



# WULING MOTORS HOLDINGS LIMITED 五菱汽車集團控股有限公司

(Incorporated in Bermuda with limited liability)  
(於百慕達註冊成立之有限公司)



ENTERING THE ERA OF  
HIGH PERFORMANCE  
WITH CLEAN ENERGY  
走進高效節能新年代


2018 INTERIM REPORT 中期報告  
HKEx Stock Code 香港聯交所股份代號 : 305

## CORPORATE PROFILE

Wuling Motors Holdings Limited (“Wuling Motors Holdings” or the “Company”) and its subsidiaries (collectively referred to as the “Wuling Group” or the “Group”) are principally engaged in the businesses of trading and manufacturing of automotive components, engines and specialized vehicles. Our Group’s corporate goal is to grasp the tremendous business opportunities arising from the rapidly growing automobile industry in China and Asia. We supply engines and automotive components to commercial-type mini-vehicles and passenger vehicles. We are also a qualified enterprise for manufacturing electrical mini-truck in China. The Group’s main production facilities are located in Liuzhou, Qingdao, Chongqing and Indonesia. Since 2011, we have been ranked as one of the Fortune China 500 Enterprises.

## 企業簡介

五菱汽車集團控股有限公司（「五菱汽車控股」或「本公司」）及其附屬公司（統稱「五菱集團」或「本集團」）的主要業務為從事汽車零部件、發動機及專用汽車之銷售及製造業務，以把握中國及亞洲市場迅速發展所帶來的重大商機為集團的經營發展目標。我們為商用微車及乘用車提供發動機及汽車零部件。我們亦為擁有生產小型電動貨車資質之企業，主要製造設施設於柳州、青島、重慶及印度尼西亞，並自二零一一年起已獲評為財富中國500強企業之一。



Wuling Motors Holdings Limited > Interim Report 2018  
五菱汽車集團控股有限公司 > 二零一八年中期報告

# CONTENTS 目錄

2	Messages from the Board of Directors	董事會致辭
9	Management Discussion and Analysis	管理層討論及分析
29	Disclosure of Interests	權益披露
33	Other Information	其他資料
	Interim Financial Information	中期財務資料
35	Report on Review of Condensed Consolidated Financial Statements	簡明綜合財務報表審閱報告
37	Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income	簡明綜合損益及其他全面收益報表
38	Condensed Consolidated Statement of Financial Position	簡明綜合財務狀況表
40	Condensed Consolidated Statement of Changes in Equity	簡明綜合權益變動表
42	Condensed Consolidated Statement of Cash Flows	簡明綜合現金流量表
43	Notes to the Condensed Consolidated Financial Statements	簡明綜合財務報表附註
87	Corporate Information	公司資料

## MESSAGES FROM THE BOARD OF DIRECTORS

### 董事會致辭

#### RESULTS AND PERFORMANCES

We are pleased to present the unaudited results of Wuling Motors Holdings Limited (the “Company” and together with its subsidiaries the “Group” or “Wuling Motors”) for the six months ended 30 June 2018.

The first half of 2018, which marked the beginning of the second decade of the Group’s operation in the automobile industry following our investments into the business of manufacturing and trading of automotive components, engines and specialized vehicles of Liuzhou Wuling Motors Industrial Company Limited (“Wuling Industrial”), was tough and full of challenges. Nevertheless, the pliable and valuable experiences amassed by the Group from both favourable and adverse conditions in the automobile industry continued to guide us forward and bestow upon our people the conscientious and hardheaded attitude in pursuing the long term business goals of the Group under a tough and challenging environment. Adhering to our operating policies of “Pursuing Growth Amid Stability, Optimizing Business Structure, Promoting Sustainable Development”, Wuling Motors managed to enhance quality and efficiency, continued to adjust our enterprise structure and promoted business transformation, unremittingly identifying new business goals for strategic development without compromising the long-standing scale of operation and healthy growth. For the six months ended 30 June 2018, despite a steady growth in the specialized vehicles division, as a result of the substantial reduction in the volume of businesses of the engines and related parts division and a decrease in the revenue of the automotive components and other industrial services division, total revenue of the Group was RMB6,310,419,000, representing an overall decrease of 26.9% as compared to the corresponding period in last year.

Gross profit for the period under review was RMB582,983,000, representing a decrease of 32.3%. Apart from the overall decline in the Group’s revenue, the prevailing high raw materials prices (especially steel price) during the period kept the cost of production at a high level which resulted in a decrease in the gross profit margin to 9.2% as compared to the 10.0% as recorded in corresponding period in last year. In addition, the operating losses incurred in the newly setup plant in Indonesia had also adversely affected the profitability of the Group.

The adverse impact from the decline in gross profit margin was slightly alleviated by a decrease in the selling and distribution expenses, the general and administrative expenses and the research and development expenses of the Group due to certain tightening cost control and strategic measures. Taking into account of an income tax credit amounting to RMB29,088,000

#### 業績及表現

我們欣然提呈五菱汽車集團控股有限公司（「本公司」）連同其附屬公司統稱「本集團」或「五菱汽車」）截至二零一八年六月三十日止六個月之未經審核業績。

二零一八年上半年標誌著本集團透過入股柳州五菱汽車工業有限公司（「五菱工業」）開展汽車零部件、發動機及專用汽車之製造與銷售業務以來，從事汽車工業的第二個十年的開始，歷經艱辛，遭遇重重挑戰。本集團從面對汽車行業順景逆流累積豐富寶貴經驗，繼續指導我們前進並賦予我們的員工在嚴峻及充滿挑戰的環境中勤勤懇懇、腳踏實地的追求本集團的長期業務目標。秉持「穩中求進、優化結構、持續發展」之經營方針，五菱汽車努力提升質素與效益、持續調整企業架構及推動業務轉型，在不影響其長期經營規模與健康發展的情況下不斷物色新的業務目標進行策略發展。截至二零一八年六月三十日止六個月，儘管專用汽車分部穩定增長，但由於發動機及有關部件分部的業務量大幅下滑加上汽車零部件及其他工業服務分部的收入下降，本集團的總收入為人民幣6,310,419,000元，較去年同期整體下降26.9%。

回顧期內，毛利為人民幣582,983,000元，減少32.3%。除本集團整體收入下降外，期內原材料價格（尤其是鋼鐵價格）持續高企令生產成本處於高位，導致毛利率較去年同期錄得的10.0%減少至9.2%。此外，於印尼新設立的廠房產生的經營虧損亦對本集團的盈利情況造成不利影響。

若干加強成本控制及策略措施，毛利率下滑的不利影響受到本集團銷售及分銷開支、一般及行政開支以及研發開支下降的輕微緩解。經計及過往年度超額撥備撥回所產生的所得稅抵免人民幣29,088,000元，本集團於二零

## MESSAGES FROM THE BOARD OF DIRECTORS 董事會致辭

resulting from the reversal of overprovision in prior years, net profit of the Group for the first half of 2018 was RMB71,611,000, representing a decrease of 48.3% as compared to corresponding period in last year.

Profit attributable to the owners of the Company was RMB46,344,000, representing a decrease of approximately 39.1%, while the profit attributable to the owners of the Company netting off of the related effective interest expenses incurred, the related foreign exchange loss and the effect of changes in fair value from the convertible loan notes for the purpose of computation of the earnings per share on a fully diluted basis, was RMB32,211,000, representing a decrease of approximately 59.9% as compared to corresponding period in last year.

### OPPORTUNITIES AND CHALLENGES

The economic environment in China confronted with series of tough challenges arising from both internal and external during the first half of 2018. After a relatively prolonged period of swift and extensive growth in different segments in the economy, when the economy entered the stage of stable development, it was inevitable that enterprises would face intensifying competition and new challenges in their respective industries. Supported by the continuous growth in the local economy and increasing demands from the consumers, the automobile industry in China maintained its momentum of growth for the first half of 2018. Total number of motor vehicles sold in China increased moderately by 5.6% and reached 14.06 million vehicles, in which the stable pace of growth of the segment of passenger vehicles was continued, despite a contraction in the sale volume of MPVs during the period.

During the period under review, in co-operation with customers and business partners, new products were continuously developed and launched in response to the dynamic market environment. We confidently expect some of which would become the next growth drivers of revenue of the Group in the years ahead. In addition, enhancement and upgrading projects were continued in the established facilities such as the Liuzhou Hexi Industrial Facilities and the Qingdao Facilities and the newly setup facilities such as the Liudong Facilities and the Chongqing Facilities to provide the required fundamental platforms for furthering our business potential and development strategies. Completion of these enhanced facilities empowered by the essential elements of automation and intelligent manufacturing systems would necessarily ensure our competitive strength in the market for future business development and other transformation projects.

一八年上半年的淨利潤為人民幣71,611,000元，較去年同期減少48.3%。

本公司擁有人應佔溢利為人民幣46,344,000元，減少約39.1%，而就按全面攤薄基準計算每股盈利而言，扣除年內所產生相關實際利息支出、相關外匯虧損及可換股貸款票據公平值變動影響後的本公司擁有人應佔溢利為人民幣32,211,000元，較去年同期少約59.9%。

### 機遇及挑戰

中國營商環境於二零一八年上半年遇到來自內外部的一系列嚴峻挑戰。於經濟領域各行業經歷相對長期的急速及廣泛增長後，當經濟進入穩定發展階段時，企業難免面對各自行業加劇的競爭及新挑戰。受惠於本土經濟持續增長及消費者需求不斷上升，中國汽車行業於二零一八年上半年保持增長勢頭。中國汽車總銷量穩步上升5.6%，達到14,060,000輛，當中，儘管期內多用途車輛銷量萎縮，但乘用車分部增長步伐穩定。

回顧期內，透過與客戶及業務夥伴合作，我們持續開發及推出新產品以迎合多變市況，並深信其中部分將於未來數年成為帶動本集團收入增長之新動力。此外，既有設施（如柳州河西工業基地及青島生產線）及新建設施（如柳東基地及重慶基地）繼續展開改良及升級項目，為延展業務潛力及發展策略提供所需之基本平台。在自動化及智能生產系統基本元素的推動下，完成該等設施之改良項目確保我們在未來業務發展及進行其他轉型項目時保持市場競爭力。

## MESSAGES FROM THE BOARD OF DIRECTORS

### 董事會致辭

Over years of vigorous efforts of strategic planning and implementation, the Group has strategically devised a successful business blueprint where Liuzhou works as the headquarters linking southwards and northwards to Guilin, Qingdao and Chongqing as the production bases. By capitalizing on the strategic opportunities as initiated from the “Belt and Road”, the Group successfully completed its first overseas production base in Indonesia in July 2017, which laid a solid foundation for the Group to tap into a broader overseas market. As we believe, our current industrial landscape will enable each member of the Group to be a more efficient actor to utilize market information exchange and resources. Production bases adjacent to major and target customers also strengthened the connection and mutual beneficial relationship between each subsidiary and customers. Cooperation and coordination among members of the Group will achieve such operational objectives that each member can contribute to our overall performance.

In line with the specific business environment and the strategy of our key customer, the Group continued to undertake certain strategic changes in our business operations recently. In particular for our engines and parts and automotive components and other industrial services divisions, our business focus had been gradually shifted from a high reliance on the mini-vehicles segment to a balanced mix of contribution from the mini-vehicles and the passenger vehicles segments. This strategic change had continued to work as the driving forces of the engines and parts and the automotive components and other industrial services divisions which would be beneficial to the profitability of the Group in future.

In view of the overall slowdown in the growth of the passenger vehicle segment following consecutive years of impressive expansion, to maintain the growth of business volume, the Group had proactively adjusted our marketing strategy in expanding our car assembly business, i.e. the specialized vehicles division. In response to the solid market demand of our products which themselves having long and established standing in their respective niche market, the Group actively promoted different types of existing and new models through various campaigns, such as North-South linkage tour and the Spring Breeze Action since the second half of 2017. The total sales volume of specialized vehicles in the first half of 2018 amounted to approximately 35,000 units, representing a year-on-year increase of approximately 20%, while sales of redecorated vehicles reached 32,500 units, representing a year-on-year increase of 31%. Mini-redecorated vehicles accounted for approximately 60% of the total market share, continued to rank 1st in the industry.

經過近年的積極戰略規劃及實施，本集團目前已實現以柳州為總部，輻蓋到桂林、青島、重慶為生產基地的南北聯動的產業部署格局。同時，本集團緊抓「一帶一路」戰略機遇，隨著位於印尼首個海外生產基地於二零一七年七月順利建成投產，為本集團打開海外更廣闊的市場奠定堅實基礎。本集團相信目前之產業部署格局能讓各附屬企業在市場訊息交易及資源運用方面更為有效，鄰近主要及目標客戶之生產基地也加強各附屬公司與客戶緊密聯繫，互惠互利的業務關係，透過本集團內各成員企業之聯動合作、調整部署，達致每位成員企業皆能實現為整體業績作出貢獻的營運目標。

為配合特殊營商環境及主要客戶策略，本集團近期繼續著手改變若干業務營運策略，尤其就我們的發動機及部件以及汽車零部件及其他工業服務分部業務組成方面，我們將業務重點由高度依賴微型商用車分部逐步轉移至以微型商用車與乘用車之平衡組合。此策略變動繼續推動發動機及部件和汽車零部件及其他工業服務分部發展，有助本集團的未來盈利能力。

鑒於乘用車分部的增長在連續數年顯著增長後整體有所放緩，為保持業務量的增長，本集團已積極調整營銷策略，擴大我們的整車業務，即專用車分部。針對我們產品強勁的市場需求，彼等自身在其各自細分市場擁有長期穩定的聲譽，本集團自二零一七年下半年起通過南北聯動巡展、春風行動等活動積極推廣各類原有及新款之不同車型。總計二零一八年上半年實現約35,000台專用汽車總銷量，同比增長約20%；其中改裝車業務銷售達32,500台，同比增長31%。微改車總市場份額佔有率約60%，行業排名持續保持第一。非道路用車（如觀光車）、小型客車（包括客車、校

## MESSAGES FROM THE BOARD OF DIRECTORS 董事會致辭

Despite a decline in sales due to the market recession, non-road vehicles, such as sightseeing vehicles, mini-passenger buses, including buses and school buses, were able to maintain a stable market share for the period under review.

In line with national policies regarding environmental protection and new energy, new energy vehicles enjoy a good momentum in terms of market acceptance and sales. The Group has been allocating resources in response to national policies on environmental transportation. Over more than a decade of exploration and experience, the Group has attained key technologies in the development of new energy vehicles, including technologies involved in electric motors, vehicle control and vehicle integration, along with a number of patents for new energy vehicles registered in the PRC and the United States. Electric logistics vehicles, electric sightseeing vehicles and electric passenger vehicles developed directly or indirectly by the Group in 2016 and 2017 were successively approved by the government for production and launched into the market. The Group is actively engaged in the development and sales of new energy vehicles. A total of 450 electric vehicles, comprising electric logistics vehicles and electric sightseeing vehicles were sold in the first half of 2018. The Group also completed the modeling design for the shared electric vehicles (M100) and the indigenously-developed four-wheel low speed electric vehicles. Meanwhile, the Group initiated various projects for mainstream applications of new energy, including research on L100 electric sightseeing vehicles, smart driving products and the development of EN300P electric logistics vehicles.

The Group actively explored potential collaboration with various manufacturing powerhouses at home and abroad for its automotive component business with a view to improving its manufacturing capacity with advanced technologies imported from the international market. In July 2017, our non-wholly-owned subsidiary Wuling Industrial entered into a joint venture agreement with France-based Faurecia, a global 500 enterprise, pursuant to which, Faurecia (Liuzhou) Automotive Seating Co., Ltd was co-founded in September 2017. This collaboration extensively integrated market resources and technical capabilities of both parties to facilitate the transformation and upgrade of the Group's automotive seating products. In November 2017, Wuling Industrial and France-based Faurecia strengthened their collaboration by entering into a joint venture agreement with respect to automotive interior systems, as a result of which, their partnership further expanded to automotive interior products. With the full support from the co-operating partners, both joint venture companies have swiftly commenced operations and delivered set of solid results for the first half of 2018.

車等)受限市場倒退的情況，銷售量皆有所減少，但仍能於回顧期內維持平穩的市佔比率。

配合國家環保新能源政策，國內新能源汽車普及銷售開展良好態勢。本集團一直投放資源配合環保運輸的國家政策，經過十多年的探索與經驗積累，本集團已掌握了新能源汽車開發過程中關於電機驅動技術、整車控制技術、新能源整車集成技術等關鍵技術，並擁有在新能源車方面多個國家專利、美國專利等。二零一六年及二零一七年，本集團直接或間接研發之電動物流車、電動觀光車及電動客車等產品陸續獲國家認可投產並在市場推出。本集團現正積極為新能源車整車產業進行發展及銷售部署的工作。於二零一八年上半年，合共售出450輛電動車，包括電動物流車及電動觀光車。本集團亦完成共享電動車(M100)及自主研發之四輪低速電動車造型方案設計；同時啟動了L100新平台電動觀光車、智能駕駛產品研究、EN300P電動物流車開發等未來主流的新能源專案。

本集團積極探索零部件業務與國內外多家強企合作道路，引入國際先進技術，提升生產製造水準。二零一七年七月，我們的非全資附屬公司五菱工業與世界500強企業法國佛吉亞簽訂合資合同，共同出資設立佛吉亞(柳州)汽車座椅有限公司，於二零一七年九月正式成立。此次合作將深度整合雙方市場資源、技術能力，促進本集團汽車座椅產品轉型升級。二零一七年十一月，五菱工業與法國佛吉亞加強合作，再次牽手簽署內飾合資合作協定，將合作業務進一步拓展至內飾產品的範疇。憑藉合營夥伴的鼎力支持，兩間合資公司已順利開始運營，並於二零一八年上半年交出一份殷實的業績。

## MESSAGES FROM THE BOARD OF DIRECTORS

### 董事會致辭

Meanwhile, to enable faster improvement in the processing technique of vehicle axles to meet the requirements of medium-end and high-end passenger vehicles, In April 2018, Wuling Industrial further entered into a joint venture agreement with American Axle & Manufacturing, Inc. (美國車橋製造國際有限公司) with respect to the joint establishment of Liuzhou AAM Automotive Transmission System Co., Ltd.\* (柳州美橋汽車傳動系統有限公司) as a platform to cooperate on and operate vertical rear axles, transmission axles and other business, furthering the technology development of vehicle axle products, which joint venture enterprise has been formally established in July 2018 and is now proceeding the necessary procedures for the commencement of operations.

The Group is confident that cooperation with leading international enterprises will enable faster improvement in processing techniques of the Group's various components. By virtue of our practical and local experience in operations and product upgrade plans of our existing customers, the Group will achieve complementary results with respect to exploring medium-end and high-end products of new customers. The management anticipates that the above joint venture will, in terms of automotive components, operate as an enterprise with leading technologies and competitive edges in southwestern China.

While the Group has been actively monitoring the changing business environment when implementing business strategies, we have never underestimated the risks associated with excessive capacities and dynamic market situations. Therefore, apart from implementing appropriate capacity expansion strategies, the Group has also undertaken quality services oriented and technical re-engineering programs to further strengthen our product quality standard and technical capability so as to stay competitive in the industry. The Group believes this combined strategy is essential for the corporate development of an enterprise in this challenging environment.

The Group is full of confidence in the long term growth potential of the China automobile industry and realizes in business, challenges and opportunities are indistinguishable to each other. An effective business model can convert challenges into opportunities, which to a great extent, relies on the determined goals and effective strategies of the enterprises.

同時，為了快速提升車橋的工藝技術以滿足中高端乘用車的要求。於二零一八年四月，五菱工業進一步與美國車橋製造國際有限公司訂立合資協議，內容有關合資成立柳州美橋汽車傳動系統有限公司，作為合作平台及經營後獨立驅動橋、傳動軸及其他業務，促進車橋產品的技術開發，合資企業已於二零一八年七月正式成立及現正在處理開始營業的必要手續。

本集團深信通過與國際領先企業合作發展能加速提升本集團各類零部件的工藝技術，結合本集團於本土市場的實戰營運經驗，在配合現有客戶的產品升級計劃，以及開拓新客戶的中高端產品方面，達致相輔相成的效果。管理層預期，以上合作營運的合資工廠，將在有關零部件產品範疇上，成為中國西南部具備領先技術及競爭優勢之企業。

本集團於執行經營策略時密切注視營商環境變化，從不低估產能過剩及市況波動帶來之風險。因此，除實施適當產能擴充策略外，本集團亦開展以優質服務為導向之技術改造方案，務求進一步提高產品質量標準及技術能力，從而保持在業界之競爭力。本集團相信，在這個充滿挑戰之環境中，此雙管齊下策略對企業發展而言不可或缺。

本集團對於中國汽車行業之長遠增長潛力充滿信心，並深明在商業領域中，挑戰與機遇並存。有效商業模式能夠將挑戰轉化為機遇，而在很大程度上，這有賴於企業定立之明確目標及有效策略。

\* For identification purposes only



## MESSAGES FROM THE BOARD OF DIRECTORS 董事會致辭

To cope with the challenges as well as to grasp the opportunities in the automobile industry, the Group has been conscientiously undertaken the following strategies and programs:

- a. Re-engineering of our product structure in response to the market needs in quest for continued growth of the automobile manufacturing business by pursuing steady growth in the proportion of sales of automotive parts and components for the passenger vehicles segment under the automotive components and other industrial services division and the launching of new products of our engines and parts and specialized vehicles divisions serving the needs of the market trend;
- b. Constructing of a new frame of enterprise structure endowed with "Multiple Growth Drivers With Diverse Profit Streams" through an optimal positioning and scale operation of the production facilities in different geographical locations and in exploring opportunities arisen from abroad for our principal products such as engines and chassis components and the streamlining and restructuring exercises of our ancillary products such as car seat products and automotive interior parts and accessories products under our key business segments;
- c. Establishing of an intelligent production system to pave the way for the upcoming development of intelligent manufacturing through the adoption of innovative industrialization programmes such as "Internet +" and "Industry 4.0" and the undertaking of the automation exercises for the established facilities and the newly setup facilities;
- d. Enhancing of the efficiency and effectiveness in operation and management decision making processes through implementation of the lean management system and the benchmarking exercises with the proven global manufacturing systems of the renowned key customers and business partners; and
- e. Building of an effective management team and workforce through active investment in the human resources with the appropriate human resources policies.

為應對汽車行業之挑戰及把握機遇，本集團一直認真實施以下策略及方案：

- a. 重整產品架構，回應市場需求，以追求汽車製造業務持續增長。尋求汽車零件及其他工業服務分部的乘用車零部件銷售比例穩步增長，以及發動機及部件及專用汽車分部推出新產品以滿足市場趨勢的需求；
- b. 以「多點開花，齊頭並進」為宗旨為主要業務分部建立新企業結構框架。為就主要產品（例如發動機及底盤零部件）在不同地區優化定位及生產設施營運規模並物色海外機遇，以及為配套產品（例如汽車座椅產品）及汽車內飾部件及配件進行簡化及重整工作；
- c. 建立智能生產系統以迎來智能製造發展之路。採納創新工業化計劃（如「互聯網+」及「工業4.0」）及為既有設施及新建設施實行自動化運作；
- d. 提高營運及管理決策過程的效率和效力。實施精簡的管理系統及為知名主要客戶及業務夥伴所認可的全球製造系統實行基準測試工作；及
- e. 建立有效的管理團隊及工作小組。積極投資人力資源和實施合適的人力資源政策。

## MESSAGES FROM THE BOARD OF DIRECTORS 董事會致辭

### OUTLOOK

The Group envisages business environment in China to be highly competitive and challenging in this year and the years ahead. Keen competitive business environment will continue to pressurize the automobile related enterprises in formulating appropriate business and market strategies responding to the dynamic market situation. Meanwhile, cyclical fluctuations in the local economy will continue to cause market sentiments to be more conservative and selective. However, being the world largest automobile market, the Group is full of confidence and considers the existing challenges can be overcome by effective strategies and will be beneficial to the industry in the long run. Despite the challenges and difficulties faced under the current market environment, the Group expects the China economy will continue to expand. Rising income of the general public attributable to the sustained economic growth will necessarily encourage demands for motor vehicles and provide promising business opportunities to the Group.

Through conscientious plans and efforts of the Group, the management is confident that our long term business potential in the China automobile industry will continue to be strengthened. With the continuous supports from Guangxi Automobile, our ultimate controlling shareholder and joint venture partner, and our customers, we firmly believe the business prospect of the Group is promising and will bring rewards to our shareholders.

On behalf of the Board  
**YUAN Zhijun**  
Chairman  
31 August 2018

### 展望

本集團預期，中國今年及未來數年營商環境將充滿競爭及極具挑戰性。競爭激烈的營商環境將繼續迫使汽車相關企業就不斷變化的市況制定合適業務及市場策略。同時，本土經濟週期性波動將繼續令市場氣氛更趨審慎及選擇性。然而，本集團對全球最大汽車市場充滿信心，並認為可透過實行有效策略克服現有挑戰，長遠而言將有利於行業發展。儘管目前市場環境帶來挑戰及困難，本集團預期中國經濟仍可繼續增長。經濟持續增長令廣大民眾更為富裕，必然刺激汽車需求並為本集團帶來商機。

憑藉一絲不苟之計劃及努力，管理層相信本集團在中國汽車行業之長遠業務潛力將繼續得到加強。在最終控股股東兼合資夥伴廣西汽車及一眾客戶之不懈支持下，我們深信本集團之業務前景一片光明，日後定為股東帶來回報。

代表董事會  
主席  
袁智軍  
二零一八年八月三十一日

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

### OPERATION REVIEW — BY KEY BUSINESS SEGMENTS

The business performance and evaluation of the Group's three main business segments namely (1) engines and related parts; (2) automotive components and other industrial services; and (3) specialized vehicles for the first half of 2018 are detailed below:

#### Engines and Related Parts

Total revenue (based on external sales) of the engines and related parts division for the six months ended 30 June 2018 was RMB700,475,000, representing a substantial decrease of 59.0% as compared to the corresponding period in last year. Operating profit for the respective period was RMB24,195,000, representing a decrease of 68.5% as compared to the corresponding period in last year.

Total number of engines sold by the subsidiary, Liuzhou Wuling Liuji Motors Company Limited ("Wuling Liuji"), for the first half of 2018 was approximately 71,000 units, representing a substantial decrease of approximately 60.6% as compared to corresponding period in last year.

During the period, sales to SGMW, our core customer, amounted to approximately RMB460,000,000, representing a significant drop of 66.9% as compared to corresponding period in last year, which was resulted from a substantial reduction in the sale volume of the NP18 model supplied to SGMW for their Capacity 1.8L vehicle models. During the period under review, due to the shift of the marketing focus of SGMW in intensively promoting the vehicle models installed with their in-house produced 1.5T engine (Capacity 1.5L), sale volume of the NP18 model experienced a drastic decrease since the second half of 2017. Despite a gradual alleviation of the situation since the second quarter of 2018, a significant decrease in the total sale volume for the first half of 2018 was recorded as compared to the corresponding period in 2017, which resulted in a substantial decrease in the revenue of the engines and related parts division during the period.

Meanwhile, as a long standing industry leader in the manufacturing of engines for the commercial mini-vehicles, Wuling Liuji continued to supply products to other automobile manufacturers in this market segment. Sales, primarily engine sets with capacity range from 1.0L to 1.6L, to other customers amounted to approximately RMB240,000,000 for the first half of 2018, representing approximately 34.3% of the total revenue of this division.

### 經營回顧 — 主要業務分部

本集團三個主要業務分部（即(1)發動機及有關部件；(2)汽車零部件及其他工業服務；及(3)專用汽車）於二零一八年上半年之業務表現及評估詳情如下：

#### 發動機及有關部件

截至二零一八年六月三十日止六個月，發動機及有關部件分部之總收入（以對外銷售為基準）為人民幣700,475,000元，較去年同期大幅減少59.0%。有關期間之經營溢利為人民幣24,195,000元，較去年同期減少68.5%。

附屬公司柳州五菱柳機動力有限公司（「五菱柳機」）於二零一八年上半年出售發動機合共約71,000台，較去年同期大幅減少約60.6%。

期內，售予核心客戶上汽通用五菱之銷售額約為人民幣460,000,000元，較去年同期大幅減少66.9%，原因是向上汽通用五菱供應之NP18型號（排量1.8L之車型）之銷量顯著減少。於回顧期內，由於上汽通用五菱營銷重點轉移，集中推廣裝有自家生產之1.5T發動機（排量1.5L）之車型，NP18型號之銷量自二零一七年下半年起急劇下滑。雖然有關情況於二零一八年第二季度起已逐漸緩和，然而二零一八年上半年之總體銷量相對二零一七年同期仍錄得顯著跌幅，導致發動機及有關部件分部期內收入大幅減少。

同時，作為生產商用小型車發動機之長期行業領導者，五菱柳機持續向該市場分部之其他汽車生產商供應產品。於二零一八年上半年，對其他客戶之銷售額（以排量介乎1.0L至1.6L之發動機為主）約為人民幣240,000,000元，佔本分部總收入約34.3%。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Operating margin decreased to 3.5% as compared to the corresponding period in last year. A decrease in warranty expenses incurred and the continuous improvement of the operations of the foundry facilities and a higher gross profit margin helped to offset the negative impact from the drastic reduction in sale volume and total revenue of this division.

The production capacity of Wuling Liuji for the assembly functions at present is about 800,000 units a year, in which approximately 280,000 units are for the NP18 model, whereas the foundry facilities of cylinder block and cylinder head are having a capacity of 600,000 units. Wuling Liuji will continue to monitor the growth of customers' businesses volume in order to derive an optimum capacity and utilization level for its operations.

In the past, engines produced by Wuling Liuji were mainly for the commercial mini-vehicles which had been recognized as a trademark product in this particular market segment. However, to further expand the product range and to achieve higher technical capability, Wuling Liuji has actively undertaken development projects for the production of the upgraded engine products in serving the different needs of the customers, especially targeting at the passenger vehicles segment. Apart from the successfully launched NP18 model as previously mentioned, Wuling Liuji was also undertaking projects in enhancing the NP18 model and in developing new products with greater capacity for extending the range of products in serving the specific needs of the customers of the passenger vehicles segment. In September 2017, Wuling Liuji entered into an equipment purchase agreement at a gross consideration of RMB94,000,000 (inclusive of VAT) in relation to the construction of a production-line designated and installed for the production by Wuling Liuji of a new model of automotive engine, namely the NPT20 (Capacity 2.0L), which had completed the internal technical procedure and was planned to be launched and supplied for passenger vehicles of its customers, including SGMW and other customers commencing from early 2019.

較去年同期而言，經營利潤率下降至3.5%。保養支出之減少及鑄造設施營運持續改善以及較高毛利率有助於抵銷因銷量及該分部總收入大幅減少所帶來之不利影響。

五菱柳機目前裝配功能之生產能力約為每年800,000台，其中約280,000台用於NP18型號，而缸體及缸蓋鑄造設施之產能則為600,000台。五菱柳機將繼續注意客戶業務增長情況，為其營運制定理想之產能及使用水平。

過去，五菱柳機生產之發動機主要用於商用小型車，並獲認定為該特定細分市場之商標產品。然而，為進一步擴展產品範疇及提升技術能力，五菱柳機為生產升級發動機產品積極進行開發項目，滿足客戶各種需求，尤其針對乘用車分部。除上文所述成功推出NP18型號外，五菱柳機亦正進行提升NP18型號及開發具更大排量新產品之項目，以擴大產品範圍，滿足乘用車分部客戶之特定需求。於二零一七年九月，五菱柳機就建立五菱柳機生產新型號（即NPT20，排量2.0L）汽車發動機而專用及安裝之生產線訂立設備採購協議，總代價為人民幣94,000,000元（含增值稅），該新型號汽車發動機已完成內部技術程序，並計劃於二零一九年年初開始推出及供應予其客戶（包括上汽通用五菱及其他客戶）供其乘用車使用。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Besides, to ensure adequate supply of foundry components for the existing and the above new model engines and for further upgrading of the quality standard, in November 2017 Wuling Liuji entered into another equipment purchase agreements at a gross consideration of RMB170,000,000 (inclusive of VAT) in relation to the establishment of two production-lines which are designated for the processing production of cylinder blocks and cylinder heads, which are planned to be completed in the second half of 2018. The Group considers that completion of the above two projects and the launch of the NPT20 would further strengthen the market position of Wuling Liuji by having a comprehensive range of products ranging from 1.0L to 2.0L with the essential vertical integration elements, i.e., the in-house manufacturing of the foundry components.

To kick start the business development in the segment of new energy vehicles, in August 2018, Wuling Liuji entered into a joint venture agreement with an independent third party to pursue the business activities in the development and production of motor control system and related components for new energy vehicles. At the back of the competitive strength and knowhow of the co-operative partners in their respective automobile and motor control system industry, Wuling Liuji is confident that this co-operation will facilitate a speedy development of the Group in this great potential business segment.

Going forward, Wuling Liuji will continue to focus on the research and development, as well as the marketing programmes of its existing and new products, including the products applicable for the new energy vehicles, so as to maintain its competitiveness in this market segment. The Group believes the increasing applications of the successfully launched higher end models to the passenger vehicles of SGMW and other new customers and the introduction of other new higher end products will enhance the business potential and the technical capability of Wuling Liuji which will contribute to its profitability in the coming years.

#### Automotive Components and Other Industrial Services

Total revenue (based on external sales) of the automotive components and other industrial services division for the six months ended 30 June 2018 was RMB4,199,135,000, representing a decrease of 24.7% as compared to the corresponding period in last year. Operating profits for the respective period was RMB23,296,000, representing a decrease of 83.4% as compared to the corresponding period in last year.

此外，為確保現有及上述新型發動機鑄造部件之充足供應及進一步提高質量標準，五菱柳機於二零一七年十一月訂立另一份設備採購協議，總代價為人民幣170,000,000元（含增值稅），內容有關為缸體及缸蓋之加工生產專設兩條生產線，有關生產線計劃於二零一八年下半年竣工。本集團認為，完成上述兩個項目及推出NPT20後，五菱柳機憑藉具有必要垂直整合元素（即自製鑄造部件）及介乎1.0L至2.0L之全面產品範圍，進一步鞏固其市場地位。

為啟動新能源汽車領域的業務發展，於二零一八年八月，五菱柳機與獨立第三方簽訂合營協議，以從事新能源汽車電機控制系統及相關部件的開發及生產業務活動。在行業合作夥伴各自於汽車及電機控制系統的競爭實力及專業知識的支持下，五菱柳機深信，此次合作將有助於本集團在該巨大潛在業務分部的快速發展。

展望未來，五菱柳機將繼續專注研發及落實現有與新產品（包括適用於新能源汽車之產品）之營銷方案，以保持於此細分市場之競爭力。本集團相信，已成功推出之高檔型號於上汽通用五菱及其他新客戶之乘用車之增加推廣應用，以及推出其他新高檔次產品將有助提升五菱柳機之商業潛力及技術能力，推升其未來數年之盈利能力。

#### 汽車零部件及其他工業服務

截至二零一八年六月三十日止六個月，汽車零部件及其他工業服務分部之總收入（以對外銷售為基準）為人民幣4,199,135,000元，較去年同期下降24.7%。相關期間之經營溢利為人民幣23,296,000元，較去年同期下降83.4%。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The automotive components and other industrial services division, undertaken by our subsidiary, Wuling Industrial, continued to be the key supplier for supplying a majority portion of the key automotive components to SGMW. During the period, total sales to SGMW, comprised the range of products including the brake and the chassis assembly components, seat sets, various plastic and welding parts and other automotive accessories, continued to increase. Strong demands for and the impressive market share achieved by the key products of SGMW such as Wuling Hongguang (五菱宏光) and the Baojun series (寶駿) benefited the business performance of this division during the period. Meanwhile, the shift of the car seat products businesses and the automotive interior parts and accessories to the joint venture companies formed between Wuling Industrial and the renowned Faurecia Group, namely 佛吉亞(柳州)汽車座椅有限公司 (Faurecia Liuzhou Automotive Seating Co., Limited) ("Faurecia Car Seat JV Company") and 佛吉亞(柳州)汽車內飾系統有限公司 (Faurecia (Liuzhou) Automotive Interior System Co., Limited) ("Faurecia Interior JV Company"), resulted in a decrease in the respective revenue in this division.

Operating margin further declined to 0.6% as compared to the corresponding period in last year. Apart from the decrease in revenue, prevailing high raw materials prices (especially steel price) which kept the cost of production at a high level resulted in a decrease in the gross profit margin to a greater extent during the period under review. In addition, the operating losses incurred in the newly setup plant in Indonesia also adversely affected the profitability of the Group. The adverse impact from the decline in gross profit margin was slightly alleviated by a decrease in the general and administrative expenses and the research and development expenses of the Group due to certain tightening cost control and strategic measures.

With its long and established industry experiences, the automotive components and other industrial services division of the Group is particularly strong in product design and development. Its capability in supplying a wide range of products provides a one-stop shop services to the customers, whereas, the scalability of its production facilities ensures the particular needs of our key customer can be properly taken care of. Apart from its traditional well and established commercial mini-vehicles production capability, strategically, the automotive components and other industrial services division has progressed gradually to other higher value added passenger vehicles, such as the sedan, MPV and SUV segments to further the profitability performance for the Group. In term of revenue contribution, the division had since successfully achieved a higher revenue share from the passenger vehicles segment as compared to the commercial mini-vehicles segment.

我們的附屬公司五菱工業經營之汽車零部件及其他工業服務分部繼續擔當上汽通用五菱大部分關鍵汽車配件主要供應商之角色。期內，出售予上汽通用五菱之銷售總額（一系列產品包括制動器及底盤系統組件、座椅、不同類型塑料件與沖焊件及其他汽車附件）持續攀升。上汽通用五菱關鍵產品（如五菱宏光及寶駿）之強勁需求及令人矚目之市場份額使該分部期內之業務表現受益。同時，由五菱工業與知名之佛吉亞集團成立之合資公司佛吉亞（柳州）汽車座椅有限公司（「佛吉亞汽車座椅合資公司」）及佛吉亞（柳州）汽車內飾系統有限公司（「佛吉亞內飾合資公司」）因轉變汽車座椅產品業務及汽車內飾部件及配件，導致各自於該分部之收入減少。

經營利潤率與去年同期進一步下降至0.6%。除了收入減少外，持續高企之原材料價格（特別是鋼材價格）令生產成本維持在較高水平，因而導致於回顧期內毛利率呈現較大幅度之跌幅。此外，印尼新建廠房產生之經營虧損亦對本集團之盈利造成不利影響。由於採取若干嚴控成本及策略措施，由毛利率下降所帶來之不利影響被本集團之一般及行政開支以及研發費用減少所輕微緩解。

憑藉長久累積之豐富業界經驗，本集團旗下汽車零部件及其他工業服務分部尤其擅於設計及開發產品。本分部所供應產品範圍廣泛，可為客戶提供一站式服務，而其生產設施可靈活擴展以確保充分迎合主要客戶之特定需要。除商用小型車產能發展成熟外，策略上，汽車零部件及其他工業服務分部亦已逐步朝向發展其他高增值乘用車（例如轎車、多用途車輛及運動型多用途車分部）以進一步提升本集團之盈利表現。按收入貢獻計，乘用車分部為本分部所貢獻收入比例自此成功超越商用小型車分部。

\* For identification purposes only

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

In view of the anticipated growth of business of SGMW from the existing models and the launch of new models, the Group had actively undertaken capacity expansion and upgrading programmes. With respect to the Liuzhou region, the production facility located in Hexi Industrial Park, Liuzhou which was completed in 2014, primarily for the mini-vehicles' components businesses, had been subject to various upgrading and revamping exercises, which involved the installation of industrial robotic workstations and other automatic machinery, in response to the business strategy and the increasing orders of SGMW for the passenger vehicles, in particular for the SUVs and MPVs. In addition, part of the facilities was planned to be leased to the newly formed joint ventures as mentioned below.

The Group operated another production facility in the eastern district of Liuzhou ("Liudong Facilities"), which was mainly targeted at the passenger vehicles' components businesses and were strategically located in adjacent to the passenger vehicles production base of SGMW, in which the first and second phase had become fully operational since the second half of 2016. Foreseeing a significant growth of passenger vehicles' components businesses and considering that the Liudong Facilities would gradually be fully utilized, Wuling Industrial had decided to expand its Liudong Facilities by undertaking the third phase development where construction work of foundation and infrastructure had been completed in 2017 to ensure adequate production capacity could be available to serve the increasing needs from customers on a timely basis. This development site had already been designated for the construction of the first "Smart Factory" of the Group targeting for the production of the chassis components of the higher-end passenger vehicles and the related construction contract had been entered into by Wuling Industrial in September 2017, of which construction of the factory premises are expected to be completed shortly.

鑒於上汽通用五菱來自現有型號及新推型號之預期業務增長，本集團積極開展產能擴充及提升項目。就柳州地區，位於柳州河西工業園之生產設施（主要應付小型車零部件業務）於二零一四年竣工後，不斷進行各類升級及改造，其中涉及安裝工業機器人工作站及其他自動機械，以應對業務策略及上汽通用五菱之乘用車（尤其是運動型多用途車及多用途車輛）訂單增長。此外，部分設施計劃租賃予下文所述新成立之合營企業。

本集團經營位於柳州東區之另一生產設施（「柳東設施」）主要以乘用車之零部件業務為目標，且策略性地鄰近上汽通用五菱之乘用車生產基地，其第一及第二期已於二零一六年下半年全面投產。有見乘用車零部件分部業務將有顯著之增長，且考慮到柳東設施將逐步全面使用，五菱工業已決定透過啟動柳東設施之第三期發展工程，拓展柳東設施。地基及基礎設施之建築工程已於二零一七年完成，以確保能提供充足產能以及時應付客戶日益增加之需求。此開發用地已被指定用於興建本集團之首個「智能工廠」，目標是生產高端乘用車之底盤部件，五菱工業已於二零一七年九月訂立有關建造合約，其中廠房之興建預期不久完成。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Apart from the production facilities in the Liuzhou region, Wuling Industrial had also recently formulated development plans for the other two main production facilities in China, i.e. the production facilities located in Qingdao and Chongqing. As for the production facilities in Qingdao, due to the launches of the new passenger vehicles by SGMW manufactured in their production base in Shandong, the production facilities located in Qingdao would be required to undertake certain technology advance and capacity expansion projects. Such projects, which would involve the construction of a new factory premises, the establishment of several large scale plastic injection production lines, as well as other automatic welding and assembly lines and the installation of industrial robots, were progressing satisfactorily, in which part of the facilities had gradually started operational from the second half of 2017. With respect to the production facilities in Chongqing which had commenced operation for over a year in supplying automotive components to SGMW, Wuling Industrial is currently reviewing the second phase development in line with the expansion plan of SGMW and would initiate appropriate plans for further expansion of this production facility in due course.

Over the past few years, the Group has taken strategic steps in China to transform from a single production point operation in Liuzhou into an inter-provincial production group with facilities in Guangxi, Shandong and Chongqing, accomplishing a synchronized expansion and improvement in terms of corporate size and core competitiveness, meanwhile establishing a sound foundation for the Group's business growth and sustainable development in the future. These strategic steps, accompanied with the satisfactory growth in the business volume of the SGMW and other customers over the past few years, have benefited the business performance of the Group. Apart from the improvement in business performance, these strategic steps over the past few years have also strengthened the commercial collaboration between the Group and SGMW in pursuing current businesses as well as other future business opportunities. As SGMW has been actively promoting its overseas business activities by establishing its production plant in Indonesia, the Group has kept pace with such development of SGMW and decided to develop its overseas businesses concurrently by establishing our first overseas production base located in Indonesia, which was progressing satisfactorily and had commenced operation in the second half of 2017.

除柳州地區之生產設施外，五菱工業近期亦就中國其他兩個主要生產設施（即位於青島及重慶之生產設施）制定發展計劃。就青島生產設施而言，由於上汽通用五菱在其於山東之生產基地啟動生產新款乘用車，位於青島之生產設施須進行若干技術改造及產能擴展項目。該等項目（涉及興建新廠房、設立多條大型注塑生產線、其他自動焊接及組裝線，以及安裝工業機器人）進展順利，其中部分設施已於二零一七年下半年逐步開始投產。就位於重慶之生產設施而言，其已投產超過一年，並向上汽通用五菱供應汽車零部件，五菱工業目前正審視配合上汽通用五菱之擴充計劃進行二期開發，並會於適當的時候就進一步擴充該生產設施啟動合適計劃。

於最近幾年間，本集團已於中國進行策略部署，從柳州之單一生產據點，拓展至於廣西、山東及重慶之跨省聯動產業集團，促使企業規模和核心競爭力得到同步擴大和提高，同時為本集團未來之業務增長與持續發展奠定了良好基礎。此等策略部署，配合上汽通用五菱及其他客戶業務於最近幾年間之良好增長，使本集團之業務表現受益。除業務表現改善外，此等策略部署於最近幾年間亦加強了本集團與上汽通用五菱就進行現有業務及將來其他業務發展機會之商業聯繫。由於上汽通用五菱已積極籌建其位於印尼之生產廠房以拓展其海外業務，本集團緊隨上汽通用五菱此等發展步伐，決定通過於印尼籌建首個海外生產基地（進展順利且已於二零一七年下半年投產）與上汽通用五菱共同發展海外業務。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The production plant in Indonesia comprised a number of welding, stamping and assembly production lines for manufacturing of the automotive components for the rear suspension, front axle parts of vehicles, with an initial planned production volume of 100,000 sets/units per annum. Being the fourth largest population country in the world and in consideration of its recent economic development, the Group is of the view that there is great business potential for the automobile industry in Indonesia and consider that the geographical expansion of the Group's automotive components businesses in Indonesia is an appropriate expansion strategy for the Group.

Notwithstanding the highly competitive market condition, the Group considers the competitive strength of its key customer, SGMW, in the market on the back of its successful models and the launch of new models, and the implementation of the appropriate strategic programmes, will continue to provide strong supports to the operation of the automotive components and other industrial services division in the years onwards.

#### Specialized Vehicles

Total revenue (based on external sales) of the specialized vehicles division undertaken by Wuling Industrial for the six months ended 30 June 2018 was RMB1,410,809,000, representing an increase of 4.8% as compared to the corresponding period in last year. Operating profit for the respective period was RMB27,736,000, representing an increase of 71.6%.

During this period, Wuling Industrial sold approximately 35,000 specialized vehicles, representing an increase of 20.7% as compared to the corresponding period in last year. In which the sale volume of redecorated vans, non-road vehicles, minibuses (including school buses) were 32,500, 1,600 and 800 respectively, amongst which 450 vehicles were new energy vehicles (primarily electric vehicles). Despite the highly competitive business environment, proactive marketing strategies and continuous launches of new models benefited the business performance of the division from which the sale volume of redecorated vans increased impressively and continued to rank as the leading supplier in this market segment. Meanwhile, the Group achieved remarkable breakthroughs in the sale of the military vehicle and the electric vehicles in successfully obtaining sizable orders in this segment. Wuling's electric sight-seeing buses being selected as the designated transport vehicle in some national and international events also helped to upgrade its product image and provided positive feedback from the market.

位於印尼之生產廠房包括一定數目之焊接、沖壓及組裝生產線，用於生產汽車後懸架及前軸之各類型汽車零部件，初始計劃年產量為100,000套／台。作為世界第四大人口之國家及考慮其近期之經濟發展，本集團認為印尼汽車行業具有龐大業務發展潛力，並認為本集團於印尼發展汽車零部件業務這一地域擴張乃本集團適當之拓展策略。

儘管市場環境競爭激烈，本集團認為其主要客戶上汽通用五菱憑藉成功車輛型號及新推型號以及實施適當策略計劃而建立之市場競爭實力，將於未來數年繼續大力支持汽車零部件及其他工業服務分部業務。

#### 專用汽車

截至二零一八年六月三十日止六個月，五菱工業經營專用汽車分部之總收入（以對外銷售為基準）為人民幣1,410,809,000元，較去年同期增加4.8%。相關期間經營溢利為人民幣27,736,000元，增加71.6%。

期內，五菱工業出售約35,000輛專用汽車，較去年同期增加20.7%，其中改裝廂式客貨車、非道路車、小型客車（包括校車）之銷量分別為32,500輛、1,600輛及800輛，當中450輛為新能源汽車（主要為電動車）。儘管營商環境競爭激烈，積極之營銷策略及持續推出新型號有利於本分部之業務表現，改裝廂式客貨車之銷量增長顯著，並繼續成為該細分市場之領先供應商。同時，本集團在軍用車及電動車銷售方面取得顯著突破，成功獲得該分部大額訂單。五菱之電動觀光巴士被選作部分國內及國際活動之指定運輸工具，亦有助提升其產品形象，帶來市場積極反饋。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Operating margin increased to 2.0% for the period. High portion of low margin products, in particular the redecorated logistic vehicles, market competition and increasing production costs continued to be the primary concerns for the division to tackle. Meanwhile, increasing costs of transportation and warranty expenses also limited the profitability performance of this division. To enhance the profitability of this division, strategically, Wuling Industrial has continued to work towards the direction of reducing the production of the lower margin redecorated vans and mini-container wagons products so as to reserve more capacity to other more profitable models, such as mini-school buses, sight-seeing cars and electric vehicles.

The specialized vehicles division operates comprehensive car assembly lines which cover the production processes of welding, painting and assembly. The division has capability to produce more than a hundred different types of specially designed vehicles which serves the particular needs of customers, such as sightseeing bus, golf cart, police car, mini fire engine, postal van, ambulance, container wagon, refrigerator vehicle, heat preservation vehicle, garbage truck and electrical vehicles, etc. The customers range from government departments, public institutes, private enterprises with different size of operation to private individuals. Products are mainly sold in the domestic market covering the major provinces and cities across the country and the overseas markets.

The capability of the specialized vehicles division in the car assembly industry is originated from the long standing industry experiences of Wuling. In fact, the models designed and developed by the Group are mainly branded as "Wuling", which is itself a benchmark of quality products and services in the market. Wuling Industrial is also a qualified enterprise which possesses the capability for manufacturing new energy electric logistic vehicles in China. In line with the national policies relating to environment protection and the promotion of clean energy, the division aims at playing an important part in the new energy vehicle segment and is actively pursuing various development plans for market expansions and enhancement of research capability. Being the primary focus of development of the division, electrical vehicle product has recently reached a stage of breakthrough. Certain products, including an electric logistic vehicle, electric sight-seeing buses and other electric vehicles have obtained notifications of government approval in 2016 and 2017. Wuling Industrial planned to adopt the technical knowhow as developed from these electric vehicles products as the platform to explore and develop a series of electric specialized vehicles suitable for particular business segments.

期內，經營利潤率增加至2.0%。低利潤產品（尤其是改裝物流車）比例偏高、市場競爭及生產成本上漲繼續為本分部首要關注之課題。同時，運輸成本及保養支出上升，亦限制本分部之盈利表現。為提升本分部之盈利能力，五菱工業繼續減少生產低利潤之改裝廂式客貨車及微型廂式運輸車產品，以預留更多產能生產上述小型校車、觀光車及電動車等其他盈利能力較佳之型號。

專用汽車分部配備全面化汽車裝配線，涵蓋焊接、塗裝及裝配等生產過程。本分部可生產百種不同類型經特別設計之汽車型號以迎合客戶特定需要，例如觀光車、高爾夫球車、警車、迷你消防車、郵政車、救護車、微型廂式運輸車、冷藏車、保溫車、垃圾車及電動車。客戶包括政府部門、公營機構、大大小小私營企業以至個人客戶。產品主要銷往全國各大省市之本土市場及海外市場。

專用汽車分部在汽車裝配行業之實力源於五菱長年累月之業界經驗。事實上，本集團所設計及開發之型號主要以「五菱」作為品牌名稱，本身已是市場上優質產品及服務之象徵。五菱工業亦為國內可生產新能源電動物流車之合資格企業。為符合國家有關環保及促進清潔能源之政策，本分部之目標為於新能源汽車行業中力爭重要席位，並積極推行各項有關市場擴展及提升研發能力之發展計劃。最近，本分部重點發展之電動車產品已步入突破階段，其中包括電動物流車、電動觀光巴士及其他電動車在內之若干產品已於二零一六年及二零一七年獲得政府公告。五菱工業計劃以此等電動車產品開發之技術知識為平台，探索及開發一系列適用於特定業務領域之電動專用車。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Meanwhile, the Group had also unremittingly developed new models of passenger mini-buses with improved quality and added features in response to market demands and enhanced regulatory standards. The Group expects the business development of these new models will benefit the profitability performance of the division. Currently, production facilities of the specialized vehicles division of the Group are situated in Liuzhou and Qingdao with respective annual capacities of approximately 60,000 vehicles and 30,000 vehicles. Taking the advantages of having an existing operation in Chongqing, the Group has recently decided to establish a production plant for the assembly of specialized vehicles in the production facilities in Chongqing with planned annual capacity of approximately 15,000 vehicles, which will not only expand the capacity of the specialized vehicles division, but also facilitate geographical diversification which enables the benefits of quality services and cost effectiveness.

Besides our proactive marketing strategies and continuous launches of new models, our focus on delivery of a high standard of customer services with prompt responsiveness to customers' feedbacks are also important in further promoting our business potential in the specialized vehicles segment. The extensive operations of our current 415 service stations situated in over 19 geographic service areas keep us abreast of market trend and development in the industry for deriving the suitable business strategy for the specialized vehicles division. The impressive growth in the business volume since the second half of 2017 essentially demonstrated the positive impact from these multi-dimensional strategy, which enable the Group to head towards the essential breakthrough platform in this segment. The Group would strive to maintain a prominent market share, and at the same time, explore the opportunity for future growth potential to further improving the profitability of the specialized vehicles segment, through implementation of active business strategies in promoting our products to the regions where Group's products are still having a lower penetration rate.

Going forward, the specialized vehicles division will continue to undertake research and development projects for new product, technical and capability improvement with specific focus on the new energy vehicles. Whilst the Group envisages the challenges facing this division, it remains confident in the long term business potential of this business segment.

同時，本集團亦不斷開發更高質量及更多功能之新型號小型客車，以迎合市場需求及提升監管標準。本集團預期新型號產品業務之開發，將有利於本分部之盈利表現。目前，本集團之專用汽車分部生產設施位於柳州及青島，各自年產能約為60,000輛及30,000輛。借助重慶現有之營運，本集團近日決定於重慶生產設施建設組裝專用汽車之生產廠房，計劃年產能約15,000輛專用汽車，不僅將擴大專用汽車分部產能，同時亦促進地域多元化發展，從而受惠於優質服務及成本效益。

除積極之營銷策略及持續推出新型號外，我們之重點為提供高標準之客戶服務，並迅速回應客戶之反饋，其對進一步推動專用車輛分部之業務前景亦屬重要。我們目前於超過19個地理服務區之415個服務站廣泛經營業務，以便我們瞭解業界之市場趨勢及發展，為專用車輛分部制訂適當之營商策略。自二零一七年下半年以來，業務量之顯著增長本質上表明作出多面戰略部署之積極影響，使本集團能夠在此分部邁向重要突破平台。本集團將努力維持可觀之市場份額，同時，探索未來增長潛力之機會，以進一步提高專用車輛分部之盈利能力，通過實施積極之業務將產品推廣至本集團仍有較低滲透率之地區。

展望未來，專用汽車分部將繼續推進新產品研發、技術改進及產能提升等工作，尤其針對新能源汽車。本集團相信，本分部仍面對多方面挑戰，惟對本分部之長遠商業潛力依然充滿信心。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Performance of Joint Ventures

Liuzhou Lingte Motor Technology Company Limited (“Liuzhou Lingte”), which is owned as to 51% by Wuling Liuji and formed with IAT Automobile Technology Co., Ltd., in November 2013 for purpose of developing the businesses of our owned proprietary V6 cylinder engine products, continued to making progress as planned during the period. Following the successful completion of the research and development of the 3.0L Advanced Model, Liuzhou Lingte had commenced the construction of the infrastructure and the main assembly line for initial production purpose in 2016. During the year ended 31 December 2017, small volume orders had been undertaken for trial run purpose. Upon satisfactory results from the trial run orders, Wuling Liuji and Liuzhou Lingte would work together to formulate appropriate marketing plan for launching the product to targeted customers. The successful development of the V6 products by Liuzhou Lingte will significantly enhance our products range and capability in the industry. Due to its initial operation, Liuzhou Lingte operated at a net loss for the six months ended 30 June 2018, in which RMB964,000 was attributable to the Group. As at 30 June 2018, the carrying value of the Group’s interests in Liuzhou Lingte amounted to RMB79,990,000.

Guangxi Weixiang Machinery Company Limited (“Guangxi Weixiang”), which is owned as to 50% by Wuling Industrial and formed with Guangxi Liugong Machinery Company Limited in August 2013 for developing the businesses of engineering machinery and other industrial vehicles products, had been facing tough business environment since its establishment and continued to register losses for the past few years. The business environment was hence improved in the second half of 2017 in which the net operating profits were achieved during the period. Due to the continuous recovery of businesses, the business performance of Guangxi Weixiang continued to improve during the six months ended 30 June 2018, from which a net operating profits of RMB6,815,000 was achieved for the period, in which RMB3,408,000 was attributable to the Group. In view of the continuous improvement in profitability, a reversal of impairment amounting to RMB8,000,000 was recorded for the six months ended 30 June 2018 and, as at 30 June 2018, the carrying value of the Group’s interests in Guangxi Weixiang amounted to RMB16,597,000.

#### 合營企業之表現

柳州菱特動力科技有限公司(「柳州菱特」)(由五菱柳機擁有51%，於二零一三年十一月與阿爾特汽車技術股份有限公司籌組，旨在發展擁有自主專利之V6(V形6缸)發動機產品之業務)於期內繼續按計劃發展。成功完成研發3.0升進階型號後，柳州菱特於二零一六年開始建設基礎設施及主組裝線以供初步生產用途。截至二零一七年十二月三十一日止年度，已承接少數訂單以供試行運作。倘試行運作結果理想，五菱柳機及柳州菱特將合作制定適合之營銷計劃，以向目標客戶推出產品。柳州菱特成功開發V6產品將大幅加強我們之產品類型及行業實力。截至二零一八年六月三十日止六個月，柳州菱特因初步營運錄得淨虧損，其中本集團應佔人民幣964,000元。於二零一八年六月三十日，本集團於柳州菱特之權益賬面值為人民幣79,990,000元。

廣西威翔機械有限公司(「廣西威翔」)(由五菱工業擁有50%，於二零一三年八月與廣西柳工機械股份有限公司籌組，旨在發展工程機械及其他工業用車之業務)自成立起一直面對艱難之經營環境並過往數年錄得虧損。二零一七年下半年營商環境有所改善，因此本集團於期內實現淨營業利潤。由於業務持續復甦，廣西威翔之業務表現於截至二零一八年六月三十日止六個月持續改善，期內實現人民幣6,815,000元之淨營業利潤，其中本集團應佔人民幣3,408,000元。鑑於盈利能力持續改善，截至二零一八年六月三十日止六個月錄得減值撥回人民幣8,000,000元，而於二零一八年六月三十日，本集團於廣西威翔之權益賬面值為人民幣16,597,000元。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

佛吉亞(柳州)汽車座椅有限公司 (Faurecia Liuzhou Automotive Seating Co., Limited) (“Faurecia Car Seat JV Company”) which is owned as to 50% each by Wuling Industrial and Faurecia Group and established on 26 September 2017 for pursuing the business of car seat products in the PRC has commenced operation in January 2018. Wuling Industrial considers the recent development of SGMW in expanding the production of passenger vehicles would provide business opportunities in the car seat products, and therefore looks for suitable business partner for enhancing and upgrading its production knowhow in this area. The co-operation with Faurecia Group, being a global leading manufacturer in the business of automotive parts and components will provide essential technical support to the Wuling Industrial in further promoting its business opportunities in the car seat businesses for the existing customers as well as other new customers. In accordance with the joint venture agreement, Wuling Industrial and Faurecia Group will each contribute cash in the amount of RMB75,000,000 to Faurecia Car Seat JV Company. The initial operation of Faurecia Car Seat JV Company is primarily facilitated by the transfer of machinery and equipment of Wuling Industrial which were used for the production of car seat products located in Liuzhou and Qingdao, the re-designation of certain employees of Wuling Industrial and the leasing of certain production premises and facilities of Wuling Industrial located in Liuzhou and Qingdao. During the six months ended 30 June 2018, Faurecia Car Seat JV Company achieved a net operating profits of RMB4,899,000, in which RMB2,449,000 was attributable to the Group. As at 30 June 2018, the carrying value of the Group’s interests in Faurecia Car Seat JV Company amounted to RMB73,986,000.

佛吉亞(柳州)汽車座椅有限公司(「佛吉亞汽車座椅合資公司」)(由五菱工業及佛吉亞集團各自擁有50%，於二零一七年九月二十六日成立，旨在於中國發展汽車座椅產品之業務)自二零一八年一月開始營運。五菱工業認為，上汽通用五菱擴大乘用車生產之近期發展會帶來汽車座椅產品之商機，因而尋求合適之業務夥伴，以提升及更新其於此範疇之生產專門知識。與汽車配件及零部件業務之全球龍頭製造商佛吉亞集團合作，將為五菱工業帶來所需之技術支援，進一步對現有客戶及其他新客戶增進汽車座椅業務之商機。根據合資協議，五菱工業及佛吉亞集團將各自注入現金人民幣75,000,000元至佛吉亞汽車座椅合資公司。佛吉亞汽車座椅合資公司之初步營運乃主要通過轉變五菱工業位於中國柳州及青島之機器及設施(用作生產汽車座椅產品)、重新調任五菱工業之部份員工及租賃五菱工業位於中國柳州及青島之若干生產場所及設施。截至二零一八年六月三十日止六個月，佛吉亞汽車座椅合資公司實現人民幣4,899,000元之淨營業利潤，其中本集團應佔人民幣2,449,000元。於二零一八年六月三十日，本集團於佛吉亞汽車座椅合資公司之權益賬面值為人民幣73,986,000元。

\* For identification purposes only

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

佛吉亞(柳州)汽車內飾系統有限公司 (Faurecia (Liuzhou) Automotive Interior System Co., Limited\*) (“Faurecia Interior JV Company”) which is be owned as to 50% each by Wuling Industrial and Faurecia Group and established on 5 February 2018 for pursuing the business of automotive interior system, its related parts and accessories, including cockpit, instrument panel, auxiliary instrument panel, door trim panel, acoustics and soft trim in the PRC has commenced operation in April 2018. Wuling Industrial considers the co-operation with Faurecia Group will provide essential technical support to the Wuling Industrial in further promoting its business opportunities in these types of products from SGMW as well as other new customers. In accordance with the joint venture agreement, Wuling Industrial and Faurecia Group will each contribute cash in the amount of RMB150,000,000 to Faurecia Interior JV Company within five years. The initial operation of Faurecia Interior JV Company is primarily facilitated by the transfer of machinery and equipment of Wuling Industrial which were used for the production of automotive interior products located in Liuzhou and Qingdao, the re-designation of certain employees of Wuling Industrial and the leasing of certain production premises and facilities of Wuling Industrial located in Liuzhou and Qingdao. During the six months ended 30 June 2018, Faurecia Interior JV Company achieved a net operating losses of RMB2,432,000, in which RMB1,216,000 was attributable to the Group. As at 30 June 2018, the carrying value of the Group’s interests in Faurecia Interior JV Company amounted to RMB148,784,000.

佛吉亞(柳州)汽車內飾系統有限公司(「佛吉亞內飾合資公司」)(由五菱工業及佛吉亞集團各自擁有50%，於二零一八年二月五日成立，旨在於中國發展汽車內飾系統、其相關零部件及配件業務，包括座艙、儀錶板、副儀錶板、門內飾板、聲學及軟內飾等)自二零一八年四月開始營運。五菱工業認為，與佛吉亞集團合作將為五菱工業帶來必要的技術支援，進一步增進來自上汽通用五菱及其他新客戶帶來此類產品商機。根據合資協議，五菱工業及佛吉亞集團將各自在5年內注入現金人民幣150,000,000元至佛吉亞內飾合資公司。佛吉亞內飾合資公司之初步營運乃主要通過轉讓五菱工業位於中國柳州及青島之機器及設備(用作生產汽車內飾產品)、重新調任五菱工業之部份員工及租賃五菱工業位於中國柳州及青島之若干生產場所及設施。截至二零一八年六月三十日止六個月，佛吉亞內飾合資公司實現人民幣2,432,000元之淨營業虧損，其中本集團應佔人民幣1,216,000元。於二零一八年六月三十日，本集團於佛吉亞內飾合資公司之權益賬面值為人民幣148,784,000元。

\* For identification purposes only

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

In April 2018, Wuling Industrial further entered into a joint venture agreement with American Axle & Manufacturing, Inc. (美國車橋製造國際有限公司) (“AAM”) with respect to the joint establishment of Liuzhou AAM Automotive Transmission System Co., Ltd.\* (柳州美橋汽車傳動系統有限公司) (“Car Axle JV Company”), which shall be owned as to 50% by Wuling Industrial and 50% by AAM International pursuant to the joint venture agreement, for the purpose of engaging in the development, manufacture and sales of driveline products business. Wuling Industrial considers the co-operation with AAM will enable faster improvement in the processing technique of vehicle axles to meet the requirements of medium-end and high-end passenger vehicles, from which the joint venture company could serve as a platform to cooperate on and operate vertical rear axles, transmission axles and other business, furthering the technology development of vehicle axle products. In accordance with the joint venture agreement, Wuling Industrial and AAM will each contribute cash in the amount of RMB69 million to Car Axle JV Company. Car Axle JV Company has been formally established in July 2018. Wuling Industrial and AAM are now proceeding the necessary procedures for the commencement of operation of Car Axle JV Company.

### FINANCIAL REVIEW

#### Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

Group’s total revenue for the six months ended 30 June 2018 was RMB6,310,419,000, representing a decrease of 26.9% as compared to the corresponding period in last year. The decrease was mainly attributable to a substantial reduction in the volume of businesses of the engines and related parts division. As mentioned in the 2017 annual report of the Company, owing to the shift of the marketing focus of the major customer in intensively promoting the vehicle models installed with their in-house produced 1.5T engine (Capacity 1.5L), purchase volume of our Group supplied NP18 model experienced a drastic decrease since the second half of 2017. Despite a gradual alleviation of the situation since the second quarter of 2018, a significant decrease in the total sale volume for the first half of 2018 was recorded as compared to the corresponding period in 2017, which resulted in a substantial decrease in the revenue of the engines and related parts division during the period. Meanwhile, revenue from the automotive components and other industrial services division also registered a decrease, whereas, revenue from the specialized vehicles division continued to grow steadily.

\* For identification purposes only

二零一八年四月，五菱工業與美國車橋製造國際有限公司「美橋」就聯合成立柳州美橋汽車傳動系統有限公司（「車橋合資公司」）（根據合資協議由五菱工業及美橋各自擁有50%）進一步訂立合資協議，以從事開發、製造及銷售傳動系統產品業務。五菱工業認為與美橋合作將加快提升車橋之工藝技術達至中高端乘用車要求，因此合資企業可作為一個平台以合作經營汽車後獨立驅動橋、傳動軸及其他業務，推動車橋產品之技術發展。根據合資協議，五菱工業及美橋將各自注入現金人民幣69,000,000元至車橋合資公司。車橋合資公司於二零一八年七月正式成立，五菱工業及美橋正在辦理開始車橋合資公司業務營運之所需手續。

### 財務回顧

#### 簡明綜合損益及其他全面收益報表

截至二零一八年六月三十日止六個月本集團總收入為人民幣6,310,419,000元，較去年同期減少26.9%。有關減少之原因主要為來自發動機及有關部件分部之業務量大幅下降所致。誠如本公司二零一七年年報所述，由於主要客戶之行銷重點轉移，集中推廣裝有自家生產之1.5T發動機（排量1.5L）之車型，致使採購本集團生產之NP18型號發動機之數量於二零一七年下半年急劇下滑。雖然有關情況於二零一八年第二季度起已逐漸緩和，然而二零一八年上半年之總體銷量相對二零一七年同期仍錄得顯著跌幅，導致發動機及有關部件分部期內收入大幅減少。與此同時，期內本集團之零部件及其他工業服務分部之收入亦錄得跌幅，而專用汽車分部之收入則保持穩健增長。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Gross profit for the period under review was RMB582,983,000, representing a decrease of 32.3%. Apart from the overall decline in the Group's revenue, the prevailing high raw materials prices (especially steel price) during the period had kept the cost of production at a high level which resulted in a decrease in the gross profit margin to 9.2% as compared to the 10% as recorded in corresponding period in last year. In addition, the operating losses incurred in the newly setup plant in Indonesia also adversely affected the profitability of the Group.

The adverse impact from the decline in gross profit margin was slightly alleviated by a decrease in the selling and distribution expenses, the general and administrative expenses and the research and development expenses of the Group due to certain tightening cost control measures. Taking into account of an income tax credit amounting to RMB29,088,000 resulting from the reversal of overprovision in prior years, net profit of the Group for the first half of 2018 was RMB71,611,000, representing a decrease of 48.3% as compared to corresponding period in last year.

Profit attributable to the owners of the Company was RMB46,344,000, representing a decrease of approximately 39.1%, while the profit attributable to the owners of the Company netting off of the related effective interest expenses incurred, the related foreign exchange loss and the effect of changes in fair value from the convertible loan notes for the purpose of computation of the earnings per share on a fully diluted basis, was RMB32,211,000, representing a decrease of approximately 59.9% as compared to corresponding period in last year.

Other income comprised primarily bank interest income, sales of scrap materials and parts, government subsidies and other services income was in aggregate RMB59,181,000 for the six months ended 30 June 2018, representing an increase of 15.8% as compared to the corresponding period in last year due to increases of sales of scrap materials and other services income.

Other gains and losses amounted to a net gain of RMB54,278,000 for the six months ended 30 June 2018, which comprised primarily net gain on disposals of certain property, plant and machinery amounting to RMB12,353,000, the reversal of impairment amounting to RMB8,000,000 on investments in joint venture, Guangxi Weixiang, the effect of changes in fair value on the convertible loan notes amounting to RMB34,177,000 and the exchange losses on the foreign currency position of the Group amounting to RMB6,595,000 which were arisen primarily from the convertible loan notes, certain bank borrowings and the operation in Indonesia.

回顧期內，毛利為人民幣582,983,000元，下降32.3%。除本集團收入整體下跌外，期內之原材料價格持續高企（特別是鋼材價格）使生產成本維持於較高水平，導致毛利率下降至9.2%，而去年同期錄得10%。此外，印尼新建廠房產生經營虧損亦對本集團之盈利情況造成不利影響。

由於若干加強成本控制措施，毛利率下滑的不利影響受到本集團銷售及分銷開支、一般及行政開支以及研發開支下降的輕微緩解。經計及過往年度超額撥備撥回所產生的所得稅抵免人民幣29,088,000元，本集團於二零一八年上半年的淨利潤為人民幣71,611,000元，較去年同期減少48.3%。

本公司擁有人應佔溢利為人民幣46,344,000元，減少約39.1%，而就按全面攤薄基準計算每股盈利而言，扣除年內所產生相關實際利息支出、相關外匯虧損及可換股貸款票據公平值變動影響後之本公司擁有人應佔溢利為人民幣32,211,000元，較去年同期減少約59.9%。

截至二零一八年六月三十日止六個月，其他收入（主要包括銀行利息收入、銷售廢料及部件、政府補助及其他服務收入）合計為人民幣59,181,000元，較去年同期增加15.8%，原因是廢料銷售及其他服務收入增加所致。

截至二零一八年六月三十日止六個月，其他收益及虧損合計為人民幣54,278,000元之淨收益，主要包括出售若干物業、廠房及設備之淨收益為人民幣12,353,000元、投資於合營企業廣西威翔之減值撥回為人民幣8,000,000元、可換股貸款票據公平值變動影響為人民幣34,177,000元及本集團外匯敞口之匯兌虧損為人民幣6,595,000元（主要來自可換股貸款票據、若干銀行借款及位於印尼之經營）。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Share of results of joint ventures registered a total net profits of RMB2,287,000 for the six months ended 30 June 2018 primarily attributable to the net operating profits of Guangxi Weixiang had been gradually recovered since the second half of 2017, whereas Liuzhou Lingte continued to incur net operating losses in its initial stage of operation.

Share of result of associates represented the net operating profits attributable to the two joint ventures formed with the Faurecia Group, namely Faurecia Car Seat JV Company and Faurecia Interior JV Company. These two joint venture companies were able to register a good start by delivering sets of solid operating results due to the smooth transfer of facilities and manpower for kick starting their operations.

Selling and distribution costs of the Group comprised primarily transportation costs, warranty expenses and other marketing expenses were in aggregate RMB114,333,000 for the six months ended 30 June 2018, representing a decrease of 35.5% as compared to the corresponding period in last year which was in line with the decrease in revenue resulting in a substantial decrease in transportation costs.

General and administrative expenses of the Group comprised primarily salary and allowances, various insurance expenses, rental expenses and other administrative expenses were in aggregate RMB416,203,000 for the six months ended 30 June 2018, representing a slight decrease of 1.1% as compared to the corresponding period in last year. Facing the tough and highly competitive business environment, the Group had implemented various cost control measures in containing the general and administrative expenses and the research and development expenses of the Group aiming at alleviating the adverse impact from a tightening gross profit margin and promoting competitiveness and efficiency.

Research and development expenses for the six months ended 30 June 2018 amounted to RMB47,282,000, representing a decrease of 47.2% as compared to the corresponding period in last year. The strategic move of expanding and pursuing future business activities through the formation of joint ventures with prominent businesses helped to reduce the significant research and development expenses of the Group. Nevertheless, the Group will continue to prudently carry out research and development projects in accordance with the strategic plan in furthering its future business opportunities.

截至二零一八年六月三十日止六個月，應佔合營企業業績錄得淨利潤合共人民幣2,287,000元，主要由於廣西威翔二零一七年下半年產生之經營利潤淨額逐漸改善，而柳州菱特繼續於營運初期產生經營虧損淨額。

應佔聯營公司業績指與佛吉亞集團組成之兩家合資公司（即佛吉亞汽車座椅合資公司及佛吉亞內飾合資公司）應佔之經營溢利淨額。該等兩家合資公司憑藉啟動用於其營運之設施及人員之順利轉移，實現穩健之經營業績，為其營運開啟了良好之開端。

截至二零一八年六月三十日止六個月，本集團之銷售及分銷成本（主要包括運輸成本、保養開支及其他市場推廣開支）合計為人民幣114,333,000元，較去年同期減少35.5%，其與收入的減幅一致，導致運輸成本大幅減少。

截至二零一八年六月三十日止六個月，本集團之一般及行政開支（主要包括薪金及津貼、各項保險費、租金開支及其他行政開支）合計為人民幣416,203,000元，較去年同期略微減少1.1%。面對嚴峻及競爭激烈的營商環境，本集團已實施各項成本控制措施（包括本集團之一般及行政開支以及研發開支），旨在減輕毛利率緊縮造成之不利影響並提升競爭力及效率。

截至二零一八年六月三十日止六個月，研發開支較去年同期減少47.2%至人民幣47,282,000元。通過與知名企業組建合資企業，擴大及開展未來業務活動之戰略舉措有助於降低本集團大量研發開支。儘管如此，本集團將配合未來業務發展機遇之策略計劃，繼續審慎進行研發項目。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Finance costs for the six months ended 30 June 2018 amounted to RMB68,258,000, representing an increase of 16.8% as compared to the corresponding period in last year due to an increase in the finance cost of RMB18,449,000 incurred for the convertible loan notes issued by the Company, calculated on the effective interest rates method.

Basic earnings per share for the six months ended 30 June 2018 was RMB2.26 cents, representing a decrease of approximately 45.5% as compared to the corresponding period in last year. The decrease was partly attributable to the increase in the number of issued shares subsequent to the conversion of the convertible loan notes of the Company in December 2017. Earnings per share on fully diluted basis, in which the adjustments in relation to the potential issue of additional shares of the Company on conversion of the outstanding convertible loan notes had been accounted for, was RMB1.34 cents, representing a decrease of approximately 67.3%.

#### Condensed Consolidated Statement of Financial Position

As at 30 June 2018, total assets and total liabilities of the Group stood at RMB12,441,231,000 and RMB9,970,035,000 respectively.

Non-current assets amounted to RMB4,331,113,000 comprised mainly property, plant and equipment, prepaid lease payments, deposits paid for acquisition of property, plant and equipment, interests in joint ventures and associates, etc.

Current assets amounted to RMB8,110,118,000 comprised mainly inventories of RMB1,066,691,000, trade and other receivables and bill receivables of RMB5,512,398,000 (inclusive of bills receivables discounted with recourse but not yet matured amounting to RMB856,553,000), pledged bank deposits of RMB855,907,000 and bank balances and cash of RMB667,277,000. Amount due from SGMW, a related company and a key customer in the engines and automotive components businesses of the Group amounted to RMB2,898,819,000 was recorded as trade and other receivables in the condensed consolidated statement of financial position. These receivables balances were subject to normal commercial settlement terms.

Current liabilities amounted to RMB9,720,417,000, comprised mainly trade and other payables of RMB7,459,316,000, provision for warranty of RMB129,261,000, tax payable of RMB48,869,000, contract liabilities of RMB132,833,000 derivative financial

截至二零一八年六月三十日止六個月，融資成本較去年同期增加16.8%至人民幣68,258,000元，主要由於本公司發行之可換股貸款票據產生之融資成本人民幣18,449,000元（按實際利率法計算）所致。

截至二零一八年六月三十日止六個月，每股基本盈利為人民幣2.26分，較去年同期減少約45.5%。減少部分歸因於在二零一七年十二月轉換本公司可換股貸款票據後已發行股份數目增加。按全面攤薄基準計算之每股盈利為人民幣1.34分，減少約67.3%，已計及因轉換尚未贖回之可換股貸款票據而潛在發行本公司額外股份之有關調整。

#### 簡明綜合財務狀況表

於二零一八年六月三十日，本集團之總資產及總負債分別為人民幣12,441,231,000元及人民幣9,970,035,000元。

非流動資產（主要包括物業、廠房及設備、預付租賃款項、收購物業、廠房及設備之已付訂金、於合營企業及聯營公司之權益等）為人民幣4,331,113,000元。

流動資產為人民幣8,110,118,000元，主要包括存貨人民幣1,066,691,000元、應收賬項及其他應收款項與應收票據人民幣5,512,398,000元（包括附追索權但未到期之已貼現應收票據人民幣856,553,000元）、已質押銀行存款人民幣855,907,000元以及銀行結餘及現金人民幣667,277,000元。應收關聯公司兼本集團發動機與汽車零部件業務主要客戶上汽通用五菱款項人民幣2,898,819,000元於簡明綜合財務狀況表列作應收賬項及其他應收款項。該等應收款項結餘受一般商業結算條款約束。

流動負債為人民幣9,720,417,000元，主要包括應付賬項及其他應付款項人民幣7,459,316,000元、保養撥備人民幣129,261,000元、應付稅項人民幣48,869,000元、合約負債人民幣

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

instrument in relation to the convertible loan notes issued by the Company of RMB15,772,000, current portion of the convertible loan notes of RMB26,705,000, bank borrowings — due within one year of RMB1,056,290,000 and advances drawn on bills receivables discounted with recourse of RMB845,921,000. The corresponding bills receivables discounted with recourse to these advances amounting to RMB856,553,000 were recorded as trade and other receivables which would be offset against upon maturity.

The Group recorded net current liabilities of RMB1,610,299,000 as at 30 June 2018, which had been increased as compared to the net current liabilities of RMB1,356,534,000 as at 31 December 2017.

Non-current liabilities amounted to RMB249,618,000 comprised mainly convertible loan notes of RMB129,551,000, contract liabilities (which was previously recorded as deferred income) of RMB14,606,000, deferred tax liability of RMB25,461,000 and amount due to an associate of RMB80,000,000.

#### Liquidity and Capital Structure

During the six months ended 30 June 2018, the operating and investing activities of the Group were mainly satisfied by the financing activities of the Group through the drawdown of bank borrowings and the bill receivables discounted.

The Group considers the application of alternative means of financing, i.e. bank borrowings and bill discounting activities in terms of the respective finance cost consideration. Besides, to contain finance costs of the Group, Guangxi Automobile provided sources of finance to the Group through bill discounting activities at the most favourable terms offered in the market.

As at 30 June 2018, total bank balances and cash maintained by the Group amounted to RMB667,277,000. Besides, pledged bank deposits amounting to RMB855,907,000 were also maintained to secure the banking facilities offered to the Group.

The Group's bank borrowings (other than advances drawn on bill receivables discounted with recourse) amounted to RMB1,056,290,000 as at 30 June 2018, which were increased

132,833,000元、有關本公司發行可換股貸款票據之衍生金融工具人民幣15,772,000元、可換股貸款票據之流動部份人民幣26,705,000元、於一年內到期之銀行借貸人民幣1,056,290,000元及附追索權之已貼現應收票據所提取墊款人民幣845,921,000元。有關墊款之相應附追索權之已貼現應收票據人民幣856,553,000元已記錄為應收賬項及其他應收款項，並將於到期日抵銷。

本集團於二零一八年六月三十日錄得淨流動負債人民幣1,610,299,000元，較二零一七年十二月三十一日錄得之淨流動負債人民幣1,356,534,000元有所增加。

非流動負債為人民幣249,618,000元，主要包括可換股貸款票據人民幣129,551,000元、合約負債人民幣14,606,000元（過往記錄為遞延收入）、遞延稅項負債人民幣25,461,000元及應付一間聯營公司款項人民幣80,000,000元。

#### 流動資金及資本結構

截至二零一八年六月三十日止年度，本集團主要透過提取銀行借款及貼現應收票據之融資活動償付本集團經營及投資活動。

本集團根據相關融資成本考量各項替代融資方法（即銀行借款及票據貼現活動）之使用情況。此外，為了控制本集團之融資成本，廣西汽車透過票據貼現活動按市面上最佳條款向本集團提供融資來源。

於二零一八年六月三十日，本集團有銀行及現金結餘合共人民幣667,277,000元。此外，已質押銀行存款人民幣855,907,000元，亦作為本集團獲授銀行融資之抵押。

於二零一八年六月三十日，本集團（除附追索權之已貼現應收票據所提取墊款）之銀行借貸為人民幣1,056,290,000元，自去年起大幅增加

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

substantially since last year to serve as an alternative source of finance due to an increase in the interest rates charged on the bill receivables discount activities during the period, which included a lower interest rate foreign currency one year term loan amounting to US\$55,000,000. The Group had entered into appropriate forward contract to hedge against the currency risk of this foreign currency bank loan. Meanwhile the outstanding advances drawn on bill receivables discounted with recourse as at 30 June 2018 were RMB845,921,000 which were increased during the period. The corresponding bill receivables discounted with recourse to these advances amounting to RMB856,553,000 were recorded as trade and other receivables which would be off set against upon maturity. The Company will closely monitor the financial and liquidity position of the Group, as well as the situation of the financial market from time to time in arriving at an appropriate financing strategy for the Group.

Apart from the bank borrowings and the advances drawn on bill receivables discounted with recourse on 23 May 2017, the Company raised certain longer term financing through the issue convertible loan notes of a principal amount of HK\$400,000,000 to Wuling HK, our controlling shareholder, as approved by the independent shareholders of the Company at a special general meeting held on 16 December 2016. The convertible loan notes which bear interest at 4% per annum would be eligible to be converted into a total number of 571,428,571 Shares at an initial conversion price of HK\$0.70 per share on any business day commencing from 22 November 2017 up to the fifth business days prior to the maturity date (being 23 May 2020). Among which, the convertible loan notes of a principal amount of HK\$150,000,000 were converted by Wuling HK into a total number of 214,285,714 Shares on 29 December 2017. As a result of the conversion, the percentage of shareholding of Wuling HK in the Company was increased from 56.04% to 60.64%.

Subsequent to the above conversion, the aggregate principal amount of convertible loan notes remained outstanding was HK\$250,000,000, which would be eligible to be converted into a total number of 357,142,857 Shares according to the abovementioned terms and conditions. In view of the current financial and liquidity position of the Group as at 30 June 2018, the Board considers the Group has adequate financial resources in meeting the redemption obligations of the outstanding convertible loan notes which have an expiry date on 23 May 2020.

(包括利率較低之一年期55,000,000美元外幣貸款)，以作替代融資來源，此乃由於年內對應收票據貼現活動收取之利率上升所致。本集團已訂立適當之遠期合約對沖該外幣銀行貸款之貨幣風險。同時，於二零一八年六月三十日，就附追索權之貼現應收票據所提取之未償還墊款金額為人民幣845,921,000元，亦於期內增加。該等墊款之相關附追索權之貼現應收票據金額為人民幣856,553,000元，已記錄為應收賬項及其他應收款項，並於到期時抵銷。本公司將密切監察本集團之財務及流動資金狀況以及不時之金融市場情況，以便制定適合本集團之融資策略。

除銀行借貸及附追索權已貼現應收票據外，經本公司獨立股東於二零一六年十二月十六日舉行之股東特別大會批准，於二零一七年五月二十三日，本公司透過發行本金額為400,000,000港元之可換股貸款票據予其控股股東五菱香港籌集若干較長期融資。可換股貸款票據按年利率4%計息，可於二零一七年十一月二十二日起至到期日（即二零二零年五月二十三日）前第五個營業日止期間任何營業日，按初步兌換價每股0.70港元兌換為合共571,428,571股股份，其中本金額為150,000,000港元之可換股貸款票據已於二零一七年十二月二十九日由五菱香港兌換為合共214,285,714股股份。由於是項兌換，五菱香港於本公司之股權百分比由56.04%增至60.64%。

上述兌換後，仍未贖回可換股貸款票據之本金總額為250,000,000港元，將有權根據上述條款及條件兌換為合共357,142,857股股份。鑒於本集團於二零一八年六月三十日之當前財務及流動資金狀況，董事會認為本集團有充裕財務資源履行到期日為二零二零年五月二十三日之未贖回可換股貸款票據之贖回責任。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Assuming full conversion of the outstanding convertible loan notes which are currently held by Wuling HK, the controlling shareholder of the Company, the number of issued shares of the Company would be increased by approximately 17.42% from 2,050,107,555 Shares to 2,407,250,412 Shares, from which the percentage shareholding of the controlling shareholder, Wuling HK, would be increased from 60.64% to 66.48%, whereas, the percentage of shareholding of the second largest shareholder of the Company, Dragon Hill Development Limited would be decreased from 13.74% to 11.70%. However, there are restrictions on the convertible loan notes such that no conversion would be made if it will cause the Company to be in breach of the public float requirement under the Listing Rules.

In addition, having considered the closing market price of the Share as at 30 June 2018 which was traded below the conversion price of the convertible loan notes and the abovementioned restriction such that no material conversion could be made as at 30 June 2018, the Board considers there would not be any significant impact on the market price of the Shares upon the entire and/or partial conversion of the outstanding convertible loan notes of the Company.

Total equity attributable to the shareholders of the Company, comprised primarily the share premium, PRC general reserve, contributed surplus, capital reserve, other reserves and retained profits, amounted to RMB1,448,456,000 as at 30 June 2018. Net asset value per share was approximately RMB70.7 cents as at 30 June 2018.

#### Pledge of Assets

At 30 June 2018, a property held by the Group in Hong Kong with an aggregate value of RMB5,451,000 was pledged to secure the bank loans granted to Group. Besides, bank deposits amounting to RMB855,907,000 and bills receivables discounted with recourse amounting to RMB856,553,000 were pledged to the banks mainly to secure certain banking facilities offered to the Group.

假設悉數兌換本公司控股股東五菱香港目前持有之未贖回可換股貸款票據，本公司已發行股份數目將由2,050,107,555股增加約17.42%至2,407,250,412股，控股股東五菱香港之股權百分比將由60.64%增至66.48%，而本公司第二大股東俊山發展有限公司之股權百分比將由13.74%減至11.70%。然而，倘兌換可換股貸款票據會導致本公司違反上市規則之公眾持股量規定，則不得作出有關兌換。

此外，經考慮股份於二零一八年六月三十日之收市價（以低於可換股貸款票據兌換價之價格買賣）及上述於二零一八年六月三十日不得作出重大兌換之限制，董事會認為全數及／或部分兌換本公司未贖回可換股貸款票據不會對股份市價產生任何重大影響。

於二零一八年六月三十日，本公司股東應佔權益總額（主要包括股份溢價、中國一般儲備、實繳盈餘、資本儲備、其他儲備及保留溢利）為人民幣1,448,456,000元。於二零一八年六月三十日，每股資產淨值約為人民幣70.7分。

#### 資產抵押

於二零一八年六月三十日，本集團於香港持有總值人民幣5,451,000元之物業已抵押，作為本集團獲授銀行貸款之擔保。此外，人民幣855,907,000元之銀行存款及人民幣856,553,000元之附追索權之已貼現應收票據均已抵押予銀行，主要作為本集團獲提供若干銀行融資之擔保。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Exposure to Fluctuation in Exchange Rates

At 30 June 2018, the Group maintained Hong Kong dollar convertible loan notes, Hong Kong dollar and United States dollar bank loans and trade and other payables equivalent to an aggregate amount of RMB225,165,000 and Hong Kong dollar, United States dollar and Indonesia shield bank deposits and trade and other receivables equivalent to an aggregate amount of RMB57,695,000 in which appropriate forward contract had been entered into by the Group to hedge against the currency risk of the United States dollar bank loan amounting to US\$55,000,000 (equivalent to RMB364,100,000). In comparison with the relative size of the Group's assets, liabilities and main transactions which are denominated in RMB, the Group regarded its exposure to fluctuations in exchange rates and currencies to be reasonable and would monitor the foreign exchange exposures of the Group as well as the prevailing market condition in arriving at appropriate strategy.

#### Commitments

At 30 June 2018, the Group has outstanding commitments, contracted but not provided for in the financial statements, in respect of the acquisitions of construction in progress and property, plant and equipment amounting to RMB950,821,000.

#### Contingent Liabilities

At 30 June 2018, the Group did not have any contingent liabilities.

#### 匯率波動風險

於二零一八年六月三十日，本集團持有等值共計人民幣225,165,000元之港元可換股貸款票據、港元及美元銀行貸款及應付賬項及其他應付款項，及等值共計人民幣57,695,000元之港元、美元及印尼盾銀行存款及應收賬項及其他應收款項，本集團已訂立適當之遠期合約以對沖美元銀行貸款55,000,000美元（相當於人民幣364,100,000元）之貨幣風險。與本集團以人民幣計值之資產、負債及主要交易之相對規模相比，本集團認為所承受匯率及貨幣波動風險誠屬合理，並會監管本集團之外匯風險，以及根據現行市況釐定適當策略。

#### 承擔

於二零一八年六月三十日，本集團就收購在建工程以及物業、廠房及設備有已訂約但未在財務報表撥備之未償還承擔人民幣950,821,000元。

#### 或然負債

於二零一八年六月三十日，本集團並無任何或然負債。

## DISCLOSURE OF INTERESTS 權益披露

### DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

At 30 June 2018, the interests of the directors of the Company ("Director(s)") and their associates in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of Securities and Futures ordinance ("SFO"), as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), contained in Appendix 10 of the Rules Governing the Listing of Securities ("Listing Rules") were as follows:

#### Long Positions

### 董事於股份、相關股份及債券之權益

於二零一八年六月三十日，按本公司根據證券及期貨條例（「證券及期貨條例」）第352條規定存置之登記冊所記錄，或根據證券上市規則（「上市規則」）附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）另行知會本公司及香港聯合交易所有限公司（「聯交所」），本公司董事（「董事」）及其聯繫人於本公司及其相聯法團（定義見證券及期貨條例）之股份、相關股份及債券中之權益如下：

#### 好倉

Names of Director 董事姓名	Capacity 身份	Number of Shares held 所持股份數目	Approximate % of the total number of Shares in issue* 所佔已發行股份 總數概約百分比*
Mr. Lee Shing ("Mr. Lee") 李誠先生（「李先生」）	Interest in controlled corporation (Note) 受控制公司之權益（附註）	281,622,914	13.74%
	Beneficial owner 實益擁有人	3,090,900	0.15%
	Interest held by spouse 配偶權益	1,648,480	0.08%
	Sub-total 小計	286,362,294	13.97%
Ms. Liu Yaling 劉亞玲女士	Beneficial owner 實益擁有人	2,060,600	0.10%
Mr. Ye Xiang 葉翔先生	Beneficial owner 實益擁有人	1,030,300	0.05%

Note: This represents the Shares held by Dragon Hill Development Limited ("Dragon Hill"), a company wholly-owned by Mr. Lee.

附註：指由俊山發展有限公司（「俊山」，由李先生全資擁有之公司）所持股份。

\* The percentage has been adjusted (if any) based on the total number of Shares in issue as at 30 June 2018 (i.e. 2,050,107,555 Shares).

\* 有關百分比已根據於二零一八年六月三十日之已發行股份總數（即2,050,107,555股股份）作出調整（如有）。

## DISCLOSURE OF INTERESTS

### 權益披露

Save as disclosed above, none of the Directors nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as 30 June 2018 which had been entered in the register kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

At no time during the period ended 30 June 2018 was the Company, its subsidiaries, its fellow subsidiaries or its holding companies a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

The register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that, as at 30 June 2018, the following shareholders of the Company ("Shareholder(s)") had notified the Company of their relevant interests in the issued share capital of the Company:

#### Long positions

除上文所披露者外，於二零一八年六月三十日，各董事或其聯繫人於本公司或其任何相聯法團之任何股份、相關股份或債券中，概無任何須記錄於本公司根據證券及期貨條例第352條存置之登記冊內或須根據標準守則另行知會本公司及聯交所之權益或淡倉。

### 董事購買股份及債券之權利

於截至二零一八年六月三十日止期內任何時間，本公司、其附屬公司、其同系附屬公司或其控股公司概無訂立任何安排，致使董事可透過購買本公司或任何其他法人之股份或債券而獲利。

### 主要股東於本公司股份及相關股份之權益及淡倉

本公司根據證券及期貨條例第336條存置之主要股東登記冊顯示，於二零一八年六月三十日，下列本公司股東（「股東」）已向本公司知會彼等於本公司已發行股本中之有關權益：

#### 好倉

Names of Shareholder 股東姓名	Capacity 身份	Nature of interest 權益性質	Number of Shares 股份數目	Approximate % of the total number of Shares in issue <sup>#</sup> 佔已發行股份總數之概約百分比 <sup>#</sup>
Dragon Hill (Note 1) 俊山 (附註1)	Beneficial owner 實益擁有人	Corporate 公司	281,622,914	13.74%
Mr. Lee 李先生	Interest in controlled corporation (Note 1) 受控制公司之權益 (附註1)	Corporate 公司	281,622,914	13.74%
	Beneficial owner 實益擁有人	Personal 個人	3,090,900	0.15%
	Interest held by spouse 配偶所持權益	Family 家族	1,648,480	0.08%
		Sub-total 小計	286,362,294	13.97%



**DISCLOSURE OF INTERESTS**  
**權益披露**

Names of Shareholder 股東姓名	Capacity 身份	Nature of interest 權益性質	Number of Shares 股份數目	Approximate % of the total number of Shares in issue <sup>#</sup> 佔已發行股份總數之概約百分比 <sup>#</sup>
Wuling (Hong Kong) Holdings Limited ("Wuling HK") (Notes 2 & 3) 五菱(香港)控股有限公司 (「五菱香港」) (附註2及3)	Beneficial owner 實益擁有人	Corporate 公司 Unlisted derivatives 非上市衍生工具	1,243,132,520 357,142,857	60.64% 17.42%
		Sub-total 小計	1,600,275,377	78.06%
Wuling Motors (Hong Kong) Company Limited ("Wuling Motors") (Notes 2 & 3) 五菱汽車(香港)有限公司 (「五菱汽車」) (附註2及3)	Interest in controlled corporation 受控制公司之權益	Corporate 公司 Unlisted derivatives 非上市衍生工具	1,243,132,520 357,142,857	60.64% 17.42%
		Sub-total 小計	1,600,275,377	78.06%
Guangxi Automobile Holdings Limited* ("Guangxi Automobile") (Notes 2 & 3) 廣西汽車集團有限公司 (「廣西汽車」) (附註2及3)	Interest in controlled corporation 受控制公司之權益	Corporate 公司 Unlisted derivatives 非上市衍生工具	1,243,132,520 357,142,857	60.64% 17.42%
		Sub-total 小計	1,600,275,377	78.06%

Notes:

- (1) Mr. Lee is beneficially interested in 281,622,914 Shares, which interests are held by Dragon Hill, a company wholly-owned by Mr. Lee. This parcel of Shares has also been disclosed as long position of Mr. Lee under the above section of "DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES".
- (2) The entire issued share capital of Wuling HK is currently held by Wuling Motors, whereas the entire issued share capital of Wuling Motors is currently held by Guangxi Automobile. Accordingly, Wuling Motors and Guangxi Automobile are deemed to be interested in the Shares in which Wuling HK is interested under the SFO.

附註：

- (1) 李先生於其全資擁有之公司俊山所持有權益之281,622,914股股份中擁有實益權益。因此，該批股份亦於上文「董事於股份、相關股份及債券之權益」一節披露為李先生之好倉。
- (2) 五菱香港全部已發行股本現時由五菱汽車持有，而五菱汽車全部已發行股本現時則由廣西汽車持有。因此，五菱汽車及廣西汽車根據證券及期貨條例被視作於五菱香港擁有權益之股份中擁有權益。

\* For identification purposes only  
\* 僅供識別

## DISCLOSURE OF INTERESTS

### 權益披露

(3) The unlisted derivatives referred to the 357,142,857 Shares (conversion shares) issuable to Wuling HK upon exercise in full of the conversion rights attaching to the outstanding convertible loan notes issued to Wuling HK amounting to HK\$250,000,000, details of which may refer to the Company's announcement dated 13 October 2016 and 23 May 2017 and 29 December 2017 and the Company's circular dated 28 November 2016.

# The percentage has been adjusted (if any) based on the total number of Shares in issue as at 30 June 2018 (i.e. 2,050,107,555 Shares).

Other than as disclosed above as at 30 June 2018, the Company has not been notified of any other relevant interests and short position in the shares and underlying shares of the Company or any of its associated corporation, which had been recorded in the register required to be kept under section 336 of the SFO.

### SHARE OPTION SCHEME

Pursuant to an ordinary resolution passed by the Shareholders on 28 May 2012, a share option scheme (the "Share Option Scheme") with an expiry date on 27 May 2022 was adopted by the Company.

For the period from 1 January 2018 to 30 June 2018 and up to date of this interim report, there was no share option granted, outstanding, exercised, lapsed and/or cancelled under the Share Option Scheme.

(3) 非上市衍生工具指悉數行使向五菱香港所發行金額為250,000,000港元之未贖回可換股貸款票據所附帶兌換權時可發行予五菱香港之357,142,857股股份(兌換股份)，有關詳情請參閱本公司日期為二零一六年十月十三日、二零一七年五月二十三日及二零一七年十二月二十九日之公佈以及本公司日期為二零一六年十一月二十八日之通函。

# 有關百分比已根據於二零一八年六月三十日之已發行股份總數(即2,050,107,555股股份)作出調整(如有)。

於二零一八年六月三十日，除上述所披露者外，本公司並無獲知會已記錄於根據證券及期貨條例第336條存置之登記冊內之本公司或其任何相聯法團股份及相關股份中任何其他有關權益及淡倉。

### 購股權計劃

根據股東於二零一二年五月二十八日通過之普通決議案，本公司已採納購股權計劃(「購股權計劃」)，其將於二零二二年五月二十七日屆滿。

於二零一八年一月一日至二零一八年六月三十日期間及至本中期報告日期止，概無購股權按照購股權計劃獲授出、未行使、已行使、已作廢及/或已註銷。

## OTHER INFORMATION 其他資料

### INTERIM DIVIDEND

The Board did not recommend the declaration of an interim dividend for the six months ended 30 June 2018 (Period ended 30 June 2017: Nil).

### PURCHASE, REDEMPTION AND SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the period ended 30 June 2018 (Period ended 30 June 2017: Nil).

### CORPORATE GOVERNANCE

The Company recognizes the importance of good corporate governance to the Company's healthy growth and has devoted considerable efforts to identifying and formulating corporate governance practices appropriate to the Company's needs. During the period ended 30 June 2018, the Company confirmed that it is fully complied with all the code provisions on Corporate Governance Practices Code contained in Appendix 14 of the Listing Rules.

### COMPLIANCE WITH MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted its own code of conduct regarding directors' dealings in the Company's securities (the "Own Code") on terms no less exacting than the Model Code as amended from time to time. Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Own Code and the Model Code throughout the period ended 30 June 2018.

### AUDIT COMMITTEE

As at the date of this interim report, the Audit Committee, comprising the three independent non-executive Directors, namely Mr. Ye Xiang (the Chairman), Mr. Wang Yuben and Mr. Mi Jianguo, has been established in accordance with Rule 3.21 of the Listing Rules, for the purpose of reviewing and providing, inter alia, supervision over the Group's financial reporting, internal controls and risk management systems. The terms of reference of the Audit Committee are currently disclosed on the websites of the Company ([www.wuling.com.hk](http://www.wuling.com.hk)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

### 中期股息

董事會不建議宣派截至二零一八年六月三十日止六個月之中期股息(截至二零一七年六月三十日止期間:無)。

### 購買、贖回及出售本公司之上市證券

於截至二零一八年六月三十日止期間內,本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券(截至二零一七年六月三十日止期間:無)。

### 企業管治

本公司深明優良企業管治對本公司健康發展之重要性,故致力尋求及釐定切合本公司需要之企業管治常規。於截至二零一八年六月三十日止期間內,本公司確認,其已全面遵守上市規則附錄14所載企業管治常規守則之所有守則條文。

### 遵守董事進行證券交易之標準守則

本公司已就董事買賣本公司證券採納行為守則(「本身守則」),其條款不遜於標準守則(經不時修訂)。本公司已向全體董事作出具體查詢,董事確認彼等於截至二零一八年六月三十日止期間一直遵守本身守則及標準守則。

### 審核委員會

於本中期報告日期,審核委員會已按上市規則第3.21條之規定成立,由三名獨立非執行董事葉翔先生(主席)、王雨本先生及米建國先生組成,以審閱及監察(其中包括)本集團之財務申報、內部監控及風險管理系統。審核委員會之職責範圍現已於本公司網站([www.wuling.com.hk](http://www.wuling.com.hk))及聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))披露。

## OTHER INFORMATION

### 其他資料

At the request of the Audit Committee, the Company's auditors, Deloitte Touche Tohmatsu, had carried out a review of the unaudited interim financial information of the Company/Group for the six months ended 30 June 2018 in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. The unaudited interim financial information of the Company for the six months ended 30 June 2018 has also been reviewed by the Audit Committee.

## HUMAN RESOURCES AND REMUNERATION POLICY

At 30 June 2018, the Group had approximately 11,000 employees, including staff members and workers. Total staff costs for the six months ended 30 June 2018 were approximately RMB415,811,000, representing a decrease of approximately 4.8% as compared to the corresponding period in last year. The remuneration policy of the Group was reviewed in line with the current applicable legislation, market conditions as well as the performance of the Company and the individual on an annual basis.

Besides, the remuneration committee of the Company ("Remuneration Committee"), comprising the three independent non-executive directors, namely Mr. Mi Jianguo (the Chairman), Mr. Ye Xiang and Mr. Wang Yuben, established under the Board, makes recommendations on and give approval to the remuneration policy, structure and remuneration packages of the executive directors and the senior management of the Company. The terms of reference of the Remuneration Committee are currently disclosed on the websites of the Company ([www.wuling.com.hk](http://www.wuling.com.hk)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

The Group regards human resources as an essential element for the growth of a corporation and therefore pays serious attention to its human resources management. The Group maintains a set of established and comprehensive management policy aiming at promoting common corporate goals among employees. The policy which covers the remuneration structure, training and staff development encourages healthy competitive environment which bring mutual benefits to both the Group and the employees.

## APPROVAL OF INTERIM REPORT

The interim report and the unaudited condensed consolidated financial statements for the six months ended 30 June 2018 were approved and authorized for issue by the Board on 31 August 2018.

應審核委員會要求，本公司核數師德勤•關黃陳方會計師行已按香港會計師公會頒佈之香港審閱工作準則第2410號「實體之獨立核數師對中期財務資料之審閱」審閱截至二零一八年六月三十日止六個月本公司／本集團之未經審核中期財務資料。截至二零一八年六月三十日止六個月本公司之未經審核中期財務資料亦已由審核委員會審閱。

## 人力資源及薪酬政策

於二零一八年六月三十日，本集團約有11,000名僱員，包括員工及勞務人員。截至二零一八年六月三十日止六個月之員工成本總額約為人民幣415,811,000元，較去年同期減少約4.8%。本集團之薪酬政策已按現行適用法律、市況、本公司業績及個別員工表現每年加以檢討。

此外，董事會轄下由三名獨立非執行董事米建國先生（主席）、葉翔先生及王雨本先生組成之本公司薪酬委員會（「薪酬委員會」）會就本公司之執行董事及高級管理層之薪酬政策、架構及薪酬組合提出建議並加以批准。薪酬委員會之職責範圍現已於本公司 ([www.wuling.com.hk](http://www.wuling.com.hk)) 及聯交所 ([www.hkexnews.hk](http://www.hkexnews.hk)) 網站披露。

本集團視人力資源為企業發展重要元素，故極為關注人力資源管理。本集團維持一套明確而全面之管理政策，宗旨為於僱員間培養共同目標。有關政策涵蓋薪酬架構、培訓及員工發展各方面，鼓勵良性競爭環境，從而將為本集團及僱員帶來共同利益。

## 批准中期報告

本中期報告及截至二零一八年六月三十日止六個月未經審核簡明綜合財務報表經董事會於二零一八年八月三十一日批准及授權刊發。

# REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表審閱報告

# Deloitte.

## 德勤

**TO THE BOARD OF DIRECTORS OF  
WULING MOTORS HOLDINGS LIMITED**  
*(incorporated in Bermuda with limited liability)*

致五菱汽車集團控股有限公司董事會  
(於百慕達註冊成立之有限公司)

## INTRODUCTION

We have reviewed the condensed consolidated financial statements of Wuling Motors Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 37 to 86, which comprises the condensed consolidated statement of financial position as of 30 June 2018 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

## 緒言

我們已審閱刊載於第37至86頁之五菱汽車集團控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之簡明綜合財務報表,包括於二零一八年六月三十日之簡明綜合財務狀況表及截至該日止六個月期間之相關簡明綜合損益及其他全面收益報表、權益變動表及現金流量表,以及若干說明附註。香港聯合交易所有限公司證券上市規則規定,須遵照其有關條文及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)就中期財務資料編製報告。貴公司董事負責按照香港會計準則第34號編製及呈報本簡明綜合財務報表。我們之責任為遵照我們已同意之受聘條款,根據我們之審閱結果就本簡明綜合財務報表作出總結,並僅向全體董事報告。除此之外,本報告不作其他用途。我們不會就本報告內容向任何其他人士負上或承擔任何責任。

## REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表審閱報告

### SCOPE OF REVIEW

We conducted our review in accordance with the Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of these condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

**Deloitte Touche Tohmatsu**  
Certified Public Accountants  
Hong Kong  
31 August 2018

### 審閱範圍

我們按照香港會計師公會頒佈之香港審閱工作準則第2410號「實體之獨立核數師對中期財務資料之審閱」進行審閱。該等簡明綜合財務報表之審閱包括作出查詢，而主要查詢對象為負責財務及會計事宜之人士，以及運用分析及其他審閱程序。由於審閱範圍遠小於按照香港審核準則進行審核之範圍，故未能保證我們能知悉審核可辨識之所有重大事宜。因此，我們並不發表審核意見。

### 總結

根據我們之審閱結果，我們並不知悉任何事宜，致使我們相信簡明綜合財務報表於所有重大方面未有按照香港會計準則第34號編製。

**德勤•關黃陳方會計師行**  
執業會計師  
香港  
二零一八年八月三十一日

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 簡明綜合損益及其他全面收益報表

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)
	Notes 附註		
<b>Revenue</b>	收入	3	8,628,678
Cost of sales	銷售成本		(7,767,384)
<b>Gross profit</b>	毛利		582,983
Other income	其他收入		51,086
Other gains and losses	其他收益及虧損	4	9,621
Selling and distribution costs	銷售及分銷成本		(177,266)
General and administrative expenses	一般及行政開支		(420,654)
Research and development expenses	研發開支		(89,542)
Share of results of joint ventures	應佔合營企業之業績		(5,370)
Share of results of associates	應佔聯營公司業績		-
Finance costs	融資成本		(58,438)
<b>Profit before taxation</b>	除稅前溢利		170,731
Income tax credit (expense)	所得稅抵免(開支)	5	(32,178)
<b>Profit for the period</b>	期內溢利	6	138,553
<b>Other comprehensive (expense) income :</b>	其他全面(開支)收益:		
Items that will not be reclassified to profit or loss	將不會重新歸類至損益之項目		
Fair value loss on investment in equity instruments at fair value through other comprehensive income	按公平值計入其他全面收入的權益工具投資之公平值虧損		(3,400)
Items that may be subsequently reclassified to profit or loss	日後可能重新歸類至損益之項目		
Exchange differences arising from translation of foreign operations	換算海外業務所產生之匯兌差額		(3,300)
<b>Total comprehensive income for the period</b>	期內全面收益總額		135,253
<b>Profit for the period attributable to:</b>	以下各方應佔期內溢利:		
Owners of the Company	本公司擁有人		76,103
Non-controlling interests	非控股權益		62,450
			138,553
<b>Total comprehensive income for the period attributable to:</b>	以下各方應佔期內全面收益總額:		
Owners of the Company	本公司擁有人		72,803
Non-controlling interests	非控股權益		62,450
			135,253
<b>Earnings per share</b>	每股盈利	8	
— Basic	— 基本		RMB4.15 cents 人民幣4.15分
			RMB2.26 cents 人民幣2.26分
— Diluted	— 攤薄		RMB4.10 cents 人民幣4.10分
			RMB1.34 cents 人民幣1.34分

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

### 簡明綜合財務狀況表

At 30 June 2018 於二零一八年六月三十日

			30 June 2018 二零一八年 六月三十日	31 December 2017 二零一七年 十二月三十一日
		Notes 附註	RMB'000 人民幣千元 (Unaudited) (未經審核)	RMB'000 人民幣千元 (Audited) (經審核)
<b>NON-CURRENT ASSETS</b>				
<b>非流動資產</b>				
Property, plant and equipment	物業、廠房及設備	9	3,315,481	3,143,847
Prepaid lease payments	預付租賃款項		315,214	297,550
Premium on prepaid lease payments	預付租賃款項之溢價		810	823
Investment properties	投資物業	9	10,007	9,086
Interests in associates	於聯營公司之權益	18	222,770	71,537
Interests in joint ventures	於合營企業之權益		105,164	100,660
Deposits paid for acquisition of property, plant and equipment	已付收購物業、廠房及設備之訂金		356,067	375,145
Available-for-sale investment	可供出售投資		-	10,000
Equity instruments at fair value through other comprehensive income	按公平值計入其他全面收入的權益工具		5,600	-
			<b>4,331,113</b>	<b>4,008,648</b>
<b>CURRENT ASSETS</b>				
<b>流動資產</b>				
Inventories	存貨		1,066,691	1,222,876
Trade and other receivables	應收賬項及其他應收款項	10	5,512,398	4,196,160
Prepaid lease payments	預付租賃款項		7,845	7,336
Pledged bank deposits	已質押銀行存款		855,907	565,840
Bank balances and cash	銀行結餘及現金		667,277	1,706,780
			<b>8,110,118</b>	<b>7,698,992</b>
<b>CURRENT LIABILITIES</b>				
<b>流動負債</b>				
Trade and other payables	應付賬項及其他應付款項	11	7,459,316	7,955,730
Contract liabilities	合約負債		132,833	-
Provision for warranty	保養撥備	12	129,261	142,704
Tax payable	應付稅項		48,869	108,318
Bank borrowings	銀行借貸	13	1,056,290	491,576
Derivative financial instrument	衍生金融工具	14	15,772	50,560
Convertible loan notes	可換股貸款票據	14	26,705	23,820
Financial liability at fair value through profit or loss	透過損益按公平值列賬的金融負債		5,450	5,303
Advances drawn on bills receivables discounted with recourse	附追索權之已貼現應收票據已提取墊款	15	845,921	277,515
			<b>9,720,417</b>	<b>9,055,526</b>
<b>NET CURRENT LIABILITIES</b>	<b>流動負債淨額</b>		<b>(1,610,299)</b>	<b>(1,356,534)</b>
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		<b>2,720,814</b>	<b>2,652,114</b>



## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION 簡明綜合財務狀況表

At 30 June 2018 於二零一八年六月三十日

			<b>30 June 2018</b>	31 December 2017
			二零一八年 六月三十日	二零一七年 十二月三十一日
		Notes 附註	<b>RMB'000</b> 人民幣千元 <b>(Unaudited)</b> (未經審核)	RMB'000 人民幣千元 (Audited) (經審核)
<b>NON-CURRENT LIABILITIES</b>				
	非流動負債			
Contract liabilities	合約負債		<b>14,606</b>	–
Deferred income	遞延收入		–	15,339
Amount due to an associate	應付一間聯營公司款項	18	<b>80,000</b>	–
Convertible loan notes	可換股貸款票據	14	<b>129,551</b>	122,857
Deferred tax liabilities	遞延稅項負債		<b>25,461</b>	26,058
			<b>249,618</b>	164,254
			<b>2,471,196</b>	2,487,860
<b>CAPITAL AND RESERVES</b>				
	資本及儲備			
Share capital	股本	16	<b>7,366</b>	7,366
Reserves	儲備		<b>1,441,090</b>	1,435,316
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>1,448,456</b>	1,442,682
Non-controlling interests	非控股權益		<b>1,022,740</b>	1,045,178
			<b>2,471,196</b>	2,487,860

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明綜合權益變動表

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Share premium	Exchange reserve	Contributed surplus	PRC general reserves	Investment revaluation reserve	Retained profits	Total	Non-controlling interests	Total equity	
		股本	股份溢價	匯兌儲備	實繳盈餘	中國一般儲備	資本儲備	重估儲備	保留溢利	總計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
					(note (i)) (附註(i))	(note (ii)) (附註(ii))	(note (iii)) (附註(iii))	投資				
At 1 January 2017 (audited)	於二零一七年一月一日 (經審核)	6,648	339,544	11,558	35,763	282,971	18,505	-	481,156	1,176,145	959,026	2,135,171
Profit for the period	本期間溢利	-	-	-	-	-	-	-	76,103	76,103	62,450	138,553
Other comprehensive expense for the period	本期間其他全面開支	-	-	(3,300)	-	-	-	-	-	(3,300)	-	(3,300)
Total comprehensive (expense) income for the period	本期間全面(開支)收益總額	-	-	(3,300)	-	-	-	-	76,103	72,803	62,450	135,253
Dividend paid (Note 7)	已付股息 (附註7)	-	-	-	-	-	-	-	(19,648)	(19,648)	-	(19,648)
Dividend recognized as distribution to non-controlling interests	確認為分派予非控股權益之股息	-	-	-	-	-	-	-	-	-	(22,474)	(22,474)
Subtotal	小計	-	-	-	-	-	-	-	(19,648)	(19,648)	(22,474)	(42,122)
At 30 June 2017 (unaudited)	於二零一七年六月三十日 (未經審核)	6,648	339,544	8,258	35,763	282,971	18,505	-	537,611	1,229,300	999,002	2,228,302
At 31 December 2017 (audited)	於二零一七年十二月三十一日 (經審核)	7,366	457,494	5,917	35,763	335,394	18,505	-	582,243	1,442,682	1,045,178	2,487,860
Adjustment (Note 2)	調整 (附註2)	-	-	-	-	-	-	(13,000)	(4,918)	(17,918)	(1,967)	(19,885)
At 1 January 2018 (restated)	於二零一八年一月一日 (經重列)	7,366	457,494	5,917	35,763	335,394	18,505	(13,000)	577,325	1,424,764	1,043,211	2,467,975
Profit for the period	本期間溢利	-	-	-	-	-	-	-	46,344	46,344	25,267	71,611
Other comprehensive income (expense) for the period	本期間其他全面收益(開支)	-	-	2,370	-	-	-	(3,400)	-	(1,030)	-	(1,030)
Total comprehensive income (expense) for the period	本期間全面收益(開支)總額	-	-	2,370	-	-	-	(3,400)	46,344	45,314	25,267	70,581
Dividend paid (Note 7)	已付股息 (附註7)	-	-	-	-	-	-	-	(21,622)	(21,622)	-	(21,622)
Dividend recognized as distribution to non-controlling interests	確認為分派予非控股權益之股息	-	-	-	-	-	-	-	-	-	(46,238)	(46,238)
Capital injection from a non-controlling interest	非控股權益之注資	-	-	-	-	-	-	-	-	-	500	500
Transfers	轉撥	-	-	-	-	10,516	-	-	(10,516)	-	-	-
Subtotal	小計	-	-	-	-	10,516	-	-	(32,138)	(21,622)	(45,738)	(67,360)
At 30 June 2018 (unaudited)	於二零一八年六月三十日 (未經審核)	7,366	457,494	8,287	35,763	345,910	18,505	(16,400)	591,531	1,448,456	1,022,740	2,471,196

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 簡明綜合權益變動表

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

notes:

- (i) The Group's contributed surplus represents (a) the difference between the nominal value of the shares of the subsidiaries acquired pursuant to a group reorganization on 30 October 1992, over the nominal value of the Company's shares issued in exchange therefore; (b) the transfer of the credit arising from a capital reduction on 19 June 2006, and (c) the transfer of the share premium and the absorption of accumulated losses on 27 May 2011.
- (ii) According to the relevant requirement in the memorandum of association of the subsidiaries established in the People's Republic of China (the "PRC"), a portion of their profits after taxation, as determined by the board of directors of those subsidiaries, is transferred to PRC general reserves, with certain PRC subsidiaries may stop such transfer when the reserve balance reaches 50% of their registered capital. The transfer to these reserves must be made before the distribution of a dividend to equity owners. The general reserves fund can be used to offset the losses of the previous years, if any.
- (iii) The capital reserve represents the deemed capital contribution arising on acquisition of a subsidiary, Liuzhou Wuling Motors Industrial Company Limited ("Wuling Industrial"), from Guangxi Automobile Holdings Limited ("Guangxi Automobile"), which is the ultimate holding company of the Company by virtue of its 100% equity interest in Wuling (Hong Kong) Holdings Limited ("Wuling HK").

附註：

- (i) 本集團之實繳盈餘指(a)根據一九九二年十月三十日進行之集團重組，所收購附屬公司之股份面值與本公司發行以作交換之股份面值之差額；(b)於二零零六年六月十九日削減股本產生之進賬額之轉撥；及(c)於二零一一年五月二十七日轉撥股份溢價及確認累計虧損。
- (ii) 根據中華人民共和國(「中國」)境內成立之附屬公司組織章程大綱之有關規定，該等公司須將部分除稅後溢利轉撥至中國一般儲備，轉撥款額由有關附屬公司之董事會釐定，而若干中國附屬公司可能於儲備結餘達其註冊資本50%後停止轉撥。該等公司必須向該儲備作出轉撥後，方可向股權擁有人分派股息。一般儲備基金可用作抵銷以往年度之虧損(如有)。
- (iii) 資本儲備指向廣西汽車集團有限公司(「廣西汽車」)收購附屬公司柳州五菱汽車工業有限公司(「五菱工業」)所產生之視作資本出資，廣西汽車因擁有五菱(香港)控股有限公司(「五菱香港」)100%股權而為本公司之最終控股公司。

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

### 簡明綜合現金流量表

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

		For the six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2017 二零一七年 RMB'000 人民幣千元 (Unaudited) (未經審核)
	Notes 附註		
<b>Net cash used in operating activities</b>	經營業務所用現金淨額	<b>(1,424,800)</b>	(2,038,005)
<b>Net cash used in investing activities</b>	投資活動所用現金淨額	<b>(1,874,420)</b>	(2,310,897)
Placement of pledged bank deposits	存放已質押銀行存款	<b>(225,040)</b>	(100,449)
Purchase of property, plant and equipment	購買物業、廠房及設備	<b>(157,302)</b>	(146,164)
Deposits paid for acquisition of property, plant and equipment	已付收購物業、廠房及設備之訂金	<b>(113,106)</b>	–
Acquisition of assets through acquisition of a subsidiary, net of cash and cash equivalent acquired	透過收購附屬公司購買資產，扣除已收購現金及現金等值項目	19 <b>(70,000)</b>	–
Investment in an associate	於一間聯營企業之投資	18 <b>(13,756)</b>	–
Acquisition of a subsidiary	收購附屬公司	20 <b>1,584,353</b>	1,380,562
Withdrawal of pledged bank deposits	提取已質押銀行存款	<b>119,094</b>	73,412
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	<b>22,006</b>	21,203
Interest income received	已收利息收入	–	(61,394)
Prepaid land lease	預付土地租賃款項	–	(4,080)
Additional capital contribution to a joint venture	投入一間合營企業之額外資本金	–	(4,080)
		<b>(728,171)</b>	(1,147,807)
<b>Net cash from financing activities</b>	融資活動所得現金淨額	<b>1,050,903</b>	2,628,934
Advances drawn on bills receivables	應收票據之墊款	<b>580,095</b>	1,143,683
Bank borrowings raised	新增銀行借貸	<b>60,013</b>	–
Repayment from Guangxi Automobile Group (as defined in Note 10)	廣西汽車集團(定義見附註10)之還款	<b>500</b>	–
Capital injection from a non-controlling interest	非控股權益之注資	<b>(522,848)</b>	(1,227,301)
Bills receivables discounted with recourse	附追索權之已貼現應收票據	<b>(21,622)</b>	(19,648)
Dividend paid	已付股息	<b>(20,534)</b>	(53,445)
Interest paid	已付利息	<b>(16,302)</b>	(268,303)
Repayment of bank borrowings	償還銀行借貸	–	353,760
Proceeds from issue of convertible loan notes	發行可換股貸款票據之所得款項	–	(22,474)
Dividends paid to non-controlling interests of subsidiaries	已付附屬公司非控股權益股息	–	(22,474)
		<b>1,110,205</b>	2,535,206
<b>Net decrease in cash and cash equivalents</b>	現金及現金等值項目減少淨額	<b>(1,042,766)</b>	(650,606)
<b>Cash and cash equivalents at 1 January</b>	於一月一日之現金及現金等值項目	<b>1,706,780</b>	1,559,741
<b>Effect of foreign exchange rate changes, net</b>	外幣匯率變動之影響，淨額	<b>3,263</b>	(3,617)
<b>Cash and cash equivalents at 30 June, represented by bank balances and cash</b>	於六月三十日之現金及現金等值項目，指：銀行結餘及現金	<b>667,277</b>	905,518

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

### 1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

In preparing the condensed consolidated financial statements, the directors of the Company have given careful consideration to the future liquidity and going concern of the Group in light of the Group’s current liabilities exceed its current assets by approximately RMB1,610 million at as 30 June 2018 (31 December 2017: RMB1,357 million). The directors of the Company are satisfied that the Group will have sufficient financial resources to meet its financial obligations as they fall due for the foreseeable future, after taking into consideration the available banking facilities for issuance of bills payables and bank borrowings, estimated future cash flows of the Group and assets available to pledge for obtaining further banking facilities.

Accordingly, the directors of the Company believe that it is appropriate to prepare the condensed consolidated financial statements on a going concern basis without including any adjustments that would be required should the Group fail to continue as a going concern.

### 2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments and investment properties, which are measured at fair values.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2018 are the same as those followed in the preparation of the annual financial statements of the Group for the year ended 31 December 2017.

### 1. 編製基準

簡明綜合財務報表乃根據香港會計師公會（「香港會計師公會」）所頒佈香港會計準則第34號「中期財務報告」及香港聯合交易所有限公司證券上市規則附錄16之適用披露規定編製。

編製簡明綜合財務報表時，本公司董事已就於二零一八年六月三十日本集團流動負債超出其流動資產約人民幣1,610,000,000元（二零一七年十二月三十一日：人民幣1,357,000,000元），審慎考慮未來流動資金及本集團持續經營問題。經考慮現有發行應付票據的銀行融資額及銀行借貸、估計本集團的未來現金流量及可供質押資產以進一步取得銀行融資，本公司董事信納本集團將有足夠財務資源於可見未來在財務承擔到期時履行責任。

因此，本公司董事相信以持續經營基礎編製簡明綜合財務報表屬恰當，毋須包括任何於本集團在未能滿足持續經營條件下所需計入之調整。

### 2. 主要會計政策

簡明綜合財務報表乃根據歷史成本基準編製，惟若干金融工具及投資物業按公平值計量除外。

除應用新訂香港財務報告準則（「香港財務報告準則」）及修訂本所引致的會計政策變動外，截至二零一八年六月三十日止六個月的簡明綜合財務報表所用的會計政策及計算方法與編製本集團截至二零一七年十二月三十一日止年度的年度財務報表時所依循者相同。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

#### Application of new and amendments to HKFRSs

In the current interim period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 January 2018 for the preparation of the Group's condensed consolidated financial statements:

HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers and the related Amendments
HK(IFRIC) - Int 22	Foreign Currency Transactions and Advance Consideration
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
Amendments to HKAS 28	As part of the Annual Improvements to HKFRSs 2014 - 2016 Cycle
Amendments to HKAS 40	Transfers of Investment Property

Except as described below, the application of these new and amendments to HKFRSs did not have any material impact on the Group's condensed consolidated financial statements.

#### 應用新訂香港財務報告準則及修訂本

就編製本集團簡明綜合財務報表而言，本集團已於本中中期間首次應用香港會計師公會所頒佈並於二零一八年一月一日或之後開始的年度期間強制生效的以下新訂香港財務報告準則及修訂本：

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	客戶合約收益及相關修訂本
香港（國際財務報告詮釋委員會）－詮釋第22號	外幣交易及預付代價
香港財務報告準則第2號（修訂本）	以股份為基礎的付款交易的分類及計量
香港財務報告準則第4號（修訂本）	採用香港財務報告準則第4號保險合約時一併應用香港財務報告準則第9號金融工具
香港會計準則第28號（修訂本）	作為香港財務報告準則二零一四年至二零一六年週期的年度改進的一部分
香港會計準則第40號（修訂本）	投資物業轉讓

除下文所述者外，應用該等新訂香港財務報告準則及修訂本對本集團的簡明綜合財務報表並無任何重大影響。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

### 2.1 *Impacts and Changes in accounting policies of application on HKFRS 15 "Revenue from Contracts with Customers"*

The Group has applied HKFRS 15 for the first time in the current interim period. HKFRS 15 superseded HKAS 18 "Revenue", HKAS 11 "Construction Contracts" and the related interpretations.

The Group recognizes revenue from the following major sources:

- Revenue from manufacturing and sales of engines and related parts;
- Revenue from manufacturing and sales of automotive components and accessories, trading of raw materials (mainly metals and other consumables);
- Manufacture and sale of specialized vehicles; and
- Provision of water and supply services.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this Standard recognized at the date of initial application, 1 January 2018. Any difference at the date of initial application is recognized in the opening retained profits and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the Standard retrospectively only to contracts that are not completed at 1 January 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 "Revenue" and related interpretations.

### 2.1 應用香港財務報告準則第15號「客戶合約收益」的影響及會計政策變動

本集團已於本中期期間首次應用香港財務報告準則第15號。香港財務報告準則第15號取代香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及有關詮釋。

本集團確認來自以下主要來源的收益：

- 製造及銷售發動機及相關零件的收益；
- 汽車零部件及配件的製造及銷售收益，原材料貿易（主要是金屬及其他消耗品）；
- 製造及銷售專用車輛；和
- 提供用水及動力供應服務。

本集團已追溯應用香港財務報告準則第15號，而首次應用該準則的累積影響已於二零一八年一月一日首次應用當日確認，於首次應用日期的一切差異已於期初保留溢利確認，且並無重列比較資料。再者，根據香港財務報告準則第15號的過渡條文，本集團選擇僅就於二零一八年一月一日尚未完成的合約追溯應用該準則。由於比較資料乃根據香港會計準則第18號「收益」及相關詮釋編製，因此，若干比較資料可能無法用作比較。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

#### 2.1.1 Key changes in accounting policies resulting from application of HKFRS 15

HKFRS 15 introduces a 5-step approach when recognizing revenue:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognize revenue when (or as) the Group satisfies a performance obligation.

Under HKFRS 15, the Group recognizes revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good and service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognized over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

#### 2.1.1 應用香港財務報告準則第15號所產生的會計政策主要變動

香港財務報告準則第15號引入五個步驟來確認收益：

- 第1步：確定與一名客戶的合約
- 第2步：確定合約的履約責任
- 第3步：釐定交易價格
- 第4步：將交易價格分配至合約內的履約責任
- 第5步：於本集團履行履約責任時確認收益。

根據香港財務報告準則第15號，本集團於履約責任獲履行時確認收益，即當與特定履約責任相關的商品或服務的「控制權」轉讓予客戶時。

履約責任指確切的商品及服務（或一組商品或服務）或一系列大致相同的確切商品或服務。

倘符合以下其中一項標準，則控制權隨時間轉移，而收益則參照完全履行相關履約責任的進展情況而隨時間確認：

- 於本集團履約時，客戶同時取得並耗用本集團履約所提供的利益；



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.
- 本集團的履約產生或提升一項資產，而該項資產於本集團履約時由客戶控制；或
- 本集團的履約並不產生讓本集團有替代用途的資產，且本集團對迄今已完成履約的付款具有可強制執行的權利。

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

否則，收益於客戶獲得確切商品或服務控制權的時間點確認。

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

合約資產指本集團就換取本集團已向客戶轉讓的商品或服務而收取代價的權利（尚未成為無條件），根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即代價到期付款前僅需時間推移。

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

合約負債指本集團因已向客戶收取代價（或已到期收取代價），而須向客戶轉讓商品或服務的責任。

### Principal versus agent

### 委託人與代理人

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

當另一方從事向客戶提供商品或服務，本集團釐定其承諾之性質是否為提供指定商品或服務本身之履約責任（即本集團為委託人）或安排由另一方提供該等商品或服務（即本集團為代理人）。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognizes revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

#### Warranties

If a customer has the option to purchase a warranty separately, the Group accounts for the warranty as a separate performance obligation and allocates a portion of the transaction price to that performance obligation.

If a customer does not have the option to purchase a warranty separately, the Group accounts for the warranty in accordance with HKAS 37 Provisions, Contingent Liabilities and Contingent Assets unless the warranty provides the customer with a service in addition to the assurance that the product complies with agreed-upon specifications (i.e. service-type warranties).

#### 2.1.2 Summary of effects arising from initial application of HKFRS 15

Revenue from the sales of engines and related parts, automotive components and accessories and specialized vehicles are recognized based upon output delivered, which is the point in time when the customer has the ability to direct the use of the output and obtain the control of the output.

倘本集團在向客戶轉讓商品或服務之前控制指定商品或服務，則本集團為委託人。

倘本集團之履約責任為安排另一方提供指定的商品或服務，則本集團為代理人。在此情況下，在將商品或服務轉讓予客戶之前，本集團不控制另一方提供的指定商品或服務。當本集團為代理人時，應就為換取安排另一方提供的指定商品或服務預期有權取得之任何收費或佣金之金額確認收入。

#### 保修

倘客戶可選擇單獨購買保修，本集團將視保修為一項單獨履約責任入賬，並將部份交易價格分配至該履約責任。

倘客戶並無選擇單獨購買保修，本集團按照香港會計準則第37號撥備、或有負債及或有資產確定保修，除非保修在除了保證產品符合協定的規格外還為客戶提供了一項服務（即服務型保修）。

#### 2.1.2 首次應用香港財務報告準則第15號產生之影響概要

銷售發動機及相關部件、汽車零部件及配件以及專用汽車所得收入乃於交付產品時確認，該時間點為客戶有能力支配產品的使用及取得產品的控制權。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

Upon adoption of HKFRS 15, advance from customers included in trade and other payables amounting to RMB193,839,000 and deferred revenue amounting to RMB15,339,000 were reclassified to contract liabilities as at the date of initial application, 1 January 2018.

於採納香港財務報告準則第15號後，計入應付賬項及其他應付款項的預收客戶款項人民幣193,839,000元及遞延收入人民幣15,339,000元於二零一八年一月一日首次應用日期重新分類至合約負債。

At 30 June 2018, without the application of HKFRS 15, advance from customers of RMB132,833,000 and deferred revenue of RMB14,606,000 would be reclassified from contract liabilities to trade and other payables and deferred revenue, respectively since the underlying products and services are yet to be delivered.

於二零一八年六月三十日，在不應用香港財務報告準則第15號的情況下，預收客戶款項人民幣132,833,000元及遞延收入人民幣14,606,000元將分別由合約負債重新分類至應收賬項及其他應收款項以及遞延收入，乃因相關產品及服務尚未交付。

As a result, other than reclassification of contract liabilities, the adoption of HKFRS 15 does not have material impact on the amounts reported in the condensed consolidated financial statements.

因此，除重新分類合約負債外，採納香港財務報告準則第15號不會對簡明綜合財務報表所呈報的金額造成重大影響。

### 2.2 Impacts and changes in accounting policies of application on HKFRS 9 "Financial Instruments"

### 2.2 應用香港財務報告準則第9號「金融工具」的影響及會計政策變動

In the current period, the Group has applied HKFRS 9 "Financial Instruments" and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for 1) the classification and measurement of financial assets and financial liabilities; 2) expected credit losses ("ECL") for financial assets and other items; and 3) general hedge accounting.

於本期間，本集團已應用香港財務報告準則第9號「金融工具」及對其他香港財務報告準則作出的有關相應修訂。香港財務報告準則第9號引入有關1)金融資產及金融負債的分類及計量；2)金融資產及其他項目的預期信貸虧損；及3)一般對沖會計的新規定。

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9. i.e. applied the classification and measurement requirements (including impairment) retrospectively to instruments that have not been derecognized as at 1 January 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognized as at 1 January 2018. The difference between carrying amounts as at 31 December 2017 and the carrying amounts as at 1 January 2018 are recognized in the opening retained profits and other components of equity, without restating comparative information.

本集團已按香港財務報告準則第9號所載的過渡條文應用香港財務報告準則第9號，即對並無於二零一八年一月一日（初次應用日期）終止確認的工具追溯應用分類及計量規定（包括減值），而並無對已於二零一八年一月一日終止確認的工具應用有關規定。於二零一七年十二月三十一日的賬面金額與於二零一八年一月一日的賬面金額之間的差額，於期初保留溢利及權益的其他部分確認，毋須重列比較資料。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 "Financial Instruments: Recognition and Measurement".

由於比較資料乃按照香港會計準則第39號「金融工具：確認及計量」編製，因此，若干比較資料可能無法用作比較。

#### 2.2.1 Key changes in accounting policies resulting from application of HKFRS 9

#### 2.2.1 應用香港財務報告準則第9號所產生的會計政策主要變動

Classification and measurement of financial assets

金融資產的分類及計量

Trade receivables arising from contracts with customers are initially measured in accordance with HKFRS 15.

因客戶合約而產生的應收賬項初步按香港財務報告準則第15號計量。

All recognized financial assets that are within the scope of HKFRS 9 are subsequently measured at amortized cost or fair value, including equity investments measured at cost less impairment under HKAS 39.

所有符合香港財務報告準則第9號範圍的已確認金融資產其後按攤銷成本或公平值計量，包括根據香港會計準則第39號按成本扣除減值計量的股本投資。

Debt instruments that meet the following conditions are subsequently measured at amortized cost:

同時滿足以下條件的債務工具以攤餘成本進行後續計量：

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- 金融資產以目的為持有金融資產以收取合約現金流量之商業模式持有；及
- 金融資產之合約條款導致於特定日期產生之現金流量僅為支付本金及未償還本金利息。

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

符合下列條件之債務工具其後按公平值計入其他全面收入（「按公平值計入其他全面收入」）：

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and

- 金融資產乃根據為收取合約現金流量及出售金融資產的業務模式而持有；及

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- 金融資產合約條款引致於指定日期之現金流量僅為支付本金及未償還之本金利息。

All other financial assets are subsequently measured at fair value through profit or loss (“FVTPL”), except that at the date of initial application/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income (“OCI”) if that equity investment is neither held for trading nor contingent consideration recognized by an acquirer in a business combination to which HKFRS 3 “Business Combinations” applies.

所有其他金融資產其後按公平值計入損益（「按公平值計入損益」）計量，惟本集團能不可撤回地選擇在初步應用日期／初步確認金融資產日期於其他全面收入（「其他全面收入」）呈列股本投資公平值之其後變動，前提是該股本投資並非買方於業務合併中應用香港財務報告準則第3號「業務合併」確認的持作買賣或或然代價。

In addition, the Group may irrevocably designate a debt investment that meets the amortized cost or fair value through other comprehensive income (“FVTOCI”) criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

此外，倘可消除或大幅減少會計錯配，本集團能不可撤回地指定該等符合攤銷成本或按公平值計入其他全面收入（「按公平值計入其他全面收入」）條件之債務投資按公平值計入損益計量。

Equity instruments designated as at FVTOCI

指定為按公平值計入其他全面收入之股本工具

At the date of initial application/initial recognition, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI.

於首次應用／初步確認日期，本集團可按個別工具基準作出不可撤回的選擇，指定權益工具之投資為按公平值計入其他全面收入。

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in OCI and accumulated in the investment revaluation reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained profits.

按公平值計入其他全面收入之股本工具的投資初步按公平價值加交易成本計量。其後，權益工具按公平值計量，其公平值變動產生的收益及虧損於其他全面收入確認及於投資重估儲備累計；無須作減值評估。累計盈虧將不重新分類至出售股本投資之損益，並將轉撥至保留溢利。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

Dividends on these investments in equity instruments are recognized in profit or loss when the Group's right to receive the dividends is established in accordance with HKFRS 9, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income" line item in profit or loss.

The directors of the Company reviewed and assessed the Group's financial assets as at 1 January 2018 based on the facts and circumstances that existed at that date. Changes in classification and measurement on the Group's financial assets and the impacts thereof are detailed in Note 2.2.2.

#### Impairment under ECL model

The Group recognizes a loss allowance for ECL on financial assets which are subject to impairment under HKFRS 9 (including trade and other receivables, pledged bank deposits, bank balances and cash). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

當本集團根據香港財務報告準則第9號確立收取股息的權利時，該等權益工具投資的股息於損益中確認，除非股息明確代表收回部分投資成本。股息計入損益賬中「其他收入」的行事項目中。

本公司董事根據當日存在的事實及情況審閱及評估本集團於二零一八年一月一日的金融資產。本集團金融資產分類及計量之變動及有關變動之影響於附註2.2.2詳述。

#### 預期信貸虧損模式下的減值

本集團就須根據香港財務報告準則第9號計提減值的金融資產（包括應收賬項及其他應收款項、已質押銀行存款以及銀行結餘及現金）的預期信貸虧損確認虧損撥備。預期信貸虧損金額於各報告日期更新，以反映自初步確認以來信貸風險的變動。

全期預期信貸虧損指於相關工具預期年期內發生的所有可能違約事件所導致的預期信貸虧損。與此相對，12個月預期信貸虧損（「12個月預期信貸虧損」）指預期於報告日期後12個月內可能發生的違約事件所導致的部分全期預期信貸虧損。評估根據本集團過往信貸虧損經驗進行，並根據應收賬款特定因素、整體經濟狀況以及於報告日期對當前狀況及未來狀況預測的評估而作出調整。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

The Group always recognizes lifetime ECL for trade receivables. The ECL on these assets are assessed individually for debtors with significant balances and collectively using a provision matrix based on its historical observed default rates which is adjusted for forward-looking estimates.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognizes lifetime ECL. The assessment of whether lifetime ECL should be recognized is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

### Significant increase in credit risk

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

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;

本集團一直就應收賬項確認存全期預期信貸虧損。就該等資產之預期信貸虧損而言，其乃對有大量結餘之債務人作單獨評估及基於過往觀察的違約率（已就前瞻性估計作出調整）使用撥備矩陣作集體評估。

就所有其他工具而言，本集團計量之虧損撥備相等於12個月預期信貸虧損，除非信貸風險自初步確認以來大幅增加，在此情況下本集團會確認全期預期信貸虧損。評估應否確認全期預期信貸虧損乃基於自初步確認以來發生違約之可能性或風險是否大幅增加。

### 信貸風險大幅增加

於評估信貸風險自初始確認以來有否大幅增加時，本集團比較金融工具於報告日期出現違約的風險與該金融工具於初始確認日期出現違約的風險。作此評估時，本集團會考慮合理並有證據支持的定量及定性資料，包括過往經驗及毋須花費不必要成本或努力即可獲得的前瞻性資料。

尤其是，評估信貸風險有否大幅增加時會考慮下列資料：

- 金融工具外界（如有）或內部信貸評級的實際或預期重大惡化；

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.
- 信貸風險的外界市場指標的重大惡化，例如信貸息差大幅增加，債務人的信貸違約掉期價大幅上升；
- 業務、財務或經濟狀況的現有或預測不利變動，預期將導致債務人履行其債務責任的能力大幅下降；
- 債務人經營業績的實際或預期重大惡化；
- 債務人監管、經濟或技術環境的實際或預期重大不利變動，導致債務人履行其債務責任的能力大幅下降。

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group considers that default has occurred when the instrument is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

#### Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information.

不論上述評估結果，本集團假定，倘合約付款逾期超過30天，則信貸風險自初始確認以來已大幅增加，惟本集團擁有合理並有據支持的資料顯示情況並非如此，則作別論。

本集團認為，當工具已逾期超過90日，發生違約，除非本集團有合理及理據支持資料顯示更為滯後的違約準則更為合適。

#### 預期信貸虧損的計量及確認

預期信貸虧損的計量乃違約概率、違約虧損率（即違約造成虧損的幅度）及違約風險的函數。違約概率及違約虧損率根據經前瞻性資料調整的歷史數據進行評估。



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

Generally, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

一般而言，預期信貸虧損按根據合約應付本集團的所有合約現金流與本集團預期將收取的所有現金流量之間的差額估計，並按初始確認時釐定的實際利率貼現。

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortized cost of the financial asset.

利息收入按金融資產的總賬面值計算，除非金融資產錄得信貸減值則除外，而在該情況下，利息收入乃按金融資產的攤銷成本計算。

The Group recognizes an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognized through a loss allowance account.

本集團透過調整有關金融工具之賬面值而於損益確認所有金融工具之減值收益或虧損，惟應收賬項透過虧損撥備賬確認相應調整例外。

As at 1 January 2018, the directors of the Company reviewed and assessed the Group's existing financial assets, for impairment using reasonable and supportable information that is available without undue cost or effort in accordance with the requirements of HKFRS 9. The results of the assessment and the impact thereof are detailed in Note 2.2.2.

於二零一八年一月一日，本公司董事按照香港財務報告準則第9號之規定使用在毋須付出過大成本或精力便可獲得之合理有據之資料來審閱及評估本集團現有金融資產之減值。評估結果及其影響的詳情載於附註2.2.2。

### Classification and measurement of financial liabilities

### 金融負債的分類及計量

For financial liabilities that are designated as FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognized in OCI, unless the recognition of the effects of changes in the liability's credit risk in OCI would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognized in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognized in OCI are not subsequently reclassified to profit or loss; instead, they are transferred to retained profits upon derecognition of the financial liability.

就指定為按公平值計入損益的金融負債而言，因金融負債信貸風險有變而導致其公平值變動的款額乃於其他全面收入中確認，除非於其他全面收入中確認該負債信貸風險變動的影響會產生或增加損益的會計錯配，則作別論。負債公平值變動的餘額於損益中確認。於其他全面收入中確認的金融負債信貸風險引起的公平值變動其後不會重新分類至損益，而會於終止確認金融負債後轉入保留溢利。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

#### 2.2.2 Summary of effects arising from initial application of HKFRS 9

The table below illustrates the classification and measurement (including impairment) of financial assets and financial liabilities and other items subject to ECL under HKFRS 9 and HKAS 39 at the date of initial application, 1 January 2018.

#### 2.2.2 首次採用香港財務報告準則第9號產生的影響概述

下表列示受限於香港財務報告準則第9號及香港會計準則第39號項下預期信貸虧損之金融資產及金融負債及其他項目於首次應用日期(即二零一八年一月一日)之分類及計量(包括減值)。

		Available- for-sale investment	Equity instruments at FVTOCI 按公平值 計入其他 可供出售 投資	Trade and other receivables 應收賬項及 其他應 收款項	Investment revaluation reserve 投資重估 儲備	Retained profits 保留溢利	Non- controlling Interests 非控股 權益
	Note	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Closing balance at 31 December 2017 — HKAS 39	於二零一七年十二月 三十一日的期末結餘 — 香港會計準則 第39號	10,000	-	4,196,160	-	582,243	1,045,178
Effect arising from initial application of HKFRS 9:	首次採用香港財務報告 準則第9號產生的 影響:						
Reclassification from available-for-sale investment and transfer of impairment loss previously recognized	自可供出售投資重新分 類及轉撥過往確認的 減值虧損	(a) (10,000)	10,000	-	(12,000)	6,583	5,417
Remeasurement from cost less impairment to fair value	自成本減減值重新計量 至公平值(a)	(a) -	(1,000)	-	(1,000)	-	-
Remeasurement under ECL model	根據預期信貸虧損模式 重新計量	(b) -	-	(18,885)	-	(11,501)	(7,384)
Opening balance at 1 January 2018	於二零一八年一月一日 的期初結餘	-	9,000	4,177,275	(13,000)	577,325	1,043,211

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

(a) Available-for-sale investments

The Group elected to present in OCI for the fair value changes of all its equity investments previously classified as available-for-sale investment. These investments are not held for trading and not expected to be sold in the foreseeable future. At the date of initial application of HKFRS 9, RMB10,000,000 were reclassified from available-for-sale investments to equity instruments at FVTOCI, which is related to unquoted equity investments previously measured at cost less impairment under HKAS 39. The fair value losses of RMB1,000,000 relating to these investments previously carried at cost less impairment were adjusted to equity instruments at FVTOCI and investment revaluation reserve as at 1 January 2018. In addition, impairment losses previously recognized of RMB12,000,000 were transferred from retained profits and non-controlling interests to investment revaluation reserve as at 1 January 2018.

(b) Impairment under ECL model

The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL for trade receivables. To measure the ECL, trade receivables with significant balances have been assessed individually and/or collectively, which have been grouped based on shared credit risk characteristics.

Loss allowances for other financial assets at amortized cost mainly comprise of bank balances, pledged bank deposits and other receivables, are measured on 12m ECL basis and there had been no significant increase in credit risk since initial recognition.

(a) 可供出售投資

本集團選擇在其他全面收入中呈列先前分類為可供出售投資的所有股本投資之公平值變動。該等投資並非持作買賣，預計不會在可預見的將來出售。於首次應用香港財務報告準則第9號當日，人民幣10,000,000元投資已從可供出售投資重新分類至按公平值計入其他全面收入的股本工具，其與先前根據香港會計準則第39號按成本減減值計量的非上市股本投資有關。與該等過往按成本減減值列賬之投資有關的公平值虧損人民幣1,000,000元於二零一八年一月一日調整至按公平值計入其他全面收入的權益工具及投資重估儲備。此外，過往確認的減值虧損人民幣12,000,000元於二零一八年一月一日由保留溢利轉撥至投資重估儲備。

(b) 預期信貸虧損模式項下之減值

本集團應用香港財務報告準則第9號簡化方式計量預期信貸虧損，即運用應收賬項的全期預期信貸虧損。已單獨及／或共同評估的大額結餘的應收賬項已根據共同信貸風險的特質分類，以計量預期信貸虧損。

其他按攤銷成本計量金融資產的虧損撥備主要包括銀行結餘、已抵押銀行存款及其他應收款項，按12個月預期信貸虧損基準計量，且信貸風險自初始確認起並無大幅增加。

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****簡明綜合財務報表附註**

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

As at 1 January 2018, the additional credit loss allowance of RMB18,885,000 has been recognized against retained profits and non-controlling interests. The additional loss allowance is charged against trade and other receivables.

於二零一八年一月一日，已就保留溢利及非控股權益確認人民幣18,885,000元的額外信貸虧損撥備。額外虧損撥備乃自應收賬項及其他應收款項扣除。

The loss allowances for trade and other receivables as at 31 December 2017 reconcile to the opening loss allowance as at 1 January 2018 is as follows:

於二零一七年十二月三十一日應收賬項及其他應收款項虧損撥備與二零一八年一月一日的期初虧損撥備對賬如下：

		<b>Trade and other receivables</b>
		應收賬項及其他應收款項
		RMB'000
		人民幣千元
At 31 December 2017 — HKAS 39	於二零一七年十二月三十一日 — 香港會計準則第39號	42,928
Amounts remeasured through opening retained profits and non-controlling interests	按期初保留溢利及非控股權益計量的金額	18,885
At 1 January 2018	於二零一八年一月一日	<b>61,813</b>

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

### 2.2.3 Impacts on opening condensed consolidated statement of financial position arising from the application of all new standards

As a result of the changes in the entity's accounting policies above, the opening condensed consolidated statement of financial position had to be restated. The following table shows the adjustments recognized for each individual line item. Line items that were not affected by the changes have not been included.

### 2.2.3 應用所有新訂準則對期初簡明綜合財務狀況表的影響

由於上述實體的會計政策有所變動，期初簡明綜合財務狀況表必須重列。下表列示各個別行式項目確認的調整事項。未受變動影響的行式項目並未列入。

		31 December 2017 二零一七年 十二月 三十一日 (Audited) (經審核) RMB'000 人民幣千元			1 January 2018 二零一八年 一月一日 (Restated) (經重列) RMB'000 人民幣千元	
		HKFRS 15 香港財務報告 準則第15號	HKFRS 9 香港財務報告 準則第9號			
<b>Non-current Assets</b>	<b>非流動資產</b>					
Available-for-sale investment	可供出售投資	10,000	-	(10,000)	-	
Equity instruments at fair value through other comprehensive income	按公平值計入其他全面收入的權益工具	-	-	9,000	<b>9,000</b>	
<b>Current Assets</b>	<b>流動資產</b>					
Trade and other receivables	應收賬項及其他應收款項	4,196,160	-	(18,885)	<b>4,177,275</b>	
<b>Current Liabilities</b>	<b>流動負債</b>					
Trade and other payables	應付賬項及其他應付款項	7,955,730	(193,839)	-	<b>7,761,891</b>	
Contract liabilities	合約負債	-	193,839	-	<b>193,839</b>	
<b>Capital and reserves</b>	<b>資本及儲備</b>					
Investment revaluation reserve	投資重估儲備	-	-	(13,000)	<b>(13,000)</b>	
Retained earnings	保留盈利	582,243	-	(4,918)	<b>577,325</b>	
Non-controlling interests	非控股權益	1,045,178	-	(1,967)	<b>1,043,211</b>	
<b>Non-current Liabilities</b>	<b>非流動負債</b>					
Contract liabilities	合約負債	-	15,339	-	<b>15,339</b>	
Deferred income	遞延收入	15,339	(15,339)	-	-	

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

### 3. REVENUE AND SEGMENT INFORMATION

Information reported to the Executive Directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. This is also the basis upon which the Group is organized. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

The Group's reportable and operating segments under HKFRS 8 are as follows:

- Engines and related parts — Manufacture and sale of engines and related parts
- Automotive components and other industrial services — Manufacture and sale of automotive components and accessories, trading of raw materials (mainly metals and other consumables), and provision of water and power supply services
- Specialized vehicles — Manufacture and sale of specialized vehicles
- Others — Property investment and others

### 3. 收入及分部資料

向本公司執行董事（即主要經營決策者）呈報以供分配資源及評估分部表現之資料集中於所交付或所提供之貨物或服務類型。此亦為本集團業務組織之基準。概無主要經營決策者辨識之經營分部於達致本集團之可報告分部時被合併列賬。

根據香港財務報告準則第8號，本集團之可報告及經營分部劃分如下：

- 發動機及相關部件 — 製造及銷售發動機及相關部件
- 汽車零部件及其他工業服務 — 製造及銷售汽車零部件及配件、買賣原材料（主要為金屬及其他消耗品）及提供用水及動力供應服務
- 專用汽車 — 製造及銷售專用汽車
- 其他 — 物業投資及其他

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

An analysis of the Group's revenue is as follows:

本集團收入分析如下：

		For the six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Sales of:	銷售下列各項：		
— Engines	— 發動機	<b>626,567</b>	1,496,011
— Engines related parts	— 發動機相關部件	<b>73,908</b>	212,135
— Automotive components and accessories	— 汽車零部件及配件	<b>3,747,327</b>	5,037,413
— Specialized vehicles	— 專用汽車	<b>1,410,809</b>	1,346,674
Trading of raw materials	原材料貿易	<b>375,518</b>	444,578
Provision of water and power supply	用水及動力供應	<b>76,290</b>	91,867
		<b>6,310,419</b>	8,628,678
Geographical markets	地區市場		
The PRC	中國	<b>6,291,990</b>	8,628,678
Others	其他	<b>18,429</b>	—
		<b>6,310,419</b>	8,628,678

All of the Group's revenue is recognized at a point in time during the six months ended 30 June 2018.

於截至二零一八年六月三十日止六個月，本集團所有收益均按時間點確認。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

The following is an analysis of the Group's revenue and results by reportable and operating segments for the period under review:

以下為本集團於回顧期內按可報告經營分部劃分之收入及業績分析：

		Engines and related parts	Automotive components and other industrial services	Specialized vehicles	Others	Elimination	Consolidated
		發動機及有關部件	汽車零件及其他工業服務	專用汽車	其他	抵銷	綜合
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Six months ended 30 June 2018	截至二零一八年六月三十日止六個月						
<b>REVENUE</b>	收入						
External sales	對外銷售	700,475	4,199,135	1,410,809	-	-	6,310,419
Inter-segment sales	分部間銷售	25,016	7,334	-	-	(32,350)	-
<b>Total</b>	<b>總計</b>	<b>725,491</b>	<b>4,206,469</b>	<b>1,410,809</b>	<b>-</b>	<b>(32,350)</b>	<b>6,310,419</b>
<b>Segment profit</b>	<b>分部溢利</b>	<b>24,195</b>	<b>23,296</b>	<b>27,736</b>	<b>49</b>		<b>75,276</b>
Bank interest income	銀行利息收入						22,006
Fair value change in derivative financial instrument	衍生金融工具的公平值變動						34,177
Central administrative costs	中央行政成本						(20,688)
Share of results of joint ventures	應佔合營企業之業績						2,287
Share of results of associates	應佔聯營公司之業績						1,233
Reversal of impairment loss on interest in a joint venture	撥回於合營企業權益的減值虧損						8,000
Fair value changes in financial liability at fair value through profit or loss	按公平值計入損益之金融負債公平值變動						(147)
Finance costs	融資成本						(68,258)
<b>Profit before taxation</b>	<b>除稅前溢利</b>						<b>53,886</b>



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

		Engines and related parts	Automotive components and other industrial services	Specialized vehicles	Others	Elimination	Consolidated
		發動機及 有關部件	汽車零部 件及其他 工業服務	專用汽車	其他	抵銷	綜合
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Six months ended 30 June 2017	截至二零一七年六月三十日止六個月						
REVENUE	收入						
External sales	對外銷售	1,708,146	5,573,857	1,346,675	-	-	8,628,678
Inter-segment sales	分部間銷售	50,213	8,885	315	-	(59,413)	-
<b>Total</b>	<b>總計</b>	<b>1,758,359</b>	<b>5,582,742</b>	<b>1,346,990</b>	<b>-</b>	<b>(59,413)</b>	<b>8,628,678</b>
Segment profit	分部溢利	76,881	140,157	16,163	347		233,548
Bank interest income	銀行利息收入						21,203
Fair value change in derivative financial instrument	衍生金融工具的公平 值變動						1,064
Central administrative costs	中央行政成本						(21,276)
Share of results of joint ventures	應佔合營企業之業績						(5,370)
Finance costs	融資成本						(58,438)
Profit before taxation	除稅前溢利						<u>170,731</u>

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

#### 4. OTHER GAINS AND LOSSES

#### 4. 其他收益及虧損

		For the six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Impairment loss reversed in respect of trade receivables	撥回應收賬項減值虧損	-	6,579
Net exchange (loss) gain	匯兌(虧損)收益淨額	(6,595)	5,733
Fair value change in derivative financial instrument	衍生金融工具的公平值變動	34,177	1,064
Fair value changes in financial liability at fair value through profit or loss	按公平值計入損益之金融負債公平值變動	(147)	-
Increase in fair value of investment properties	投資物業之公平值增加	773	867
Gain (loss) on disposal of property, plant and equipment	出售物業、廠房及設備之收益(虧損)	12,353	(4,622)
Reversal of allowance on inventories	撥回存貨撥備	5,717	-
Reversal of impairment loss on interest in a joint venture	撥回於一間合營企業之減值虧損	8,000	-
Other gains and losses	其他收益及虧損	54,278	9,621

#### 5. INCOME TAX (CREDIT) EXPENSE

#### 5. 所得稅(抵免)開支

		For the six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
Tax (credit) charge represents:	稅項(抵免)支出指:		
PRC Enterprise Income Tax ("EIT")	中國企業所得稅(「企業所得稅」)		
Current period	本期間	10,237	29,069
Overprovision in prior years	過往年度超額撥備	(29,088)	-
Withholding tax on dividend distribution	股息分派之預扣稅	1,579	1,177
Deferred tax	遞延稅項		
Current period	本期間	(453)	1,932
		(17,725)	32,178

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

### THE PRC

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the Group’s PRC subsidiaries is 25% from 1 January 2008 onwards except that Wuling Industrial and Liuzhou Wuling Liuji Motors Company Limited (“Liuji Motors”) are approved as enterprises that satisfied as a High-New Technology Enterprises and entitled the preferential tax rate of 15% in 2017 and 2018.

The EIT Law also requires withholding tax of 5% or 10% upon distribution of profits by the PRC subsidiaries since 1 January 2008 to its overseas (including Hong Kong) shareholders.

During the period, deferred tax of RMB1,126,000 (2017: RMB3,128,000) has been provided in respect of the undistributed earnings of the Group’s PRC subsidiaries and charge to profit or loss accordingly.

### HONG KONG

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both periods.

No provision for taxation has been made as the Group has no assessable profits in Hong Kong, for both periods.

### 中國

根據中國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，自二零零八年一月一日起，本集團旗下中國附屬公司之稅率為25%，惟五菱工業及柳州五菱柳機動力有限公司（「柳機動力」）獲認可為高新技術企業，可於二零一七年及二零一八年享有15%之優惠稅率則除外。

企業所得稅法亦規定，自二零零八年一月一日起，中國附屬公司向其海外（包括香港）股東分派溢利須按5%或10%繳納預扣稅。

期內已就本集團旗下中國附屬公司之未分派盈利之遞延稅項人民幣1,126,000元（二零一七年：人民幣3,128,000元）作出撥備，並計入損益。

### 香港

香港利得稅乃根據兩個期間之估計應課稅溢利按稅率16.5%計算。

由於該兩個期間並無香港應課稅溢利，故本集團並無作出稅項撥備。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

#### 6. PROFIT FOR THE PERIOD

#### 6. 期內溢利

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2018	2017
		二零一八年	二零一七年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit for the period has been arrived at after charging (crediting) the following items:	期內溢利經扣除(計入)下列各項後得出:		
Directors' emoluments	董事酬金	944	1,572
Other staff costs	其他員工成本	384,862	405,700
Retirement benefit scheme contributions, excluding directors	退休福利計劃供款(不包括董事)	30,005	29,640
Total staff costs	總員工成本	415,811	436,912
Less: Staff costs (capitalized in inventories)	減:員工成本(於存貨資本化)	(251,657)	(241,051)
Total staff costs (included in selling and distribution costs, general and administrative expenses and research and development expenses)	員工成本總額(包括在銷售及分銷成本、一般及行政開支以及研發開支)	164,154	195,861
Property rental income	物業租金收入	(73)	(80)
Cost of inventories recognized as an expense	確認為開支之存貨成本	5,727,436	7,767,384
Depreciation of property, plant and equipment	物業、廠房及設備折舊	137,398	109,961
Less: Amounts capitalized in inventories	減:存貨資本化金額	(97,030)	(75,126)
Total depreciation of property, plant and equipment (including in selling and distribution costs, general and administrative expenses and research and development expenses)	物業、廠房及設備折舊總額(包括銷售及分銷成本、一般及行政開支及研發開支)	40,368	34,835
Release of prepaid lease payments (included in general and administrative expenses)	預付租賃款項撥回(包括在一般及行政開支)	3,916	3,663
Release of premium on prepaid lease payments (included in general and administrative expenses)	預付租賃款項之溢價撥回(包括在一般及行政開支)	13	13
Bank interest income	銀行利息收入	(22,006)	(21,203)

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

### 7. DIVIDEND

During the current interim period, a final dividend of HK\$1.25 cents per share in respect of the year ended 31 December 2017 (2017: HK\$1.25 cents per share in respect of the year ended 31 December 2016) was declared and paid to the owners of the Company. The aggregate amount of the final dividend paid in the current interim period amounted to HK\$25,626,000 (or equivalent to RMB21,622,000) (2017: HK\$22,948,000 or equivalent to RMB19,648,000).

The directors of the Company have determined that no dividend will be paid in respect of the current interim period (2017: Nil).

### 8. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

### 7. 股息

於本中期期間，本公司就截至二零一七年十二月三十一日止年度向本公司擁有人宣派及派付末期股息每股1.25港仙（二零一七年：就截至二零一六年十二月三十一日止年度派付每股1.25港仙）。於本中期期間已派付末期股息總額25,626,000港元（或相當於人民幣21,622,000元）（二零一七年：22,948,000港元或相當於人民幣19,648,000元）。

本公司董事決定不會就本中期期間派付任何股息（二零一七年：無）。

### 8. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃根據以下數據計算：

		For the six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
<b>Earnings:</b>	<b>盈利：</b>		
Earnings for the purpose of basic earnings per share (profit for the period attributable to owners of the Company)	用於計算每股基本盈利之盈利（本公司擁有人應佔期內溢利）	<b>46,344</b>	76,103
Effect of dilutive potential ordinary shares:	攤薄潛在普通股之影響：		
Interest on convertible loan notes	可換股貸款票據利息	<b>18,449</b>	4,169
Fair value change on derivative financial instrument	衍生金融工具的公平值變動	<b>(34,177)</b>	-
Net exchange loss on convertible loan notes and derivative financial instrument	可換股貸款票據及衍生金融工具的匯兌虧損淨額	<b>1,595</b>	-
Earnings for the purpose of diluted earnings per share	用於計算每股攤薄盈利之盈利	<b>32,211</b>	80,272

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2018	2017
		二零一八年	二零一七年
		'000	'000
		千股	千股
<b>Number of shares:</b>	<b>股份數目：</b>		
Weighted average number of ordinary shares for the purpose of basic earnings per share	用於計算每股基本盈利之普通股加權平均數	<b>2,050,108</b>	1,835,822
Effect of dilutive potential ordinary shares:	攤薄潛在普通股之影響：		
Convertible loan notes	可換股貸款票據	<b>357,143</b>	119,968
Weighted average number of ordinary shares for the purpose of diluted earnings per share	用於計算每股攤薄盈利之普通股加權平均數	<b>2,407,251</b>	1,955,790

## 9. MOVEMENTS IN INVESTMENT PROPERTIES AND PROPERTY, PLANT AND EQUIPMENT

## Investment properties

The Group's investment properties on 30 June 2018 were fair valued by Vigers Appraisal and Consulting Limited ("Vigers"), a firm of qualified professional valuers not connected with the Group.

The valuation was arrived at by reference to market evidence of transaction prices for similar properties in the similar locations and conditions.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

One of the key inputs used in valuing the two investment properties was the price per square feet, which ranged from RMB4,756 to RMB6,204 and RMB2,109 to RMB2,278, respectively. A slight increase in the price per square feet used would result in a significant increase in fair value measurement of the respective investment property and vice versa.

The fair value hierarchy of the Group's investment properties as at 30 June 2018 and 31 December 2017 are categorized as level 3.

There were no transfers into or out of Level 3 during the period.

## 9. 投資物業以及物業、廠房及設備之變動

## 投資物業

本集團名下投資物業於二零一八年六月三十日之公平值由與本集團並無關連之合資格專業估值師行威格斯資產評估顧問有限公司（「威格斯」）評估。

估值乃參考地點及條件類似之物業之市場成交價憑證而達致。

估計物業公平值時，物業之最大最佳用途為其現時用途。

兩項投資物業估值所用其中一項主要輸入數據為每平方呎價格，分別介乎人民幣4,756元至人民幣6,204元及人民幣2,109元至人民幣2,278元。所用每平方呎價格微升會導致各投資物業公平值計量大幅上升，反之亦然。

於二零一八年六月三十日及二零一七年十二月三十一日，本集團投資物業之公平值級別被分類為第三級。

期內，概無第三級轉入或轉出。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

For the current interim period, the Group recognized a fair value gain of RMB773,000 (2017: gain of RMB867,000) attributable to its investment properties in profit or loss.

All the Group's investment properties are situated in Hong Kong and held under long term leases.

### Property, plant and equipment

During the current interim period, additions to the Group's property, plant and equipment amounted to RMB372,756,000 (2017: RMB167,415,000). In addition, the Group disposed of certain property, plant and equipment with an aggregate carrying amount of RMB106,471,000 (2017: RMB78,034,000) for a cash proceeds of RMB119,094,000 (2017: RMB73,412,000), resulting in a gain on disposal of RMB12,353,000 (2017: loss on disposal of RMB4,622,000).

於本中期期間，本集團於損益確認投資物業應佔公平值收益人民幣773,000元（二零一七年：收益人民幣867,000元）。

本集團所有投資物業均位於香港並按長期租約持有。

### 物業、廠房及設備

於本中期期間，本集團添置物業、廠房及設備人民幣372,756,000元（二零一七年：人民幣167,415,000元）。此外，本集團出售賬面總值為人民幣106,471,000元（二零一七年：人民幣78,034,000元）之若干物業、廠房及設備，所得現金款項為人民幣119,094,000元（二零一七年：人民幣73,412,000元），產生出售收益人民幣12,353,000元（二零一七年：出售虧損人民幣4,622,000元）。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

#### 10. TRADE AND OTHER RECEIVABLES

#### 10. 應收賬項及其他應收款項

			At 30 June 2018 於二零一八年 六月三十日 RMB'000 人民幣千元	At 31 December 2017 於二零一七年 十二月三十一日 RMB'000 人民幣千元
Trade and bills receivables:	應收賬項及應收票據：			
— SAIC-GM-Wuling Automobile Co., Limited ("SGMW")	— 上汽通用五菱汽車股份有限公司 (「上汽通用五菱」)	(i)	2,898,819	1,710,905
— Faurecia (Liuzhou) Automobile Seating Co., Limited ("FL Seating")	— 佛吉亞(柳州)汽車座椅有限公司 (「佛吉亞座椅」)	(ii)	51,838	—
— Faurecia (Liuzhou) Interior System Co., Limited ("FL Interior")	— 佛吉亞(柳州)汽車內飾系統有限公司 (「佛吉亞內飾」)	(ii)	102,408	—
— Guangxi Automobile Group	— 廣西汽車集團	(iii)	148,501	24,982
— Guangxi Weixiang Machinery Company Limited ("Guangxi Weixiang")	— 廣西威翔機械有限公司 (「廣西威翔」)	(iv)	9,299	91
— Qingdao Dianshi Motors Accessories Company Limited ("Qingdao Dianshi")	— 青島點石汽車配件有限公司 (「青島點石」)	(v)	—	177
— third parties	— 第三方		978,769	1,452,958
			<b>4,189,634</b>	3,189,113
Less: Allowance for doubtful debts	減：呆賬撥備		<b>(59,326)</b>	(42,928)
			<b>4,130,308</b>	3,146,185
Other receivables:	其他應收款項：			
Prepayments for expenses	預付開支		4,715	3,842
Prepayments for purchase of raw materials	購買原材料之預付款項	(vi)	322,675	604,342
Value-added tax recoverable	可收回增值稅		91,044	56,630
Others	其他		107,103	104,261
			<b>525,537</b>	769,075
Bills receivables discounted with recourse (Note 15)	附追索權之已貼現應收票據(附註15)		856,553	280,900
Total trade and other receivables	應收賬項及其他應收款項總額		<b>5,512,398</b>	4,196,160



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

notes:

- (i) Guangxi Automobile has significant influence over SGMW.
- (ii) FL Seating and FL Interior are associates of the Company.
- (iii) Being Guangxi Automobile and its subsidiaries and associates other than the Group and SGMW (collectively referred to as the "Guangxi Automobile Group").
- (iv) Guangxi Weixiang is a joint venture of the Company.
- (v) Qingdao Dianshi is a former joint venture of the Company and became a non-wholly-owned subsidiary of the Company on 1 January 2018.
- (vi) Included in the balance was an amount of RMB42,408,000 (2017: RMB256,574,000) paid to SGMW.

The Group allows its trade customers an average credit period of 90 days to 180 days for sale of goods.

Included in trade and other receivable are trade and bills receivables of RMB4,130,308,000 (31 December 2017: RMB3,146,185,000) and an aged analysis of trade receivables (net of allowance for doubtful debts) and bills receivables based on invoice date are presented as follows:

附註：

- (i) 廣西汽車對上汽通用五菱有重大影響力。
- (ii) 佛吉亞座椅及佛吉亞內飾為本公司之聯營公司。
- (iii) 即廣西汽車以及其附屬公司及聯營公司（本集團及上汽通用五菱除外）（統稱「廣西汽車集團」）。
- (iv) 廣西威翔為本公司的合營企業。
- (v) 青島點石為本公司的前合營企業並於二零一八年一月一日成為本公司的非全資附屬公司。
- (vi) 有關結餘包括已付上汽通用五菱之款項人民幣42,408,000元（二零一七年：人民幣256,574,000元）。

本集團就銷售貨物給予其貿易客戶平均90至180日之信貸期。

應收賬項及其他應收款項包括應收賬款及應收票據人民幣4,130,308,000元（二零一七年十二月三十一日：人民幣3,146,185,000元），按發票日期呈列之應收賬項（扣除呆賬撥備）及應收票據賬齡分析如下：

		At 30 June 2018 於二零一八年 六月三十日 RMB'000 人民幣千元	At 31 December 2017 於二零一七年 十二月三十一日 RMB'000 人民幣千元
0 to 90 days	0至90日	<b>3,205,723</b>	2,875,254
91 to 180 days	91至180日	<b>875,417</b>	196,590
181 to 365 days	181至365日	<b>39,796</b>	59,266
Over 365 days	超過365日	<b>9,372</b>	15,075
		<b>4,130,308</b>	3,146,185

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

## 11. TRADE AND OTHER PAYABLES

## 11. 應付賬項及其他應付款項

			At 30 June 2018 於二零一八年 六月三十日	At 31 December 2017 於二零一七年 十二月三十一日
		notes 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Trade and bills payables	應付賬項及應付票據：	(i)		
— SGMW (Note10(i))	— 上汽通用五菱 (附註10(i))		1,790,400	769,662
— FL Seating (Note10(ii))	— 佛吉亞座椅 (附註10(ii))		299,333	—
— FL Interior (Note10(ii))	— 佛吉亞內飾 (附註10(ii))		21,251	—
— Guangxi Automobile Group (Note10(iii))	— 廣西汽車集團 (附註10(iii))		215,559	133,259
— Liuzhou Lingte Power Technology Limited	— 柳州菱特動力 科技有限公司	(ii)	42	—
— Qingdao Dianshi (Note10(v))	— 青島點石 (附註10(v))		—	33,207
— Liuzhou Wuda Auto Parts Co., Ltd.	— 柳州五達汽車部件 有限公司	(iii)	215	—
— third parties	— 第三方		4,160,324	5,516,520
			<b>6,487,124</b>	6,452,648
Receipt in advance from customers	預收客戶款項		—	193,839
Value added tax payables	增值稅應付款項		150,592	177,936
Accrued research and development expenses	應計研發開支		258,300	332,110
Accrued staff costs	應計員工成本		98,451	197,869
Other tax payables	其他應付稅項		46,488	163,046
Payables for acquisition of property, plant and equipment	收購物業、廠房及設備 之應付款項		96,389	125,053
Deposits received from suppliers	收取供應商按金		79,070	59,353
Amount due to Guangxi Automobile Group	應付廣西汽車集團款項		46,238	—
Other payables	其他應付款項		196,664	253,876
Total trade and other payables	應付賬項及其他應付 款項總額		<b>7,459,316</b>	7,955,730

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

notes:

附註：

- (i) An aged analysis of trade and bills payables based on the invoice date is presented as follows:

- (i) 按發票日期呈列之應付賬項及應付票據賬齡分析如下：

		At 30 June 2018 於二零一八年 六月三十日 RMB'000 人民幣千元	At 31 December 2017 於二零一七年 十二月三十一日 RMB'000 人民幣千元
0 to 90 days	0至90日	4,618,431	4,192,462
91 to 180 days	91至180日	1,705,659	1,901,095
181 to 365 days	181至365日	65,794	125,166
Over 365 days	超過365日	97,240	233,925
		<b>6,487,124</b>	<b>6,452,648</b>

- (ii) Liuzhou Lingte Power Technology Limited is a joint venture of the Company.

- (ii) 柳州菱特動力科技有限公司為本公司之合資公司。

- (iii) Liuzhou Wuda Auto Parts Co., Ltd. is a joint venture of the Company.

- (iii) 柳州五達汽車部件有限公司為本公司之合資公司。

### 12. PROVISION FOR WARRANTY

### 12. 保養撥備

		RMB'000 人民幣千元
At 1 January 2017	於二零一七年一月一日	162,952
Additional provision in the year	本年度增提撥備	18,404
Utilization of provision	動用撥備	(38,652)
<b>At 31 December 2017</b>	<b>於二零一七年十二月三十一日</b>	<b>142,704</b>
<b>Additional provision in the period</b>	<b>本期間增提撥備</b>	<b>762</b>
<b>Utilization of provision</b>	<b>動用撥備</b>	<b>(14,205)</b>
<b>At 30 June 2018</b>	<b>於二零一八年六月三十日</b>	<b>129,261</b>

The warranty provision represents management's best estimate under its 2-3 years' product warranty granted to its specialized vehicles, automotive components and engines customers.

保養撥備指管理層對本集團給予兩至三年產品保養期予其專用汽車、汽車零件及發動機客戶而承擔之責任所作最佳估計。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

### 13. BANK BORROWINGS

### 13. 銀行借貸

		At 30 June 2018 於二零一八年 六月三十日	At 31 December 2017 於二零一七年 十二月三十一日
	notes 附註	RMB'000 人民幣千元	RMB'000 人民幣千元
Analysis of bank borrowings: 銀行借款分析:			
Secured 有抵押		195,467	96,423
Unsecured 無抵押		860,823	395,153
		<b>1,056,290</b>	491,576
Carrying amount repayable on demand or within one year 應要求或一年內應償還賬面值	(i)	<b>1,055,614</b>	490,873
Carrying amount of bank loans that are not repayable within one year from the end of the reporting period but contain a repayment on demand clause (shown under current liabilities) 毋須於報告期末起計一年內償還但附帶應要求償還條款之銀行貸款賬面值(列入流動負債項下)		<b>676</b>	703
Amount due within one year shown under current liabilities 流動負債項下於一年內到期之款項		<b>1,056,290</b>	491,576

notes:

- (i) The amounts due are based on scheduled repayment dates set out in the loan agreements.
- (ii) The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings are as follows:

附註:

- (i) 到期款項乃按貸款協議所載預定還款日期為基準。
- (ii) 本集團借貸之實際利率(亦相等於訂約利率)範圍如下:

		At 30 June 2018 於二零一八年 六月三十日	At 31 December 2017 於二零一七年 十二月三十一日
Effective interest rate (per annum): 實際利率(每年):			
Fixed-rate borrowing 固定利率借貸		4.35%–4.79%	4.35%
Variable-rate borrowings 浮息借貸		3.41%–4.34%	2.13-7.25%

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

### 14. DERIVATIVE FINANCIAL INSTRUMENT/ CONVERTIBLE LOAN NOTES

On 23 May 2017, the Company issued convertible loan notes with an aggregate principal sum of HK\$400,000,000 at par (equivalent to approximately RMB353,760,000) to Wuling HK ("CN 2020"). Wuling HK is the immediate holding company of the Company. CN 2020 is denominated in Hong Kong dollars and carries interest at 4% per annum with maturity on 23 May 2020. CN 2020 entitles the holder to convert, in whole or in part, the principal sum into ordinary shares of the Company on any business day commencing from 22 November 2017 upto the fifth business days prior to the maturity date, at a conversion price of HK\$0.70 per ordinary share, subject to anti-dilutive adjustments. Unless converted, CN 2020 will be redeemed on maturity data at par.

CN 2020 contains two components, being a liability component and a conversion option derivative component. The effective interest rate of the liability component is 22.68%. The conversion option derivative is measured at fair value with changes in fair value recognized in profit or loss.

On 29 December 2017, Wuling HK converted the CN 2020 in the aggregate principal amount of HK\$150,000,000 into shares of HK\$0.004 each at the conversion price of HK\$0.70 per share.

### 14. 衍生金融工具／可換股貸款票據

於二零一七年五月二十三日，本公司按面值發行本金總額達400,000,000港元（相等於約人民幣353,760,000元）之可換股貸款票據（「二零二零年到期可換股票據」）予五菱香港。五菱香港為本公司之直接控股公司。二零二零年到期可換股票據以港元計值，設定年利率為4%，並於二零二零年五月二十三日到期。二零二零年到期可換股票據賦予持有人權利於二零一七年十一月二十二日起至到期日前第五個營業日止期間任何營業日，按兌換價每股普通股0.70港元將全部或部分本金額兌換為本公司普通股，可作反攤薄調整。除非已轉換，二零二零年到期可換股票據將於到期日按面值贖回。

二零二零年到期可換股票據由兩個部分組成，包括負債部分及兌換權衍生工具部分。負債部分之實際利率為22.68%。兌換權衍生工具根據在損益確認之公平值變動按公平值計量。

於二零一七年十二月二十九日，五菱香港按每股0.70港元的兌換價將本金總額為150,000,000港元的二零二零年到期可換股票據兌換為每股0.004港元的股份。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

The movement of the liability and derivative components of the CN 2020 during the period is set out below:

二零二零年到期可換股票據負債及衍生工具部分期內之變動如下：

		For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月	
		Liability component 負債部分 RMB\$'000 人民幣千元	Derivative component 衍生工具 部分 RMB\$'000 人民幣千元
Carrying amount at 23 May 2017	於二零一七年五月二十三日之賬面值	219,602	134,158
Effective interest expense	實際利息支出	28,433	-
Change in fair value recognized in profit or loss during the year	年內在損益確認之公平值變動	-	(46,994)
Conversion during the year	年內兌換	(88,003)	(30,665)
Exchange gain	匯兌收益	(13,355)	(5,939)
At 31 December 2017	於二零一七年十二月三十一日	146,677	50,560
Effective interest expense	實際利息支出	18,449	-
Coupon payment	息票支付	(11,076)	-
Change in fair value recognized in profit or loss during the period	期內在損益確認之公平值變動	-	(34,177)
Exchange loss (gain)	匯兌虧損(收益)	2,206	(611)
<b>At 30 June 2018</b>	<b>於二零一八年六月三十日</b>	<b>156,256</b>	<b>15,772</b>
<b>Analyzed as:</b>	<b>分析為：</b>		
<b>Current</b>	<b>流動</b>	<b>26,705</b>	<b>15,772</b>
<b>Non-current</b>	<b>非流動</b>	<b>129,551</b>	<b>-</b>
		<b>156,256</b>	<b>15,772</b>

The methods and assumptions applied for the valuation of the liability and conversion option derivative components of CN 2020 are as follows:

評估二零二零年到期可換股票據負債部分及兌換權衍生工具部分之價值時應用之方法及假設如下：

**(i) Valuation of liability component**

The fair value of the liability component on initial recognition was based on a valuation provided by BMI Appraisals Limited ("BMI"), a firm of independent professional valuers not connected with the Group, calculated using the present value of contractually determined stream of future cash flows discounted at the required yield of 22.68%, which was determined with reference to the credit rating of the Company and remaining time to maturity.

**(i) 負債部分之估值**

於初步確認時，負債部分之公平值乃按中和邦盟評估有限公司（「中和邦盟」）（與本集團並無關連之獨立專業估值師行）提供之估值，採用合約釐定之未來現金流量按規定收益率22.68%折現之現值計算，未來現金流量乃經參考本公司信貸評級及到期前尚餘時間而釐定。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

### (ii) Valuation of conversion option derivative component

The conversion option component was measured at fair value using the Binomial Option Pricing Model by BMI as of 30 June 2018. The inputs into the model was as follows:

### (ii) 兌換權衍生工具部分之估值

兌換權部分由中和邦盟於二零一八年六月三十日使用二項式期權定價模式按公平值計量。該模式之輸入數據如下：

		As at 30 June 2018 於二零一八年 六月三十日
Share price	股價	HK\$0.45港元
Conversion price	兌換價	HK\$0.70港元
Risk-free rate	無風險利率	1.87%
Expected life	預計年期	1.90 years年
Expected dividend yield	預期股息率	2.78%
Expected volatility	預期波幅	38.08%

### 15. ADVANCES DRAWN ON BILLS RECEIVABLES DISCOUNTED WITH RECOURSE

The amount represents the Group's other borrowings secured by the bills receivables discounted to banks with recourse (see Note 10).

The following were the Group's financial assets as at 30 June 2018 and 31 December 2017 that were transferred to banks by discounting those receivables on a full recourse basis. As the Group has not transferred the significant risks and rewards relating to these receivables, it continues to recognize the full carrying amount of the receivables and has recognized the cash received on the transfer as disclosed in the condensed consolidated statement of financial position as a financial liability in the line items "Advances drawn on bill receivables discounted with recourse". These financial assets are carried at amortized cost in the Group's condensed consolidated statement of financial position.

### 15. 附追索權之已貼現應收票據所提取墊款

該金額指本集團以向銀行貼現附追索權應收票據抵押之其他借貸（見附註10）。

以下為本集團於二零一八年六月三十日及二零一七年十二月三十一日通過將該等應收款項按附有全面追索權之基準貼現而轉讓予銀行。由於本集團並無將該等應收款項之相關重大風險及回報轉讓，其繼續確認該等應收款項之全部賬面值，並已確認因轉讓而收到之現金及於簡明綜合財務狀況表「附追索權之已貼現應收票據已提取墊款」行式項目中披露為金融負債。此等金融資產在本集團之簡明綜合財務狀況表按攤銷成本列賬。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

Bills receivables discounted to banks with full recourse:

向銀行貼現附全面追索權的應收票據：

		At 30 June 2018 於二零一八年 六月三十日 RMB'000 人民幣千元	At 31 December 2017 於二零一七年 十二月三十一日 RMB'000 人民幣千元
Carrying amount of transferred assets (Note 10)	所轉讓資產賬面值(附註10)	856,553	280,900
Carrying amount of associated liabilities	相關負債賬面值	(845,921)	(277,515)
Net position	淨頭寸	10,632	3,385

## 16. SHARE CAPITAL

## 16. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
<b>Authorized:</b>	<b>法定：</b>		
Ordinary shares of HK\$0.004 each	每股面值0.004港元之普通股	25,000,000,000	100,000
Convertible preference shares of HK\$0.001 each	每股面值0.001港元之可換股優先股	1,521,400,000	1,521
Balance at 1 January 2017, 31 December 2017 and 30 June 2018	於二零一七年一月一日、二零一七年十二月三十一日及二零一八年六月三十日之結餘		101,521
<b>Issued and fully paid:</b>	<b>已發行及已繳足：</b>		
Ordinary shares of HK\$0.004 each:	每股面值0.004港元之普通股：		
As at 1 January 2017	於二零一七年一月一日	1,835,821,841	7,343
Conversion of convertible loan notes (Note 14)	轉換可換股貸款票據(附註14)	214,285,714	857
As at 31 December 2017 and 30 June 2018	於二零一七年十二月三十一日及二零一八年六月三十日	2,050,107,555	8,200

		At 30 June 2018 於二零一八年 六月三十日 RMB'000 人民幣千元	At 31 December 2017 於二零一七年 十二月三十一日 RMB'000 人民幣千元
Shown in the condensed consolidated financial statements at the end of the reporting period as	於報告期末的簡明綜合財務報表中列示	7,366	7,366



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

### 17. SHARE OPTION SCHEME

Pursuant to an ordinary resolution passed by the shareholders of the Company on 28 May 2012, a share option scheme with an expiry date on 27 May 2022 was adopted by the Company (“Share Option Scheme”).

During the period ended 30 June 2018, no option is granted or outstanding under the Share Option Scheme.

### 18. INVESTMENT IN AN ASSOCIATE

On 29 November 2017, Wuling Industrial and Faurecia (China) Holding Co., Ltd. (“Faurecia China”), an independent third party and wholly-owned subsidiary of Faurecia SA, which specializes in the business segments of automotive seating, interior systems and emissions control technologies entered into a joint venture agreement (“Faurecia Interior JV Agreement”) to establish FL Interior. Pursuant to the terms and conditions of Faurecia Interior JV Agreement, Wuling Industrial and Faurecia China would each contribute RMB150 million to FL Interior and hold 50% of equity interest respectively. As at 30 June 2018, Wuling Industrial and Faurecia China have each contributed a cash consideration of RMB70 million to FL Interior. FL Interior was formed on 5 February 2018.

FL Interior is accounted for as an associate at the end of the reporting period as in accordance with the memorandum and articles of the entity, relevant activities of the entity requires consent with simple majority in the board of directors. The Group is able to appoint two out of five directors in the board of the entity, thus, the Group is only able to exercise significant influence in the entity.

### 17. 購股權計劃

根據本公司股東於二零一二年五月二十八日通過之普通決議案，本公司採納屆滿日為二零二二年五月二十七日之購股權計劃（「購股權計劃」）。

截至二零一八年六月三十日止期間，概無購股權計劃項下的購股權獲授出及未行使。

### 18. 於一間聯營公司之投資

於二零一七年十一月二十九日，五菱工業與屬於獨立第三方及Faurecia SA的全資附屬公司佛吉亞（中國）投資有限公司（「佛吉亞中國」）（專門從事汽車座椅、內飾系統及排放控制技術業務分部）簽訂合資協議（「佛吉亞內飾合資協議」），以成立佛吉亞內飾。根據佛吉亞內飾合資協議的條款及條件，五菱工業及佛吉亞中國將分別向佛吉亞內飾出資人民幣150,000,000元並各自持有50%的股權。於二零一八年六月三十日，五菱工業及佛吉亞中國各自向佛吉亞內飾提供人民幣70,000,000元的現金代價。佛吉亞內飾於二零一八年二月五日成立。

根據實體的大綱及細則，佛吉亞內飾於報告期末入賬列為聯營公司，該實體的相關活動需經董事會簡單多數票同意。本集團可委任該實體董事會五名董事中的兩名，因此本集團僅能對該實體行使重大影響力。

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****簡明綜合財務報表附註**

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

**19. ACQUISITION OF ASSETS THROUGH ACQUISITION OF A SUBSIDIARY**

On 1 January 2018, the Group acquired 100% of the issued share capital of Qingdao Wuling Automobile Technology Limited ("Qingdao Wuling") for a cash consideration of RMB141,730,700 from Guangxi Automobile Group. The principal assets of Qingdao Wuling comprised properties located in south of Songhuajiang Road, west of Jiangshan Road, Huangdao District, Qingdao, the PRC (中國青島市黃島區江山路西松花江路南側) which was leased by the Shangdong branch of Wuling Industrial as offices and production plants, cash and bank balances and certain receivable balances from Guangxi Automobile. This transaction had been accounted for as an acquisition of assets as the acquisition did not meet the definition of a business combination.

The net assets acquired in the transaction were as follows:

**19. 透過收購一間附屬公司進行資產收購**

於二零一八年一月一日，本集團向廣西汽車集團收購青島五菱汽車科技有限公司（「青島五菱」）的100%已發行股本，現金代價為人民幣141,730,700元。青島五菱的主要資產包括位於中國青島市黃島區江山路西松花江路南側的物業（該物業目前租賃予五菱工業山東分公司作為辦公室及生產廠房）、現金及銀行結餘及應收廣西汽車若干結餘。該交易已入賬列為資產收購，因為該收購不符合業務合併的定義。

於交易中收購的淨資產如下：

		RMB'000 人民幣千元
Prepaid lease payments	預付租賃款項	31,690
Property, plant and equipment	物業、廠房及設備	22,089
Tax recoverable	可收回稅項	865
Amount due from Guangxi Automobile Group	應收廣西汽車集團款項	60,013
Bank balances and cash	銀行結餘及現金	28,625
Other payables	其他應付款項	(1,551)
		141,731
Satisfied by:	透過以下方式支付：	
Cash consideration paid	已付現金代價	141,731
Net cash outflow arising on acquisition:	收購產生的現金流出淨額	
Cash consideration paid	已付現金代價	141,731
Bank balances and cash acquired	已獲得銀行結餘及現金	(28,625)
		113,106

**20. ACQUISITION OF A SUBSIDIARY**

On 26 December 2017, Wuling Industrial entered into a sale and purchase agreement with independent third parties, pursuant to which Wuling Industrial conditionally agreed to purchase the remaining 49% of the issued share capital of Qingdao Dianshi, a joint venture which Wuling Industrial previously held 51% equity interest at a consideration of RMB14,500,000. Accordingly, Qingdao Dianshi became a wholly-owned subsidiary of Wuling Industrial. The transaction was completed on 1 January 2018.

**20. 收購一間附屬公司**

於二零一七年十二月二十六日，五菱工業與獨立第三方訂立買賣協議，據此，五菱工業有條件同意購買青島點石（為五菱工業先前持有51%股權的合資企業）的剩餘49%已發行股本，代價為人民幣14,500,000元。因此，青島點石成為五菱工業的全資附屬公司。該交易已於二零一八年一月一日完成。

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**簡明綜合財務報表附註**

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

**21. CAPITAL AND OTHER COMMITMENTS**

**21. 資本及其他承擔**

	At 30 June 2018 於二零一八年 六月三十日 RMB'000 人民幣千元	At 31 December 2017 於二零一七年 十二月三十一日 RMB'000 人民幣千元
Capital expenditure contracted for but not provided in the condensed consolidated financial statements in respect of acquisition of:		
— construction in progress	698,235	642,039
— property, plant and equipment	252,586	301,420
	<b>950,821</b>	<b>943,459</b>

就收購以下各項已簽約但未在簡明綜合財務報表撥備之資本開支：

— 在建工程 698,235 642,039  
— 物業、廠房及設備 252,586 301,420

**22. OPERATING LEASES**

**22. 經營租賃**

**The group as lessee**

**集團作為承租方**

Minimum lease payments made under operating leases during the period was RMB25,597,000 (2017: RMB21,471,000).

期內，根據經營租賃支付之最低租賃款項為人民幣25,597,000元（二零一七年：人民幣21,471,000元）。

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

於報告期末，本集團根據不可撤銷經營租賃承擔之未來最低租賃款項於下列期間到期：

	At 30 June 2018 於二零一八年 六月三十日 RMB'000 人民幣千元	At 31 December 2017 於二零一七年 十二月三十一日 RMB'000 人民幣千元
Within one year	29,482	47,770
In the second to fifth year inclusive	7	54
	<b>29,489</b>	<b>47,824</b>

Operating lease payments represent rental payable by the Group for certain of its production facilities, office and warehouse properties with fixed monthly rentals for an average term of three years.

經營租賃付款指本集團就其若干生產設施、辦公室及倉庫物業應付之每月定額租金，平均租期為三年。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

#### 23. RELATED PARTY DISCLOSURES

#### 23. 關連方披露資料

##### (i) Related party transactions

##### (i) 關連方交易

Company 公司	Relationship 關係	Transactions 交易	For the six months ended 30 June 截至六月三十日 止六個月	
			2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
SGMW 上汽通用五菱	Related party (Note 10(i)) 關連方 (附註10(i))	Sales by the Group 本集團銷售	<b>5,035,057</b>	6,307,282
		Purchase of materials by the Group 本集團購買材料	<b>2,473,862</b>	2,553,662
		Warranty costs incurred by the Group 本集團所產生保養成本	<b>499</b>	243
		Service income for warehouse management and related services 倉庫管理及相關服務的服務收入	<b>-</b>	14
Guangxi Automobile Group 廣西汽車集團	Guangxi Automobile, being ultimate holding company of the Company, and its affiliates (Note 10(iii)) 廣西汽車 (作為本公司之最終控股公司) 及其聯屬公司 (附註10(iii))	Sales of raw materials and automotive components by the Group 本集團銷售原材料及汽車零部件	<b>51,690</b>	215,870
		Purchase of: 購買: Automotive components and other accessories by the Group 本集團購買汽車零部件及其他配件	<b>22,327</b>	15,315
		Mini passenger buses by the Group 本集團購買小型客車	<b>103,684</b>	119,387
		Air-conditioning parts and accessories by the Group 本集團購買空調部件及配件	<b>1,702</b>	4,716
			<b>127,713</b>	139,418

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**簡明綜合財務報表附註**

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

Company 公司	Relationship 關係	Transactions 交易	For the six months ended 30 June 截至六月三十日 止六個月	
			2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
		License fee paid by the Group 本集團支付特許權費用	752	613
		Rental expenses paid by the Group 本集團支付租金開支	15,429	15,780
		Interest expenses paid by the Group on 本集團支付利息開支		
		— advances drawn on bills receivables — 應收票據已提取墊款	3,505	22,288
		Acquisition of Qingdao Wuling (Note 19) 收購青島五菱(附註19)	141,731	—
Qingdao Dianshi (note) 青島點石 (附註)	Joint venture 合營企業	Sales of raw materials and automotive components by the Group 本集團銷售原材料及汽車零部件	—	7,823
		Purchase of automotive components and other accessories by the Group 本集團購買汽車零部件及 其他配件	—	54,796
Guangxi Weixiang 廣西威翔	Joint venture (Note 10(iv)) 合營企業(附註10(iv))	Sales of raw materials and automotive components by the Group 本集團銷售原材料及汽車零 部件	18,785	66
		Purchase of automotive components and other accessories by the Group 本集團購買汽車零部件及其他配 件	1,002	1,378
		Machinery rental income by the Group 本集團支付的機器租金收入	—	1,000

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

Company 公司	Relationship 關係	Transactions 交易	For the six months ended 30 June 截至六月三十日 止六個月	
			2018 二零一八年 RMB'000 人民幣千元	2017 二零一七年 RMB'000 人民幣千元
FL Interior 佛吉亞內飾	Associate (Note 10(ii)) 聯營公司(附註10(ii))	Sales of automotive components by the Group 本集團銷售汽車零部件	66,360	—
		Sales of property, plant and equipment 出售物業、廠房及設備	65,520	—
		Purchase of automotive components 購買汽車零部件	20,744	—
FL Seating 佛吉亞座椅	Associate (Note 10(ii)) 聯營公司(附註10(ii))	Sales of automotive components by the Group 本集團銷售汽車零部件	71,764	—
		Sales of property, plant and equipment 出售物業、廠房及設備	37,878	—
		Purchase of automotive components 購買汽車零部件	322,153	—

note: Qingdao Dianshi became a non-wholly-owned subsidiary of the Company on 1 January 2018

附註：青島點石於二零一八年一月一日成為本公司的非全資附屬公司

#### (ii) Related party balances

Details of the Group's outstanding balances with related parties are set out in Notes 10 and 11.

#### (iii) Guarantees provided

The Group's bills payables at 31 December 2017 were supported by corporate guarantee to the extent of RMB4,406,000,000 (30 June 2018: Nil) given by Guangxi Automobile.

#### (ii) 關連方結餘

本集團與關連方之未償還結餘詳情載於附註10及11。

#### (iii) 提供擔保

本集團於二零一七年十二月三十一日之應付票據得到廣西汽車所給予公司擔保達人民幣4,406,000,000元(二零一八年六月三十日：無)作為支持。

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**簡明綜合財務報表附註**

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

**(iv) Compensation of key management personnel**

The remuneration of the Group's key management in respect of the period are as follows:

**(iv) 主要管理人員之薪酬**

期內，本集團主要管理層成員之薪酬如下：

		<b>For the six months ended 30 June</b>	
		<b>截至六月三十日止六個月</b>	
		<b>2018</b>	<b>2017</b>
		<b>二零一八年</b>	<b>二零一七年</b>
		<b>RMB'000</b>	<b>RMB'000</b>
		<b>人民幣千元</b>	<b>人民幣千元</b>
Short-term benefits	短期福利	<b>913</b>	1,537
Post-employment benefits	離職後福利	<b>31</b>	35
		<b>944</b>	1,572

**(v) Provision of facility**

Guangxi Automobile agreed to provide a facility to the Group as at 30 June 2018, whereby the Group could discount its bill receivables to Guangxi Automobile. The discounting rate was the most favourable discounting rates offered in the market from time to time. During the current interim period, the Group discounted bills receivables of RMB194,308,000 (31 December 2017: RMB3,531,604,000) to Guangxi Automobile with a maturity period less than 180 days and at an average discount rate of 3.915% (31 December 2017: 3.98%) per annum.

**(v) 提供融資**

於二零一八年六月三十日，廣西汽車同意向本集團提供融資額度，據此，本集團可向廣西汽車貼現其應收票據。貼現率為市場不時提供最優惠的貼現率。於本中期期間，本集團已向廣西汽車貼現應收票據人民幣194,308,000元（二零一七年十二月三十一日：人民幣3,531,604,000元），票據於180日內到期，平均貼現率為每年3.915%（二零一七年十二月三十一日：3.98%）。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明綜合財務報表附註

For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月

#### (vi) Commitments

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases with Guangxi Automobile Group which fall due as follows:

		At 30 June 2018 於二零一八年 六月三十日 RMB'000 人民幣千元	At 31 December 2017 於二零一七年 十二月三十一日 RMB'000 人民幣千元
Within one year	一年內	<b>15,429</b>	30,857
		<b>15,429</b>	30,857

#### (vii) Convertible loan notes

Details of convertible loan notes issued to Wuling HK during the period are set out in Note 14.

#### (vi) 承擔

於報告期末，本集團根據與廣西汽車集團訂立之不可撤銷經營租賃承擔之未來最低租賃款項於下列期間到期：

#### (vii) 可換股貸款票據

期內向五菱香港發行之可換股貸款票據之詳情載於附註14。



## CORPORATE INFORMATION

### 公司資料

#### BOARD OF DIRECTORS

##### Executive Directors

Mr. Yuan Zhijun (*Chairman*)  
Mr. Lee Shing (*Vice-chairman and Chief Executive Officer*)  
Mr. Zhong Xianhua  
Ms. Liu Yaling  
Mr. Yang Jianyong

##### Independent Non-Executive Directors

Mr. Ye Xiang  
Mr. Wang Yuben  
Mr. Mi Jianguo

#### AUDIT COMMITTEE

Mr. Ye Xiang (*Chairman*)  
Mr. Wang Yuben  
Mr. Mi Jianguo

#### REMUNERATION COMMITTEE

Mr. Mi Jianguo (*Chairman*)  
Mr. Ye Xiang  
Mr. Wang Yuben

#### NOMINATION COMMITTEE

Mr. Yuan Zhijun (*Chairman*)  
Mr. Ye Xiang  
Mr. Lee Shing  
Mr. Wang Yuben  
Mr. Mi Jianguo

#### COMPANY SECRETARY

Mr. Lai Shi Hong Edward

#### PRINCIPAL BANKERS

##### Hong Kong

Bank of China (Hong Kong) Limited  
Hang Seng Bank Limited  
OCBC Wing Hang Bank Limited  
Dah Sing Bank, Limited

##### PRC

Bank of China Limited  
Industrial and Commercial Bank of China Limited  
China Construction Bank Corporation  
Agricultural Bank of China Limited  
China Everbright Bank Co., Limited  
Hua Xia Bank Co., Limited  
China Citic Bank  
Industrial Bank Co., Limited

#### 董事會

##### 執行董事

袁智軍先生 (主席)  
李誠先生 (副主席兼行政總裁)  
鍾憲華先生  
劉亞玲女士  
楊劍勇先生

##### 獨立非執行董事

葉翔先生  
王雨本先生  
米建國先生

#### 審核委員會

葉翔先生 (主席)  
王雨本先生  
米建國先生

#### 薪酬委員會

米建國先生 (主席)  
葉翔先生  
王雨本先生

#### 提名委員會

袁智軍先生 (主席)  
葉翔先生  
李誠先生  
王雨本先生  
米建國先生

#### 公司秘書

黎士康先生

#### 主要往來銀行

##### 香港

中國銀行(香港)有限公司  
恒生銀行有限公司  
華僑永亨銀行有限公司  
大新銀行有限公司

##### 中國

中國銀行股份有限公司  
中國工商銀行股份有限公司  
中國建設銀行股份有限公司  
中國農業銀行股份有限公司  
中國光大銀行股份有限公司  
華夏銀行股份有限公司  
中信銀行  
興業銀行股份有限公司

## CORPORATE INFORMATION

### 公司資料

#### AUDITORS

Deloitte Touche Tohmatsu

#### SOLICITOR

Sidley Austin

#### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1901  
19/F, Beautiful Group Tower  
77 Connaught Road Central  
Hong Kong

#### REGISTERED OFFICE

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

#### PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT IN BERMUDA

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM08  
Bermuda

#### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

#### STOCK CODE

Stock Exchange of Hong Kong: 305

#### 核數師

德勤•關黃陳方會計師行

#### 律師

盛德律師事務所

#### 總辦事處及香港主要營業地點

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干諾道中77號  
標華豐集團大廈19樓  
1901室

#### 註冊辦事處

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

#### 百慕達股份過戶登記總處

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Bermuda

#### 香港股份過戶登記分處

卓佳登捷時有限公司  
香港  
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#### 股份代號

香港聯合交易所：305

**WULING MOTORS HOLDINGS LIMITED**  
**五菱汽車集團控股有限公司**

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