown of the long-term borrowings due within one year is as follows:

## 五、合併財務報表主要項目註釋(續)

### 31. 一年內到期的非流動負債(續)

於2013年12月31日，東亞銀行(中國)有限公司西安分行為本公司之子公司陝西重型汽車有限公司的貸款業務開立融資性保函給中國進出口銀行，擔保額度為人民幣200,000,000.00元。

於2013年12月31日，本公司之子公司濰柴動力(香港)國際發展有限公司向國家開發銀行的擔保借款安排見附註五、33。

於2012年12月31日，一年內到期的長期借款明細如下：

		Loan drawdown date	Loan due date	Currency	Annual interest rate (%)	Outstanding amount (RMB equivalent)
		借款起始日	借款到期日	幣種	年利率 (%)	借款餘額 折合人民幣
The Export-Import Bank of China (Shaanxi Branch)	中國進出口銀行 陝西省分行	2011/9/28	2013/8/9	RMB 人民幣	4.76	100,000,000.00
The Export-Import Bank of China (Shaanxi Branch)	中國進出口銀行 陝西省分行	2012/1/12	2013/9/12	RMB 人民幣	4.76	100,000,000.00
Bank of China (Qi Shan branch)	中國銀行岐山縣支行	2010/1/27	2013/1/26	RMB 人民幣	5.27	40,000,000.00
China Minsheng Bank (Xi'an branch)	民生銀行西安分行	2010/5/19	2013/5/18	RMB 人民幣	5.27	50,000,000.00
SPD Bank (Xi'an branch)	浦發銀行西安分行	2010/6/10	2013/6/10	RMB 人民幣	5.76	30,000,000.00
China Merchants Bank (Zhuzhou branch)	招商銀行株洲支行	2010/12/31	2013/12/31	RMB 人民幣	5.27	20,000,000.00
						<u>340,000,000.00</u>

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 32. Other current liabilities

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Expected after-sales expenses	預計三包費	970,979,874.89	768,532,527.52
Others	其他	57,325,913.90	84,327,691.48
		<b>1,028,305,788.79</b>	852,860,219.00

## 33. Long-term borrowings

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Guaranteed loans	擔保借款	8,577,661,593.52	6,344,249,958.75
Credit loans	信用借款	568,378,000.00	—
		<b>9,146,039,593.52</b>	6,344,249,958.75
		<b>2013 2013年</b>	<b>2012 2012年</b>
Long-term borrowings:	長期借款：		
Due within 3 years	3年內到期	3,284,903,830.68	1,736,062,489.69
Due within 3 to 5 years (inclusive)	3到5年內到期(含3年和5年)	4,331,302,795.04	—
Over 5 years	5年以上	1,529,832,967.80	4,608,187,469.06
		<b>9,146,039,593.52</b>	6,344,249,958.75

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

# 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 33. Long-term borrowings (Continued)

As at 31 December 2013, long-term borrowings include an amount of EUR1,037,000,000.00 (31 December 2012: EUR738,000,000.00) which was provided by the Company to Weichai Power (Hong Kong) International Development Co., Ltd. as a guarantee for its special borrowings from a bank for overseas acquisition, to invest in KION Group AG and Linde Hydraulics GmbH & Co. KG. Among others, EUR18,100,000.00 will be due within one year and has been re-classified as non-current liabilities due within one year, details of which are set out in Note V.31.

On 31 December 2013, top 5 long-term borrowings are presented as follows:

## 五、合併財務報表主要項目註釋(續)

### 33. 長期借款(續)

於2013年12月31日，長期借款中歐元1,037,000,000.00元(2012年12月31日：歐元738,000,000.00元)為由本公司提供擔保給濰柴動力(香港)國際發展有限公司向銀行借入的境外收購專項借款，用於投資KION Group AG和林德液壓合夥企業，其中歐元18,100,000.00元將在一年內到期，已重分類至一年內到期的非流動負債，見附註五、31。

於2013年12月31日，金額前五名的長期借款如下：

		Loan drawdown date	Loan due date	Currency	Interest rate (%)	Outstanding amount (RMB equivalent)
		借款起始日	借款到期日	幣種	利率 (%)	借款餘額 折合人民幣
China Development Bank (Hong Kong Branch)	國家開發銀行香港分行	2012/12/27	2020/12/26	EUR 歐元	2.8180	4,536,514,034.26
China Development Bank (Hong Kong Branch)	國家開發銀行香港分行	2013/6/15	2021/6/14	EUR 歐元	3.0410	2,489,447,820.07
Industrial and Commercial Bank of China (Asia)	中國工商銀行(亞洲)	2012/12/19	2015/12/18	EUR 歐元	1.5840	1,551,699,739.19
The Export-Import Bank of China (Shaanxi Branch)	中國進出口銀行陝西省分行	2013/9/10	2015/9/9	RMB 人民幣	4.2000	200,000,000.00
The Export-Import Bank of China (Shaanxi Branch)	中國進出口銀行陝西省分行	2013/12/4	2015/12/3	RMB 人民幣	4.2000	100,000,000.00
						<u>8,877,661,593.52</u>

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 33. Long-term borrowings (Continued)

As at 31 December 2012, top 5 long-term borrowings are presented as follows:

		Loan drawdown date	Loan due date	Currency	Interest rate (%)	Outstanding amount (RMB equivalent)
		借款起始日	借款到期日	幣種	利率 (%)	借款餘額折合人民幣
China Development Bank (Hong Kong Branch)	國家開發銀行香港分行	2012/12/27	2020/12/27	EUR 歐元	2.8180	4,608,187,469.06
Industrial and Commercial Bank of China (Asia)	中國工商銀行(亞洲)	2012/12/29	2015/12/19	EUR 歐元	1.5840	1,536,062,489.69
The Export-Import Bank of China (Shaanxi Branch)	中國進出口銀行 陝西省分行	2012/11/16	2014/11/15	RMB 人民幣	4.7600	200,000,000.00
						<u>6,344,249,958.75</u>

As at 31 December 2013, the Group had long-term borrowings denominated in foreign currencies of RMB8,577,661,593.52 (31 December 2012: RMB6,144,249,958.75).

於2013年12月31日，本集團以外幣標示的長期借款金額為人民幣8,577,661,593.52元(2012年12月31日：人民幣6,144,249,958.75元)。

## 34. Bonds payable

## 34. 應付債券

	31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Medium-term notes 中期票據	<b>3,493,858,837.76</b>	2,691,489,273.21

The Company registered at the National Association of Financial Market Institutional Investors in August 2009 for issuing medium-term notes in a registered amount of RMB2.7 billion to be issued in two tranches. The handling fee was 0.3%. The first tranche, in an aggregate amount of RMB1.3 billion, was issued on 24 August 2009. Its maturity period was 5 years, with a coupon rate of 4.95%. Interest was payable every 12 months. The second tranche of RMB1.4 billion was issued on 28 July 2011 with a maturity period of 5 years. The coupon rate was 5.65% with interest payable every 12 months.

本公司於2009年8月在中國銀行間市場交易商協會註冊發行中期票據，註冊金額為人民幣27億元，手續費率為千分之三，分兩次發行。第一次於2009年8月24日發行，金額為人民幣13億元，債券期限為5年，票面利率為4.95%，付息頻率為12個月。第二次於2011年7月28日發行，金額為人民幣14億元，債券期限為5年，票面利率為5.65%，付息頻率為12個月。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 34. Bonds payable (Continued)

Shaanxi Heavy-duty Motor Co., Ltd., a subsidiary of the Company, registered at the National Association of Financial Market Institutional Investors in February 2013 for issuing medium-term notes in a registered amount of RMB1.4 billion to be issued in two tranches. The handling fee was 0.3%. The first tranche, in an aggregate amount of RMB0.4 billion, was issued on 21 March 2013. Its maturity period was 3 years, with a coupon rate of 5.18%. Interest was payable every 12 months. The second tranche of RMB0.4 billion was issued on 21 May 2013 with a maturity period of 3 years. The coupon rate was 5.03% with interest payable every 12 months.

As at 31 December 2013, balance of bonds payable are listed as follows:

		Face value 面值	Issuing date 發行日期	Bond period 債券期限	Outstanding balance at year-end 年末餘額	Interest payable at year- beginning 年初應付利息	Accrued interest in current year 本年應計利息	Interest paid in current year 本年已付利息	Interest payable at year-end 年末應付利息
Medium-term note	中期票據	1,400,000,000.00	2011-7-28	5 years 5年	1,297,272,414.74	32,958,333.33	79,100,000.10	(79,100,000.00)	32,958,333.43
Medium-term note	中期票據	1,300,000,000.00	2009-8-24	5 years 5年	1,398,448,333.33	21,450,000.00	64,350,000.00	(64,350,000.00)	21,450,000.00
Medium-term note	中期票據	400,000,000.00	2013-3-21	3 years 3年	399,084,673.00	-	15,540,000.00	-	15,540,000.00
Medium-term note	中期票據	400,000,000.00	2013-5-21	3 years 3年	399,053,416.69	-	13,413,333.39	-	13,413,333.39
Total	合計	3,500,000,000.00			3,493,858,837.76	54,408,333.33	172,403,333.49	(143,450,000.00)	83,361,666.82

As at 31 December 2012, balance of bonds payable are listed as follows:

		Face value 面值	Issuing date 發行日期	Bond period 債券	Outstanding balance at year-end 期末餘額	Interest payable at year- beginning 年初應付利息	Accrued interest in current year 本年應計利息	Interest paid in current year 本年已付利息	Interest payable at year-end 年末應付利息
Medium-term note	中期票據	1,400,000,000.00	2011-7-28	5 years 5年	1,398,919,289.69	32,958,333.33	79,100,000.00	(79,100,000.00)	32,958,333.33
Medium-term note	中期票據	1,300,000,000.00	2009-8-24	5 years 5年	1,292,569,983.52	21,450,000.00	64,350,000.00	(64,350,000.00)	21,450,000.00
Total	合計	2,700,000,000.00			2,691,489,273.21	54,408,333.33	143,450,000.00	(143,450,000.00)	54,408,333.33

## 五、合併財務報表主要項目註釋(續)

## 34. 應付債券(續)

本公司之子公司陝西重型汽車有限公司於2013年2月在中國銀行間市場交易商協會註冊發行中期票據，註冊金額為人民幣14億元，手續費率為千分之三，分兩次發行。第一次於2013年3月21日發行，金額為人民幣4億元，債券期限為3年，票面利率為5.18%，付息頻率為12個月。第二次於2013年5月21日發行，金額為人民幣4億元，債券期限為3年，票面利率為5.03%，付息頻率為12個月。

於2013年12月31日，應付債券餘額列示如下：

於2012年12月31日，應付債券餘額列示如下：



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 35. Long-term payables

## 五、合併財務報表主要項目註釋(續)

## 35. 長期應付款

	31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Government grants for national debt projects 國債項目政府撥款	<b>8,847,480.34</b>	5,500,000.00

36. Special payables  
31 December 201336. 專項應付款  
2013年12月31日

	At year- beginning 年初數	Increase during the year 本年增加	Decrease during the year 本年減少	At year-end 年末數
Interest subsidy for liquid fund granted by provincial finance office 省財政廳撥付的流動資金貸款貼息	23,000,000.00	-	-	23,000,000.00
Special funds of national debt – establishment of key industry revitalization and technological renovation projects 國債專項資金—重點產業振興和技術改造項目建設	20,000,000.00	10,000,000.00	-	30,000,000.00
	43,000,000.00	10,000,000.00	-	53,000,000.00

31 December 2012

2012年12月31日

	At year- beginning 年初數	Increase during the year 本年增加	Decrease during the year 本年減少	At year-end 年末數
Interest subsidy for liquid fund granted by provincial finance office 省財政廳撥付的流動資金貸款貼息	23,000,000.00	-	-	23,000,000.00
Special funds of national debt – establishment of key industry revitalization and technological renovation projects 國債專項資金—重點產業振興和技術改造項目建設	-	20,000,000.00	-	20,000,000.00
	23,000,000.00	20,000,000.00	-	43,000,000.00

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 37. Long-term payroll payable

## 五、合併財務報表主要項目註釋(續)

## 37. 長期應付職工薪酬

		2013 2013年	2012 2012年
Defined benefit obligations	設定受益義務	606,487,220.23	565,056,325.46

The Group operates a defined benefit scheme for all of its staff in Germany who meet all the conditions. The scheme requires that contribution be made to an independently administered fund. Under the scheme, staff are entitled to enjoy retirement benefit at a proportion to the last salary prevailing immediately before retirement at the age of 65.

The Group's defined benefit scheme is one requiring contribution prior to termination of service. The scheme requires that contribution be made to an independently administered fund. The scheme is administered by an independent trustee in the legal form of a fund. The assets held under the fund is held separately with assets of the Group. The trustee is responsible for the investment strategies of the scheme.

The trustee assesses the level of capital of the scheme. The assessment includes asset-liabilities matching strategies and investment risk management strategies. The trustee determines the amount to be deployed based on the result of its annual assessment. The investment portfolio is composed of 48% stocks and real estate and 52% bonds.

The scheme is exposed to interest rate risk, risk of change of anticipated age of beneficiaries of the pension, and risks of the securities market.

The latest actuarial valuation of the assets under the scheme and the present value of the defined benefit obligations are determined by the Company using the projected unit credit method as at 31 December 2013.

本集團為其在德國境內所有符合條件的員工運作一項設定受益計劃，該計劃要求向獨立管理的基金繳存費用。在該計劃下，員工有權享受達到退休年齡65歲時的最後薪水一定比例的退休福利。

本集團的設定受益計劃是一項離職前薪水退休金計劃，該計劃要求向獨立管理的基金繳存費用。該計劃以基金為法律形式，並由獨立受托人進行管理，其持有的資產與本集團的資產單獨分開。受托人負責確定該計劃的投資策略。

受托人審核計劃的資金水平。該審核包括資產－負債匹配策略和投資風險管理策略。受托人根據年度審核的結果決定應繳存額。投資組合由48%的股票和房地產以及52%的債券混合而成。

該計劃受利率風險、退休金受益人的預期壽命變動風險和證券市場風險的影響。

該計劃資產的最近精算估值和設定受益義務的現值由公司於2013年12月31日，使用預期累積福利單位法確定。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 37. Long-term payroll payable (Continued)

The following table sets out the key actuarial assumptions used as at the balance sheet date:

		2013 2013年
Discount rate (%)	折現率(%)	3.60%
Expected growth rate of future pension expenses (%)	預期未來退休金費用增長率(%)	1.75%
Expected rate of salary increment (%)	預期薪金增長率(%)	2.75%

The actuarial valuation illustrates that the market value of assets under the scheme is RMB51,794,671.88. Such actuarial valuation of assets accounts for 35% of the benefit provided for qualifying staff.

The following table shows the quantitative sensitivity analysis of key assumptions used as at 31 December 2013:

		Increase/(decrease) of defined benefit obligations		Increase/(decrease) of defined benefit obligations	
		Increase	Decrease	Increase	Decrease
		增加 %	減少 %	增加 %	減少 %
Discount rate	折現率	1.00%	(129,573,012.13)	1.00%	175,982,863.47
Future growth of salary	未來薪金增長	0.50%	19,031,279.99	0.50%	(20,565,893.92)
Future growth of pension expenses	未來退休金費用增長	0.25%	19,327,835.74	0.25%	(18,035,966.69)

The aforesaid sensitivity analysis is the judgment made to the effect on the net amount of defined benefit based on the reasonable changes occurring on the balance sheet date upon certain key assumptions.

## 五、合併財務報表主要項目註釋(續)

## 37. 長期應付職工薪酬(續)

下表為資產負債表日所使用的主要精算假設：

精算估值顯示計劃資產的市值為人民幣51,794,671.88元，且這些資產的精算價值佔為符合條件員工計提的福利的35%。

下表為2013年12月31日所使用的重大假設的定量敏感性分析：

上述敏感性分析，系根據關鍵假設在資產負債表日發生合理變動時對設定受益淨額的影響的推斷。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 37. Long-term payroll payable (Continued)

Scheme recognized in the income statement is set out below:

## 五、合併財務報表主要項目註釋(續)

## 37. 長期應付職工薪酬(續)

在利潤表中確認的有關計劃如下：

		2013 2013年
Current cost of service	當期服務成本	30,009,615.25
Interest expenses	利息費用	20,172,517.97
Net amount of the cost of post-employment benefit	離職後福利成本淨額	50,182,133.22
Credited to cost of sales	計入營業成本	20,592,713.59
Credited to general and administrative expenses	計入管理費用	9,416,901.66
Credited to interest expenses	計入利息費用	20,172,517.97
		50,182,133.22

The change in defined benefit obligations and the change in fair value of assets under the scheme are as follows:

設定受益義務變動和計劃資產公允價值變動如下：

2013

2013年

		Cost of retirement credited to profit or loss				Gain/(loss) on re-measurement taken to other comprehensive income							
		計入損益的退休成本				計入其他綜合收益的重新計量利得／（損失）							
							Return on assets under the scheme (net of amount included in net interest)	Actuarial changes arising from change of demographic assumptions	Actuarial changes arising from change of financial assumptions		Contribution from employers	Translation differences	31 December
		1 January 2013	Cost of services	Net amount of interest	Sub-total	Remuneration paid				Sub-total			2013
							計劃資產 回報（扣除 包括在利息 淨額中的金額）	人口統計 假設變化 引起的	財務 假設變化 引起的				
		2013年 1月1日	服務成本	利息淨額	小計	已付薪酬		精算變動	精算變動	小計	僱主繳存	匯率 折算差異	2013年 12月31日
Defined benefit obligations	設定受益義務	613,581,744.50	30,009,615.25	22,173,572.44	52,183,187.69	380,340.65	-	(38,893,339.56)	24,831,193.78	(14,062,145.78)	-	9,815,899.79	661,899,026.85
Fair value of assets under the scheme	計劃資產公允價值	(48,525,419.04)	-	(2,001,054.46)	(2,001,054.46)	-	(1,119,504.14)	-	-	(1,119,504.14)	(3,174,838.19)	(590,990.79)	(55,411,806.62)
Payroll liabilities	薪酬負債	565,056,325.46	30,009,615.25	20,172,517.98	50,182,133.23	380,340.65	(1,119,504.14)	(38,893,339.56)	24,831,193.78	(15,181,649.92)	(3,174,838.19)	9,224,909.00	606,487,220.23

The effective return on assets under the scheme in 2013 amounted, in aggregate, to RMB1,119,504.14.

2013年度計劃資產的實際回報總計為人民幣1,119,504.14元。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 37. Long-term payroll payable (Continued)

Fair value of assets under the scheme is mainly classified as follows:

		2013 2013年
Stocks	股票	20,906,378.42
Bonds	債券	26,638,723.25
Real estates	房地產	4,249,570.21

The assets under the scheme comprise neither ordinary shares or debentures of the Company nor real estates occupied by the Group.

It is anticipated that the contribution to be made to the defined benefit obligations within the next 12 months will amount to RMB15,803,832.80.

The average term of the defined benefit obligations as at the balance sheet date is 11 to 15 years.

## 38. Other non-current liabilities

## 五、合併財務報表主要項目註釋(續)

## 37. 長期應付職工薪酬(續)

計劃資產公允價值的主要分類如下：

計劃資產無本公司普通股、債券，也無由本集團佔用房地產。

預計未來12個月內將向設定受益義務做出的繳存額為人民幣15,803,832.80元。

資產負債表日的設定受益義務的平均期間是11至15年。

## 38. 其他非流動負債

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Put options in relation to minority interests	與少數股東權益相關的 出售期權	637,865,012.36	622,325,082.99
Deferred income	遞延收益	641,140,695.49	351,960,604.12
Others	其他	162,814,182.08	205,616,231.26
		<b>1,441,819,889.93</b>	1,179,901,918.37

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 38. Other non-current liabilities (Continued)

Description of other non-current liabilities:

Put options in relation to minority interests represent the rights granted to the minority shareholders to dispose of the 20% interests in Linde Hydraulics GmbH & Co. KG to the Group during the acquisition of 70% interests by the Company in Linde Hydraulics GmbH & Co. KG. Pursuant to the accounting policy of the Group, the present value of the amount required to be paid at the time of exercise in the future deducted from equity (other than minority interests) was recognized as financial liabilities of the Group. On 31 December 2013, it was measured by its fair value.

Deferred income are detailed as follows:

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Asset-related government grant	與資產相關的政府補助		
Land-related government grant	與土地相關的政府補助	526,020,218.96	292,718,339.65
Special funds for industry revitalization and technological renovation	產業振興和技改專項資金	94,614,132.02	39,085,659.38
Special assistance fund	專項補助資金	1,747,083.33	—
National debt special fund	國債專項資金	15,937,622.39	17,929,825.19
Others	其他	2,821,638.79	2,226,779.90
		641,140,695.49	351,960,604.12

## 五、合併財務報表主要項目註釋(續)

## 38. 其他非流動負債(續)

其他非流動負債說明：

與少數股東權益相關的出售期權是指本集團在投資獲得70%林德液壓合夥企業權益過程中賦予少數股東將其所持有的該子公司20%的權益出售給本集團的權利，根據本集團會計政策以未來行權時所需支付的金額的現值從權益(除少數股東權益之外)中扣除確認為本集團金融負債，2013年12月31日以其公允價值計量。

遞延收益具體如下：

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 38. Other non-current liabilities (Continued)

As at 31 December 2013, items of liabilities involving government grants are as follows:

		Opening balance	Increase during the year	Credited to non-operating income during the year	Other changes	Closing balance	Related to assets/income
		年初金額	本年新增	本年計入 營業外收入	其他變動	年末餘額	與資產/ 收益相關
Land-related government grant	與土地相關的 政府補助	292,718,339.65	242,289,037.23	8,987,157.92	-	526,020,218.96	Related to assets 與資產相關
Special funds for industry revitalization and technological renovation	產業振興和 技改專項資金	39,085,659.38	81,383,158.29	25,854,685.65	-	94,614,132.02	Related to assets 與資產相關
Special assistance fund	專項補助資金	-	1,750,000.00	2,916.67	-	1,747,083.33	Related to assets 與資產相關
National debt special fund	國債專項資金	17,929,825.19	-	1,992,202.80	-	15,937,622.39	Related to assets 與資產相關
Others	其他	2,226,779.90	697,999.98	103,141.09	-	2,821,638.79	Related to assets 與資產相關
		351,960,604.12	326,120,195.50	36,940,104.13	-	641,140,695.49	

As at 31 December 2012, items of liabilities involving government grants are as follows:

於2012年12月31日，涉及政府補助的  
負債項目如下：

		Opening balance	Increase during the year	Credited to non-operating income during the year	Other changes	Closing balance	Related to assets/income
		年初金額	本年新增	本年計入 營業外收入	其他變動	年末餘額	與資產/ 收益相關
Land-related government grant	與土地相關的 政府補助	26,830,163.52	266,866,829.15	978,653.02	-	292,718,339.65	Related to assets 與資產相關
Special funds for industry revitalization and technological renovation	產業振興和 技改專項資金	13,857,746.39	44,366,681.71	19,138,768.72	-	39,085,659.38	Related to assets 與資產相關
National debt special fund	國債專項資金	19,922,027.99	-	1,992,202.80	-	17,929,825.19	Related to assets 與資產相關
Others	其他	1,562,120.94	698,000.07	33,341.11	-	2,226,779.90	Related to assets 與資產相關
		62,172,058.84	311,931,510.93	22,142,965.65	-	351,960,604.12	



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 39. Share capital

2013

## 五、合併財務報表主要項目註釋(續)

## 39. 股本

2013年

		At year-beginning		Increase(decrease) of shares in current year			At year-end		
		年初數		本年增(減)股數			年末數		
		No. of shares	Percentage	Distribution of dividends for			No. of shares	Percentage	
				shares	Others	Sub-total			
		股數	比例	派發股票股利	其他	小計	股數	比例	
		(%)	(%)				(%)	(%)	
i.	Restricted shares	一. 有限售條件股份							
	State-owned legal person shares	國有法人持股	447,869,513.00	22.40	-	(19,993,049.00)	(19,993,049.00)	427,876,464.00	21.40
	Other domestic shares	其他內資持股	142,224,000.00	7.11	-	(27,600,000.00)	(27,600,000.00)	114,624,000.00	5.73
	Incl: Domestic non-state-owned legal person shares	其中：境內非國有法人持股	85,392,000.00	4.27	-	(27,600,000.00)	(27,600,000.00)	57,792,000.00	2.89
	Domestic natural person shares	境內自然人持股	56,832,000.00	2.84	-	-	-	56,832,000.00	2.84
	Overseas shares	境外持股	94,128,000.00	4.71	-	(94,128,000.00)	(94,128,000.00)	-	-
	Incl: Overseas legal person shares	其中：境外法人持股	94,128,000.00	4.71	-	(94,128,000.00)	(94,128,000.00)	-	-
	Overseas natural person shares	境外自然人持股	-	-	-	-	-	-	-
			684,221,513.00	34.22	-	(141,721,049.00)	(141,721,049.00)	542,500,464.00	27.13
ii.	Non-restricted shares	二. 無限售條件股份							
	RMB ordinary Shares	人民幣普通股	829,328,126.00	41.48	-	141,721,049.00	141,721,049.00	971,049,175.00	48.57
	Domestic listed foreign shares	境內上市的外資股	-	-	-	-	-	-	-
	Overseas listed foreign shares	境外上市的外資股	485,760,000.00	24.30	-	-	-	485,760,000.00	24.30
			1,315,088,126.00	65.78	-	141,721,049.00	141,721,049.00	1,456,809,175.00	72.87
iii.	Total no. of shares	三. 股份總數	1,999,309,639.00	100.00	-	-	-	1,999,309,639.00	100.00

On 13 September 2013, 121,728,000 restricted circulating shares became circulating in the market. On 19 November 2013, 19,993,049 restricted circulating shares became circulating in the market. As at 31 December 2013, a total of 141,721,049.00 restricted shares became circulating in the year.

2013年9月13日，本公司121,728,000股限售股上市流通。2013年11月19日，本公司19,993,049股限售股上市流通。截至2013年12月31日，共有141,721,049.00股限售股於當年上市流通。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

39. Share capital (Continued)

2012

五、合併財務報表主要項目註釋(續)

39. 股本(續)

2012年

		At year-beginning 年初數		Increase(decrease) of shares in current year 本年增(減)股數			At year-end 年末數	
		No. of shares	Percentage	Distribution of dividends for shares	Others	Sub-total	No. of shares	Percentage
		股數	比例 (%)	派發股票股利	其他	小計	股數	比例 (%)
i. Restricted shares	一. 有限售條件股份							
State-owned legal person shares	國有法人持股	373,224,594.00	22.40	74,644,919.00	-	74,644,919.00	447,869,513.00	22.40
Other domestic shares	其他內資持股	118,520,000.00	7.11	23,704,000.00	-	23,704,000.00	142,224,000.00	7.11
Incl: Domestic non-state-owned legal person shares	其中：境內非國有法人持股	71,160,000.00	4.27	14,232,000.00	-	14,232,000.00	85,392,000.00	4.27
Domestic natural person shares	境內自然人持股	47,360,000.00	2.84	9,472,000.00	-	9,472,000.00	56,832,000.00	2.84
Overseas shares	境外持股	78,440,000.00	4.71	15,688,000.00	-	15,688,000.00	94,128,000.00	4.71
Incl: Overseas legal person shares	其中：境外法人持股	78,440,000.00	4.71	15,688,000.00	-	15,688,000.00	94,128,000.00	4.71
Overseas natural person shares	境外自然人持股	-	-	-	-	-	-	-
		570,184,594.00	34.22	114,036,919.00	-	114,036,919.00	684,221,513.00	34.22
ii. Non-restricted shares	二. 無限售條件股份							
RMB ordinary Shares	人民幣普通股	691,106,772.00	41.48	138,221,354.00	-	138,221,354.00	829,328,126.00	41.48
Domestic listed foreign shares	境內上市的外資股	-	-	-	-	-	-	-
Overseas listed foreign shares	境外上市的外資股	404,800,000.00	24.30	80,960,000.00	-	80,960,000.00	485,760,000.00	24.30
		1,095,906,772.00	65.78	219,181,354.00	-	219,181,354.00	1,315,088,126.00	65.78
iii. Total no. of shares	三. 股份總數	1,666,091,366.00	100.00	333,218,273.00	-	333,218,273.00	1,999,309,639.00	100.00

In accordance with the resolution of the annual general meeting 2011 and the amended Articles, on 29 June 2012, the Company transferred 333,218,273 shares representing RMB333,218,273 from the retained earnings to registered capital, upon which the total capital of the Company was 1,999,309,639 shares. The transfer has been verified by Shandong Zheng Yuan Hexin Accountants Limited (山東正源和信有限責任會計師事務所) in its verification report Lu Zheng Xin Yan Zi (魯正信驗字) No. (2012) 1013.

2012年6月29日，本公司根據2011年股東周年大會決議和修改後章程的規定，由未分配利潤轉增註冊資本人民幣333,218,273元，增加股本333,218,273股，變更後本公司總股本1,999,309,639股。上述轉增資本經山東正源和信有限責任會計師事務所以魯正信驗字(2012)第1013號驗資報告書予以驗證。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 40. Capital reserve

2013

## 五、合併財務報表主要項目註釋(續)

## 40. 資本公積

2013年

		At year- beginning 年初數	Increase during the year 本年增加	Decrease during the year 本年減少	At year-end 年末數
Share premium	股本溢價	554,512,867.33	7,017,901.66	(20,031,368.28)	541,499,400.71
Change arising from the re-measurement of net liabilities of defined benefit scheme	重新計量設定受益計劃淨負債導致的變動	-	10,627,154.94	-	10,627,154.94
Share of investee's other comprehensive income not to be reclassified into profit or loss in subsequent accounting periods using the equity method	按照權益法核算的在被投資單位以後會計期間不能重分類進損益的其他綜合收益中所享有的份額	-	-	(43,371,856.00)	(43,371,856.00)
Share of investee's other comprehensive income to be reclassified into profit or loss after meeting certain criteria in subsequent accounting periods using the equity method	按照權益法核算的在被投資單位以後會計期間在滿足規定條件時將重分類進損益的其他綜合收益中所享有的份額	6,377,070.55	-	(6,377,070.55)	-
Fair value change of available-for-sale financial assets	可供出售金融資產公允價值變動	75,200,000.00	-	(65,200,000.00)	10,000,000.00
Effect of income tax related to items taken to owners' equity	與計入所有者權益項目相關的所得稅影響	(11,280,000.00)	9,780,000.00	-	(1,500,000.00)
Other capital reserve	其他資本公積	217,566,044.17	-	(30,850,513.90)	186,715,530.27
		842,375,982.05	27,425,056.60	(165,830,808.73)	703,970,229.92

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 40. Capital reserve (Continued)

2012

## 五、合併財務報表主要項目註釋(續)

## 40. 資本公積(續)

2012年

		At year-beginning 年初數	Increase during the year 本年增加	Decrease during the year 本年減少	At year-end 年末數
Share premium	股本溢價	1,222,891,372.68	4,135,210.16	(672,513,715.51)	554,512,867.33
Share of investee's other comprehensive income not to be reclassified into profit or loss in subsequent accounting periods using the equity method	按照權益法核算的在被投資單位以後會計期間不能重分類進損益的其他綜合收益中所享有的份額	-	-	-	-
Share of investee's other comprehensive income to be reclassified into profit or loss after meeting certain criteria in subsequent accounting periods using the equity method	按照權益法核算的在被投資單位以後會計期間在滿足規定條件時將重分類進損益的其他綜合收益中所享有的份額	46,936,660.66	-	(40,559,590.11)	6,377,070.55
Fair value change of available-for-sale financial assets	可供出售金融資產公允價值變動	39,469,769.37	35,730,230.63	-	75,200,000.00
Effect of income tax related to items taken to owners' equity	與計入所有者權益項目相關的所得稅影響	(6,027,442.34)	-	(5,252,557.66)	(11,280,000.00)
Other capital reserve	其他資本公積	217,566,044.17	-	-	217,566,044.17
		1,520,836,404.54	39,865,440.79	(718,325,863.28)	842,375,982.05

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表主要項目註釋(續)

## 41. Special reserve

2013

## 41. 專項儲備

2013年

		Opening balance 年初數	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末數
Safety funds	安全生產費	23,089,542.52	48,038,956.35	(35,522,609.19)	35,605,889.68

2012

2012年

		Opening balance 年初數	Increase during the year 本年增加	Decrease during the year 本年減少	Closing balance 年末數
Safety funds	安全生產費	–	73,824,875.50	(50,735,332.98)	23,089,542.52

## 42. Surplus reserve

2013

## 42. 盈餘公積

2013年

		At year- beginning 年初數	Increase during the year 本年增加	Decrease during the year 本年減少	At year-end 年末數
Statutory surplus reserve	法定盈餘公積	2,300,128,466.82	383,094,867.79	–	2,683,223,334.61

2012

2012年

		At year- beginning 年初數	Increase during the year 本年增加	Decrease during the year 本年減少	At year-end 年末數
Statutory surplus reserve	法定盈餘公積	1,935,774,543.04	364,353,923.78	–	2,300,128,466.82

According to the provisions of Company Law and the articles of association, the Company appropriated statutory surplus reserve at 10% of the net profit. Where the accumulated amount of the statutory surplus reserves reaches 50% or more of the Company's registered capital, additional appropriation is not needed.

根據公司法和本公司章程的規定，本公司按淨利潤的10%提取法定盈餘公積金。法定盈餘公積累計額為本公司註冊資本50%以上的，可不再提取。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 43. Retained earnings

		2013 2013年	2012 2012年
Retained earnings at beginning of current year	本年年初未分配利潤	19,737,619,540.81	17,813,666,654.13
Net profit attributable to shareholders of the parent	歸屬於母公司股東的淨利潤	3,570,791,384.62	2,990,996,934.91
Less: Appropriation of surplus reserves	減：提取盈餘公積		
	Note V.42 附註五、42	383,094,867.79	364,353,923.78
Dividend payable on ordinary shares in cash	應付普通股現金股利	659,772,180.87	366,540,100.50
Dividend payable on ordinary shares in stock	應付普通股股票股利	—	333,218,273.00
Others	其他	1,007,057.85	2,931,750.95
Retained earnings at year end	年末未分配利潤	22,264,536,818.92	19,737,619,540.81

On 24 June 2013, the profit distribution scheme 2012 was reviewed and approved on the 2012 annual general meeting of the Company. Based on the 1,999,309,639 shares, representing the total share capital of the Company, all shareholders were entitled to cash dividend of RMB2.3 (including tax) for every 10 shares held, totaling RMB459,841,216.97 in cash. On 29 August 2013, the interim profit distribution scheme 2012 was reviewed and approved at the 4th meeting of the third session of the Board. Based on the 1,999,309,639 shares, representing the total share capital of the Company, all shareholders were entitled to cash dividend of RMB1 (including tax) for every 10 shares held, totaling RMB199,930,963.90 in cash. As at the date of approval for issuance of these financial statements, distribution of such dividends had been completed.

## 44. Revenue and cost of sales

Revenue includes turnover and other revenue that arise in the course of the Group's ordinary activities. The Group's turnover, which arises from the principal activities of the Group, represents the net invoiced value of goods sold, after allowances for returns, trade discounts and the value of services rendered; and gross rental income received and receivable from investment properties.

## 五、合併財務報表主要項目註釋(續)

## 43. 未分配利潤

於2013年6月24日，本公司2012年股東周年大會審議通過2012年度利潤分配方案，以本公司總股本1,999,309,639股為基數，向全體股東按10股現金紅利人民幣2.3元(含稅)，共派發現金股利人民幣459,841,216.97元。2013年8月29日，本公司三屆四次董事會審議通過了2012年中期分紅派息方案，以本公司總股本1,999,309,639股為基數，向全體股東每10股派發現金股利人民幣1元(含稅)，共派發現金股利人民幣199,930,963.90元。截止本財務報表批准報出日，該等股利已發放完畢。

## 44. 營業收入及成本

收入包括本集團日常業務過程中產生的營業額及其他收入。本集團自主要業務中產生的營業額指年內扣除退貨、商業折扣、所提供服務的價值的已出售貨物的發票淨額以及投資性房地產已收及應收的租金收入總額。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 44. Revenue and cost of sales (Continued)

Cost of sales is listed as follows:

		2013 2013年	2012 2012年
Revenue from principal operations	主營業務收入	55,962,650,513.12	45,884,023,651.55
Other revenue	其他業務收入	2,349,062,917.19	2,281,371,198.08
		58,311,713,430.31	48,165,394,849.63
		2013 2013年	2012 2012年
Cost of sales for principal operations	主營業務成本	44,155,628,672.83	36,665,026,614.31
Other cost of sales	其他業務成本	2,132,148,394.07	2,110,017,507.48
		46,287,777,066.90	38,775,044,121.79

Information related to principal operations is listed by sector as follows:

主營業務的分行業信息如下：

		2013 2013年	Cost 成本	2012 2012年	Cost 成本
Revenue 收入				Revenue 收入	
Manufacturing of transportation equipment	交通運輸設備製造業	55,592,563,250.54	43,796,708,975.55	45,635,494,431.25	36,424,834,215.81
Others	其他	370,087,262.58	358,919,697.28	248,529,220.30	240,192,398.50
		55,962,650,513.12	44,155,628,672.83	45,884,023,651.55	36,665,026,614.31

Information related to principal operations is listed by regions as follows:

主營業務的分地區信息如下：

		2013 2013年	Cost 成本	2012 2012年	Cost 成本
Revenue 收入				Revenue 收入	
Domestic	國內	48,029,486,286.95	36,991,427,584.68	42,642,872,536.00	33,665,813,015.62
Overseas	國外	7,933,164,226.17	7,164,201,088.15	3,241,151,115.55	2,999,213,598.69
		55,962,650,513.12	44,155,628,672.83	45,884,023,651.55	36,665,026,614.31



## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 44. Revenue and cost of sales (Continued)

Information related to principal operations is listed by product type as follows:

		2013 2013年		2012 2012年	
		Revenue 收入	Cost 成本	Revenue 收入	Cost 成本
Complete vehicles and key components	整車及關鍵零部件	35,956,310,848.83	26,823,226,014.77	33,543,662,414.54	26,233,968,319.58
Non-automobile engines	非汽車用發動機	6,872,247,821.59	6,026,747,871.13	4,820,564,159.30	4,138,725,947.23
Other automobile components	其他零部件	12,348,626,495.41	10,588,652,515.58	7,351,457,606.87	6,139,649,285.48
Others	其他	785,465,347.29	717,002,271.35	168,339,470.84	152,683,062.02
		55,962,650,513.12	44,155,628,672.83	45,884,023,651.55	36,665,026,614.31

In 2013, revenue from the top 5 customers generated from principal operations is presented as follows:

2013年主營業務收入前五名的客戶收入如下：

		Amount 金額	Proportion of revenue (%) 佔營業收入 比例(%)	Connection with the Group 與本集團關係
Beijing Foton Daimler Automotive Co., Ltd	北京福田戴姆勒汽車有限公司	6,708,878,491.89	11.51	Unrelated party 非關聯方
Weichai Power Westport New Energy Engine Co., Ltd.	濰柴西港新能源動力有限公司	1,425,883,951.56	2.45	Related party 關聯方
Faw Jiefang Qingdao Auto Factory	一汽解放青島汽車有限公司	1,388,047,045.06	2.38	Unrelated party 非關聯方
Dongfeng Motor Co., Ltd (Commercial Vehicle Company)	東風汽車有限公司 商用車公司	984,230,417.25	1.69	Unrelated party 非關聯方
KION Group AG	KION Group AG	965,424,229.88	1.66	Related party 關聯方
		11,472,464,135.64	19.69	

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 44. Revenue and cost of sales (Continued)

In 2012, revenue from the top 5 customers generated from principal operations is presented as follows:

	Amount	Proportion of revenue(%)	Connection with the Group
	金額	比例(%)	與本集團關係
Beiqi Foton Motor Co., Ltd			Related party
北汽福田汽車股份有限公司	3,436,932,876.61	7.14	關聯方
Faw Jiefang Automotive Co., Ltd			Unrelated party
一汽解放汽車有限公司	1,011,705,835.75	2.10	非關聯方
Zoomlion Heavy Industry Science and Technology Co., Ltd			Unrelated party
中聯重科股份有限公司	1,168,529,282.75	2.43	非關聯方
Pang Da Automobile Trade Co., Ltd			Unrelated party
龐大汽貿集團股份有限公司	920,531,481.27	1.91	非關聯方
Baotou Northern Benz Heavy Truck Company Limited			Unrelated party
包頭北奔重型汽車有限公司	579,908,549.86	1.20	非關聯方
	7,117,608,026.24	14.78	

Revenue is listed as follows:

營業收入列示如下：

		2013	2012
		2013年	2012年
Revenue from principal operations	主營業務收入		
Sales of goods and others	銷售商品及其他	55,962,650,513.12	45,884,023,651.55
Other revenue	其他業務收入		
Sales of materials	銷售材料	1,608,136,260.84	1,478,502,944.71
Sales of power	銷售動力	27,211,986.04	33,569,090.98
Lease income	租賃收入	57,385,395.61	41,213,183.91
Provision of non-industrial labour	提供非工業勞務	39,202,613.63	31,992,391.29
Others	其他	617,126,661.07	696,093,587.19
		2,349,062,917.19	2,281,371,198.08
		58,311,713,430.31	48,165,394,849.63

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 45. Taxes and surcharges

		2013 2013年	2012 2012年
Business tax	營業稅	18,393,851.84	15,322,642.75
City construction tax	城建稅	141,058,959.97	91,678,731.54
Educational surtax	教育費附加	93,523,530.56	69,143,955.63
Others	其他	19,467,681.30	11,083,408.30
		<b>272,444,023.67</b>	187,228,738.22

Please refer to Note III. Taxation for the standard of calculation of taxes.

計繳標準參見附註三、稅項。

## 46. Distribution and selling expenses

		2013 2013年	2012 2012年
After-sales and product return fee	三包及產品返修費用	1,397,323,116.27	1,054,557,011.65
Freight and packaging fee	運費及包裝費	637,144,938.66	624,653,389.50
Marketing fee	市場開拓費用	335,186,274.71	213,557,544.96
Staff costs	員工成本	327,848,802.43	220,784,973.23
Travel fee	差旅費	84,820,309.95	79,871,066.39
Office expenses	辦公費用	27,166,374.53	33,211,491.67
Lease fee	租賃費	28,759,233.85	12,433,957.17
Fixed assets depreciation	固定資產折舊	106,764,673.18	7,204,970.54
Others	其他	207,766,850.67	187,204,115.78
		<b>3,152,780,574.25</b>	2,433,478,520.89

## 46. 銷售費用

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 47. General and administrative expenses

## 五、合併財務報表主要項目註釋(續)

## 47. 管理費用

		2013 2013年	2012 2012年
Staff costs	員工成本	1,619,277,016.63	1,129,836,443.66
Experiment expenses and development expenses	試驗費及開發費用	437,442,521.73	494,547,772.40
Fixed assets depreciation	固定資產折舊	374,257,616.04	274,034,327.67
External support fee	外部支持費	336,215,073.17	458,710,825.35
Office expenses	辦公費	303,021,531.63	289,735,788.48
Taxes	税金	155,103,958.36	129,764,961.41
Travel fee	差旅費	89,511,159.03	79,899,514.46
Lease fee	租賃費	72,404,060.23	38,734,642.63
Fuels and materials expenses	燃料及材料費	56,186,904.19	43,830,138.58
Repair fee	修理費	51,734,877.97	33,081,689.59
Promotion fee	宣傳推廣費	41,481,354.56	41,559,878.39
Transportation fee	運輸費	35,883,873.12	32,203,843.26
Vehicle usage fee	車輛使用費	14,660,214.87	18,820,090.27
Heating expense	採暖費	5,643,479.77	10,164,591.74
Others	其他	263,478,686.93	157,741,859.29
		<b>3,856,302,328.23</b>	<b>3,232,666,367.18</b>

The audit fee in the amount of RMB11,600,000.00 in respect of these financial statements for the year is included in the above general and administrative expenses.

本年度財務報表審計費用人民幣11,600,000.00元已包括在上述管理費用中。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表主要項目註釋(續)

## 48. Finance expenses

## 48. 財務費用

		2013 2013年	2012 2012年
Interest expenses	利息支出	523,723,093.03	335,264,691.93
Less: interest income	減：利息收入	386,862,308.97	340,047,429.55
amount of interests capitalized	利息資本化金額	11,723,298.63	18,311,603.85
Exchange gains or losses	匯兌損益	68,603,215.74	(2,998,888.30)
Handling fees and others	手續費及其他	22,925,402.60	16,248,787.76
		216,666,103.77	(9,844,442.01)

Amount of borrowing costs capitalized has been included in construction in progress.

借款費用資本化金額已計入在建工程。

		2013 2013年	2012 2012年
Interest expenses:	利息支出：	523,723,093.03	335,264,691.93
Interest on bank loans, overdrafts and other borrowings wholly repayable within 5 years	5年內須全部償還銀行貸款、 透支及其他貸款的利息	523,723,093.03	335,264,691.93

## 49. Impairment loss of assets

## 49. 資產減值損失

		2013 2013年	2012 2012年
Loss/(gain) from bad debt	壞賬損失／(收益)	61,540,735.62	(24,162,802.85)
Loss due to decline in value of inventories	存貨跌價損失	139,478,801.13	102,575,927.50
Impairment loss of fixed assets	固定資產減值損失	30,154,357.66	—
Other impairment losses	其他減值損失	—	(357,357.01)
Impairment loss of long-term equity investments	長期股權投資 減值損失	—	1,408,500.00
		231,173,894.41	79,464,267.64

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 50. Gain on change of fair value

## 五、合併財務報表主要項目註釋(續)

## 50. 公允價值變動收益

			2013 2013年	2012 2012年
Financial assets at fair value through profit or loss for the current period	以公允價值計量且其變動計入當期損益的金融資產		<b>157,934,637.93</b>	—
Incl: derivative financial instruments	其中：衍生金融工具	(1)	<b>157,934,637.93</b>	—
Other non-current liabilities	其他非流動負債		<b>(7,796,769.15)</b>	—
Incl: Put options in relation to minority interests	其中：與少數股東權益相關的出售期權	(2)	<b>(7,796,769.15)</b>	—
			<b>150,137,868.78</b>	—

(1) The forward contracts in respect of the Company's purchase from Superlift, an existing shareholder of KION Group AG ("KION Group") of Superlift's 3.3% interests in KION Group was measured at fair value; and was not recognized as at 31 December 2012 because it could not be reliably measured. As KION became listed in 2013, it was recognized as an asset at fair value, and the fair value change was included in profit or loss on change of fair value. The two call options with respect to minority interests obtained in the course of the Company's acquisition of interests in Linde Hydraulics GmbH & Co. KG in 2012 were measured at fair value and the fair value change was included in profit or loss on change of fair value.

(2) The put options in relation to minority interests were acquired in late 2012. The fair value is determined based on the present value of the amount to be paid in future exercise of the options. The change in fair value from 31 December 2012 to 31 December 2013 was included in profit or loss on change of fair value.

(1) 本公司向KION Group AG(「凱傲集團」)現有股東Superlift購買其持有的凱傲集團3.3%股權的遠期合同，以公允價值計量，於2012年12月31日該期權無法可靠計量未予以確認，因凱傲集團已於2013年上市，確認為一項以公允價值計量的資產，公允價值變動計入公允價值變動損益。本公司於2012年末獲得林德液壓合夥企業(KG)權益過程中同時獲得的兩個對少數股東權益的買入期權，以公允價值計量，公允價值變動計入公允價值變動損益。

(2) 與少數股東權益相關的出售期權系2012年末取得，以未來行權時所需支付的金額的現值計量其公允價值，2012年12月31日至2013年12月31日的公允價值變動計入公允價值變動損益。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表主要項目註釋(續)

## 51. Investment gain

## 51. 投資收益

		2013 2013年	2012 2012年
Gain on long-term equity investments under the equity method	權益法核算的長期股權投資收益	5,177,273.16	29,987,138.09
Investment gain from disposal of long-term equity investments	處置長期股權投資產生的投資收益	1,010,476.88	208,778,301.84
Investment gain from disposal of available-for-sale financial assets	處置持有可供出售金融資產取得的投資收益	—	1,900,045.80
Investment gain during the period in which the available-for-sale financial assets were held	持有可供出售金融資產期間取得的投資收益	7,600,000.00	5,880,000.00
Others	其他	(2,244,900.00)	4,962,820.30
		11,542,850.04	251,508,306.03

The top 5 investees with highest aggregate profit in long-term equity investment income under the equity method are presented as follows:

權益法核算的長期股權投資收益中，佔利潤總額最高的前五家投資單位如下：

		2013 2013年	2012 2012年
Shanzhong Finance Leasing Co., Ltd.	山重融資租賃有限公司	24,122,418.88	
Shandong Heavy Industry Group Finance Co., Ltd.	山東重工集團財務有限公司	11,307,739.23	
KION Group	凱傲集團	10,750,201.00	
Xi'an Cummins Engine Co., Ltd.	西安康明斯發動機有限公司	5,483,708.94	
Shaanxi Tonghui Automotive Transportation Co., Ltd.	陝西通匯汽車物流有限公司	3,223,235.39	
		54,887,303.44	
			2012 2012年
Shanghai Xinlian Chuangye Investment Co., Ltd.	上海鑫聯創業投資有限公司		24,047,635.51
Shanzhong Finance Leasing Co., Ltd.	山重融資租賃有限公司		19,229,850.67
Weichai Power Westport New Energy Engine Co., Ltd.	濰柴動力西港新能源發動機有限公司		17,520,755.56
Shandong Heavy Industry Group Finance Co., Ltd.	山東重工集團財務有限公司		2,424,654.78
CIMC-SHAC (Xi'an) Special Vehicles Co., Ltd.	中集陝汽重卡(西安)專用車有限公司		1,085,587.99
			64,308,484.51

As at 31 December 2013, the Group was not subject to significant restrictions in remitting investment income.

於2013年12月31日，本集團的投資收益匯回均無重大限制。



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 52. Non-operating income

## 五、合併財務報表主要項目註釋(續)

## 52. 營業外收入

		2013 2013年	2012 2012年
Government grants	政府補助	124,493,348.64	153,411,273.64
Gain on disposal of non-current assets	非流動資產處置利得	8,267,204.34	17,829,894.56
Incl: Gain on disposal of fixed assets	其中：固定資產處置利得	6,495,293.88	15,917,375.10
Gain on disposal of intangible assets	無形資產處置利得	—	1,912,519.46
Profit from debt restructuring	債務重組利得	7,287,717.05	36,889,291.88
Others	其他	54,686,139.79	70,424,402.24
		194,734,409.82	278,554,862.32

Government grants charged to profit or loss for the current period are presented as follows:

計入當期損益的政府補助如下：

		2013 2013年	2012 2012年	Related to assets/income 與資產／收益相關
Income of financial subsidies	財政補貼收入	44,844,844.62	57,747,055.03	related to income 與收益相關
Government support fund	政府扶持金	28,270,981.00	27,551,628.34	related to income 與收益相關
Value added tax subject to rebate	先徵後返增值稅	13,577,418.89	32,125,745.14	related to income 與收益相關
Amortization of deferred income	遞延收益攤銷	36,940,104.13	22,142,965.65	related to income 與收益相關
Others	其他	860,000.00	13,843,879.48	related to income 與收益相關
		124,493,348.64	153,411,273.64	

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

### 52. Non-operating income (Continued)

During the year, the Company received government subsidy in total of RMB124,493,348.64, including the following:

- (1) During the year, the Company received interest-subsidy funding in respect of imported products in 2013 from the Finance Bureau of High Technology Industrial Development Zone, Weifang under Wei Gao Cai Zhi (2013) No. 334, and received funding in respect of corporate innovation and development in 2013 from Finance Bureau of High Technology Industrial Development Zone, Weifang under Wei Gao Cai Zhi (2013) No. 447, and recognized the amortization of project funding from the government in respect of high-pressure common-rail projects and new-energy construction machinery projects, with a total amount of RMB54,248,253.84;
- (2) During the year, pursuant to Qi Shan Guo Shui Han (2012) No. 9, Qi Shan Guo Shui Han (2012) No. 10 and Qi Shan National Tax Bureau Qi Guo Shui Tong (2013) No. 10 Tax Notification, Shaanxi Heavy-duty Motor Company Limited, a subsidiary of the Company, obtained the exemption from value-added tax applicable to special-purpose military vehicles from State Administration of Taxation of Qishan; obtained incentive subsidy from the management committee of Xi'an Economic and Technology Development Zone; obtained incentives for industrial products 2013 from the Finance Bureau of Xi'an; obtained government subsidy from the management committee of Xi'an Economic and Technology Development Zone in support of industrial development in the Zone in 2013; obtained incentives in recognition of outstanding export performance of enterprises (which in turn secured industrial growth in the zone) in the second half of 2012 under the document Xi Jing Kai Fa (2013) No. 155 issued by Xi'an Economic and Technology Development Zone, and obtained government subsidy under the document Shaanxi Cai Bang Qi (2013) No. 66 issued by Xi'an Finance Bureau, which subsidy was granted by Xi'an Finance Bureau to subsidize inland transportation fee and overseas underwritten purchase of products in respect of the export of goods. These amounted in aggregate to RMB40,731,829.47;
- (3) During the year, subsidiaries of the Company obtained financial grants including funding for their various special projects or other government grants totaling RMB29,513,265.33.

## 五、合併財務報表主要項目註釋(續)

### 52. 營業外收入(續)

本年本公司收到政府補助共計人民幣124,493,348.64元，其中：

- (1) 本年本公司根據濰高財指[2013]334號取得濰坊高新技術產業開發區財政局撥付2013年度進口產品貼息資金，根據濰高財指[2013]447號取得濰坊高新技術產業開發區財政局撥付2013年企業創新發展資金，以及攤銷確認國家科技關於高壓共軌項目以及新能源工程機械項目等項目撥款收入共計人民幣54,248,253.84元；
- (2) 本年本公司之子公司陝西重型汽車有限公司根據岐山國稅函(2012)9號、岐山國稅函(2012)10號以及岐山縣國家稅務局岐國稅通(2013)10號稅務事項通知書取得岐山國稅局軍用特種車輛免征增值稅，取得西安市經濟技術開發區管委會獎勵款，西安市財政局2013年工業產品獎勵款，西安經濟開發區管委會2013年經開區支持產業發展政府補助資金，根據西安市經濟技術開發區西經開發(2013)155號文件取得表彰2012年度下半年工業保增長優秀企業出口獎勵款，根據西安市財政廳陝財辦企(2013)66號文件取得西安市財政廳撥付地產品貨物出口內陸運輸費和境外承包優先採購地產品補助資金等其他各項政府補助共計40,731,829.47元；
- (3) 本年本公司之各子公司收到各項專項資金等財政補貼或其他各種政府補貼收入計人民幣29,513,265.33元。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 53. Non-operating expenses

		2013 2013年	2012 2012年
Loss on disposal of non-current assets	非流動資產處置損失	16,554,944.38	18,350,863.77
Incl: Loss on disposal of fixed assets	其中：固定資產處置損失	16,480,457.33	13,206,862.19
Loss on disposal of intangible assets	無形資產處置損失	—	—
Loss on disposal of construction in progress	在建工程處置損失	—	2,298,000.00
Loss on disposal of other non-current assets	其他非流動資產處置損失	74,487.05	2,846,001.58
Loss from debt restructuring	債務重組損失	2,900,046.23	1,908,357.58
Donation expenditure	對外捐贈	14,496,539.43	12,336,302.20
Others	其他	8,287,277.09	5,011,131.99
		42,238,807.13	37,606,655.54

## 54. Total profit

The Group's total profit is calculated based on revenue minus the following major items. For materials used, staff remuneration, depreciation, amortization, the effect of movement of inventories from beginning of year to end of year had been taken into account:

## 54. 利潤總額

本集團之利潤總額為營業收入抵減如下主要項目後得出，其中耗用的材料、職工薪酬、折舊和攤銷考慮了年初年末存貨變動影響：

		2013 2013年	2012 2012年
Materials used	耗用的材料	39,290,820,127.66	31,624,915,584.33
Staff remuneration	職工薪酬	4,249,653,602.32	3,495,466,036.42
Depreciation	折舊	1,585,734,877.20	1,486,267,815.56
Amortization	攤銷	147,685,462.01	43,388,253.61
Impairment loss	減值損失	231,173,894.41	79,464,267.64

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 55. Income tax expenses

## 五、合併財務報表主要項目註釋(續)

## 55. 所得稅費用

		2013 2013年	2012 2012年
Current tax expenses	當期所得稅費用	888,779,649.39	586,987,990.84
Deferred tax expenses	遞延所得稅費用	(97,669,964.30)	138,559,249.21
		<b>791,109,685.09</b>	725,547,240.05

The relationship between income tax expenses and the total profit is listed as follows:

所得稅費用與利潤總額的關係列示如下：

			2013 2013年	2012 2012年
Total profit	利潤總額		<b>4,608,745,760.59</b>	3,959,813,788.73
Tax at statutory tax rate	按法定稅率計算的稅項	Note 註	<b>1,152,247,888.28</b>	986,842,933.36
Effect of different tax rates applicable to parent and some subsidiaries	母公司及某些子公司適用不同稅率的影響		<b>(486,222,467.49)</b>	(406,073,323.83)
Adjustments to current tax of previous periods	對以前期間當期所得稅的調整		<b>(2,814,337.95)</b>	4,060,119.13
Profits and losses attributable to associates	歸屬於聯營企業的損益		<b>(1,437,004.33)</b>	(4,498,070.71)
Income not subject to tax	無須納稅的收入		<b>(5,048,739.42)</b>	(1,152,641.24)
Expenses not deductible for tax	不可抵扣的費用		<b>39,043,908.61</b>	61,378,633.25
Tax incentives on eligible expenditures	由符合條件的支出而產生的稅收優惠		<b>(69,703,042.50)</b>	(67,393,995.49)
Utilization of prior year deductible losses	利用以前年度的可抵扣虧損		<b>(7,534,254.12)</b>	(5,546,072.65)
Unrecognized deductible losses	未確認的可抵扣虧損		<b>154,301,921.06</b>	140,513,086.71
Effect of unrecognized deductible temporary difference	未確認的可抵扣暫時性差異的影響		<b>18,275,812.95</b>	17,416,571.52
Tax expense at the Group's effective tax rate	按本集團實際稅率計算的所得稅費用		<b>791,109,685.09</b>	725,547,240.05

Note: The income tax of the Group is calculated based on the estimated taxable income gained in the PRC and applicable tax rate. Tax arising from the taxable income in other regions is calculated at applicable tax rate according to existing laws, interpretations and practices of the country in which the Group operates.

註：本集團所得稅按在中國境內取得的估計應納稅所得額及適用稅率計提。源於其他地區應納稅所得的稅項根據本集團經營所在國家的現行法律、解釋公告和慣例，按照適用稅率計算。

No provision for Hong Kong profit tax has been made as the Group had no assessable profits arising in Hong Kong for the year.

由於本集團於年內在香港並無應稅利潤，故未作出香港利得稅的撥備。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 56. Earnings per share (EPS)

The basic EPS is calculated by dividing the net profit of the current period attributable to the ordinary shareholders of the Company by the weighted average number of outstanding ordinary shares.

The calculation of basic EPS is detailed as follows:

		2013 2013年	2012 2012年
Earnings	收益		
Net profit of the current year attributable to ordinary shareholders of the Company	歸屬於本公司普通股股東的當年淨利潤	3,570,791,384.62	2,990,996,934.91
Shares	股份		
Weighted average number of the ordinary shares outstanding of the Company	本公司發行在外普通股的加權平均數	1,999,309,639.00	1,999,309,639.00
EPS (RMB/share)	每股收益(元/股)	1.79	1.50

The Company holds no potential shares that are dilutive.

## 五、合併財務報表主要項目註釋(續)

## 56. 每股收益

基本每股收益按照歸屬於本公司普通股股東的當期淨利潤，除以發行在外普通股的加權平均數計算。

基本每股收益的具體計算如下：

	2013 2013年	2012 2012年
收益		
歸屬於本公司普通股股東的當年淨利潤	3,570,791,384.62	2,990,996,934.91
股份		
本公司發行在外普通股的加權平均數	1,999,309,639.00	1,999,309,639.00
每股收益(元/股)	1.79	1.50

本公司無稀釋性潛在股。

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 五、合併財務報表主要項目註釋(續)

## 57. Other comprehensive income

## 57. 其他綜合收益

		2013 2013年	2012 2012年
Changes arising from re-measuring net assets or net liabilities of defined benefit plan taken to other comprehensive income	重新計量設定受益計劃淨負債或淨資產導致的變動計入其他綜合收益	15,181,649.92	—
Less: Income tax effect	減：所得稅影響	—	—
		15,181,649.92	—
Share of investee's comprehensive income not to be reclassified into profit or loss in subsequent periods using the equity method taken to other comprehensive income	按照權益法核算的在被投資單位以後會計期間不能重分類進損益的綜合收益中所享有的份額計入其他綜合收益	(43,371,856.00)	—
Less: Tax effect arising from the current profit/loss transferred out for those originally taken to other comprehensive income	減：原計入其他綜合收益、當期轉出計入當期損益所得稅影響	—	—
		(43,371,856.00)	—
Share of investee's comprehensive income to be reclassified into profit or loss in subsequent periods using the equity method taken to other comprehensive income	按照權益法核算的在被投資單位以後會計期間重分類進損益的綜合收益中所享有的份額計入其他綜合收益	6,377,070.55	40,559,590.11
Less: Tax effect arising from the current profit/loss transferred out for those originally taken to other comprehensive income	減：原計入其他綜合收益、當期轉出計入當期損益所得稅影響	—	—
		(6,377,070.55)	(40,559,590.11)
Gain or loss arising from change of fair value of available-for-sale financial assets taken to other comprehensive income	可供出售金融資產公允價值變動形成的利得或損失計入其他綜合收益	(65,200,000.00)	35,730,230.63
Less: Tax effect arising from the current profit/loss transferred out for those originally taken to other comprehensive income	減：原計入其他綜合收益、當期轉出計入當期損益所得稅影響	(9,780,000.00)	5,252,557.66
		(55,420,000.00)	30,477,672.97
Exchange differences on foreign currency translation taken to other comprehensive income	外幣報表折算差額計入其他綜合收益	68,726,300.23	(247,448.64)
Less: current profit/loss transferred out for those originally taken to other comprehensive income	減：原計入其他綜合收益當期轉出計入當期損益	—	—
		68,726,300.23	(247,448.64)
Others	其他	—	—
		(21,260,976.40)	(10,329,365.78)

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 58. Notes to items in cash flow statement

Other cash received relating to operating activities

		2013 2013年	2012 2012年
Government grants	政府補助	87,562,244.50	212,737,166.18
After-sales compensation claim	三包索賠款	29,097,387.92	69,504,136.09
Interest income	利息收入	378,842,139.33	332,929,093.37
Others	其他	520,472,225.64	218,635,174.34
		<b>1,015,973,997.39</b>	833,805,569.98

Other cash paid relating to operating activities

		2013 2013年	2012 2012年
After-sales and product return fee	三包及產品返修	1,175,773,558.88	1,256,203,990.14
Freight and packaging fee	運費及包裝	673,028,811.78	654,396,089.40
Marketing fee	市場開拓費	651,906,367.05	698,180,270.52
Office expenses	辦公費	330,187,906.17	322,947,280.15
Travel fee	差旅費	174,331,468.98	159,770,580.86
Others	其他	1,219,709,592.09	1,187,931,782.14
		<b>4,224,937,704.95</b>	4,279,429,993.21

Other cash received relating to investing activities

		2013 2013年	2012 2012年
Capital compensation for minority shareholders of subsidiaries	子公司少數股東資本補償	32,585,786.64	—
Land-related and asset-related government grants	與土地和資產相關的政府補助	258,746,848.01	176,385,100.00
		<b>291,332,634.65</b>	176,385,100.00

## 五、合併財務報表主要項目註釋(續)

## 58. 現金流量表項目註釋

收到的其他與經營活動有關的現金

支付的其他與經營活動有關的現金

收到其他與投資活動有關的現金



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 58. Notes to items in cash flow statement (Continued)

Other cash paid relating to investing activities

		2013 2013年	2012 2012年
Others (Note)	其他(註)	–	137,050,693.51
		–	137,050,693.51

Note: In 2012, the cash paid by the Group for the call options with a fair value of RMB137,050,693.51 upon its acquisition of 70% interests in Linde Hydraulics GmbH & Co. KG were other cash flow paid relating to investment.

## 58. 現金流量表項目註釋(續)

支付其他與投資活動有關的現金

註：2012年度，本集團投資獲得林德液壓合夥企業70%的權益時同時獲得公允價值為人民幣137,050,693.51元的買入期權而支付的現金為投資支付的其他現金流量。

Other cash received relating to financing activities

		2013 2013年	2012 2012年
Interest penalty on delayed contribution of capital from shareholders	股東延遲出資利息罰金	459,500.00	–
Borrowings from third parties	收到第三方借款	–	20,317,377.78
		459,500.00	20,317,377.78

收到其他與籌資活動有關的現金

Other cash paid relating to financing activities

		2013 2013年	2012 2012年
Handling fee for guarantee for borrowings	借款擔保的手續費	8,713,846.03	–
Repayment of interests and borrowings from third parties	償還第三方借款和利息	3,200,000.00	3,635,746.36
		11,913,846.03	3,635,746.36

支付其他與籌資活動有關的現金

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 59. Supplement to cash flow statement

## (1) Supplement to cash flow statement

## 五、合併財務報表主要項目註釋(續)

## 59. 現金流量表補充資料

## (1) 現金流量表補充資料

		2013 2013年	2012 2012年
Net profit	淨利潤	3,817,636,075.50	3,234,266,548.68
Add: Provision for impairment of assets	加：資產減值準備	231,173,894.41	79,464,267.64
Depreciation of fixed assets and investment properties	固定資產及投資性房地產折舊	1,814,365,762.76	1,435,905,068.73
Amortization of intangible assets	無形資產攤銷	145,809,899.88	43,231,967.48
Amortization of long-term prepaid expenses	長期待攤費用攤銷	71,318,337.33	73,133,144.65
Gain from disposal and retirement of fixed assets, intangible assets and other long-term assets	處置和報廢固定資產、無形資產和其他長期資產的收益	8,287,740.04	520,969.21
Finance expenses	財務費用	551,869,760.47	344,967,767.18
Investment income	投資收益	(11,542,850.04)	(251,508,306.03)
Income from change of fair value	公允價值變動收益	(150,137,868.78)	—
Decrease/(increase) in deferred tax assets	遞延所得稅資產的減少／(增加)	(85,415,543.94)	141,014,912.72
Increase/(decrease) in deferred tax liabilities	遞延所得稅負債的增加／(減少)	(12,254,420.51)	(2,455,663.51)
Decrease/(increase) in inventories	存貨的減少／(增加)	(1,204,037,748.13)	2,691,794,937.53
(Decrease)/Increase in operating receivables	經營性應收項目的(減少)／增加	(5,181,246,820.92)	648,634,862.77
Increase/(decrease) in operating payables	經營性應付項目的增加／(減少)	5,407,771,984.98	(6,396,103,127.31)
Increase/(decrease) in special reserve	專項儲備的增加／(減少)	16,932,842.49	23,089,542.52
Others	其他	347,879,716.39	690,211,697.82
Net cash flow from operating activities	經營活動產生的現金流量淨額	5,768,410,761.93	2,756,168,590.08

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 59. Supplement to cash flow statement (Continued)

- (2) Information related to acquisition or disposal of subsidiaries and other business units  
Information relating to acquisition of subsidiaries and other business units

## 五、合併財務報表主要項目註釋(續)

## 59. 現金流量表補充資料(續)

- (2) 取得或處置子公司及其他營業單位信息  
取得子公司及其他營業單位信息

		2013	2012
		2013年	2012年
Consideration for acquisition of subsidiaries and other business units	取得子公司及其他營業單位的價格	-	2,116,665,408.49
Cash and cash equivalents paid for acquisition of subsidiaries and other business units	取得子公司及其他營業單位支付的現金和現金等價物	-	2,116,665,408.49
Less: Amount of cash and cash equivalents in subsidiaries and other business units acquired	減：取得子公司及其他營業單位持有的現金和現金等價物	-	46,571,848.76
Net cash paid for acquisition of subsidiaries and other business units	取得子公司及其他營業單位支付的現金淨額	-	2,070,093,559.73
Net assets in subsidiaries and other business units acquired	取得子公司及其他營業單位的淨資產	-	1,786,274,617.35
Current assets	流動資產	-	723,936,556.69
Non-current assets	非流動資產	-	2,188,876,526.00
Current liabilities	流動負債	-	(251,023,229.52)
Non-current liabilities	非流動負債	-	(875,515,235.82)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 59. Supplement to cash flow statement (Continued)

(2) Information related to acquisition or disposal of subsidiaries and other business units (Continued)  
Information relating to disposal of subsidiaries and other business units

## 五、合併財務報表主要項目註釋(續)

## 59. 現金流量表補充資料(續)

(2) 取得或處置子公司及其他營業單位信息(續)  
處置子公司及其他營業單位信息

		2013 2013年	2012 2012年
Consideration of disposal of subsidiaries and other business units	處置子公司及其他營業單位的價格	—	509,032,200.00
Cash and cash equivalent 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和現金等價物	—	507,120,500.00
Less: Cash and cash equivalent held by subsidiaries and other business units on disposal	減：處置子公司及其他營業單位持有的現金和現金等價物	—	147,893,549.35
Net cash received on 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	—	359,226,950.65
Net assets of subsidiaries and other business units on disposal	處置子公司及其他營業單位的淨資產	—	543,313,177.97
Current assets	流動資產	—	944,645,136.76
Non-current assets	非流動資產	—	151,084,617.42
Current liabilities	流動負債	—	(517,284,330.21)
Non-current liabilities	非流動負債	—	(35,132,246.00)

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## V. NOTES TO KEY ITEMS OF CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 59. Supplement to cash flow statement (Continued)

(3) Cash and cash equivalents

## 五、合併財務報表主要項目註釋(續)

## 59. 現金流量表補充資料(續)

(3) 現金及現金等價物

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Cash	現金		
Incl: Cash at bank	其中：庫存現金	2,714,260.40	2,355,867.72
Bank deposits on demand	可隨時用於支付的 銀行存款	16,562,752,445.78	14,092,459,304.61
Other cash equivalents on demand	可隨時用於支付的 其他貨幣資金	31,474,590.02	4,336,180.89
Cash and cash equivalents at end of year	年末現金及現金等價物餘額	16,596,941,296.20	14,099,151,353.22
		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Cash and cash equivalents at end of year	年末貨幣資金餘額	19,580,127,632.91	16,726,970,096.00
Less: Balance of restricted cash and cash equivalents	減：使用受到限制的貨幣 資金餘額	2,983,186,336.71	2,627,818,742.78
Closing balance of cash and cash equivalents at end of year	年末現金及現金等價物餘額	16,596,941,296.20	14,099,151,353.22

## VI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS

The related parties defined in these financial statements included the related parties under accounting standards and related parties under the information disclosure requirements of SFC.

## 1. Parent

	Type of enterprise	Registered address	Legal representative	Nature of business	Registered capital	Proportion of ownership interest in the Company	Proportion of voting power in the Company
	企業註冊	註冊地	法人代表	業務性質	註冊資本	對本公司 持股比例 (%)	對本公司 表決權比例 (%)
Weichai Group Holdings Limited 濰柴控股集團	Wholly state-owned 國有獨資	Weifang City, Shandong Province 山東省 濰坊市	Tan Xuguang 譚旭光	External investment financial guarantee investment advisory planning and organization/ coordination and management of production operating activities of corporates under the Group 對外投資經濟擔保投資諮詢規 劃組織/協調管理集團 所屬企業生產經營活動	1,200,000,000.00	16.83	16.83

Shandong Heavy Industry Group Co., Ltd. is the ultimate controller of the Company.

本公司的最終控制人為山東重工集團有限公司。

## 2. Subsidiaries

Details of subsidiaries are set out in Note IV.

## 2. 子公司

子公司信息詳見附註四。

## 3. Associates

Details of associates are set out in Note V.11.

## 3. 聯營企業

聯營企業詳見附註五、11。

## VI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 4. Particulars of other related parties which entered into material transactions with the Group

## 六、關聯方關係及其交易(續)

## 4. 與本集團發生重大交易的其他關聯方情況

	Related party relationships 關聯方關係	Referred to as 簡稱
Shandong Heavy industry Group Co., Ltd 山東重工集團有限公司	Ultimate controller 最終控制人	Shandong Heavy Industry 山東重工
Weichai Group Holdings Limited 濰柴控股集團有限公司	Parent 母公司	Weichai Group Holdings 濰柴控股
Weichai Deutz Diesel Engine Co., Ltd. 濰坊濰柴道依茨柴油機有限公司	Common control by parent 同一母公司控制	Weichai Deutz 濰柴道依茨
Shandong Weichai Import and Export Co., Ltd. 山東濰柴進出口有限公司	Common control by parent 同一母公司控制	Weichai Import and Export 濰柴進出口
Weichai Heavy-duty Machinery Co., Ltd. 濰柴重機股份有限公司	Common control by parent 同一母公司控制	Weichai Heavy-duty Machinery 濰柴重機
Yangzhou Yaxing Coach Co., Ltd. 揚州亞星客車股份有限公司	Common control by parent 同一母公司控制	Yangzhou Yaxing 揚州亞星
Yangzhou Shengda Special Vehicles Co., Ltd. 揚州盛達特種車有限公司	Common control by parent 同一母公司控制	Shengda Special Vehicles 盛達特種車
Weichai Heavy-duty Machinery (Weifang) Generator Equipment Co., Ltd 濰柴重機(濰坊)發電設備有限公司	Common control by parent 同一母公司控制	Heavy-duty Generator 重機發電
Chongqing Weichai Diesel Engine Works 重慶濰柴發動機廠	Common control by parent 同一母公司控制	Chongqing Weichai 重慶濰柴
Chongqing Jiangjin Region Chongwei Casting Co., Ltd 重慶市江津區重濰鑄造有限公司	Common control by parent 同一母公司控制	Chongwei Casting 重濰鑄造
Chutian Engineering Machinery Company Limited 山推楚天工程機械有限公司	Same ultimate parent 同一最終控制人	Chutian Engineering 山推楚天
Shantui Engineering Machinery Co., Ltd. 山推工程機械股份有限公司	Same ultimate parent 同一最終控制人	Shantui Engineering 山推工程
Shantui Heavy Industry Machinery Co., Ltd. 山推重工機械有限公司	Same ultimate parent 同一最終控制人	Shantui Heavy Industry 山推重工
Shandong Shantui Machinery Co., Ltd. 山東山推機械有限公司	Same ultimate parent 同一最終控制人	Shandong Shantui 山東山推
Shandong Heavy Industry Group Finance Co., Ltd. 山東重工集團財務有限公司	Same ultimate parent 同一最終控制人	Heavy Industry Finance Company 山東重工財務公司
Shanzhong Finance Leasing Co., Ltd. 山重融資租賃有限公司	Same ultimate parent 同一最終控制人	Shanzhong Finance Leasing 山重融資租賃
Shanzhong Jianji Co., Ltd. 山重建機有限公司	Same ultimate parent 同一最終控制人	Shanzhong Jianji 山重建機



## VI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 4. Particulars of other related parties which entered into material transactions with the Group (Continued)

## 六、關聯方關係及其交易(續)

## 4. 與本集團發生重大交易的其他關聯方情況(續)

	Related party relationships 關聯方關係	Referred to as 簡稱
Beiqi Foton Motor Co., Ltd. 北汽福田汽車股份有限公司	Same key management personnel 同一關鍵管理人員	Beiqi Foton 北汽福田
FOTON Lovol Heavy Industries Co., Ltd. 福田雷沃國際重工股份有限公司	Same key management personnel 同一關鍵管理人員	FOTON Lovol 福田雷沃
Shaanxi Automotive Holdings Group Co., Ltd. 陝西汽車控股集團有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Shaanxi Automotive Holdings 陝汽控股
Shaanxi Automobile Industry Co., Ltd. 陝汽實業有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Shaanxi Industry 陝汽實業
Shaanxi Automotive Group Co., Ltd. 陝西汽車集團有限責任公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Shaanxi Automotive 陝汽集團
Shaanxi Fast Gear Automotive Transmission Co., Ltd. 陝西法士特汽車傳動集團有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Shaanxi Fast Gear Automotive 陝法傳動
Shaanxi Huazhen Sancang Industry and Trading Co., Ltd. 陝西華臻三產工貿有限責任公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Huazhen Sancang 華臻三產
Shaanxi Huazhen Sancang Industry and Trading Services Co., Ltd. 陝西華臻三產工貿服務有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Huazhen Services 華臻服務
Shaanxi Tongli Special Purpose Vehicle Co., Ltd. 陝西通力專用汽車有限責任公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Tongli Special Purpose 通力專用
Shaanxi Lantong Transmission Axle Co., Ltd. 陝西藍通傳動軸有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Lantong Transmission 藍通傳動軸
Baoji Huashan Engineering Vehicles Co., Ltd. 寶雞華山工程車輛有限責任公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Baoji Vehicle 寶雞車輛

## VI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 4. Particulars of other related parties which entered into material transactions with the Group (Continued)

## 六、關聯方關係及其交易(續)

## 4. 與本集團發生重大交易的其他關聯方情況(續)

	Related party relationships 關聯方關係	Referred to as 簡稱
Xi'an Lande New Energy Automotive Technology Development Co., Ltd. 西安蘭德新能源汽車技術開發有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Lande New Energy 蘭德新能源
Shaanxi Wanfang Vehicle Parts and Components Co. Ltd. 陝西萬方汽車零部件有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Shaanxi Wanfang 陝西萬方
Shaanxi Fangyuan Automobile Standard Components Co. Ltd. 陝西方圓汽車標準件有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Fangyuan Automobile 方圓汽車
Shaanxi Tongchuang Huaheng Vehicle Radiator Co. Ltd. 陝西同創華亨汽車散熱有限責任公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Tongchuang Huaheng 同創華亨
Shaanxi Automobile Group Xunyang Baotong Special Purpose Vehicles Co., Ltd. 陝西汽車集團旬陽寶通專用車有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Xunyang Baotong 旬陽寶通
Shaanxi Automobile Group Changsha Huantong Automobile Manufacturing Co., Ltd. 陝西汽車集團長沙環通汽車製造有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Changsha Huantong 長沙環通
Shaanxi Automobile Group Yan'an Special Purpose Vehicles Co., Ltd. 陝西汽車集團延安專用車有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Yan'an Special Purpose Vehicles 延安專用車
Shaanxi Dongming Automobile System Co., Ltd. 陝西東銘車輛系統股份有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Dongming Automobile 東銘車輛
Shaanxi Deyin Leasing Co., Ltd. 德銀融資租賃有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Deyin Leasing 德銀租賃
Shaanxi Dongfeng Axle And Transmission System Co., Ltd. 陝西東風車橋傳動系統股份有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Dongfeng Axle 東風車橋

## VI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 4. Particulars of other related parties which entered into material transactions with the Group (Continued)

## 六、關聯方關係及其交易(續)

## 4. 與本集團發生重大交易的其他關聯方情況(續)

	Related party relationships 關聯方關係	Referred to as 簡稱
Shaanxi Automobile Group Wenzhou Yunding Automobile Co., Ltd. 陝西汽車集團溫州雲頂汽車有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Wenzhou Yunding 溫州雲頂
Shaanxi Tongjia Automobile Co., Ltd. 陝西通家汽車有限責任公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Tongjia Automobile 通家汽車
Zhuzhou Gear Company Limited 株齒輪股份有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Zhuzhou Company 株齒股份
Zhuzhou Automobile Gear Factory 株洲汽車齒輪廠	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Zhuzhou Gear Factory 株齒廠
Shaanxi Tonghui Automotive Transportation Co., Ltd. 陝西通匯汽車物流有限公司	Same key management personnel as subsidiaries 與子公司為同一關鍵管理人員	Tonghui Automotive 通匯汽車
Xi'an FC Intelligence Transmission Co., Ltd. 西安雙特智能傳動有限公司	Associate of subsidiaries 子公司之聯營企業	FC Intelligence Transmission 雙特傳動
CIMC-SHAC (Xi'an) Special Vehicles Co., Ltd. 中集陝汽重卡(西安)專用車有限公司	Associate of subsidiaries 子公司之聯營企業	CIMC-SHAC 中集重卡
Xi'an Cummins Engine Co., Ltd. 西安康明斯發動機有限公司	Associate of subsidiaries 子公司之聯營企業	Xi'an Cummins 西安康明斯
Baoding Shanqi Tianma Automobile Co., Ltd. 保定陝汽天馬汽車有限公司	Associate of subsidiaries 子公司之聯營企業	Shanqi Tianma 陝汽天馬
Shaanxi Eurostar Auto Co., Ltd. 陝西歐舒特汽車股份有限公司	Associate of subsidiaries 子公司之聯營企業	Eurostar 歐舒特
Weichai Power Westport New Energy Engine Co., Ltd. 濰柴西港新能源動力有限公司	Associate of parent 母公司之聯營企業	Westport New Energy 西港新能源

## VI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 5. Major transactions between the Group and its related parties

## (1) Transaction of goods and services with related parties

Purchase of goods from related parties (excluding tax)

## 六、關聯方關係及其交易(續)

## 5. 本集團與關聯方的主要交易

## (1) 關聯方商品和勞務交易

自關聯方購買商品(不含稅)

		2013		2012	
		二零一三年		二零一二年	
		Amount	Percentage	Amount	Percentage
		金額	比例	金額	比例
			(%)		(%)
Westport New Energy	西港新能源	2,907,283,559.56	32.57	1,663,423,166.51	30.06
Shaanxi Fast Gear Automotive	陝法傳動	2,308,186,784.01	25.86	1,569,191,736.49	28.36
Tonghui Automotive	通匯汽車	698,911,622.04	7.83	50,539,471.08	0.91
Tongli Special Purpose	通力專用	684,683,390.69	7.67	452,124,390.01	8.17
Shaanxi Wanfang	陝西萬方	512,311,501.64	5.74	417,425,083.43	7.54
Weichai Heavy-duty Machinery	濰柴重機	291,010,548.83	3.26	203,545,613.44	3.68
Huazhen Sancang	華臻三產	269,028,363.72	3.01	241,618,069.75	4.37
CIMC-SHAC	中集重卡	238,354,852.13	2.67	336,442,589.94	6.08
Xi'an Cummins	西安康明斯	153,147,098.56	1.72	91,340,657.57	1.65
Weichai Import and Export	濰柴進出口	149,296,081.68	1.67	47,711,576.57	0.86
Weichai Deutz	濰柴道依茨	138,044,760.41	1.55	86,032,638.14	1.55
Lantong Transmission	藍通傳動軸	116,230,332.15	1.30	97,738,255.88	1.77
Fangyuan Automobile	方圓汽車	85,640,037.44	0.96	68,473,605.64	1.24
Tongchuang Huaheng	同創華亨	77,043,186.55	0.87	59,801,082.37	1.08
Changsha Huantong	長沙環通	75,871,847.93	0.86	37,601,920.00	0.68
Weichai Group Holdings	濰柴控股	64,290,712.86	0.72	826,623.23	0.01
Xunyang Baotong	旬陽寶通	43,269,134.14	0.49	38,288,067.38	0.69
Dongming Automobile	東銘車輛	32,917,428.19	0.37	9,931,180.00	0.18
Wenzhou Yunding	溫州雲頂	22,535,436.20	0.25	—	—
Baoji Vehicle	寶雞車輛	17,990,352.20	0.20	2,838,712.42	0.05
Yan'an Special Purpose Vehicles	延安專用車	15,465,553.55	0.17	34,996,966.36	0.63
Huazhen Services	華臻服務	12,433,564.66	0.14	—	—
Eurostar	歐舒特	7,210,694.16	0.08	1,418,446.16	0.03
Lande New Energy	蘭德新能源	2,163,852.82	0.02	590,084.76	0.01
Shantui Engineering	山推工程	2,096,428.13	0.02	—	—
Tongjia Automobile	通家汽車	394,137.57	—	9,647,922.32	0.17
Chongqing Weichai	重慶濰柴	193,205.39	—	264,459.76	—
Heavy-duty Generator	重機發電	156,817.07	—	355,128.21	0.01
		8,926,161,284.28	100.00	5,533,738,519.33	100.00

## VI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 5. Major transactions between the Group and its related parties (Continued)

## (1) Transaction of goods and services with related parties (Continued)

## Receiving services from related parties

## 六、關聯方關係及其交易(續)

## 5. 本集團與關聯方的主要交易(續)

## (1) 關聯方商品和勞務交易(續)

## 自關聯方接受勞務

		2013 二零一三年		2012 二零一二年	
		Amount	Percentage	Amount	Percentage
		金額	比例 (%)	金額	比例 (%)
KION Group	凱傲集團	217,050,610.90	50.93	—	—
Weichai Group Holdings	濰柴控股	66,740,440.91	15.66	166,912,926.61	34.57
Deyin Leasing (Note)	德銀租賃(註)	44,198,100.10	10.37	—	—
Chongqing Weichai	重慶濰柴	38,616,496.19	9.07	67,756,234.99	14.04
Shaanxi Fast Gear Automotive	陝法傳動	32,998,125.39	7.74	28,593,079.48	5.92
Shaanxi Automotive	陝汽集團	21,850,277.02	5.13	218,794,066.55	45.33
Zhuzhou Company	株齒股份	3,508,272.00	0.82	—	—
Weichai Import and Export	濰柴進出口	1,016,603.27	0.24	—	—
Weichai Heavy-duty Machinery	濰柴重機	183,584.90	0.04	651,816.03	0.14
		426,162,510.68	100.00	482,708,123.66	100.00

Note: It was agreed among the Group, Deyin Leasing and third-party distributors that for the vehicle monies of related business to be receivable by the Group from distributors, Deyin Leasing may take up the payment obligation on behalf of the distributors. At the same time, it was agreed between the Group and Deyin Leasing that Deyin Leasing will take up the buyback obligations in respect of the sales of goods by the Group's distributors to the ultimate users by way of finance lease. A risk premium handling fee and a supportive promotion expense will be charged to the Group in proportion to the annual total vehicle monies to be paid on behalf.

註：本集團、德銀租賃和第三方經銷商同意對於本集團應收經銷商的相關業務的車款，可由德銀租賃代經銷商承擔付款義務。同時，本集團與德銀租賃同意德銀租賃對本集團的經銷商通過其以融資租賃方式銷售給最終用戶商品承擔回購責任，按照全年代付車款的一定比例向本集團收取風險手續費和推廣支持費。

## VI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 5. Major transactions between the Group and its related parties (Continued)

## (1) Transaction of goods and services with related parties (Continued)

## Sale of goods to related parties (excluding tax)

## 六、關聯方關係及其交易(續)

## 5. 本集團與關聯方的主要交易(續)

## (1) 關聯方商品和勞務交易(續)

## 向關聯方銷售商品(不含稅)

		2013		2012	
		二零一三年		二零一二年	
		Amount	Percentage	Amount	Percentage
		金額	比例	金額	比例
			(%)		(%)
Westport New Energy	西港新能源	1,425,883,951.56	23.03	866,058,386.34	13.22
Shaanxi Fast Gear Automotive	陝法傳動	1,407,187,458.28	22.73	1,045,794,854.39	15.97
KION Group	凱傲集團	965,424,229.88	15.59	—	—
Beiqi Foton	北汽福田	629,786,745.45	10.17	3,011,633,195.00	45.98
Weichai Heavy-duty Machinery	濰柴重機	295,635,452.04	4.77	469,048,370.45	7.16
Shaanxi Wanfang	陝西萬方	245,459,857.57	3.96	189,978,278.81	2.90
Weichai Import and Export	濰柴進出口	207,587,457.61	3.35	99,235,408.96	1.51
Huazhen Sancang	華臻三產	188,669,267.36	3.05	254,534,062.17	3.89
Tongli Special Purpose	通力專用	141,336,604.62	2.28	107,242,740.20	1.64
Shantui Engineering	山推工程	139,494,565.32	2.25	112,349,681.33	1.71
Heavy-duty Generator	重機發電	117,906,617.79	1.91	36,406,901.54	0.56
Yangzhou Yaxing	揚州亞星	89,864,151.52	1.46	73,356,138.59	1.12
Weichai Deutz	濰柴道依茨	81,070,186.19	1.31	99,361,496.71	1.52
Changsha Huantong	長沙環通	64,533,757.83	1.04	8,353,686.31	0.13
Baoji Vehicle	寶雞車輛	45,832,200.90	0.74	13,805,982.23	0.21
Chongwei Casting	重濰鑄造	43,093,877.80	0.70	39,039,031.29	0.60
Chutian Engineering	山推楚天	33,665,880.51	0.54	41,871,300.17	0.64
Shengda Special Vehicles	盛達特種車	29,632,905.93	0.48	—	—
Tonghui Automotive	通匯汽車	17,234,554.72	0.28	17,521,966.39	0.27
Xi'an Cummins	西安康明斯	10,677,259.46	0.17	6,611,040.57	0.10
Shanzhong Jianji	山重建機	3,329,059.85	0.05	—	—
Eurostar	歐舒特	1,532,309.80	0.02	4,384,508.90	0.07
Chongqing Weichai	重慶濰柴	1,473,565.65	0.02	40,167,637.88	0.61
Zhuzhou Company	株齒股份	1,048,880.70	0.02	—	—
Fangyuan Automobile	方圓汽車	798,685.48	0.01	857,519.03	0.01
Weichai Group Holdings	濰柴控股	681,407.05	0.01	1,560,147.27	0.02
Dongming Automobile	東銘車輛	678,157.93	0.01	66,317.62	—
Shandong Shantui	山東山推	638,487.18	0.01	934,623.93	0.01
Tongchuang Huaheng	同創華亨	484,443.36	0.01	511,493.72	0.01
Shaanxi Automotive	陝汽集團	427,350.43	0.01	1,214,986.98	0.02
Huazhen Services	華臻服務	390,712.26	0.01	—	—
Wenzhou Yunding	溫州雲頂	324,618.98	0.01	—	—
Lantong Transmission	藍通傳動軸	145,690.05	—	—	—

## VI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

5. Major transactions between the Group and its related parties (Continued)
- (1) Transaction of goods and services with related parties (Continued)
- Sale of goods to related parties (excluding tax) (Continued)

## 六、關聯方關係及其交易(續)

5. 本集團與關聯方的主要交易(續)

- (1) 關聯方商品和勞務交易(續)
- 向關聯方銷售商品(不含稅)(續)

		2013 二零一三年		2012 二零一二年	
		Amount	Percentage	Amount	Percentage
		金額	比例 (%)	金額	比例 (%)
Shaanxi Industry	陝汽實業	40,810.40	—	—	—
Deyin Leasing	德銀租賃	—	—	7,742,393.17	0.12
CIMC-SHAC	中集重卡	—	—	334,476.72	—
FOTON Lovol	福田雷沃	—	—	110,109.49	—
		6,191,971,161.46	100.00	6,550,086,736.16	100.00

## Rendering services to related parties

## 向關聯方提供勞務

		2013 二零一三年		2012 二零一二年	
		Amount	Percentage	Amount	Percentage
		金額	比例 (%)	金額	比例 (%)
Weichai Deutz	濰柴道依茨	19,590,299.05	26.63	14,959,520.03	27.81
Weichai Heavy-duty Machinery	濰柴重機	18,502,010.71	25.15	21,984,042.09	40.86
Shaanxi Industry	陝汽實業	12,820,913.69	17.43	—	—
KION Group	凱傲集團	7,842,497.35	10.66	—	—
Shaanxi Fast Gear Automotive	陝法傳動	7,448,475.65	10.12	—	—
Westport New Energy	西港新能源	2,527,887.41	3.44	631,981.00	1.17
Weichai Import and Export	濰柴進出口	2,444,410.12	3.32	1,404,080.00	2.61
Heavy-duty Generator	重機發電	2,057,986.68	2.80	687,416.33	1.28
Chongqing Weichai	重慶濰柴	257,810.39	0.35	2,518,166.43	4.68
Weichai Group Holdings	濰柴控股	76,029.84	0.10	—	—
Shaanxi Automotive	陝汽集團	—	—	11,424,547.13	21.23
Beiqi Foton	北汽福田	—	—	191,000.00	0.36
		73,568,320.89	100.00	53,800,753.01	100.00

During the year, the prices for the Group's sale of goods and rendering of services to related parties as well as purchase of goods and receiving services from related parties were determined with reference to market rates.

本年度，本集團向關聯方銷售商品、提供勞務價格、採購商品及接受勞務參考市場價格決定。



## VI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 5. Major transactions between the Group and its related parties (Continued)

## (2) Leasing with related parties

## Leasing of assets to related parties

## 六、關聯方關係及其交易(續)

## 5. 本集團與關聯方的主要交易(續)

## (2) 關聯方租賃

## 向關聯方出租資產

		2013	2012
		2013年	2012年
Tonghui Automotive	通匯汽車	9,791,974.28	10,041,760.80
Xi'an Cummins	西安康明斯	4,080,981.84	8,161,963.68
Shanzhong Finance Leasing	山重融資租賃	6,045,456.08	—
Heavy-duty Generator	重機發電	4,500,000.00	2,250,000.00
Westport New Energy	西港新能源	4,179,700.44	5,592,400.00
FC Intelligence Transmission	雙特傳動	4,382,862.63	—
Weichai Import and Export	濰柴進出口	3,609,441.85	—
Huazhen Sancang	華臻三產	2,750,988.60	3,700,091.64
Shaanxi Industry	陝汽實業	323,060.40	—
Shaanxi Automotive	陝汽集團	243,664.20	130,500.00
Weichai Heavy-duty Machinery	濰柴重機	—	2,250,000.00
		39,908,130.32	32,126,716.12

## Leasing of assets from related parties

## 自關聯方承租資產

		2013	2012
		2013年	2012年
Weichai Group Holdings	濰柴控股	42,078,425.60	42,840,000.00
Shaanxi Industry	陝汽實業	14,376,435.90	—
Shaanxi Fast Gear Automotive	陝法傳動	14,707,750.19	11,450,207.59
Zhuzhou Company	株齒股份	6,670,800.00	—
Shaanxi Automotive	陝汽集團	2,803,767.68	12,554,734.21
Chongqing Weichai	重慶濰柴	4,000,000.00	4,000,000.00
		84,637,179.37	70,844,941.80

During the year, the prices for the Group's leasing with related parties were determined with reference to market rates.

本年度，本集團與關聯方租賃業務價格參考市場價格決定。

## VI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 5. Major transactions between the Group and its related parties (Continued)

## (3) Transfer of assets with related parties

## 六、關聯方關係及其交易(續)

## 5. 本集團與關聯方的主要交易(續)

## (3) 關聯方資產轉讓

	Nature of transaction 交易類型	2013 二零一三年		2012 二零一二年	
		Amount 金額	Percentage 比例 (%)	Amount 金額	Percentage 比例 (%)
Shaanxi Fast Gear Automotive 陝法傳動	Purchase of fixed assets 購買固定資產	208,812.73	1.06	—	—
Shaanxi Fast Gear Automotive 陝法傳動	Sale of fixed assets 出售固定資產	3,588,740.95	18.25	—	—
Weichai Group Holdings 濰柴控股	Purchase of fixed assets 購買固定資產	149,953.14	0.76	—	—
Weichai Group Holdings 濰柴控股	Sale of fixed assets 出售固定資產	18,941.81	0.10	—	—
Weichai Import and Export 濰柴進出口	Sale of fixed assets 出售固定資產	15,782.24	0.08	—	—
Heavy-duty Generator 重機發電	Sale of fixed assets 出售固定資產	3,301.46	0.02	—	—
Weichai Heavy-duty Machinery 濰柴重機	Sale of fixed assets 出售固定資產	15,682,677.34	79.73	—	—
Weichai Heavy-duty Machinery 濰柴重機	Purchase of fixed assets 購買固定資產	—	—	3,059,051.72	100.00

During the year, the Group's purchase and sale of fixed assets from and to related parties were on prices determined with reference to market rates.

本年度，本集團向關聯方採購和銷售固定資產價格參考市場價格決定。

## VI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 5. Major transactions between the Group and its related parties (Continued)

- (4) On 30 June 2012, the Group entered into the Financial Services Agreement with Shandong Heavy Industry Group Finance Co., Ltd. ("Shandong Heavy-duty Finance Company"). Pursuant to the agreement, Shandong Heavy-duty Finance Company provided deposit, credit, accounting and clearing services as well as other financial services to the Company and its controlling subsidiaries. The interest rates for credit relating to financial services as well as fee rates are determined according to the Financial Services Agreement and based upon the relevant requirements of the People's Bank of China's under which the lending rate shall not exceed the minimum level permitted under the interest rates and fee rates for money lending of similar types and categories available to the Group from other major commercial banks in the PRC.

## 六、關聯方關係及其交易(續)

## 5. 本集團與關聯方的主要交易(續)

- (4) 本集團與山東重工集團財務有限公司(「山東重工財務公司」)於2012年6月30日簽訂《金融服務協議》，根據協議，山東重工財務公司為公司及控股子公司提供存款、信貸、結算及其他金融服務等。有關金融服務信貸利率和費率根據《金融服務協議》滿足中國人民銀行有關貸款利率相關規定的基礎上不高於本集團在其他中國國內主要商業銀行取得的同類同檔次信貸利率及費率允許的最低水平確定。

		2013 二零一三年		2012 二零一二年	
		Amount 金額	Percentage of total cash and cash equivalents 佔貨幣資金 總額的比例 (%)	Amount 金額	Percentage of total cash and cash equivalents 佔貨幣資金 總額的比例 (%)
<b>Cash and cash equivalents placed with related parties</b>	存放關聯方的貨幣資金				
Shandong Heavy-duty Finance Company	山東重工財務公司	4,274,578,045.16	21.87	1,139,636,834.71	6.81
<b>Short-term borrowings</b>	短期借款				
Shandong Heavy-duty Finance Company	山東重工財務公司	100,000,000.00	0.51	50,000,000.00	0.30
<b>Long-term borrowings</b>	長期借款				
Shandong Heavy-duty Finance Company	山東重工財務公司	100,000,000.00	0.51	-	-

Except for the transactions with associates, all the above related party transactions also constitute connected transactions or continuing connected transactions as defined under Chapter 14A of the Listing Rules of the Hong Kong Stock Exchange.

除與聯營公司進行之交易外，所有上述關聯方交易同時構成香港聯交所上市規則第14A章所定義之關連交易或持續關連交易。

## VI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 6. Amounts due from/to related parties

## 六、關聯方關係及其交易(續)

## 6. 關聯方應收應付款項餘額

		31 December 2013 2013年12月31日		31 December 2012 2012年12月31日	
		Gross carrying amount 賬面餘額	Provision for bad debt 壞賬準備	Gross carrying amount 賬面餘額	Provision for bad debt 壞賬準備
<b>Accounts receivable</b>	<b>應收賬款</b>				
Changsha Huantong	長沙環通	80,763,784.58	(4,038,189.23)	115,539,069.88	(5,776,953.49)
Huazhen Sancang	華臻三產	42,612,813.37	(2,130,640.67)	449,639.20	(22,481.96)
Eurostar	歐舒特	40,939,153.90	(2,046,957.70)	39,326,593.43	(1,966,329.67)
Beiqi Foton	北汽福田	30,273,174.30	(1,513,658.72)	75,416,492.52	(3,770,824.62)
Weichai Import and Export	濰柴進出口	11,670,827.37	(477,310.77)	13,083,872.74	(259,455.81)
Weichai Heavy-duty Machinery	濰柴重機	11,303,812.03	(37,113.15)	70,531,691.46	(3,526,584.57)
Yangzhou Yaxing	揚州亞星	9,955,478.40	(506,513.92)	5,559,386.34	(277,969.32)
Heavy-duty Generator	重機發電	8,604,793.36	(430,239.67)	9,819,045.83	(490,952.29)
Weichai Deutz	濰柴道依茨	8,398,752.13	(58,671.95)	2,371,394.00	(118,569.70)
Shanqi Tianma	陝汽天馬	6,835,334.66	(5,468,267.73)	—	—
Yan'an Special Purpose Vehicles	延安專用車	6,328,145.00	(316,407.25)	—	—
Tonghui Automotive	通匯汽車	6,133,154.60	(306,657.73)	885,792.98	(44,289.65)
Baoji Vehicle	寶雞車輛	5,027,956.47	(267,074.23)	8,661,578.86	(433,078.94)
Dongming Automobile	東銘車輛	2,838,630.13	(141,931.51)	—	—
Tongli Special Purpose	通力專用	2,834,510.83	(141,725.54)	9,935,114.84	(496,755.74)
Huazhen Services	華臻服務	2,404,582.81	(120,229.14)	—	—
Shantui Engineering	山推工程	1,580,566.73	(79,028.34)	2,405,884.39	(120,294.22)
Shandong Shantui	山東山推	1,386,999.20	(133,346.88)	1,396,810.00	(69,840.50)
Shanzhong Jianji	山重建機	695,000.00	(34,750.00)	—	—
Shaanxi Wanfang	陝西萬方	621,850.39	(31,092.52)	—	—
Lantong Transmission	藍通傳動軸	26,803.19	(1,340.16)	26,803.19	(1,340.16)
Westport New Energy	西港新能源	21,084.65	(1,054.23)	—	—
Tongchuang Huaheng	同創華亨	15,550.06	(777.50)	219,949.70	(10,997.49)
Shaanxi Fast Gear Automotive	陝法傳動	—	—	72,279,374.06	(3,613,968.70)
CIMC-SHAC	中集重卡	—	—	30,600.00	(1,530.00)
FOTON Lovol	福田雷沃	—	—	33,638.87	(1,681.94)
		<b>281,272,758.16</b>	<b>(18,282,978.54)</b>	<b>427,972,732.29</b>	<b>(21,003,898.77)</b>

## VI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 六、關聯方關係及其交易(續)

## 6. Amounts due from/to related parties (Continued)

## 6. 關聯方應收應付款項餘額(續)

		31 December 2013		31 December 2012	
		2013年12月31日		2012年12月31日	
		Gross carrying amount	Provision for bad debt	Gross carrying amount	Provision for bad debt
		賬面餘額	壞賬準備	賬面餘額	壞賬準備
<b>Other receivables</b>	<b>其他應收款</b>				
Tongjia Automobile	通家汽車	14,083,761.49	(704,188.07)	14,418,103.27	(720,905.16)
Shanqi Tianma	陝汽天馬	13,922,945.73	(11,138,356.58)	–	–
Zhuzhou Gear Factory	株齒廠	10,510,547.25	–	12,040,086.20	(602,004.31)
Zhuzhou Company	株齒股份	8,063,076.68	–	–	–
Lande New Energy	蘭德新能源	3,413,647.60	(170,682.38)	–	–
Shaanxi Automotive	陝汽集團	2,634,110.08	(131,705.50)	6,022,268.10	(301,113.41)
Shandong Heavy Industry	山東重工	275,755.88	(13,787.79)	–	–
KION Group	凱傲集團	235,410.00	(11,770.50)	–	–
Yan'an Special Purpose Vehicles	延安專用車	1,683.37	(84.17)	–	–
Weichai Heavy-duty Machinery	濰柴重機	–	–	3,551,723.32	(177,586.17)
Shanzhong Finance Leasing	山重融資租賃	–	–	–	–
Weichai Group Holdings	濰柴控股	–	–	94,067,880.00	(4,703,394.00)
FC Intelligence Transmission	西安雙特	–	–	1,756,614.78	(87,830.74)
Beiqi Foton	北汽福田	–	–	300,000.00	(15,000.00)
		<b>53,140,938.08</b>	<b>(12,170,574.99)</b>	<b>132,156,675.67</b>	<b>(6,607,833.79)</b>

## VI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 6. Amounts due from/to related parties (Continued)

## 六、關聯方關係及其交易(續)

## 6. 關聯方應收應付款項餘額(續)

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
<b>Notes receivable</b>	<b>應收票據</b>		
Yangzhou Yaxing	揚州亞星	64,608,300.00	—
Shengda Special Vehicles	盛達特種車	30,670,500.00	—
Shantui Engineering	山推工程	15,000,000.00	—
Weichai Heavy-duty Machinery	濰柴重機	5,000,000.00	11,435,120.98
Changsha Huantong	長沙環通	3,000,000.00	300,000.00
Beiqi Foton	北汽福田	1,120,000.00	30,000.00
Chutian Engineering	山推楚天	—	5,000,000.00
Yan'an Special Purpose Vehicles	延安專用車	—	3,628,000.00
Tongli Special Purpose	通力專用	—	3,000,000.00
Huazhen Sancang	華臻三產	—	1,000,000.00
Tonghui Automotive	通匯汽車	—	996,000.00
		<b>119,398,800.00</b>	<b>25,389,120.98</b>
<b>Prepayments</b>	<b>預付款項</b>		
Huazhen Sancang	華臻三產	16,225,901.15	14,974,237.77
Huazhen Services	華臻服務	13,409,579.28	—
Weichai Import and Export	濰柴進出口	7,260,208.61	—
Weichai Heavy-duty Machinery	濰柴重機	3,649,219.01	—
Yangzhou Yaxing	揚州亞星	2,380,500.00	2,380,500.00
Shaanxi Wanfang	陝西萬方	1,022,629.53	1,034,629.53
Tongjia Automobile	通家汽車	401,601.02	3,422,400.00
Beiqi Foton	北汽福田	219,114.00	676,800.00
Zhuzhou Gear Factory	株洲齒輪廠	—	2,193,075.68
Baoji Vehicle	寶雞車輛	—	864,305.19
Weichai Group Holdings	濰柴控股	—	13,448.62
		<b>44,568,752.60</b>	<b>25,559,396.79</b>
<b>Interests receivable</b>	<b>應收利息</b>		
Shandong Heavy Industry Finance Company	山東重工財務公司	14,815,594.44	7,418,831.76
<b>Dividends receivable</b>	<b>應收股利</b>		
Xinlian Chuangye	鑫聯創投	—	67,500,000.00
Eurostar	歐舒特	3,040,000.00	3,040,000.00
		<b>3,040,000.00</b>	<b>70,540,000.00</b>
<b>Notes payable</b>	<b>應付票據</b>		
Tongli Special Purpose	通力專用	—	2,000,000.00
		—	2,000,000.00

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## VI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 6. Amounts due from/to related parties (Continued)

## 六、關聯方關係及其交易(續)

## 6. 關聯方應收應付款項餘額(續)

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
<b>Accounts payable</b>	<b>應付賬款</b>		
Shaanxi Fast Gear Automotive	陝法傳動	220,023,974.59	131,490,261.11
Tonghui Automotive	通匯汽車	170,002,871.51	13,573,373.25
Tongli Special Purpose	通力專用	137,018,653.93	92,031,644.37
Shaanxi Wanfang	陝西萬方	99,050,989.95	63,439,559.57
Huazhen Sancang	華臻三產	43,779,191.11	23,631,030.85
Weichai Import and Export	濰柴進出口	33,185,672.06	6,407,531.39
CIMC-SHAC	中集重卡	26,457,094.71	61,928,607.72
Baoji Vehicle	寶雞車輛	21,632,564.47	864,305.19
Xi'an Cummins	西安康明斯	21,399,963.89	5,418,152.28
Fangyuan Automobile	方圓汽車	20,588,365.31	18,284,752.16
Tongchuang Huaheng	同創華亨	19,099,934.26	16,840,778.69
Lantong Transmission	藍通傳動軸	19,015,358.23	19,991,190.38
Dongming Automobile	東銘車輛	13,648,995.17	6,954,939.45
Weichai Group Holdings	濰柴控股	12,869,820.52	283,674.76
Westport New Energy	西港新能源	6,439,180.65	79,357,450.81
Wenzhou Yunding	溫州雲頂	6,222,652.84	577,780.11
Weichai Deutz	濰柴道依茨	2,674,693.84	244,944.00
Changsha Huantong	長沙環通	2,654,090.41	2,721,794.53
Eurostar	歐舒特	2,308,441.03	1,156,744.39
Shantui Engineering	山推工程	1,616,460.14	—
Weichai Heavy-duty Machinery	濰柴重機	957,225.25	157,179.67
Huazhen Services	華臻服務	757,669.55	—
Xunyang Baotong	旬陽寶通	442,813.77	2,019,672.83
Yan'an Special Purpose Vehicles	延安專用車	360,716.06	467,016.63
FC Intelligence Transmission	雙特傳動	321,948.54	—
Shantui Heavy Industry	山推重工	46,080.00	—
Tongjia Automobile	通家汽車	10,276.93	2,654,506.12
Heavy-duty Generator	重機發電	—	6,719,884.14
		<b>882,585,698.72</b>	<b>557,216,774.40</b>



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## VI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 6. Amounts due from/to related parties (Continued)

## 六、關聯方關係及其交易(續)

## 6. 關聯方應收應付款項餘額(續)

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
<b>Advances</b>	<b>預收款項</b>		
Yan'an Special Purpose Vehicles	延安專用車	1,487,700.00	—
Shaanxi Wanfang	陝西萬方	1,376,351.00	1,870,591.00
Changsha Huantong	長沙環通	999,574.23	2,201.60
Shantui Engineering	山推工程	679,793.01	—
Tongli Special Purpose	通力專用	237,355.00	1,077,848.00
Yangzhou Yaxing	揚州亞星	182,060.91	—
Wenzhou Yunding	溫州雲頂	125,378.90	78,574.90
Dongfeng Axle	東風車橋	74,000.00	41,683.25
Shantui Heavy-Industry	山推重工	15,200.00	—
		<b>5,177,413.05</b>	<b>3,070,898.75</b>
<b>Other payables</b>	<b>其他應付款</b>		
Shaanxi Industry	陝汽實業	37,659,344.77	—
Shaanxi Automotive	陝汽集團	36,921,912.29	40,494,848.01
Lande New Energy	蘭德新能源	8,400,000.00	—
Tonghui Automotive	通匯汽車	7,159,654.05	212,515.19
Longmen Logistics Park	龍門物流園	3,000,000.00	—
Shanzhong Finance Leasing	山重融資租賃	1,522,449.30	1,640,687.08
Waichai Import and Export	濰柴進出口	1,064,602.80	—
Yan'an Special Purpose Vehicles	延安專用車	860,000.00	960,000.00
Shanqi Tianma	陝汽天馬	840,000.00	—
Fangyuan Automotive	方圓汽車	527,997.71	—
Eurostar	歐舒特	465,482.16	—
Shaanxi Wanfang	陝西萬方	230,000.00	490,000.00
CIMC-SHAC	中集重卡	200,000.00	200,000.00
Tongli Special Purpose	通力專用	128,000.00	824,000.00
Huazhen Sancang	華臻三產	120,000.00	180,000.00
Wenzhou Yunding	溫州雲頂	80,000.00	60,000.00
Weichai Heavy-duty Machinery	濰柴重機	46,604.50	27,257.24
Changsha Huantong	長沙環通	25,753.00	—
Fuping Logistics Park	富平物流園	—	220,000.00
Shaanxi Fast Gear Automotive	陝法傳動	—	158,782.24
Shandong Heavy Industry	山東重工	—	8,150.28
		<b>99,251,800.58</b>	<b>45,476,240.04</b>
<b>Dividends payable</b>	<b>應付股利</b>		
Shaanxi Automotive	陝汽集團	41,386,364.39	—

## VI. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS (CONTINUED)

## 6. Amounts due from/to related parties (Continued)

Amounts due from/to related parties were non-interest bearing and unsecured. Of which the terms of repayment for amounts of trading nature will follow the requirement of terms of trading, while amounts of non-trading nature have no fixed terms of repayment.

## VII. CONTINGENCIES

## 1. Exposure to Confirmation Risks

Shaanxi Heavy-duty Motor Co., Ltd., a subsidiary of the Company, entered into a tri-party cooperation agreement with distributors and endorsing bank. Distributors will deposit guarantee money of not lower than 30% to the bank and apply for establishment of bank acceptance bill according to the amount of credit facility provided by the bank. Shaanxi Heavy-duty Motor Co., Ltd. assumes security obligation in favour of the distributors for the difference between amount of notes and guarantee money. As at 31 December 2013, open position of outstanding acceptance bill was RMB732,460,930.00 (31 December 2012: RMB785,341,000.00).

## 2. Finance lease business

Shaanxi Heavy-duty Motor Co., Ltd., a subsidiary of the Company, entered into a cooperation agreement with Shanzhong Finance Leasing Co., Ltd.. It is agreed by and between the two parties that Shanzhong Finance Leasing Co., Ltd. shall provide finance lease service to Shaanxi Heavy-duty Motor Co., Ltd. or its distributors. Shaanxi Heavy-duty Motor Co., Ltd. shall provide joint liability guarantee in respect of the leasee's failure to pay the instalment payments and interests under the finance lease. As at 31 December 2013, risk exposure of joint liabilities was RMB1,192,900,000.00 (31 December 2012: RMB586,408,600.00).

## 六、關聯方關係及其交易(續)

## 6. 關聯方應收應付款項餘額(續)

應收及應付關聯方款項均不計利息、無抵押，其中，貿易往來的還款期遵從貿易條款規定，非貿易往來無固定還款期。

## 七、或有事項

## 1. 保兌倉敞口風險

本公司之子公司陝西重型汽車有限公司與經銷商、承兌銀行三方簽訂三方合作協議，經銷商向銀行存入不低於30%的保證金，根據銀行給予的一定信用額度，申請開立銀行承兌匯票。陝西重型汽車有限公司為經銷商提供票據金額與保證金之間差額的還款保證責任。截至2013年12月31日，尚未到期的承兌匯票敞口額為人民幣732,460,930.00元(2012年12月31日：人民幣785,341,000.00元)。

## 2. 融資租賃業務

本公司之子公司陝西重型汽車有限公司山重融資租賃有限公司簽訂合作協議，雙方約定山重融資租賃有限公司為陝西重型汽車有限公司或其經銷商提供融資租賃服務，陝西重型汽車有限公司為融資租賃的承租方未能支付的融資租賃分期付款及利息提供連帶保證責任。截至2013年12月31日，連帶責任保證風險敞口為人民幣1,192,900,000.00元(2012年12月31日：人民幣586,408,600.00元)。

## VIII. COMMITMENTS

## 八、承諾事項

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Capital commitments	資本承諾		
Contracted, but not provided for	已簽約但未撥備	932,983,349.67	1,653,477,555.23
Authorized by the Board, but not contracted	已被董事會批准但未簽約	—	14,450,400.00
		932,983,349.67	1,667,927,955.23

## IX. SUBSEQUENT EVENTS

## 九、資產負債表日後事項

- On 24 January 2014, the capital increase of RMB1 billion to Shaanxi Heavy-duty Motor Company Limited, a subsidiary of the Company, in proportion to the respective shareholdings held by the Company and Shaanxi Automotive Group Co., Ltd., a related party, was considered and approved by the Board. Based on their 51% and 49% shareholdings respectively, the Company will contribute RMB510 million and Shaanxi Automotive Group Co., Ltd. will contribute RMB490 million.

- On 18 December 2013, according to the authority granted at the third extraordinary general meeting in 2013 of the Company and the resolution at the seventh board meeting in 2013, the Company decided to exercise the Superlift 3.3% call option. Waichai Power (Luxembourg) Holding S.à r.l. ("Weichai Lux") served a notice to Superlift on 18 December 2013 to exercise the Superlift 3.3% call option.

On 15 January 2014, the transfer of KION Group shares from Superlift to Weichai Lux was completed, whereby the interest in 3.3% of the issued shares of KION Group was transferred to Weichai Lux from Superlift. Following completion of this transaction, Weichai Lux became the holder of 33.3% of the total issued shares of KION Group.

- On 28 March 2014, the dividend distribution budget for 2013 was considered and approved by the 5th meeting of the third session of the Board of the Company: the Board proposed to distribute a cash dividend of RMB1.50 for every 10 shares (including tax) based on the total share capital of 1,999,309,639 shares, without transfer from capital reserve. Implementation of the aforesaid proposal is subject to the approval of the general meeting.

- 於2014年1月24日經本公司董事會審議及批准了本公司與關聯方陝西汽車集團有限責任公司以現有持股比例共同對本集團之子公司陝西重型汽車有限公司增資人民幣10億元；按照本公司與陝西汽車集團對陝西重型汽車有限公司的持股比例51%和49%，本公司將出資人民幣5.1億元，陝西汽車集團有限公司將出資人民幣4.9億元。

- 2013年12月18日，根據2013年第三次臨時股東大會的授權以及公司2013年第七次臨時董事會的決議，本公司決定行使Superlift 3.3%認購期權，濰柴動力(盧森堡)控股有限公司(「濰柴盧森堡」)已於2013年12月18日向Superlift發出行使Superlift 3.3%認購期權的通知。

2014年1月15日，濰柴盧森堡與Superlift已完成了本次交易股權交割，濰柴盧森堡已合法持有Superlift轉讓的凱傲集團已發行的3.3%股份。隨著本次交易股權交割完成，濰柴盧森堡持有凱傲集團已發行總股份的比例總計為33.3%。

- 二零一四年三月二十八日，本公司三屆五次董事會審議通過了本公司二零一三年度的利潤分配預案：以公司總股本1,999,309,639股為基數，向全體股東每10股派發現金紅利人民幣1.50元(含稅)，不以公積金轉增股本，前述預案經股東大會批准後實施。

## X. OTHER SIGNIFICANT EVENTS

## 1. Leases

For investment properties and operating lease-out of fixed assets, refer to Notes V.13 and 14.

*As the lessee*

Material operating lease: Pursuant to the leasing contract signed with the lessor, the minimum lease payables under non-cancellable leases are as follows:

		Minimum lease payments 最低租賃付款額	
		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Within 1 year (including 1 year)	1年以內(含1年)	28,330,980.66	32,644,515.15
1-2 years (including 2 years)	1年至2年(含2年)	20,461,376.61	18,678,600.93
2-3 years (including 3 years)	2年至3年(含3年)	11,878,983.10	15,646,247.24
Over 3 years	3年以上	59,915,009.33	76,256,293.68
		120,586,349.70	143,225,657.00

## 2. Assets and liabilities measured at fair value 2013

## 2. 以公允價值計量的資產和負債 2013年

		At year- beginning 年初數	Profit and loss from changes in fair value in the current year 本年公允價值 變動損益	Accumulated fair value charged to equity 計入權益的 累計公允價值	Impairment recognized in the current year 本年計提 的減值	At year-end 年末數
Financial assets	金融資產					
Derivative financial assets	衍生金融資產	137,050,693.51	157,934,637.93	-	-	299,973,825.90
Other current assets	其他流動資產	70,000,000.00	-	-	-	35,000,000.00
Available-for-sale financial assets	可供出售金融資產	269,200,000.00	-	(65,200,000.00)	-	204,000,000.00
		476,250,693.51	157,934,637.93	(65,200,000.00)	-	538,973,825.90
Financial liabilities	金融負債					
Put options in relation to minority interests	與少數股東權益相關 的出售期權	622,325,082.99	7,796,769.15	-	-	637,865,012.36

X. OTHER SIGNIFICANT EVENTS  
(CONTINUED)2. Assets and liabilities measured at fair value  
(Continued)  
2012

		At year- beginning 年初數	Profit and loss from changes in fair value in the current year 本年公允價值 變動損益	Accumulated fair value charged to equity 計入權益的 累計公允價值	Impairment recognized in the current year 本年計提 的減值	At year-end 年末數
Financial assets	金融資產					
Derivative financial assets	衍生金融資產	-	-	-	-	137,050,693.51
Other current assets	其他流動資產	-	-	-	-	70,000,000.00
Available-for-sale financial assets	可供出售金融資產	234,011,928.12	-	36,800,000.00	-	269,200,000.00
		234,011,928.12	-	36,800,000.00	-	476,250,693.51
Financial liabilities	金融負債					
Put options in relation to minority interests	與少數股東權益相關 的出售期權	-	-	-	-	622,325,082.99

3. Segment reporting  
*Operating segments*

The Group organizes and manages its operating business in accordance with the nature of business and provision of products and services. Each operating segment of the Group is one operating group, providing products and services with risks and rewards different from those of other operating segments.

The details of operating segments are as follows:

- (a) manufacturing and sale of diesel engines and related parts ("Diesel engines");
- (b) manufacturing and sale of automobiles and major automobile components other than diesel engines ("Automobiles and other major automobile components");
- (c) manufacturing and sale of other automobile components ("Other components");
- (d) provision of import and export services ("Import & export services").

## 十、其他重要事項(續)

2. 以公允價值計量的資產和負債  
(續)  
2012年3. 分部報告  
*經營分部*

本集團的經營業務根據業務的性質以及所提供的產品和服務分開組織和管理。本集團的每個經營分部是一個業務集團，提供面臨不同於其他經營分部的風險並取得不同於其他經營分部的報酬的產品和服務。

以下是對經營分部詳細信息的概括：

- (a) 生產及銷售柴油機及相關零部件(「柴油機」)；
- (b) 生產及銷售汽車及主要汽車零部件(不包括柴油機)(「汽車及其他主要汽車零部件」)；
- (c) 生產及銷售其他汽車零部件(「其他零部件」)；
- (d) 提供進出口服務(「進出口服務」)。

## X. OTHER SIGNIFICANT EVENTS (CONTINUED)

### 3. Segment reporting (Continued) *Operating segments (Continued)*

Management monitors the results of operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted total profits. The adjusted total profits are measured consistently with the Group's total profits, except that interest income, finance expenses, dividend income, gains from changes in fair value of financial instruments as well as head office expenses are excluded from such measurement.

Segment assets exclude equity investments at fair value through profit or loss for the current period, derivative instruments, dividends receivable, interests receivable, available-for-sale financial assets, long-term equity investments, goodwill, deferred tax assets and other unallocated head office assets as these assets are managed on a group basis.

Segment liabilities exclude derivative instruments, borrowings, income tax payable, deferred tax liabilities and other unallocated head office liabilities as these liabilities are managed on a group basis.

Inter-segment transfers are transacted with reference to the prices used in the transactions carried out with third parties.

## 十、其他重要事項(續)

### 3. 分部報告(續) *經營分部(續)*

管理層出於配置資源和評價業績的決策目的，對各業務單元的經營成果分開進行管理。分部業績，以報告的分部利潤為基礎進行評價。該指標系對利潤總額進行調整後的指標，除不包括利息收入、財務費用、股利收入、金融工具公允價值變動收益以及總部費用之外，該指標與本集團利潤總額是一致的。

分部資產不包括以公允價值計量且其變動計入當期損益的權益性投資、衍生工具、應收股利、應收利息、可供出售金融資產、長期股權投資、商譽、遞延所得稅資產和其他未分配的總部資產，原因在於這些資產均由本集團統一管理。

分部負債不包括衍生工具、借款、應交所得稅、遞延所得稅負債以及其他未分配的總部負債，原因在於這些負債均由本集團統一管理。

分部間的轉移定價，參照向第三方進行交易所採用的價格制定。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

X. OTHER SIGNIFICANT EVENTS  
(CONTINUED)3. Segment reporting (Continued)  
Operating segments (Continued)

## 十、其他重要事項(續)

3. 分部報告(續)  
經營分部(續)

		Diesel engines 柴油機	Automobiles and other major automobile components 汽車及 主要零部件	Other components 其他零部件	Import & export services 進出口服務	Total 合計
2013	2013年					
Segment revenue:	分部收入:					
Sale to external customers	外部客戶銷售	22,709,124,211.05	32,428,271,598.61	3,092,986,791.17	81,330,829.48	58,311,713,430.31
Inter-segment sale	分部間銷售	4,619,035,167.58	806,414.11	109,494,393.45	32,953,777.41	4,762,289,752.55
Total	合計	27,328,159,378.63	32,429,078,012.72	3,202,481,184.62	114,284,606.89	63,074,003,182.86
Adjustment:	調整:					
Elimination of inter-segment sale	抵銷分部間銷售					(4,762,289,752.55)
Revenue	收入					58,311,713,430.31
Segment results	分部業績	4,067,224,680.05	716,215,295.84	(140,586,204.92)	(23,983,235.85)	4,618,870,535.12
Adjustment:	調整:					
Elimination of inter-segment results	抵銷分部間業績					42,502,876.51
Interest income	利息收入					386,862,308.97
Dividend income and unallocated income	股息收入及未分配收益					206,277,259.86
Corporate and other unallocated expenses	企業及其他未分配開支					(42,238,807.13)
Finance expenses	財務成本					(603,528,412.74)
Profit before tax	稅前利潤					4,608,745,760.59
31 December 2013	2013年12月31日					
Segment assets	分部資產	24,189,673,974.35	23,639,584,456.15	11,454,532,778.06	7,663,715,242.80	66,947,506,451.36
Adjustment:	調整:					
Elimination of inter-segment receivables	抵銷分部間應收款項					(9,085,962,629.99)
Corporate and other unallocated assets	企業及其他未分配資產					20,660,264,910.84
Total assets	總資產					78,521,808,732.21
Segment liabilities	分部負債	15,027,825,105.50	13,211,435,355.75	9,279,975,579.38	1,148,350,660.40	38,667,586,701.03
Adjustment:	調整:					
Elimination of inter-segment payables	抵銷分部間應付款項					(9,123,792,212.63)
Corporate and other unallocated liabilities	企業及其他未分配負債					14,650,702,872.42
Total liabilities	總負債					44,194,497,360.82
2013	2013年					
Other segment information:	其他分部資料:					
Share of profit and loss from:	應佔下列公司利潤及虧損:					
Gain/(loss) from associates	聯營企業收益/(損失)	15,263,789.40	(17,226,345.04)	10,750,201.00	(3,610,372.20)	5,177,273.16
Reversal/(loss) of impairment of inventories	存貨減值準備轉回/(損失)	(7,422,204.32)	(123,657,043.41)	(8,399,553.40)	-	(139,478,801.13)
Reversal/(loss) of impairment of accounts receivable and other receivables	應收賬款及其他應收賬款的減值轉回/(損失)	14,735,293.39	(72,666,575.66)	(3,521,577.37)	(87,875.98)	(61,540,735.62)
Depreciation and amortization	折舊及攤銷	(834,416,622.27)	(907,620,327.88)	(258,387,490.26)	(22,504,927.51)	(2,022,929,367.92)
Gain/(loss) from disposal of fixed assets	固定資產處置利得/(損失)	(3,778,887.97)	(5,908,132.07)	(298,143.42)	-	(9,985,163.46)
Gain from disposal of intangible assets	無形資產處置利得	-	-	-	-	-
Investment in associates	於聯營企業的投資	575,860,777.07	539,936,000.20	6,631,346,533.88	42,085,769.49	7,789,229,080.64
Capital expenditure	資本開支	(794,555,601.70)	(1,491,552,821.40)	(231,198,925.01)	(24,550,623.20)	(2,541,857,971.31)



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

X. OTHER SIGNIFICANT EVENTS  
(CONTINUED)3. Segment reporting (Continued)  
Operating segments (Continued)

## 十、其他重要事項(續)

3. 分部報告(續)  
經營分部(續)

		Diesel engines 柴油機	Automobiles and other major automobile components 汽車及 主要零部件	Other components 其他零部件	Import & export services 進出口服務	Total 合計
2012	2012年					
Segment revenue:	分部收入：					
Sale to external customers	外部客戶銷售	17,480,516,202.63	29,566,074,014.52	1,061,931,478.89	56,873,153.59	48,165,394,849.63
Inter-segment sale	分部間銷售	3,724,332,429.85	363,369.79	70,303,393.45	16,981,132.12	3,811,980,325.21
Total	合計	21,204,848,632.48	29,566,437,384.31	1,132,234,872.34	73,854,285.71	51,977,375,174.84
Adjustment:	調整：					
Elimination of inter-segment sale	抵銷分部間銷售					(3,811,980,325.21)
Revenue	收入					48,165,394,849.63
Segment results	分部業績	2,927,882,421.47	932,042,415.11	57,753,434.26	(225,985,957.51)	3,691,692,313.33
Adjustment:	調整：					
Elimination of inter-segment results	抵銷分部間業績					(234,179,940.09)
Interest income	利息收入					340,047,429.55
Dividend income and unallocated income	股息收入及未分配收益					530,063,629.02
Corporate and other unallocated expenses	企業及其他未分配開支					(37,606,655.54)
Finance expenses	財務成本					(330,202,987.54)
Profit before tax	稅前利潤					3,959,813,788.73
31 December 2012	2012年12月31日					
Segment assets	分部資產	19,919,255,144.62	21,002,990,818.11	8,835,477,497.68	6,395,999,165.88	56,153,722,626.29
Adjustment:	調整：					
Elimination of inter-segment receivables	抵銷分部間應收款項					(7,597,274,404.97)
Corporate and other unallocated assets	企業及其他未分配資產					17,763,914,629.37
Total assets	總資產					66,320,362,850.69
Segment liabilities	分部負債	10,500,167,195.06	11,419,252,703.59	8,248,373,872.44	35,405,087.52	30,203,198,858.61
Adjustment:	調整：					
Elimination of inter-segment payables	抵銷分部間應付款項					(7,623,734,586.90)
Corporate and other unallocated liabilities	企業及其他未分配負債					12,341,662,801.48
Total liabilities	總負債					34,921,127,073.19
2012	2012年					
Other segment information:	其他分部資料：					
Share of profit and loss from:	應佔下列公司利潤及虧損：					
Gain/(loss) from associates	聯營企業收益/(損失)	53,592,927.19	(23,727,713.56)	-	121,924.46	29,987,138.09
Reversal/(loss) of impairment of inventories	存貨減值準備轉回/(損失)	(16,100,137.45)	(85,867,360.28)	(608,429.77)	-	(102,575,927.50)
Reversal/(loss) of impairment of accounts receivable and other receivables	應收賬款及其他應收賬款的減值轉回/(損失)	906,771.82	10,712,333.02	(1,131,336.47)	13,675,034.48	24,162,802.85
Depreciation and amortization	折舊及攤銷	(595,878,023.01)	(910,615,137.49)	(32,845,069.13)	(19,816,623.95)	(1,559,154,853.58)
Gain/(loss) from disposal of fixed assets	固定資產處置利得/(損失)	(299,222.43)	5,860,097.84	(2,850,362.50)	-	2,710,512.91
Gain from disposal of intangible assets	無形資產處置利得	-	1,912,519.00	-	-	1,912,519.00
Investment in associates	於聯營企業的投資	662,759,388.84	267,315,445.84	3,884,319,200.00	71,832,271.42	4,886,226,306.10
Capital expenditure	資本開支	(1,590,980,558.72)	(2,195,069,864.40)	(1,707,805,778.53)	(153,050,238.73)	(5,646,906,440.38)

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

X. OTHER SIGNIFICANT EVENTS  
(CONTINUED)

## 3. Segment reporting (Continued)

*Group information**Information about products and services*

Revenue from external transactions

		2013 2013年	2012 2012年
Complete vehicles and key components	整車及關鍵零部件	35,956,310,848.83	33,543,662,414.54
Non-automobile engines	非汽車用發動機	6,872,247,821.59	4,820,564,159.30
Other automobile components	其他零部件	12,348,626,495.41	7,351,457,606.87
Others	其他	3,134,528,264.48	2,449,710,668.92
		58,311,713,430.31	48,165,394,849.63

*Geographic information*

Revenue from external transactions

*地理信息*

對外交易收入

		2013 2013年	2012 2012年
Mainland China	中國大陸	50,364,620,679.84	45,344,489,749.80
Other countries and regions	其他國家和地區	7,947,092,750.47	2,820,905,099.83
		58,311,713,430.31	48,165,394,849.63

Revenue from external transactions is attributable to the areas where customers are located.

對外交易收入歸屬於客戶所處區域。

*Total non-current assets**非流動資產總額*

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Mainland China	中國大陸	19,532,242,876.22	19,269,480,687.65
Other countries and regions	其他國家和地區	9,610,323,933.43	6,917,880,832.49
		29,142,566,809.65	26,187,361,520.14

Non-current assets are attributable to the areas where the assets are located, excluding financial assets and deferred tax assets.

非流動資產歸屬於該資產所處區域，不包括金融資產和遞延所得稅資產。

## X. OTHER SIGNIFICANT EVENTS (CONTINUED)

### 3. Segment reporting (Continued)

#### *Information about major customers*

Revenue of RMB6,708,878,491.89 (2012: RMB3,436,822,767.12) was derived from sales by Diesel engines segment and Automobiles and other major automobile components segment to a single customer, including sales to a group of entities which are known to be under common control by that customer.

### 4. Financial instruments and their risks

The Group's principal financial instruments, other than derivative instruments, comprise borrowings, bonds payable, cash and cash equivalents and available-for-sale financial assets, etc. The main purpose of these financial instruments is to raise funds for the Group's operations. The Group has various other financial assets and liabilities such as accounts receivable and notes receivable, accounts payable and notes payable, which arise directly from its operations.

The main risks arising from the Group's financial instruments are credit risk, liquidity risk and market risk.

## 十、其他重要事項(續)

### 3. 分部報告(續)

#### *主要客戶信息*

營業收入人民幣6,708,878,491.89元(2012年:人民幣3,436,822,767.12元)來自於柴油機分部和汽車及其他主要汽車零部件分部對某一單個客戶(包括已知受該客戶控制下的所有主體)的收入。

### 4. 金融工具及其風險

本集團的主要金融工具，除衍生工具外，包括借款、應付債券、貨幣資金、可供出售金融資產等。這些金融工具的主要目的在於為本集團的運營融資。本集團具有多種因經營而直接產生的其他金融資產和負債，比如應收賬款及應收票據、應付賬款及應付票據等。

本集團的金融工具導致的主要風險是信用風險、流動風險及市場風險。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

X. OTHER SIGNIFICANT EVENTS  
(CONTINUED)

## 4. Financial instruments and their risks (Continued)

*Financial instruments by category*

The carrying amounts of each category of financial instruments as at the balance sheet date are presented as follows:

31 December 2013

Financial assets

		Financial assets at fair value through profit or loss 以公允價值計量 且其變動計入當期 損益的金融資產	Loans and receivables 貸款和 應收款項	Available-for-sale financial assets 可供出售 金融資產	Total 合計
Cash and cash equivalents	貨幣資金	–	19,580,127,632.91	–	19,580,127,632.91
Financial assets at fair value through profit or loss	以公允價值計量且其變動 計入當期損益的金融資產	299,973,825.90	–	–	299,973,825.90
Notes receivable	應收票據	–	14,126,950,813.40	–	14,126,950,813.40
Accounts receivable	應收賬款	–	4,440,534,339.82	–	4,440,534,339.82
Dividend receivables	應收股利	–	3,040,000.00	–	3,040,000.00
Interest receivables	應收利息	–	15,439,001.39	–	15,439,001.39
Other current assets	其他流動資產	–	15,000,000.00	35,000,000.00	50,000,000.00
Other receivables	其他應收款	–	360,715,281.33	–	360,715,281.33
Available-for-sale financial assets	可供出售金融資產	–	–	204,000,000.00	204,000,000.00
Total	合計	299,973,825.90	38,541,807,068.85	239,000,000.00	39,080,780,894.75

Financial liabilities

金融負債

		Financial liabilities at fair value through profit or loss 以公允價值計量 且其變動計入當期 損益的金融負債	Other financial liabilities 其他金融負債	Total 合計
Short-term loans	短期借款	–	1,245,568,357.29	1,245,568,357.29
Long-term borrowings	長期借款	–	9,146,039,593.52	9,146,039,593.52
Accounts payable	應付賬款	–	13,472,675,550.89	13,472,675,550.89
Notes payable	應付票據	–	6,687,151,599.77	6,687,151,599.77
Other payables	其他應付款	–	3,398,458,815.35	3,398,458,815.35
Bonds payable	應付債券	–	3,493,858,837.76	3,493,858,837.76
Non-current liabilities due within one year	一年內到期的非流動負債	–	352,375,772.74	352,375,772.74
Interests payable	應付利息	–	132,089,773.25	132,089,773.25
Dividends payable	應付股利	–	43,101,211.76	43,101,211.76
Other non-current liabilities	其他非流動負債	637,865,012.36	–	637,865,012.36
		637,865,012.36	37,971,319,512.33	38,609,184,524.69

X. OTHER SIGNIFICANT EVENTS  
(CONTINUED)

## 4. Financial instruments and their risks (Continued)

## Financial instruments by category (Continued)

31 December 2012

Financial assets

		Financial assets at fair value through profit or loss 以公允價值計量 且其變動計入當期 損益的金融資產	Loans and receivables 貸款和 應收款項	Available-for-sale financial assets 可供出售 金融資產	Total 合計
Cash and cash equivalents	貨幣資金	–	16,726,970,096.00	–	16,726,970,096.00
Financial assets of fair value though profit or loss	以公允價值計量且其變動 計入當期損益的金融資產	137,050,693.51	–	–	137,050,693.51
Notes receivable	應收票據	–	9,242,232,142.39	–	9,242,232,142.39
Accounts receivable	應收賬款	–	4,168,525,397.14	–	4,168,525,397.14
Dividend receivables	應收股利	–	70,540,000.00	–	70,540,000.00
Interest receivables	應收利息	–	7,418,831.76	–	7,418,831.76
Other receivables	其他應收款	–	373,814,315.62	–	373,814,315.62
Other current assets	其他流動資產	–	–	70,000,000.00	70,000,000.00
Available-for-sale financial assets	可供出售金融資產	–	–	269,200,000.00	269,200,000.00
Total	合計	137,050,693.51	30,589,500,782.91	339,200,000.00	31,065,751,476.42

Financial liabilities

金融負債

		Financial liabilities at fair value through profit or loss 以公允價值計量 且其變動計入當期 損益的金融負債	Other financial liabilities 其他金融負債	Total 合計
Short-term loans	短期借款	–	2,742,091,634.05	2,742,091,634.05
Long-term borrowings	長期借款	–	6,344,249,958.75	6,344,249,958.75
Accounts payable	應付賬款	–	9,962,420,973.54	9,962,420,973.54
Notes payable	應付票據	–	5,244,310,106.70	5,244,310,106.70
Other payables	其他應付款	–	2,535,764,374.58	2,535,764,374.58
Bonds payable	應付債券	–	2,691,489,273.21	2,691,489,273.21
Non-current liabilities due within one year	一年內到期的非流動負債	–	352,604,906.92	352,604,906.92
Interests payable	應付利息	–	61,680,626.43	61,680,626.43
Dividends payable	應付股利	–	33,103,222.12	33,103,222.12
Other non-current liabilities	其他非流動負債	622,325,082.99	–	622,325,082.99
		622,325,082.99	29,967,715,076.30	30,590,040,159.29

## X. OTHER SIGNIFICANT EVENTS (CONTINUED)

### 4. Financial instruments and their risks (Continued)

#### *Credit risk*

Credit risk is the risk of financial loss on one party of a financial instrument due to the failure of another party to meet its obligations.

The Group trades only with recognized and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis to ensure that the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the Department of Credit Control in the Group.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, available-for-sale financial assets, financial assets at fair value through profit or loss and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments. The Group is also exposed to credit risk through the granting of financial guarantees, further details of which are disclosed in Note VII.

The Group trades with its customers primarily on credit terms, and generally requires payment in advance or cash on delivery for new customers. Credit period is generally one month, extending up to six months for major customers. Customers with good trading record could be granted a longer credit period. Since the Group trades only with recognized and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty, by geographical region and by industry sector. There are no significant concentrations of credit risk within the Group as the customer bases of the Group's accounts receivable are widely dispersed in different sectors and industries. The Group's maximum possible credit risk equals to the carrying amounts of accounts receivable in the consolidated balance sheet. As at 31 December 2013, the Group has no significant concentrations of credit risk as 18.11% (31 December 2012: 14.78%) of the Group's accounts receivable were receivables due from the top 5 customers.

## 十、其他重要事項(續)

### 4. 金融工具及其風險(續)

#### *信用風險*

信用風險，是指金融工具的一方不能履行義務，造成另一方發生財務損失的風險。

本集團僅與經認可的、信譽良好的第三方進行交易。按照本集團的政策，需對所有要求採用信用方式進行交易的客戶進行信用審核。另外，本集團對應收賬款餘額進行持續監控，以確保本集團不致面臨重大壞賬風險。對於未採用相關經營單位的記賬本位幣結算的交易，除非本集團信用控制部門特別批准，否則本集團不提供信用交易條件。

本集團其他金融資產包括貨幣資金、可供出售的金融資產、以公允價值計量且其變動計入當期損益的金融資產及其他應收款等，這些金融資產的信用風險源自交易對手違約，最大風險敞口等於這些工具的賬面金額。本集團還因提供財務擔保而面臨信用風險，詳見附註七中披露。

本集團與客戶間的貿易條款以信用交易為主，且一般要求新客戶預付款或採取貨到付款方式進行。信用期通常為1個月，主要客戶可以延長至6個月，交易記錄良好的客戶可獲得比較長的信貸期。由於本集團僅與經認可的且信譽良好的第三方進行交易，所以無需擔保物。信用風險集中按照客戶／交易對手、地理區域和行業進行管理。由於本集團的應收賬款客戶群廣泛地分散於不同的部門和行業中，因此在本集團內部不存在重大信用風險集中。合併資產負債表中應收賬款的賬面價值正是本集團可能面臨的最大信用風險。於2013年12月31日，本集團的應收賬款中應收賬款前五名客戶的款項佔18.11% (2012年12月31日：14.78%)，本集團並未面臨重大信用集中風險。

X. OTHER SIGNIFICANT EVENTS  
(CONTINUED)

4. Financial instruments and their risks (Continued)

*Credit risk (Continued)*

Further quantitative data in respect of the Group's exposure to credit risk arising from accounts receivable and other receivables are disclosed in Notes V.4 and 7.

*Liquidity risk*

Liquidity risk is the risk that an enterprise may encounter deficiency of funds in meeting obligations associated with financial liabilities.

The Group maintains balance between continuity and flexibility of capital through bank loans and debts to manage its liquidity risk.

The Group's objective is to maintain a balance between continuity and flexibility of funding through the use of bank borrowings, bonds and other interest-bearing borrowings. As at 31 December 2013, 63.47% (31 December 2012: 63.03%) of the Group's borrowings would mature in less than one year.

十、其他重要事項(續)

4. 金融工具及其風險(續)

*信用風險(續)*

本集團因應收賬款和其他應收款產生的信用風險敞口的量化數據，參見附註五、4和7中。

*流動風險*

流動風險，是指企業在履行與金融負債有關的義務時遇到資金短缺的風險。

本集團通過利用銀行貸款及債務維持資金延續性與靈活性之間的平衡，以管理其流動性風險。

本集團的目標是運用銀行借款、債券和其他計息借款等多種融資手段以保持融資的持續性與靈活性的平衡。於2013年12月31日，本集團63.47%（2012年12月31日：63.03%）的債務在不足1年內到期。



X. OTHER SIGNIFICANT EVENTS  
(CONTINUED)4. Financial instruments and their risks (Continued)  
*Liquidity risk (Continued)*

The table below summarizes the maturity profile of financial assets and financial liabilities based on the undiscounted contractual cash flows:

31 December 2013

Financial assets

		Less than 3 months 少於3個月	Over 3 months to 1 year 3個月以上至1年	Over 1 year -5 years 1年以上至5年	Over 5 years 5年以上	Total 合計
Cash and cash equivalents	貨幣資金	18,398,002,285.34	1,182,125,347.57	-	-	19,580,127,632.91
Financial assets at fair value through profit or loss	以公允價值計量且其 變動計入當期損益 的金融資產	51,077,466.30	-	248,896,359.60	-	299,973,825.90
Notes receivable	應收票據	7,276,771,666.10	6,850,179,147.30	-	-	14,126,950,813.40
Accounts receivable	應收賬款	3,815,777,146.56	1,353,679,254.91	-	-	5,169,456,401.47
Dividend receivables	應收股利	3,040,000.00	-	-	-	3,040,000.00
Interest receivables	應收利息	15,439,001.39	-	-	-	15,439,001.39
Other receivables	其他應收款	118,051,084.92	283,475,210.57	-	-	401,526,295.49
Other current assets	其他流動資產	15,186,191.78	35,000,000.00	-	-	50,186,191.78
Available-for-sale financial assets	可供出售金融資產	-	-	-	204,000,000.00	204,000,000.00
		29,693,344,842.39	9,704,458,960.35	248,896,359.60	204,000,000.00	39,850,700,162.34

Financial liabilities

金融負債

		Less than 3 months 少於3個月	Over 3 months to 1 year 3個月以上至1年	Over 1 year -5 years 1年以上至5年	Over 5 years 5年以上	Total 合計
Short-term loans (including interest)	短期借款(含息)	248,925,972.01	1,030,429,010.70	-	-	1,279,354,982.71
Long-term borrowings (including interest)	長期借款(含息)	66,831,534.42	204,207,466.29	2,031,138,926.41	8,549,344,363.01	10,851,522,290.13
Accounts payable	應付賬款	11,215,252,282.30	2,257,423,268.59	-	-	13,472,675,550.89
Notes payable	應付票據	2,596,262,568.36	4,090,889,031.41	-	-	6,687,151,599.77
Other payables	其他應付款	3,321,602,342.90	76,856,472.45	-	-	3,398,458,815.35
Bonds payable (including interest)	應付債券(含息)	30,650,000.00	137,446,539.64	3,596,140,748.01	-	3,764,237,287.65
Non-current liabilities due within one year (including interest)	一年內到期的非流動 負債(含息)	3,192,770.01	363,252,126.43	-	-	366,444,896.44
Dividends payable	應付股利	-	43,101,211.76	-	-	43,101,211.76
Other non-current liabilities	其他非流動負債	-	-	637,865,012.36	-	637,865,012.36
		17,482,717,470.00	8,203,605,127.27	6,265,144,686.78	8,549,344,363.01	40,500,811,647.06

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

X. OTHER SIGNIFICANT EVENTS  
(CONTINUED)4. Financial instruments and their risks (Continued)  
*Liquidity risk (Continued)*

31 December 2012

Financial assets

		Less than 3 months 少於3個月	Over 3 months to 1 year 3個月以上至1年	Over 1 year to 5 years 1年以上至5年	Over 5 years 5年以上	Total 合計
Cash and cash equivalents	貨幣資金	10,042,562,877.74	6,684,407,218.26	-	-	16,726,970,096.00
Financial assets at fair value through profit or loss	以公允價值計量且其 變動計入當期損益 的金融資產	-	137,050,693.51	-	-	137,050,693.51
Notes receivable	應收票據	3,152,181,467.76	6,090,050,674.63	-	-	9,242,232,142.39
Accounts receivable	應收賬款	2,891,973,394.70	1,948,220,967.24	-	-	4,840,194,361.94
Dividend receivables	應收股利	70,540,000.00	-	-	-	70,540,000.00
Interest receivables	應收利息	7,418,831.76	-	-	-	7,418,831.76
Other receivables	其他應收款	190,920,849.00	254,372,233.48	-	-	445,293,082.48
Other current assets	其他流動資產	20,000,000.00	50,000,000.00	-	-	70,000,000.00
Available-for-sale financial assets	可供出售金融資產	-	-	-	269,200,000.00	269,200,000.00
		16,375,597,420.96	15,164,101,787.12	-	269,200,000.00	31,808,899,208.08

## Financial liabilities

## 金融負債

		Less than 3 months 少於3個月	Over 3 months to 1 year 3個月以上至1年	Over 1 year to 5 years 1年以上至5年	Over 5 years 5年以上	Total 合計
Short-term loans (including interest)	短期借款(含息)	880,569,968.30	1,898,088,058.51	-	-	2,778,658,026.81
Long-term borrowings (including interest)	長期借款(含息)	-	-	1,737,369,510.12	4,609,610,578.35	6,346,980,088.47
Accounts payable	應付賬款	9,150,996,582.83	811,424,390.71	-	-	9,962,420,973.54
Notes payable	應付票據	1,852,688,534.71	3,391,621,571.99	-	-	5,244,310,106.70
Other payables	其他應付款	123,848,630.35	2,411,915,744.23	-	-	2,535,764,374.58
Bonds payable (including interest)	應付債券(含息)	-	146,110,000.00	3,006,970,000.00	-	3,153,080,000.00
Non-current liabilities due within one year (including interest)	一年內到期的非流動 負債(含息)	-	369,700,454.87	-	-	369,700,454.87
Dividends payable	應付股利	-	33,103,222.12	-	-	33,103,222.12
Other non-current liabilities	其他非流動負債	-	-	622,325,082.99	-	622,325,082.99
		12,008,103,716.19	9,061,963,442.43	5,366,664,593.11	4,609,610,578.35	31,046,342,330.08

As at 31 December 2013, other secured obligations in respect of the Group's commitments to external parties are detailed in Note VII.

於2013年12月31日，本集團對外承擔其他保證責任的事項詳見附註七。

X. OTHER SIGNIFICANT EVENTS  
(CONTINUED)

## 4. Financial instruments and their risks (Continued)

*Market Risk*

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. It mainly includes interest rate risk, currency risk and other price risk, such as equity investment price risk.

*Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Group's exposure to the risk of changes in market interest rates primarily relates to the Group's financial instruments with a floating interest rate.

The table below is a sensitivity analysis of interest rate risk. It reflects the effects on the net profit (through the impact on floating interest rate of financial assets and liabilities) and shareholders' equity, when there are reasonable and potential changes in interest rates, under the presumption that other variables remain unchanged.

		Benchmark increase/ (decrease) 基準點 增加／(減少)	Net profit increase/ (decrease) 淨利潤 增加／(減少)	Equity increase/ (decrease)* 股東權益 增加／(減少)*
<b>2013</b>	<b>2013年</b>			
<b>RMB</b>	<b>人民幣</b>	<b>5</b>	<b>(3,894,368.00)</b>	<b>—</b>
<b>RMB</b>	<b>人民幣</b>	<b>(5)</b>	<b>3,894,368.00</b>	<b>—</b>
<b>2012</b>	<b>2012年</b>			
<b>RMB</b>	<b>人民幣</b>	<b>5</b>	<b>(3,572,745.00)</b>	<b>—</b>
<b>RMB</b>	<b>人民幣</b>	<b>(5)</b>	<b>3,572,745.00</b>	<b>—</b>

\* Excluding retained earnings.

*Currency risk*

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Group's exposure to currency risk mainly relates to its operating activities (when revenue and expenses are settled in a foreign currency that is different from the functional currency of the Group) and its net investments in overseas subsidiaries.

## 十、其他重要事項(續)

## 4. 金融工具及其風險(續)

*市場風險*

市場風險，是指金融工具的公允價值或未來現金流量因市場價格變動而發生波動的風險。市場風險主要包括利率風險、外匯風險和其他價格風險，如權益工具投資價格風險。

*利率風險*

利率風險，是指金融工具的公允價值或未來現金流量因市場利率變動而發生波動的風險。本集團面臨的市場利率變動的風險主要與本集團以浮動利率計息的金融工具有關。

下表為利率風險的敏感性分析，反映了在其他變量不變的假設下，利率發生合理、可能的變動時，將對淨利潤(通過對浮動利率金融資產和負債的影響)和股東權益產生的影響。

		Benchmark increase/ (decrease) 基準點 增加／(減少)	Net profit increase/ (decrease) 淨利潤 增加／(減少)	Equity increase/ (decrease)* 股東權益 增加／(減少)*
<b>2013</b>	<b>2013年</b>			
<b>RMB</b>	<b>人民幣</b>	<b>5</b>	<b>(3,894,368.00)</b>	<b>—</b>
<b>RMB</b>	<b>人民幣</b>	<b>(5)</b>	<b>3,894,368.00</b>	<b>—</b>
<b>2012</b>	<b>2012年</b>			
<b>RMB</b>	<b>人民幣</b>	<b>5</b>	<b>(3,572,745.00)</b>	<b>—</b>
<b>RMB</b>	<b>人民幣</b>	<b>(5)</b>	<b>3,572,745.00</b>	<b>—</b>

\* 不包括留存收益。

*外匯風險*

外匯風險，是指金融工具的公允價值或未來現金流量因外匯匯率變動而發生波動的風險。本集團面臨的外匯變動風險主要與本集團的經營活動(當收支以不同於本集團記賬本位幣的外幣結算時)及其於境外子公司的淨投資有關。

X. OTHER SIGNIFICANT EVENTS  
(CONTINUED)

## 4. Financial instruments and their risks (Continued)

*Market Risk (Continued)**Currency risk (Continued)*

The table below is a sensitivity analysis of exchange rate risk. It reflects the effects on the net profit (due to changes in the fair value of monetary assets and monetary liabilities) and shareholders' equity, when there are reasonable and potential changes in exchange rate, under the presumption that other variables remain unchanged.

		Exchange rate increase/ (decrease) 匯率 增加／(減少)	Net profit increase/ (decrease) 淨利潤 增加／(減少)	Equity increase/ (decrease)* 股東權益 增加／(減少)*
<b>2013</b>	<b>2013年</b>			
If RMB weakens against USD	人民幣對美元貶值	5%	29,506,721.53	6,709,992.16
If RMB strengthens against USD	人民幣對美元升值	5%	(29,506,721.53)	(6,709,992.16)
 If RMB weakens against EUR	 人民幣對歐元貶值	 5%	 (374,954,805.13)	 79,565,407.21
If RMB strengthens against EUR	人民幣對歐元升值	5%	374,954,805.13	(79,565,407.21)
 If RMB weakens against HKD	 人民幣對港幣貶值	 5%	 145,401.68	 2,159,052.48
If RMB strengthens against HKD	人民幣對港幣升值	5%	(145,401.68)	(2,159,052.48)
 2012	 2012年			
If RMB weakens against USD	人民幣對美元貶值	5%	30,605,515.38	10,493,134.17
If RMB strengthens against USD	人民幣對美元升值	5%	(30,605,515.38)	(10,493,134.17)
 If RMB weakens against EUR	 人民幣對歐元貶值	 5%	 (289,231,757.39)	 6,728,111.71
If RMB strengthens against EUR	人民幣對歐元升值	5%	289,231,757.39	(6,728,111.71)
 If RMB weakens against HKD	 人民幣對港幣貶值	 5%	 82,519.36	 6,392,459.77
If RMB strengthens against HKD	人民幣對港幣升值	5%	(82,519.36)	(6,392,459.77)

\* Excluding retained earnings.

\* 不包括留存收益。

X. OTHER SIGNIFICANT EVENTS  
(CONTINUED)

## 4. Financial instruments and their risks (Continued)

*Market Risk (Continued)**Equity investment price risk*

Equity investment price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of share indices and the value of individual securities. The Group was exposed to equity investment price risk arising from individual equity investments classified as available-for-sale equity investments (Note V.10) as at 31 December 2013. The Group held listed equity investments that are listed on the Shanghai Stock Exchange and are valued at quoted market prices at the balance sheet date.

The market share indices for the following stock exchanges, at the close of business of the nearest trading day to the balance sheet date, and their respective highest and lowest closing points during the year were as follows:

		31 December 2013 2013年 12月31日	2013 Highest/ Lowest 2013年 最高/最低	31 December 2012 2012年12 月31日	2012 Highest/ Lowest 2012年 最高/最低
Shanghai – A Share Index	上海—A股指數	2,116	2,445/1,850	2,376	2,578/2,052

## 十、其他重要事項(續)

## 4. 金融工具及其風險(續)

*市場風險(續)**權益工具投資價格風險*

權益工具投資價格風險，是指權益性證券的公允價值因股票指數水平和個別證券價值的變化而降低的風險。於2013年12月31日，本集團暴露於因歸類為可供出售權益工具投資(附註五、10)的個別權益工具投資而產生的權益工具投資價格風險之下。本集團持有的上市權益工具投資在上海證券交易所上市，並在資產負債表日以市場報價計量。

以下證券交易所的、在最近資產負債表日的交易日的收盤時的市場股票指數，以及年度內其各自的最高收盤點和最低收盤點如下：

X. OTHER SIGNIFICANT EVENTS  
(CONTINUED)

## 4. Financial instruments and their risks (Continued)

*Market Risk (Continued)**Equity investment price risk (Continued)*

The following table demonstrates the sensitivity of the Group's net profit and equity to every 5% change in the fair values of the equity investments, with all other variables held constant (based on their carrying amounts at the balance sheet date). For the purpose of this sensitivity analysis, for the available-for-sale equity investments, the effect is deemed to be on the changes in fair values of available-for-sale equity investments and no account is given to factors such as impairment which might affect the income statement.

## 十、其他重要事項(續)

## 4. 金融工具及其風險(續)

*市場風險(續)**權益工具投資價格風險(續)*

下表說明了，在所有其他變量保持不變，本集團的淨利潤和股東權益對權益工具投資的公允價值的每5%的變動（以資產負債表日的賬面價值為基礎）的敏感性。就本敏感性分析而言，對於可供出售權益工具投資，該影響被視為對可供出售權益工具投資公允價值變動的影響，而不考慮可能影響利潤表的減值等因素。

		Carrying value of equity investments 權益工具投資 賬面價值	Increase in net profit 淨利潤增加	Increase in equity* 股東權益增加*
<b>2013</b>	<b>2013年</b>			
Equity investments	權益工具投資			
Shanghai – Available-for-sale equity investments	上海－可供出售權益工具 投資	204,000,000.00	–	8,670,000.00
<b>2012</b>	<b>2012年</b>			
Equity investments	權益工具投資			
Shanghai – Available-for-sale equity investments	上海－可供出售權益工具 投資	269,200,000.00	–	11,441,000.00

\* Excluding retained earnings.

\* 不包括留存收益。

X. OTHER SIGNIFICANT EVENTS  
(CONTINUED)

## 4. Financial instruments and their risks (Continued)

*Fair value*

The following is the carrying value and fair value of each type of financial instruments other than short-term financial instruments for which the difference between carrying value and fair value is very small and equity investments for which the fair value cannot be reliably measured:

		Carrying value 2013 賬面價值 2013年	Fair value 2013 公允價值 2013年
Financial assets	金融資產		
Derivative financial assets	衍生金融資產	299,973,825.90	299,973,825.90
Available-for-sale financial assets	可供出售金融資產		
– Listed equity investments	– 上市權益工具投資	204,000,000.00	204,000,000.00
Financial liabilities	金融負債		
Long-term borrowings	長期借款	9,146,039,593.52	10,040,667,300.00
Bonds payable	應付債券	3,493,858,837.76	3,516,103,080.45
Put options in relation to minority interests	與少數股東權益相關的 出售期權	637,865,012.36	637,865,012.36

The management has assessed the cash and cash equivalents, notes receivable, accounts receivable, financial products, notes payable, accounts payable and long-term liabilities due within 1 year. In each case, the fair value and carrying value are similar due to short remaining period.

The finance team of the Group is led by the head of finance department. It is responsible for formulating policies and procedures applicable to the measurement of the fair value of financial instruments. The finance team directly reports to the Chief Financial Officer and the Audit Committee. On each balance sheet date, the finance team analyzes the change in value of financial instruments and ascertain the key inputs which apply to the valuation. The process and result of valuation is subject to approval by the Chief Financial Officer.

The fair value of financial assets and liabilities is determined as the amount at which well-informed parties undergo exchange of assets or settlement of debts out of free will and in a fair transaction. The following methods and assumptions are used in estimating fair values.

## 4. 金融工具及其風險(續)

*公允價值*

以下是本集團除賬面價值與公允價值相差很小的短期金融工具、公允價值不能可靠計量的權益工具投資之外的各類別金融工具的賬面價值與公允價值：

管理層已經評估了貨幣資金、應收票據、應收賬款、理財產品、應付票據、應付賬款和一年內到期的長期負債等，因剩餘期限不長，公允價值與賬面價值相若。

本集團的財務團隊由財務部門負責人領導，負責制定金融工具公允價值計量的政策和程序。財務團隊直接向首席財務官和審計委員會報告。每個資產負債表日，財務團隊分析金融工具價值變動，確定估值適用的主要輸入值。估值流程和結果經首席財務官審核批准。

金融資產和金融負債的公允價值，以在公平交易中，熟悉情況的交易雙方自願進行資產交換或者債務清償的金額確定。以下方法和假設用於估計公允價值。



X. OTHER SIGNIFICANT EVENTS  
(CONTINUED)

## 4. Financial instruments and their risks (Continued)

*Fair value (Continued)*

Derivative financial assets include the forward contracts in respect of the 3.3% interests in KION Group and the two call options with respect to minority interests in Linde Hydraulics GmbH & Co. KG.

- The forward contracts: The Group adopts “Long Forward” valuation model in determining the fair value of the forward contracts in respect of Superlift’s 3.3% interests in KION Group. A key parameter in the assumptions is the share price of KION Group, which is supported by observable market price. The Group believes that the fair value estimated using valuation techniques is reasonable and the most appropriate value as of the balance sheet date.
- Call options with respect to minority interests: The Group adopts Black-Scholes option valuation model in determining the fair value of the call options with respect to minority interests in Linde Hydraulics GmbH & Co. KG. The assumptions made are not supported by observable market price or interest rate. The Group believes that the fair value estimated using valuation techniques is reasonable and the most appropriate value as of the balance sheet date.

The fair values of the aforesaid equity instruments are determined according to quote prices on the market.

For put options relating to minority interests, the fair values are determined as the present values of the future payments to be made when the options are exercised. The assumptions made are not supported by observable market price or interest rate. Discount rates need to be estimated. The Group believes that the fair value estimated using valuation techniques is reasonable and the most appropriate value as of the balance sheet date.

## 十、其他重要事項(續)

## 4. 金融工具及其風險(續)

*公允價值(續)*

衍生金融資產包括凱傲集團3.3%股權的遠期合同和兩個林德液壓合夥企業(KG)少數股東權益買入期權。

- 遠期合同：本集團採用Long forward估值模型確定Superlift凱傲集團3.3%股權的遠期合同的公允價值，採用的假設的重要參數為凱傲集團的股價可由可觀察市場價格支持。本集團相信，以估值技術估計的公允價值是合理的，並且亦是於資產負債表日最合適的價值。
- 少數股東權益買入期權：本集團採用Black-Scholes期權估值模型確定林德液壓合夥企業(KG)少數股東權益買入期權的公允價值，採用的假設並非由可觀察市場價格或利率支持。本集團相信，以估值技術估計的公允價值是合理的，並且亦是於資產負債表日最合適的價值。

上市的權益工具，以市場報價確定公允價值。

與少數股東權益相關的出售期權以未來行權時所需支付金額的現值計量其公允價值。採用的假設並非由可觀察市場價格或利率支持。本集團需要就折現率進行估計。本集團相信，以估值技術估計的公允價值，是合理的，並且亦是於資產負債表日最合適的價值。

X. OTHER SIGNIFICANT EVENTS  
(CONTINUED)

## 4. Financial instruments and their risks (Continued)

*Fair value (Continued)*

Fair values of long-term and short-term borrowings are determined using discount cash flows, at rates equal to market yield of other financial instruments with similar contract terms, credit risks and remaining term. As at 31 December 2013, non-performance risks underlying long-term and short-term borrowings were appraised as insignificant.

Fair values of bonds payable are determined as quoted prices on the market.

The following table shows the hierarchy of fair values of financial instruments:

Financial instruments at fair value:

31 December 2013

## 十、其他重要事項(續)

## 4. 金融工具及其風險(續)

*公允價值(續)*

長短期借款採用未來現金流量折現法確定公允價值，以有相似合同條款、信用風險和剩餘期限的其他金融工具的市場收益率作為折現率。2013年12月31日，針對長短期借款等自身不履約風險評估為不重大。

應付債券，以市場報價確定公允價值。

下表列示了金融工具公允價值層次：

以公允價值計量的金融工具：

2013年12月31日

## Inputs used in the measurement of fair value

## 公允價值計量使用的輸入值

		Quoted prices in active markets (Level 1)	Key observable inputs (Level 2)	Key unobservable inputs (Level 3)	Total
		活躍市場報價 (第一層次)	重要可觀察 輸入值 (第二層次)	重要不可觀察 輸入值 (第三層次)	合計
Investment products with variable income	浮動收益性投資產品	-	35,000,000.00	-	35,000,000.00
Forward contracts in respect of derivative financial assets	衍生金融資產遠期合同	-	51,077,466.30	-	51,077,466.30
Call options with respect to minority interests for derivative financial assets	衍生金融資產少數股東權益買入期權	-	-	248,896,359.60	248,896,359.60
Listing available-for-sale equity instruments for available-for-sale financial assets	可供出售金融資產上市可供出售權益工具	204,000,000.00	-	-	204,000,000.00
Put options in relation to minority interests	與少數股東權益相關的出售期權	-	-	637,865,012.36	637,865,012.36

X. OTHER SIGNIFICANT EVENTS  
(CONTINUED)

## 4. Financial instruments and their risks (Continued)

*Fair value (Continued)*

The following is a brief description of the key unobservable inputs to the valuation of financial instruments at Level 3:

## 十、其他重要事項(續)

## 4. 金融工具及其風險(續)

*公允價值(續)*

如下為第三層次金融工具估值的重要不可觀察輸入值概述：

		Key unobservable inputs 重要不可觀察輸入值	Estimated values 估計值
Derivative financial assets	衍生金融資產	Exercise price	EUR77,400,000.00
Minority interests	少數股東權益	行權價格	歐元77,400,000.00元
Call options 1	買入期權1	Value of minority interests of Linde Hydraulics GmbH & Co. KG	EUR116,100,000
		林德液壓合夥企業(KG)少數股權價值	歐元116,100,000元
		Exercise period (years)	
		行權時間(年)	3.99
Derivative financial assets	衍生金融資產	Exercise price	EUR38,700,000.00
Minority interests	少數股東權益	行權價格	歐元38,700,000.00元
Call options 2	買入期權2	Value of minority interests of Linde Hydraulics GmbH & Co. KG	EUR116,100,000
		林德液壓合夥企業(KG)少數股權價值	歐元116,100,000元
		Exercise period (years)	
		行權時間(年)	1.49-3.99
Put options in relation to minority interests	與少數股東權益相關的 出售期權	Exercise price	EUR77,400,000.00
		行權價格	歐元77,400,000.00元
		Discount rate	
		折現率	1.25%
		Remaining exercise period (years)	
		行權剩餘時間(年)	1.49-3.99

As at 31 December 2013, the fair value of call option of minority interests amounted to EUR29,564,000.00 (equivalent to RMB248,896,359.60). Assuming increase of 5% in the value of minority interests of Linde Hydraulics GmbH & Co. KG, the fair value of call option of minority interests will increase by EUR3,000,000.00 to EUR3,800,000. For put options in relation to minority interests, fair values do not change significantly with an increase/decrease of 0.25% in discount rate.

於2013年12月31日，少數股東權益買入期權的公允價值為歐元29,564,000.00元，折合人民幣248,896,359.60元，假設林德液壓合夥企業(KG)少數股權價值增加5%，少數股東權益的買入期權的公允價值將增加歐元3,000,000.00元至歐元3,800,000元；與少數股東權益相關的出售期權在折現率上浮／下浮0.25%時，其公允價值無重大變化。

X. OTHER SIGNIFICANT EVENTS  
(CONTINUED)

## 4. Financial instruments and their risks (Continued)

*Fair value (Continued)*

Assuming decrease of 5% in the value of minority interests of Linde Hydraulics GmbH & Co. KG, the fair value of call option of minority interests will decrease by EUR2,600,000 to EUR3,600,000. Gain or loss on fair value will increase or decrease correspondingly.

In 2013, there were neither transfers between Level 1 and Level 2 for the measurement of fair value of financial assets and liabilities, nor transfer into or out of Level 3. Changes in the fair value of Level 3 are as follows:

## 十、其他重要事項(續)

## 4. 金融工具及其風險(續)

*公允價值(續)*

假設林德液壓合夥企業(KG)少數股權價值減少5%，少數股東權益的買入期權的公允價值將減少歐元2,600,000元至歐元3,600,000元，公允價值損益將相應增加或減少。

於2013年度，並無金融資產和金融負債公允價值計量在第一層次和第二層次之間的轉移，亦無轉入或轉出第三層級的情況。第三層次公允價值的變動如下：

		2013 2013年
Derivative financial assets	衍生金融資產—少數股東權益買入期權	
– Call options of minority interests		
1 January	1月1日	137,050,693.51
Recognized as profit or loss for the current period	確認為當期損益	107,908,582.73
Recognized as other comprehensive income for the current period	確認為當期其他綜合收益	3,937,083.36
31 December	12月31日	248,896,359.60
		2013 2013年
Put options relating to minority interests	與少數股東權益相關的出售期權	
1 January	1月1日	622,325,082.99
Recognized as profit or loss for the period	確認為當期損益	7,796,769.15
Recognized as other comprehensive income for the period	確認為當期其他綜合收益	7,743,160.22
31 December	12月31日	637,865,012.36

X. OTHER SIGNIFICANT EVENTS  
(CONTINUED)

## 4. Financial instruments and their risks (Continued)

*Fair value (Continued)*

Financial instruments measured at fair value:

31 December 2013

## 十、其他重要事項(續)

## 4. 金融工具及其風險(續)

*公允價值(續)*

以公允價值計量的金融工具：

2013年12月31日

## Inputs used in the measurement of fair value

公允價值計量使用的輸入值

		Quoted prices in active markets (Level 1)	Key observable inputs (Level 2)	Key unobservable inputs		Total
				(Level 3)		
		活躍市場報價 (第一層次)	重要可觀察 輸入值 (第二層次)	重要不可觀察 輸入值 (第三層次)		合計
Long-term borrowings	長期借款	-	-	10,040,667,300.00		10,040,667,300.00
Bonds payable	應付債券	3,516,103,080.45	-	-		3,516,103,080.45

*Capital Management*

The key objectives of the Group's capital management are to maintain the Group's going concern and a sound capital ratio so as to support business development and maximize shareholders' value.

The Group manages its capital structure and adjusts it based on latest economic conditions and the changes in the risk profiles of the relevant assets. To maintain or adjust capital structure, the Group may adjust its profit distribution to shareholders, return capital to shareholders, repurchase outstanding shares or issue new shares. The Group is not constrained by any external mandatory requirements on capital. In 2013 and 2012, there had been no change in the objectives, policies or procedures of capital management of the Group.

*資本管理*

本集團資本管理的主要目標是確保本集團持續經營的能力，並保持健康的資本比率，以支持業務發展並使股東價值最大化。

本集團管理資本結構並根據經濟形勢以及相關資產的風險特徵的變化對其進行調整。為維持或調整資本結構，本集團可以調整對股東的利潤分配、向股東歸還資本、回購已發行股份或發行新股。本集團不受外部強制性資本要求的約束。2013年度和2012年度，資本管理的目標、政策或程序未發生變化。

X. OTHER SIGNIFICANT EVENTS  
(CONTINUED)4. Financial instruments and their risks (Continued)  
*Capital Management (Continued)*

The Group manages its capital with the gearing ratio, which refers to interest-bearing liabilities divided by the total sum of adjusted owners' equity and interest-bearing liabilities. The gearing ratio of the Group as of the balance sheet date is as follows:

		2013 2013年	2012 2012年
Short-term borrowings	短期借款	1,245,568,357.29	2,742,091,634.05
Long-term borrowings	長期借款	9,146,039,593.52	6,344,249,958.75
Bonds payable	應付債券	3,493,858,837.76	2,691,489,273.21
Non-current liabilities due within 1 year	一年內到期的非流動負債	352,375,772.74	340,000,000.00
Interest-bearing liabilities	有息負債	14,237,842,561.31	12,117,830,866.01
Owners' equity	股東權益	34,327,311,371.39	31,399,235,777.50
Add: interest-bearing liabilities	加：有息負債	14,237,842,561.31	12,117,830,866.01
Owners' equity and interest-bearing liabilities	股權權益和有息負債	48,565,153,932.70	43,517,066,643.51
Gearing ratio	槓桿比率	29.32%	27.85%

## 5. Other financial information

## 5. 其他財務信息

		31 December 2013 2013年12月31日		31 December 2012 2012年12月31日	
		The Group 集團	Thc Company 公司	The Group 集團	Thc Company 公司
Net current assets	流動資產淨值	18,751,883,860.92	13,450,865,635.37	15,236,358,674.02	12,109,227,708.00
Total assets less current liabilities	總資產減流動負債	49,223,484,308.10	29,067,649,143.97	42,396,587,588.73	25,894,627,585.80

## XI. NOTES TO KEY ITEMS OF THE PARENT FINANCIAL STATEMENTS

## 1. Accounts receivable

The Group's trading terms with its customers are mainly on credit except for new customers, where payment in advance or cash on delivery is normally required. The credit period of accounts receivable is generally one month, extending up to six months for major customers. Accounts receivable is non-interest bearing.

An aging analysis of accounts receivable based on the invoice date is presented as follows:

		<b>31 December 2013 2013年 12月31日</b>	31 December 2012 2012年 12月31日
Within 1 year	1年以內	<b>249,878,477.80</b>	395,193,563.49
1-2 years	1至2年	—	—
2-3 years	2至3年	—	—
Over 3 years	3年以上	<b>3,518,650.03</b>	3,518,650.03
		<b>253,397,127.83</b>	398,712,213.52
Less: Provision for bad debt for accounts receivable	減：應收賬款壞賬準備	<b>8,408,952.31</b>	23,155,234.63
		<b>244,988,175.52</b>	375,556,978.89

Changes in provision for bad debt for accounts receivable are presented as follows:

		<b>31 December 2013 2013年 12月31日</b>	31 December 2012 2012年 12月31日
Opening balance	年初數	<b>23,155,234.63</b>	32,468,493.06
Provision for the year	本年計提	—	—
Decrease during the year	本年減少	—	—
Reversal	轉回	<b>(14,746,282.32)</b>	(9,313,258.43)
Closing balance	年末數	<b>8,408,952.31</b>	23,155,234.63

## 十一、母公司主要財務報表項目註釋

## 1. 應收賬款

本集團與客戶間的貿易條款以信用交易為主，且一般要求新客戶預付款或採取貨到付款方式進行，信用期通常為1個月，主要客戶可以延長至6個月。應收賬款並不計息。

根據開票日期，應收賬款賬齡分析如下：

應收賬款壞賬準備的變動如下：



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## XI. NOTES TO KEY ITEMS OF THE PARENT FINANCIAL STATEMENTS (CONTINUED)

## 1. Accounts receivable (Continued)

## 十一、母公司主要財務報表項目註釋(續)

## 1. 應收賬款(續)

		31 December 2013 2013年12月31日			
		Amount 金額	Proportion 比例 (%)	Provision for bad debt 壞賬準備	Proportion of provision 計提比例 (%)
Individually significant items for which provision for bad debt is recognized separately	單項金額重大並單項計提壞賬準備	-	-	-	-
Items for which provision for bad debt is recognized by group	按組合計提壞賬準備	253,397,127.83	100.00	8,408,952.31	3.32
Not individually significant items for which provision for bad debt is recognized separately	單項金額雖不重大但單項計提壞賬準備	-	-	-	-
		253,397,127.83	100.00	8,408,952.31	

		31 December 2012 2012年12月31日			
		Amount 金額	Proportion 比例 (%)	Provision for bad debt 壞賬準備	Proportion of provision 計提比例 (%)
Individually significant items for which provision for bad debt is recognized separately	單項金額重大並單項計提壞賬準備	-	-	-	-
Items for which provision for bad debt is recognized by group	按組合計提壞賬準備	398,712,213.52	100.00	23,155,234.63	5.81
Not individually significant items for which provision for bad debt is recognized separately	單項金額雖不重大但單項計提壞賬準備	-	-	-	-
		398,712,213.52	100.00	23,155,234.63	

As at 31 December 2013, there was no individually significant accounts receivable for which provision for bad debt was recognized separately (31 December 2012: Nil).

於2013年12月31日，無單項金額重大並單項計提壞賬準備的應收賬款情況(2012年12月31日：無)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## XI. NOTES TO KEY ITEMS OF THE PARENT FINANCIAL STATEMENTS (CONTINUED)

## 1. Accounts receivable (Continued)

Provision for bad debt is recognized by group as follows:

## 十一、母公司主要財務報表項目註釋(續)

## 1. 應收賬款(續)

按組合計提壞賬準備如下:

		31 December 2013 2013年12月31日			
		Amount 金額	Proportion 比例 (%)	Provision for bad debt 壞賬準備	Proportion of provision 計提比例 (%)
Within 1 year	1年以內	249,878,477.80	98.61	4,890,302.28	2.00
1-2 years	1至2年	-	-	-	-
2-3 years	2至3年	-	-	-	-
3-4 years	3至4年	-	-	-	-
4-5 years	4至5年	-	-	-	-
Over 5 years	5年以上	3,518,650.03	1.39	3,518,650.03	100.00
		253,397,127.83	100.00	8,408,952.31	

		31 December 2012 2012年12月31日			
		Amount 金額	Proportion 比例 (%)	Provision for bad debt 壞賬準備	Proportion of provision 計提比例 (%)
Within 1 year	1年以內	395,193,563.49	99.12	19,636,584.60	4.97
1-2 years	1至2年	-	-	-	-
2-3 years	2至3年	-	-	-	-
3-4 years	3至4年	-	-	-	-
4-5 years	4至5年	-	-	-	-
Over 5 years	5年以上	3,518,650.03	0.88	3,518,650.03	100.00
		398,712,213.52	100.00	23,155,234.63	

As at 31 December 2013, there was no accounts receivable from shareholders that held 5% (including 5%) or more of the voting shares of the Company (31 December 2012: Nil).

於2013年12月31日，本賬戶餘額中無應收持有本公司5%(含5%)以上表決權股份的股東單位的賬款(2012年12月31日：無)。

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

XI. NOTES TO KEY ITEMS OF THE PARENT FINANCIAL STATEMENTS (CONTINUED)

1. Accounts receivable (Continued)

As at 31 December 2013, the top 5 accounts receivable are presented as follows:

	Amount	Age	Percentage of total accounts receivable 佔應收賬款總額的比例 (%)
	金額	賬齡	
Weichai Power (Weifang) Reconstruction Co., Ltd. 濰柴動力(濰坊)再製造有限公司	52,570,830.78	Within 1 year 1年以內	21.46
Hunan Automobile Manufacturing Co., Ltd 湖南汽車製造有限責任公司	21,949,659.84	Within 1 year 1年以內	8.96
Changsha Zoomlion Heavy Industry Technology Development Co., Ltd. 長沙中聯重工科技發展股份有限公司	20,040,700.59	Within 1 year 1年以內	8.18
Jinhua Yaman Vehicles Co., Ltd. 金華亞曼車輛有限公司	6,757,225.00	Within 1 year 1年以內	2.76
Weichai Heavy-duty Machinery (Weifang) Generator Equipment Co., Ltd 濰柴重機(濰坊)發電設備有限公司	6,586,506.00	Within 1 year 1年以內	2.69
	107,904,922.21		44.05

As at 31 December 2012, the top 5 accounts receivable are presented as follows:

十一、母公司主要財務報表項目註釋(續)

1. 應收賬款(續)

於2013年12月31日，應收賬款金額前五名如下：

於2012年12月31日，應收賬款金額前五名如下：

	Amount	Age	Percentage of total accounts receivable 佔應收賬款總額的比例 (%)
	金額	賬齡	
Faw Jiefang Qingdao Auto Factory 一汽解放青島汽車廠	116,537,895.37	Within 1 year 1年以內	29.23
Zhengzhou Yutong Bus Co., Ltd 鄭州宇通客車股份有限公司	63,640,572.49	Within 1 year 1年以內	15.96
Beijing Foton Daimler Automotive Co., Ltd 北京福田戴姆勒汽車有限公司	50,018,137.26	Within 1 year 1年以內	12.54
Chongqing Beifang Benchi Truck Co., Ltd. 重慶北奔汽車有限公司	30,446,819.67	Within 1 year 1年以內	7.64
Hangzhou Yaman Engine Co., Ltd 杭州亞曼發動機有限公司	18,748,360.00	Within 1 year 1年以內	4.70
	279,391,784.79		70.07

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

XI. NOTES TO KEY ITEMS OF THE PARENT FINANCIAL STATEMENTS (CONTINUED)

2. Other receivables

An aging analysis of other receivables is presented as follows:

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Within 1 year	1年以內	1,748,035,172.23	1,105,080,877.47
1-2 years	1至2年	3,612,780.95	64,037,019.32
2-3 years	2至3年	10,152,115.47	10,846,244.30
3 years	3年以上	28,005,533.60	18,261,506.60
		1,789,805,602.25	1,198,225,647.69
Less: Provision for bad debt for other receivables	減：其他應收款壞賬準備	27,516,215.38	42,059,021.46
Closing balance	年末數	1,762,289,386.87	1,156,166,626.23

		31 December 2013 2013年12月31日				31 December 2012 2012年12月31日			
		Amount 金額	Proportion 比例 (%)	Provision for bad debt 壞賬準備	Proportion of provision 計提比例 (%)	Amount 金額	Proportion 比例 (%)	Provision for bad debt 壞賬準備	Proportion of provision 計提比例 (%)
Individually significant	單項重大	-	-	-	-	-	-	-	-
Items for which provision for bad debt is recognized by group	按組合計提壞賬準備	1,789,805,602.25	100.00	27,516,215.38	1.54	1,198,225,647.69	100.00	42,059,021.46	3.51
Not individually significant	單項不重大	-	-	-	-	-	-	-	-
		1,789,805,602.25	100.00	27,516,215.38	1.54	1,198,225,647.69	100.00	42,059,021.46	3.51

As at 31 December 2013, there was no individually significant other receivables for which provision for bad debt was recognized separately (31 December 2012: Nil).

於2013年12月31日，無單項金額重大並單項計提壞賬準備的其他應收款(2012年12月31日：無)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## XI. NOTES TO KEY ITEMS OF THE PARENT FINANCIAL STATEMENTS (CONTINUED)

## 2. Other receivables (Continued)

Provision for bad debt is recognized by group as follow:

		31 December 2013 2013年12月31日				31 December 2012 2012年12月31日			
		Amount	Proportion	Provision for	Proportion of	Amount	Proportion	Provision for	Proportion of
		金額	比例	壞賬準備	計提比例	金額	比例	壞賬準備	計提比例
			(%)		(%)		(%)		(%)
Within 1 year	1年以內	1,748,035,172.23	97.67	1,563,015.31	0.09	1,105,080,877.47	92.23	12,029,643.55	1.09
1-2 years	1至2年	3,612,780.95	0.20	541,917.14	15.00	64,037,019.32	5.34	9,605,552.90	15.00
2-3 years	2至3年	10,152,115.47	0.57	3,045,634.64	30.00	10,846,244.30	0.91	3,253,873.29	30.00
3-4 years	3至4年	10,846,244.30	0.61	5,423,122.15	50.00	2,167,631.64	0.18	1,083,815.82	50.00
4-5 years	4至5年	1,083,815.82	0.05	867,052.66	80.00	38,695.30	0.00	30,956.24	80.00
Over 5 years	5年以上	16,075,473.48	0.90	16,075,473.48	100.00	16,055,179.66	1.34	16,055,179.66	100.00
Total	合計	1,789,805,602.25	100.00	27,516,215.38		1,198,225,647.69	100.00	42,059,021.46	

As at 31 December 2013, the top 5 other receivables are presented as follows:

於2013年12月31日，其他應收款金額前五名如下：

		Amount	Age	Percentage of total other receivables
		金額	賬齡	佔其他應收款總額的比例
				(%)
Weichai Power (Weifang) Casting Co., Ltd.		1,721,174,533.71	Within 1 year	96.17
濰柴動力(濰坊)鑄鍛有限公司			1年以內	
Weichai Power (Chongqing) Western Development Co., Ltd.		12,808,968.39	1-2 years and 2-3 years	0.72
濰柴動力(重慶)西部發展有限公司			1-2年及2-3年	
Zhuzhou Torch Machinery Manufacturing Co., Ltd.		10,823,892.02	3-4 years	0.60
株洲湘火炬機械製造有限責任公司			3-4年	
Hangzhou Hongyuan Machinery Manufacturing Co., Ltd.		9,203,387.08	Over 5 years	0.51
杭州鴻源機械公司			5年以上	
Xinjiang Machinery Equipment Import & Export Co., Ltd.		6,350,399.53	Over 5 years	0.35
新疆機械設備進出口有限公司			5年以上	
		1,760,361,180.73		98.35

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

XI. NOTES TO KEY ITEMS OF THE PARENT FINANCIAL STATEMENTS (CONTINUED)

2. Other receivables (Continued)

As at 31 December 2012, the top 5 other receivables are presented as follows:

	Amount	Age	Percentage of total other receivables
	金額	賬齡	佔其他應收款總額的比例 (%)
Weichai Power (Weifang) Casting Co., Ltd. 濰柴動力(濰坊)鑄鍛有限公司	858,305,631.80	Within 1 year 1年以內	71.63
Chongqing Jialing Chuanjiang Vehicles Manufacturing Co., Ltd. 重慶市嘉陵川江汽車製造有限公司	115,800,000.00	Within 2 years 2年以內	9.66
Weichai Group Holdings Limited 濰柴控股集團有限公司	94,067,880.00	Within 1 year 1年以內	7.85
Weichai Power (Chongqing) Western Development Co., Ltd. 濰柴動力(重慶)西部發展有限公司	56,370,000.00	1-2 years 1-2年	4.70
Weichai Power (Weifang) Intensive Logistics Co., Ltd. 濰柴動力(濰坊)集約配送有限公司	15,222,143.71	Within 1 year 1年以內	1.27
	1,139,765,655.51		95.11

As at 31 December 2013, there was no other receivables from shareholders that held 5% (including 5%) or more in the voting shares of the Company (31 December 2012: RMB94,067,880.00).

十一、母公司主要財務報表項目註釋(續)

2. 其他應收款(續)

於2012年12月31日，其他應收款金額前五名如下：

於2013年12月31日，本賬戶餘額中無應收持有本公司5%(含5%)以上表決權股份的股東單位的款項(2012年12月31日：人民幣94,067,880.00元)。

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## XI. NOTES TO KEY ITEMS OF THE PARENT FINANCIAL STATEMENTS (CONTINUED)

## 3. Investment in associates

## 十一、母公司主要財務報表項目註釋(續)

## 3. 對聯營企業投資

	Type of Company	Place of registration/ Key operation	Legal representative	Registered capital	Scope of operation	Code of organisation
	公司類型	註冊地/主要經營地	法人代表	註冊資本	經營範圍	組織機構代碼
Shanghai Xinlian Chuangye Investment Co., Ltd. 上海鑫聯創業投資有限公司	limited liability company 有限責任公司	Shanghai 上海	Nie Xinyong 聶新勇	150,000,000.00	Industrial investment, investment management 實業投資、投資管理	79274447-X
Guanya (Shanghai) Investment Fund Partnership Enterprise (Limited Partnership) 冠亞(上海)股權投資基金合夥企業(有限合夥)	limited partnership 有限合夥企業	Shanghai 上海	Xu Hua Dong 徐華東	400,000,000.00	Equity investment, investment management and investment consultation 股權投資、投資管理及投資諮詢	56710317-4
Shandong Heavy Industry Group Finance Co., Ltd. 山東重工集團財務有限公司	limited liability company 有限責任公司	Shandong 山東	Shen Chuan Dong 申傳東	1,000,000,000.00	Business approved by China Banking Regulatory Commission 經營中國銀行業監督管理委員會批准的業務	59782870-7
Dalian Hongyuan Machinery Manufacturing Co., Ltd. 大連鴻源機械製造有限公司	limited liability company 有限責任公司	Liaoning 遼寧	Yu Jianguo 于建國	USD22,818,208.00 美元22,818,208.00	Hardware tools and automobile parts and accessories 五金工具和汽車零配件	70215501-5
Shanzhong Finance Leasing Co., Ltd. 山重融資租賃有限公司	limited liability company 有限責任公司	Beijing 北京	Dong Ping 董平	920,000,000.00	Finance leasing 融資租賃業務	68690250-X

## 4. Long-term equity investments

## 4. 長期股權投資

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Non-listing investment cost method	非上市投資成本法	7,138,219,024.33	6,122,059,472.76
Non-listing investment equity method	非上市投資權益法	575,860,777.07	486,895,615.46
		7,714,079,801.40	6,608,955,088.22
Less: Provision for impairment of long-term equity investment	減：長期股權投資減值準備	12,118,687.10	12,118,687.10
		7,701,961,114.30	6,596,836,401.12



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## XI. NOTES TO KEY ITEMS OF THE PARENT FINANCIAL STATEMENTS (CONTINUED)

## 4. Long-term equity investments (Continued)

As at 31 December 2013, the breakdown of long-term equity investments under cost method was as follows:

## 十一、母公司主要財務報表項目註釋(續)

## 4. 長期股權投資(續)

於2013年12月31日，成本法長期股權投資明細如下：

		Investment cost	Opening balance	Increase/decrease in current year	Closing balance	Percentage of shareholding	Percentage of voting rights	Provision for impairment	Provision for impairment in current year	Cash dividend in current year
		投資成本金額	年初數	本年增減	年末數	持股比例	表決權比例	減值準備	本年計提減值準備	本年現金紅利
Weichai Power Freshen Air Technology Co., Ltd.	濰柴動力空氣淨化科技有限公司	100,000,000.00	-	100,000,000.00	100,000,000.00	100.00%	100.00%	-	-	-
Baudouin (Weifang) Power Co., Ltd.	博仕安(濰坊)動力有限公司	13,066,352.00	-	13,066,352.00	13,066,352.00	50.98%	50.98%	-	-	-
Weichai Power Hydraulic Technology Co., Ltd.	濰柴動力液壓科技有限公司	50,000,000.00	-	50,000,000.00	50,000,000.00	100.00%	100.00%	-	-	-
Weichai Power (Weifang) Equipment Service Co., Ltd.	濰柴動力(濰坊)裝備技術服務有限公司	76,000,000.00	-	76,000,000.00	76,000,000.00	100.00%	100.00%	-	-	-
Weichai International (Hong Kong) Energy Group Co., Ltd.	濰柴國際(香港)能源集團有限公司	7,987,632.00	-	7,987,632.00	7,987,632.00	100.00%	100.00%	-	-	-
Weichai Power (Weifang) Spare Part Resources Co., Ltd.	濰柴動力(濰坊)備品資源有限公司	101,410,238.34	101,410,238.34	-	101,410,238.34	100.00%	100.00%	-	-	102,057,224.55
Weichai Power (Weifang) Oil Co., Ltd.	濰柴動力(濰坊)油品有限公司	10,706,159.11	10,706,159.11	-	10,706,159.11	100.00%	100.00%	-	-	664,849.46
Weichai Power (Weifang) Casting Co., Ltd.	濰柴動力(濰坊)鑄鍛有限公司	460,150,000.00	460,150,000.00	-	460,150,000.00	100.00%	100.00%	-	-	-
Zhuzhou Torch Sparkplugs Co., Ltd.	株洲湘火炬火花塞有限責任公司	245,574,858.40	201,901,925.83	43,672,932.57	245,574,858.40	100.00%	100.00%	-	-	18,921,119.46
Zhuzhou Torch Machinery Manufacturing Co., Ltd.	株洲湘火炬機械製造有限責任公司	130,898,993.14	130,898,993.14	-	130,898,993.14	100.00%	100.00%	-	-	-
Zhuzhou Torch Auto Lighting Co., Ltd.	株洲湘火炬汽車燈具有限責任公司	38,363,180.85	38,363,180.85	-	38,363,180.85	100.00%	100.00%	-	-	-
Torch Import & Export Co., Ltd.	火炬進出口有限責任公司	33,973,054.98	33,973,054.98	-	33,973,054.98	100.00%	100.00%	-	-	-
Weichai America Corp.	Weichai America Corp.	227,412,122.28	227,412,122.28	-	227,412,122.28	100.00%	100.00%	-	-	-
Weichai Power (Weifang) Reconstruction Co., Ltd.	濰柴動力(濰坊)再製造公司	122,000,000.00	122,000,000.00	-	122,000,000.00	100.00%	100.00%	-	-	8,284,890.82
Weichai Power (Hong Kong) International Development Co., Ltd.	濰柴動力(香港)國際發展有限公司	378,750,138.28	378,750,138.28	-	378,750,138.28	100.00%	100.00%	-	-	-
Weichai Power (Shanghai) Technology Development Co., Ltd.	濰柴動力(上海)科技發展有限公司	500,000,000.00	500,000,000.00	(160,000,000)	340,000,000.00	100.00%	100.00%	-	-	-
Weichai Power (Chongqing) Western Development Co., Ltd.	濰柴動力(重慶)西部發展有限公司	240,000,000.00	240,000,000.00	-	240,000,000.00	100.00%	100.00%	-	-	-
Weichai Power (Beijing) International Resource Investment Co., Ltd.	濰柴動力(北京)國際資源投資公司	300,000,000.00	300,000,000.00	-	300,000,000.00	100.00%	100.00%	-	-	-
Xinjiang Equipment Imports and Exports Co., Ltd.	新疆設備進出口有限公司	-	-	-	-	-	-	(12,118,687.10)	-	-
Weichai Power (Qingzhou) Drive Control Technology Co., Ltd.	濰柴動力(青州)傳控一技術有限公司	150,000,000.00	150,000,000.00	-	150,000,000.00	100.00%	100.00%	-	-	-
Zhuzhou Gear Co., Ltd.	株洲齒輪有限責任公司	532,334,743.21	532,334,743.21	-	532,334,743.21	87.91%	87.91%	-	-	-
Shanghai He Da Auto Accessory Co., Ltd.	上海和達汽配有限公司	39,163,469.71	39,163,469.71	-	39,163,469.71	75.00%	75.00%	-	-	5,144,542.08
Weichai Power (Weifang) Intensive Logistics Co., Ltd.	濰柴動力(濰坊)集約配送有限公司	10,400,000.00	10,400,000.00	-	10,400,000.00	52.00%	52.00%	-	-	-
Shaanxi Heavy-duty Motor Co., Ltd.	陝西重型汽車有限公司	1,482,116,000.85	1,482,116,000.85	-	1,482,116,000.85	51.00%	51.00%	-	-	68,595,000.00
Shaanxi Fast Gear Co., Ltd.	陝西法士特齒輪有限公司	1,082,558,680.59	1,082,558,680.59	-	1,082,558,680.59	51.00%	51.00%	-	-	191,443,569.92
Shaanxi Hande Axle Co., Ltd.	陝西漢德車橋有限公司	14,507,358.03	14,507,358.03	-	14,507,358.03	3.06%	3.06%	-	-	4,882,978.72
Shandong Synergy Oil Co., Ltd.	山東聚源油品有限公司	9,426,918.00	9,426,918.00	-	9,426,918.00	46.00%	46.00%	-	-	5,339,174.57
Baoji Fast Gear Co., Ltd.	寶德法士特齒輪有限公司	10,986,483.27	10,986,483.27	-	10,986,483.27	2.55%	2.55%	-	-	-
Chongqing Jialing Chuanjiang Vehicles Manufacturing Co., Ltd.	重慶市嘉陵川江汽車製造有限公司	918,000,000.00	45,000,000.00	873,000,000.00	918,000,000.00	51.00%	51.00%	-	-	-
WEICHAI SINGAPORE PTE. LTD	WEICHAI SINGAPORE PTE. LTD	12,432,641.29	6.29	12,432,635.00	12,432,641.29	100%	100%	-	-	-
Cost method total	成本法合計	7,242,113,456.76	6,122,059,472.76	1,016,159,551.57	7,138,219,024.33			(12,118,687.10)	-	405,333,349.58

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

XI. NOTES TO KEY ITEMS OF THE PARENT FINANCIAL STATEMENTS (CONTINUED)

4. Long-term equity investments (Continued)

As at 31 December 2013, breakdown of long-term equity investments under equity method was as follows:

十一、母公司主要財務報表項目註釋(續)

4. 長期股權投資(續)

於2013年12月31日，權益法長期股權投資明細如下：

		Investment cost	Opening balance	Increase/decrease during the period	Closing balance	Percentage of shareholding	Percentage of voting rights	Provision for impairment	Provision for impairment in current period	Cash dividend in current period
		投資成本金額	期初數	本期增減	期末數	持股比例	表決權比例	減值準備	本期計提減值準備	本期現金紅利
Equity method	權益法									
Guanyu (Shanghai) Investment Fund Partnership Enterprise (Limited Partnership)	冠亞(上海)股權投資基金合夥企業(有限合夥)	19,800,000.00	-	18,335,757.92	18,335,757.92	24.75%	24.75%	-	-	-
Dalian Hongyuan Machinery Manufacturing Co., Ltd.	大連鴻源機械製造有限公司	24,943,500.00	24,943,500.00	(570,084.53)	24,373,415.47	17.31%	17.31%	-	-	-
Shanghai Xinlian Chuangye Investment Co., Ltd.	上海鑫聯創業投資有限公司	45,853,683.25	61,022,312.77	53,624,149.03	114,646,461.80	33.33%	33.33%	-	-	-
Shandong Heavy Industry Group Finance Co., Ltd.	山東重工集團財務有限公司	200,000,000.00	202,424,654.78	11,307,739.23	213,732,394.01	20.00%	20.00%	-	-	-
Shanzhong Finance Leasing Co., Ltd.	山重融資租賃有限公司	180,000,000.00	198,505,147.91	6,267,599.96	204,772,747.87	19.57%	19.57%	-	-	6,615,000.00
Equity method total	權益法合計	470,597,183.25	486,895,615.46	88,965,161.61	575,860,777.07			-	-	6,615,000.00

# NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

# 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## XI. NOTES TO KEY ITEMS OF THE PARENT FINANCIAL STATEMENTS (CONTINUED)

### 4. Long-term equity investments (Continued)

As at 31 December 2012, breakdown of long-term equity investments under cost method was as follows:

## 十一、母公司主要財務報表項目註釋(續)

### 4. 長期股權投資(續)

於2012年12月31日，成本法長期股權投資明細如下：

		Investment cost	Opening balance	Increase/decrease during the period	Closing balance	Percentage of shareholding	Percentage of voting rights	Provision for impairment	Provision for impairment in current period	Cash dividend in current period
		投資成本金額	期初數	本期增減	期末數	持股比例	表決權比例	減值準備	本期計提減值準備	本期現金紅利
Weichai Power (Weifang) Spare Part Resources Co., Ltd.	濰柴動力(濰坊)備品資源有限公司	101,410,238.34	101,410,238.34	-	101,410,238.34	100.00%	100.00%	-	-	99,834,026.80
Weichai Power (Weifang) Oil Co., Ltd.	濰柴動力(濰坊)油品有限公司	10,706,159.11	10,706,159.11	-	10,706,159.11	100.00%	100.00%	-	-	1,116,386.32
Weichai Power (Weifang) Casting Co., Ltd.	濰柴動力(濰坊)鑄鍛有限公司	460,150,000.00	460,150,000.00	-	460,150,000.00	100.00%	100.00%	-	-	163,434,318.37
Zhuzhou Torch Sparkplugs Co., Ltd.	株洲火炬火花塞有限責任公司	201,901,925.83	185,984,058.24	15,917,867.59	201,901,925.83	100.00%	100.00%	-	-	15,928,404.96
Zhuzhou Torch Machinery Manufacturing Co., Ltd.	株洲火炬機械製造有限責任公司	130,898,993.14	130,898,993.14	-	130,898,993.14	100.00%	100.00%	-	-	-
Zhuzhou Torch Auto Lighting Co., Ltd.	株洲火炬汽車燈具有限責任公司	38,363,180.85	38,363,180.85	-	38,363,180.85	100.00%	100.00%	-	-	-
Zhuzhou Torch Auto Sealing Co., Ltd.	株洲火炬汽車密封件有限責任公司	-	15,917,867.59	(15,917,867.59)	-	N/A	N/A	-	-	-
Torch Import & Export Co., Ltd.	火炬進出口有限責任公司	33,973,054.98	33,973,054.98	-	33,973,054.98	100.00%	100.00%	-	-	-
Weichai America Corp.	Weichai America Corp.	227,412,122.28	183,025,122.28	44,387,000.00	227,412,122.28	100.00%	100.00%	-	-	-
Weichai Power (Weifang) Reconstruction Co., Ltd.	濰柴動力(濰坊)再製造公司	122,000,000.00	122,000,000.00	-	122,000,000.00	100.00%	100.00%	-	-	31,341,240.16
Weichai Power (Hong Kong) International Development Co., Ltd.	濰柴動力(香港)國際發展有限公司	378,750,138.28	181,522,784.00	197,227,354.28	378,750,138.28	100.00%	100.00%	-	-	-
Weichai Power (Shanghai) Technology Development Co., Ltd.	濰柴動力(上海)科技發展有限公司	500,000,000.00	500,000,000.00	-	500,000,000.00	100.00%	100.00%	-	-	-
Weichai Power (Chongqing) Western Development Co., Ltd.	濰柴動力(重慶)西部發展有限公司	240,000,000.00	240,000,000.00	-	240,000,000.00	100.00%	100.00%	-	-	-
Weichai Power (Beijing) International Resource Investment Co., Ltd.	濰柴動力(北京)國際資源投資公司	300,000,000.00	300,000,000.00	-	300,000,000.00	100.00%	100.00%	-	-	-
Xinjiang Equipment Imports and Exports Co., Ltd.	新疆設備進出口有限公司	-	-	-	-	-	-	(12,118,687.10)	-	-
Weichai Power (Qingzhou) Drive Control Technology Co., Ltd.	濰柴動力(青州)傳控技術有限公司	150,000,000.00	100,000,000.00	50,000,000.00	150,000,000.00	100.00%	100.00%	-	-	-
Zhuzhou Torch Property Development Co., Ltd.	株洲火炬房地產開發有限責任公司	-	13,592,301.67	(13,592,301.67)	-	0.00%	0.00%	-	-	-
Zhuzhou Gear Co., Ltd.	株洲齒輪有限責任公司	532,334,743.21	532,334,743.21	-	532,334,743.21	87.91%	87.91%	-	-	2,272,192.00
Shanghai He Da Auto Accessory Co., Ltd.	上海和達汽配有限公司	39,163,469.71	39,163,469.71	-	39,163,469.71	75.00%	75.00%	-	-	4,447,917.96
Dongfeng Off-road Vehicle Co., Ltd.	東風越野汽車有限公司	-	75,415,728.37	(75,415,728.37)	-	0.00%	0.00%	-	-	-
Mudanjiang Futong Automotive Air Conditioner Co., Ltd.	牡丹江富通汽車空調有限公司	-	95,882,087.38	(95,882,087.38)	-	0.00%	0.00%	-	-	-
Weichai Power (Weifang) Intensive Logistics Co., Ltd.	濰柴動力(濰坊)集約配送有限公司	10,400,000.00	10,400,000.00	-	10,400,000.00	52.00%	52.00%	-	-	-
Shaanxi Heavy-duty Motor Co., Ltd.	陝西重型汽車有限公司	1,482,116,000.85	1,482,116,000.85	-	1,482,116,000.85	51.00%	51.00%	-	-	56,100,000.00
Shaanxi Fast Gear Co., Ltd.	陝西法士特齒輪有限公司	1,082,558,680.59	1,082,558,680.59	-	1,082,558,680.59	51.00%	51.00%	-	-	190,183,118.40
Shaanxi Hande Axle Co., Ltd.	陝西漢德車橋有限公司	14,507,358.03	14,507,358.03	-	14,507,358.03	3.06%	3.06%	-	-	9,765,957.44
Shandong Synergy Oil Co., Ltd.	山東歐潤油品有限公司	9,426,918.00	9,426,918.00	-	9,426,918.00	46.00%	46.00%	-	-	-
Baoji Fast Gear Co., Ltd.	寶隆法士特齒輪有限公司	10,986,483.27	10,986,483.27	-	10,986,483.27	2.55%	2.55%	-	-	-
Chongqing Jialing Chuanjiang Vehicles Manufacturing Co., Ltd.	重慶市嘉陵江汽車製造有限公司	45,000,000.00	-	45,000,000.00	45,000,000.00	20.00%	20.00%	-	-	-
WEICHAI SINGAPORE PTE. LTD	WEICHAI SINGAPORE PTE. LTD	6.29	-	6.29	6.29	100%	100%	-	-	-
Cost method total	成本法合計	6,122,059,472.76	5,970,335,229.61	151,724,243.15	6,122,059,472.76			(12,118,687.10)	-	574,423,562.41

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## XI. NOTES TO KEY ITEMS OF THE PARENT FINANCIAL STATEMENTS (CONTINUED)

## 4. Long-term equity investments (Continued)

As at 31 December 2012, the breakdown of long-term equity investments under equity method was as follows:

		Investment cost	Opening balance	Increase/decrease during the period	Closing balance	Percentage of shareholding	Percentage of voting rights	Provision for impairment	Provision for impairment in current period	Cash dividend in current period
		投資成本金額	期初數	本期增減	期末數	持股比例	表決權比例	減值準備	本期計提減值準備	本期現金紅利
Equity method	權益法									
Dalian Hongyuan Machinery Manufacturing Co., Ltd.	大連鴻源機械製造有限公司	24,943,500.00	-	24,943,500.00	24,943,500.00	17.31%	17.31%	-	-	-
Weichai Power Westport New Energy Engine Co., Ltd.	濰柴動力西港新能源發動機有限公司	-	55,867,925.76	(55,867,925.76)	-	-	-	-	-	1,135,151.64
Shanghai Xinlian Chuangye Investment Co., Ltd.	上海鑫聯創業投資有限公司	45,853,683.25	145,034,267.36	(84,011,954.59)	61,022,312.77	33.33%	33.33%	-	-	67,500,000.00
Shandong Heavy Industry Group Finance Co., Ltd.	山東重工集團財務有限公司	200,000,000.00	-	202,424,654.78	202,424,654.78	20.00%	20.00%	-	-	-
Shanzhong Finance Leasing Co., Ltd.	山東融資租賃有限公司	180,000,000.00	190,892,826.58	7,612,321.33	198,505,147.91	19.57%	19.57%	-	-	1,987,560.00
Equity method total	權益法合計	450,797,183.25	391,795,019.70	95,100,595.76	486,895,615.46			-	-	70,622,711.64

## 5. Revenue and cost of sales

## 5. 營業收入及成本

		Revenue 營業收入		Cost of sales 營業成本	
		2013 2013年	2012 2012年	2013 2013年	2012 2012年
Principal operations	主營業務				
Sale of goods and others	商品銷售及其他	21,694,141,762.62	16,078,199,012.44	14,912,511,700.34	10,692,476,826.90
Other operations	其他業務	1,278,969,113.55	1,373,709,941.00	1,166,323,390.66	1,296,925,382.43
		22,973,110,876.17	17,451,908,953.44	16,078,835,091.00	11,989,402,209.33

Information on principal operations by sectors was as follows:

主營業務的分行業信息如下：

		Revenue 營業收入		Cost of sales 營業成本	
		2013 2013年	2012 2012年	2013 2013年	2012 2012年
Manufacturing of transportation equipment	交通運輸設備製造業	21,694,141,762.62	16,078,199,012.44	14,912,511,700.34	10,692,476,826.90

## XI. NOTES TO KEY ITEMS OF THE PARENT FINANCIAL STATEMENTS (CONTINUED)

## 5. Revenue and cost of sales (Continued)

Revenue from the top 5 customers in 2013 is presented as follows:

		Amount	Proportion of revenue with the Company	Relationship with the Company
		金額	佔營業收入比例 (%)	與本公司關係
Beijing Foton Daimler Automotive Co., Ltd.	北京福田戴姆勒汽車有限公司	4,967,651,948.72	21.62	Unrelated party 非關聯方
Shaanxi Heavy-duty Motor Co., Ltd.	陝西重型汽車有限公司	4,533,473,261.04	19.73	Subsidiary 子公司
Weichai Power Westport New Energy Engine Co., Ltd.	濰柴西港新能源動力有限公司	1,344,811,685.47	5.85	Related party 關聯方
Faw Jiefang Qingdao Auto Factory	一汽解放青島汽車有限公司	1,014,794,763.11	4.42	Unrelated party 非關聯方
Saic-iveco Hongyan Commercial Vehicle Co., Ltd.	上汽依維柯紅岩商用車有限公司	812,717,448.50	3.54	Unrelated party 非關聯方
		12,673,449,106.84	55.16	

Revenue from the top 5 customers in 2012 is presented as follows:

2012年前五名客戶的營業收入如下：

		Amount	Proportion of revenue with the Company	Relationship with the Company
		金額	佔營業收入比例 (%)	與本公司關係
Shaanxi Heavy-duty Motor Co., Ltd.	陝西重型汽車有限公司	2,754,474,385.57	15.78	Subsidiary 子公司
Beiqi Foton Motor Co., Ltd.	北汽福田汽車股份有限公司	2,735,249,482.05	15.67	Related party 關聯方
Faw Jiefang Qingdao Auto Factory	一汽解放青島汽車廠	705,444,182.00	4.04	Unrelated party 非關聯方
Baotou Northern Benz Heavy Truck Company Limited	包頭北奔重型汽車有限公司	579,908,549.86	3.32	Unrelated party 非關聯方
Anhui Hualing Heavy-duty Truck Co., Ltd.	安徽華菱重型汽車有限公司	458,340,764.96	2.63	Unrelated party 非關聯方
		7,233,417,364.44	41.44	

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## XI. NOTES TO KEY ITEMS OF THE PARENT FINANCIAL STATEMENTS (CONTINUED)

## 6. Investment income

## 十一、母公司主要財務報表項目註釋(續)

## 6. 投資收益

		2013 2013年	2012 2012年
Long-term equity investments under the cost method	成本法核算的長期股權投資收益	405,333,349.58	574,423,562.41
Long-term equity investments under the equity method	權益法核算的長期股權投資收益	15,263,789.40	53,592,927.19
Investment income from disposal of long-term equity investments	處置長期股權投資產生的投資收益	—	341,343,732.90
Investment income during the period in which the Company held available-for-sale financial assets	持有可供出售金融資產期間取得的投資收益	6,400,000.00	4,800,000.00
		426,997,138.98	974,160,222.50

Items of long-term equity investments income under the cost method are presented as follows:

成本法核算的長期股權投資收益單位如下：

		2013 2013年
Shaanxi Fast Gear Co., Ltd	陝西法士特齒輪有限公司	191,443,569.92
Weichai Power (Weifang) Spare Part Resources Co., Ltd.	濰柴動力(濰坊)備品資源有限公司	102,057,224.55
Shaanxi Heavy-duty Motor Company Limited	陝西重型汽車有限公司	68,595,000.00
Zhuzhou Torch Sparkplugs Co., Ltd.	株洲湘火炬火花塞有限責任公司	18,921,119.46
Weichai Power (Weifang) Reconstruction Co., Ltd.	濰柴動力(濰坊)再製造有限公司	8,284,890.82
Shandong Synergy Oil Co., Ltd.	山東歐潤油品有限公司	5,339,174.57
Shanghai He Da Auto Accessory Co., Ltd.	上海和達汽車配件有限公司	5,144,542.08
Shaanxi Hande Axle Co., Ltd.	陝西漢德車橋有限公司	4,882,978.72
Weichai Power (Weifang) Oil Co., Ltd.	濰柴動力(濰坊)油品有限公司	664,849.46
		405,333,349.58

## XI. NOTES TO KEY ITEMS OF THE PARENT FINANCIAL STATEMENTS (CONTINUED)

## 6. Investment income (Continued)

## 十一、母公司主要財務報表項目註釋(續)

## 6. 投資收益(續)

		2012
		2012年
Shaanxi Fast Gear Co., Ltd.	陝西法士特齒輪有限公司	190,183,118.40
Weichai Power (Weifang) Casting Co., Ltd.	濰柴動力(濰坊)鑄鍛有限公司	163,434,318.37
Weichai Power (Weifang) Spare Part Resources Co., Ltd.	濰柴動力(濰坊)備品資源有限公司	99,834,026.80
Shaanxi Heavy-duty Motor Company Limited	陝西重型汽車有限公司	56,100,000.00
Weichai Power (Weifang) Reconstruction Co., Ltd.	濰柴動力(濰坊)再製造公司	31,341,240.16
Zhuzhou Torch Sparkplugs Co., Ltd.	株洲湘火炬火花塞有限責任公司	15,928,404.96
Shaanxi Hande Axle Co., Ltd.	陝西漢德車橋有限公司	9,765,957.44
Shanghai He Da Auto Accessory Co., Ltd.	上海和達汽車配件有限公司	4,447,917.96
Zhuzhou Gear Co., Ltd.	株洲齒輪有限責任公司	2,272,192.00
Weichai Power (Weifang) Oil Co., Ltd.	濰柴動力(濰坊)油品有限公司	1,116,386.32
		574,423,562.41

Items of long-term equity investments income under the equity method are presented as follows:

權益法核算的長期股權投資收益單位如下：

		2013
		2013年
Shanzhong Finance Leasing Co., Ltd.	山重融資租賃有限公司	12,882,599.96
Shandong Heavy Industry Group Finance Co., Ltd.	山東重工集團財務有限公司	11,307,739.23
Dalian Hongyuan Machinery Manufacturing Co., Ltd.	大連鴻源機械製造有限公司	36,472.71
Guanya (Shanghai) Investment fund Partnership Enterprise (Limited Partnership)	冠亞(上海)股權投資基金合夥企業(有限合夥)	(1,464,242.08)
Shanghai Xinlian Chuangye Investment Co., Ltd.	上海鑫聯創業投資有限公司	(7,498,780.42)
		15,263,789.40



## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## XI. NOTES TO KEY ITEMS OF THE PARENT FINANCIAL STATEMENTS (CONTINUED)

## 6. Investment income (Continued)

## 十一、母公司主要財務報表項目註釋(續)

## 6. 投資收益(續)

		2012 2012年
Shanghai Xinlian Chuangye Investment Co., Ltd.	上海鑫聯創業投資有限公司	24,047,635.52
Weichai Power Westport New Energy Engine Co., Ltd.	濰柴動力西港新能源發動機有限公司	17,520,755.56
Shanzhong Finance Leasing Co., Ltd.	山重融資租賃有限公司	9,599,881.33
Shandong Heavy-duty Group Finance Co., Ltd.	山東重工集團財務有限公司	2,424,654.78
		53,592,927.19

As at 31 December 2013, the remittance of the Company's investment income was subject to no significant restriction.

於2013年12月31日，本公司投資收益匯回均無重大限制。

## 7. Supplement to cash flow statement

## 7. 現金流量表補充資料

		2013 2013年	2012 2012年
Net profit	淨利潤	3,830,948,677.86	3,643,539,237.76
Add: Provision for impairment of assets	加：計提的資產減值準備	(29,289,088.40)	(11,114,406.48)
Increase/(decrease) in special reserve	專項儲備的增加／(減少)	7,543,172.30	13,776,537.65
Depreciation of fixed assets and investment properties	固定資產及投資性房地產折舊	529,842,429.33	370,006,085.18
Amortization of intangible assets	無形資產攤銷	7,290,985.30	7,709,845.21
(Gain)/loss on disposal of fixed assets, intangible assets and other long-term assets	處置固定資產、無形資產和其他長期資產的(收益)／損失	4,552,601.20	1,323,695.97
Finance expenses	財務費用	150,362,463.79	150,131,181.66
Investment income	投資收益	(426,997,138.98)	(974,160,222.50)
Decrease/(increase) in deferred tax assets	遞延所得稅資產的減少／(增加)	(55,273,555.77)	69,172,719.99
Decrease/(increase) in inventories	存貨的減少／(增加)	(533,752,157.57)	1,072,350,933.60
(Increase)/decrease in operating receivables	經營性應收項目的(增加)／減少	(2,231,473,512.81)	123,853,265.66
(Decrease)/increase in operating payables	經營性應付項目的(減少)／增加	3,370,379,711.34	(3,226,565,811.20)
Net cash flow from operating activities	經營活動產生的現金流量淨額	4,624,134,587.59	1,240,023,062.50

## NOTES TO FINANCIAL STATEMENTS (CONTINUED)

31 December 2013 (Expressed in Renminbi Yuan)

## 財務報表附註(續)

二零一三年十二月三十一日(人民幣元)

## XI. NOTES TO KEY ITEMS OF THE PARENT FINANCIAL STATEMENTS (CONTINUED)

## 8. Cash and cash equivalents

## 十一、母公司主要財務報表項目註釋(續)

## 8. 現金及現金等價物

		31 December 2013 2013年 12月31日	31 December 2012 2012年 12月31日
Cash	現金		
Incl: Cash on hand	其中：庫存現金	191,113.98	135,837.78
Bank deposit on demand	可隨時用於支付的銀行 存款	11,252,104,162.99	9,456,946,623.80
Closing balance of cash and cash equivalents	年末現金及現金等價物餘額	11,252,295,276.97	9,457,082,461.58
Closing balance of cash and cash equivalents	年末貨幣資金餘額	13,384,081,420.60	11,172,638,035.07
Less: Balance of restricted cash and cash equivalents	減：使用受到限制的貨幣資金 餘額	2,131,786,143.63	1,715,555,573.49
Closing balance of cash and cash equivalents	年末現金及現金等價物餘額	11,252,295,276.97	9,457,082,461.58

## XII. COMPARATIVE AMOUNTS

As stated in Note II.2, due to the early adoption of certain newly released accounting standards, some comparative amounts have been restated to conform to the presentation and accounting requirements for the current year.

## 十二、比較數據

如附註二、2所述，由於本年度提前採用了若干新發布的企業會計準則，財務報表中若干比較數據已經過重述，以符合本年度之列報和會計處理要求。

# SUPPLEMENTAL INFORMATION ON FINANCIAL STATEMENTS

31 December 2013 (Expressed in Renminbi Yuan)

# 財務報表補充資料

二零一三年十二月三十一日(人民幣元)

## 1. SCHEDULE OF EXTRAORDINARY PROFIT AND LOSS

## 1、非經常性損益明細表

		Amount in 2013 2013年金額
Gains or losses from disposal of non-current assets, including the offset portion of impairment provision for such assets	非流動資產處置損益，包括已計提資產減值準備的沖銷部分	(7,053,316.92)
Government grants charged in profit or loss for the current period, except for those closely related to the ordinary operation and gained constantly at a fixed amount or quantity according to certain standard based on state policies	計入當期損益的政府補助(與正常經營業務密切相關，符合國家政策規定、按照一定標準定額或定量持續享受的政府補助除外)	124,493,348.64
Profit and loss from debt restructuring	債務重組損益	4,387,670.82
Profit and loss on the changes in fair value generated from financial assets and financial liabilities held for trading and investment income received from disposal of financial assets held for trading, financial liabilities held for trading and available-for-sale financial assets, other than effective hedging business relating to ordinary operating business of the Company	除同公司正常經營業務相關的有效套期保值業務外，持有交易性金融資產、交易性金融負債產生的公允價值變動損益，以及處置交易性金融資產、交易性金融負債和可供出售金融資產取得的投資收益	150,137,868.78
Reversal of impairment provision of receivables tested individually	單獨進行減值測試的應收款項減值準備轉回	41,950,780.43
Non-operating income and expenses other than the above items	除上述各項之外的其他營業外收入和支出	31,902,323.27
		345,818,675.02
Tax effect	所得稅影響數	(72,477,601.61)
Effect on minority interests	少數股東權益影響數	(45,997,194.04)
		227,343,879.37

The Group recognized extraordinary profit and loss items in accordance with the provisions in Explanatory Announcement on Information Disclosure for Companies Offering their Securities to the Public No. 1 – Extraordinary Items (CSRC Announcement [2008] No.43).

本集團對非經常性損益項目的確認依照《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》(證監會公告[2008]43號)的規定執行。

2. RETURN ON NET ASSETS ("RONA") AND  
EARNINGS PER SHARE ("EPS")  
2013

2、淨資產收益率和每股收益  
2013年

		Weighted average RONA 加權平均淨資產 收益率 (%)	Basic EPS 基本每股收益 (RMB) (人民幣元)
Net profit attributable to the Company's ordinary shareholders	歸屬於公司普通股股東的淨利潤	13.58	1.79
Net profit attributable to the Company's ordinary shareholders after extraordinary profit and loss	扣除非經常性損益後歸屬於公司 普通股股東的淨利潤	12.72	1.67

2012

2012年

		Weighted average RONA 加權平均淨資產 收益率 (%)	Basic EPS 基本每股收益 (RMB) (人民幣元)
Net profit attributable to the Company's ordinary shareholders	歸屬於公司普通股股東的淨利潤	12.62	1.50
Net profit attributable to the Company's ordinary shareholders after extraordinary profit and loss	扣除非經常性損益後歸屬於公司 普通股股東的淨利潤	11.17	1.32

The Company holds no potential ordinary shares that are dilutive.

本公司無稀釋性潛在普通股。

The Group presents RONA and EPS in accordance with Compilation Rules No.9 for Information Disclosure by Companies Offering Securities to the Public – Calculation and Disclosure of Return on Net Assets and Earnings per Share (Revised in 2010) of the CSRC.

本集團對淨資產收益率和每股收益的列報依照中國證監會《公開發行證券的公司信息披露編報規則第9號—淨資產收益率和每股收益的計算及披露》(2010年修訂)的規定。

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