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# Financial Highlights

## 財務摘要

Amounts expressed in millions of Renminbi (except for data per share and items specifically stated)

以人民幣百萬元列示(每股股份資料及另有列明項目除外)

		Six months period from 1 January to 30 June 2023 2023年1月1日 至6月30日 止六個月期間 (unaudited) (未經審核)	Six months period from 1 January to 30 June 2022 2022年1月1日 至6月30日 止六個月期間 (unaudited) (未經審核)	Change 變動
<b>OPERATING RESULTS</b>		<b>經營業績</b>		
Revenue	營業額	32,300	24,284	33.0%
EBIT	經營溢利(未扣除利息及稅項)	1,097	1,072	2.3%
EBITDA	未扣除利息、稅項、折舊及 攤銷之溢利	1,412	1,436	-1.7%
Profit for the period	本期溢利	616	631	-2.4%
Profit attributable to owners of the Company	本公司股權持有人應佔溢利	302	339	-10.9%
<b>FINANCIAL POSITION</b>		<b>財務狀況</b>		
Net cash from operating activities	經營業務所得現金淨額	656	2,049	-68.0%
Cash position*	現金狀況*	13,404	12,471	7.5%
Borrowings	借款	17,306	14,505	19.3%
Corporate bonds (inclusive of interest)	公司債券(含利息)	-	902	-100.0%
Equity attributable to owners of the Company	本公司股權持有人應佔權益	17,865	17,641	1.3%
Working capital	營運資金	11,319	10,852	4.3%
Bills receivables	應收票據	1,717	1,542	11.3%
Trade receivables	應收貿易款項	9,496	8,283	14.6%
Inventories	存貨	9,460	8,742	8.2%
<b>KEY RATIOS</b>		<b>主要比率</b>		
Gross profit margin (%)	毛利率(百分比)	13.0%	16.0%	-3.0pp
EBIT margin (%)	經營溢利率(未扣除利息及 稅項)(百分比)	3.4%	4.4%	-1.0pp
EBITDA margin (%)	未扣除利息、稅項、折舊及 攤銷之溢利率(百分比)	4.4%	5.9%	-1.5pp
Profit margin (%)	純利率(百分比)	1.9%	2.6%	-0.7pp
ROE (%)	本公司股權持有人回報率(百分比)	3.4%	3.8%	-0.4pp
Debt to equity (%)**	負債與股權比率(百分比)**	78.5%	71.7%	6.8pp
Current ratio (times)	流動比率(倍)	1.3	1.3	-
Trade receivables turnover period (days)***	應收貿易款項周轉期(日數)***	59	81	-27.2%
Inventories turnover period (days)***	存貨周轉期(日數)***	61	77	-20.8%
<b>DATA PER SHARE</b>		<b>每股資料</b>		
Earnings per share – Basic (RMB cents)	每股盈利—基本(人民幣仙)	11.95	12.98	-7.9%
Earnings per share – Diluted (RMB cents)	每股盈利—攤薄(人民幣仙)	11.95	12.96	-7.8%
Dividend per share (HK cents)	每股股息(港仙)	3	3	-
Book value per share (RMB cents)	每股賬面值(人民幣仙)	887.61	817.66	8.6%



# Financial Highlights

## 財務摘要

Amounts expressed in millions of Renminbi (except for data per share and items specifically stated)  
以人民幣百萬元列示(每股股份資料及另有列明項目除外)

		Six months period from 1 January to 30 June 2023 2023年1月1日 至6月30日 止六個月期間 (unaudited) (未經審核)	Six months period from 1 January to 30 June 2022 2022年1月1日 至6月30日 止六個月期間 (unaudited) (未經審核)	Change 變動
<b>SHARE INFORMATION AT FINANCIAL PERIOD END</b>				
Skyworth Group Limited (Shares are listed in Hong Kong, stock code: 00751)		創維集團有限公司(股份於香港上市, 股份代號: 00751)		
Number of Shares in issue (million)	已發行股數(百萬)	2,485	2,627	-5.4%
Market capitalisation (HK\$ million)	市值(港幣百萬元)	8,599	10,193	-15.6%
Skyworth Digital Co., Ltd. (Shares are listed in Shenzhen, stock code: 000810)		創維數字股份有限公司(股份於深圳上市, 股份代號: 000810)		
Number of shares in issue (million)	已發行股數(百萬)	1,150	1,150	-
Market capitalisation (RMB million)	市值(人民幣百萬元)	18,599	18,642	-0.2%

\* Cash position refers to pledged and restricted bank deposits, cash and cash equivalents  
\*\* (Borrowings + corporate bonds)/total equity  
\*\*\* Calculated based on average inventory; average sum of bills receivables and trade receivables

\* 現金狀況指已抵押及受限銀行存款、現金及現金等值  
\*\* (借款+公司債券)/權益總額  
\*\*\* 根據平均存貨、平均應收票據及應收貿易款項金額計算

# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Lin Jin (*Chairman of the Board*)  
Mr. Liu Tangzhi (*Vice Chairman of the Board*)  
Mr. Shi Chi (*Chief Executive Officer*)  
Ms. Lin Wei Ping  
Mr. Lam Shing Choi, Eric

#### Independent Non-executive Directors

Mr. Li Weibin  
Mr. Cheong Ying Chew, Henry  
Mr. Hung Ka Hai, Clement

### MEMBERS OF COMMITTEES

#### Audit Committee

Mr. Cheong Ying Chew, Henry (*Chairperson*)  
Mr. Li Weibin  
Mr. Hung Ka Hai, Clement

#### Executive Committee

Mr. Lin Jin (*Chairman of the Board*)  
Mr. Liu Tangzhi (*Vice Chairman of the Board*)  
Mr. Shi Chi (*Chief Executive Officer*)  
Ms. Lin Wei Ping  
Mr. Lam Shing Choi, Eric  
Mr. Wu Wei  
Mr. Ying Yiming

#### Nomination Committee

Mr. Hung Ka Hai, Clement (*Chairperson*)  
Mr. Li Weibin  
Mr. Cheong Ying Chew, Henry  
Ms. Lin Wei Ping

#### Remuneration Committee

Mr. Li Weibin (*Chairperson*)  
Mr. Cheong Ying Chew, Henry  
Mr. Hung Ka Hai, Clement  
Ms. Lin Wei Ping

### COMPANY SECRETARY

Mr. Lam Shing Choi, Eric

### AUTHORISED REPRESENTATIVES

Ms. Lin Wei Ping  
Mr. Lam Shing Choi, Eric

### 董事會

#### 執行董事

林勁先生 (*董事會主席*)  
劉棠枝先生 (*董事會副主席*)  
施馳先生 (*行政總裁*)  
林衛平女士  
林成財先生

#### 獨立非執行董事

李偉斌先生  
張英潮先生  
洪嘉禧先生

### 委員會成員

#### 審核委員會

張英潮先生 (*主席*)  
李偉斌先生  
洪嘉禧先生

#### 執行委員會

林勁先生 (*董事會主席*)  
劉棠枝先生 (*董事會副主席*)  
施馳先生 (*行政總裁*)  
林衛平女士  
林成財先生  
吳偉先生  
應一鳴先生

#### 提名委員會

洪嘉禧先生 (*主席*)  
李偉斌先生  
張英潮先生  
林衛平女士

#### 薪酬委員會

李偉斌先生 (*主席*)  
張英潮先生  
洪嘉禧先生  
林衛平女士

### 公司秘書

林成財先生

### 授權代表

林衛平女士  
林成財先生

# Corporate Information

## 公司資料

### AUDITOR

Deloitte Touche Tohmatsu  
Certified Public Accountants  
Registered Public Interest Entity Auditors

### LEGAL ADVISOR

Reed Smith Richards Butler LLP

### PRINCIPAL BANKERS

Bank of China Limited  
Bank of Communications Co., Ltd.  
China CITIC Bank International Limited  
China Construction Bank Corporation  
China Development Bank  
DBS Bank (Hong Kong) Limited  
Industrial and Commercial Bank of China Limited  
Postal Savings Bank of China Co., Ltd.  
Standard Chartered Bank (Hong Kong) Limited

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Rooms 1601-04 Westlands Centre  
20 Westlands Road  
Quarry Bay  
Hong Kong

### BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Corporate Services (Bermuda) Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Hong Kong Registrars Limited  
Shops 1712-16  
17th Floor Hopewell Centre  
183 Queen's Road East  
Wan Chai, Hong Kong

### 核數師

德勤·關黃陳方會計師行  
執業會計師  
註冊公眾利益實體核數師

### 法律顧問

禮德齊伯禮律師行有限法律責任合夥

### 主要往來銀行

中國銀行股份有限公司  
交通銀行股份有限公司  
中信銀行(國際)有限公司  
中國建設銀行股份有限公司  
國家開發銀行  
星展銀行(香港)有限公司  
中國工商銀行股份有限公司  
中國郵政儲蓄銀行股份有限公司  
渣打銀行(香港)有限公司

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### 香港主要營業地點

香港  
鰂魚涌  
華蘭路20號  
華蘭中心1601-04室

### 百慕達股份登記及過戶總處

Conyers Corporate Services (Bermuda) Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### 香港股份登記及過戶分處

香港證券登記有限公司  
香港灣仔  
皇后大道東183號  
合和中心17樓  
1712-16號舖

# Corporate Information

## 公司資料

### SHARES LISTING

Shares of the Company are listed on  
The Stock Exchange of Hong Kong Limited  
Stock Code: 00751

### IMPORTANT INFORMATION

Results Announcement Date  
Interim Results: 25 August 2023

### DIVIDEND PER SHARE

Interim dividend: 3 HK cents

### DIVIDEND PAYMENT DATE

Interim dividend: 22 September 2023

### CLOSING PERIOD OF THE REGISTER OF MEMBERS

Interim dividend: From 11 September 2023 to 13 September 2023  
(both dates inclusive)

### COMPANY WEBSITE

<http://www.skyworth.com>

### 股份上市

本公司股份於香港聯合交易所有限公司上市  
股份代號：00751

### 重要資訊

業績公佈日期  
中期業績：2023年8月25日

### 每股股息

中期股息：港幣3仙

### 派發股息日期

中期股息：2023年9月22日

### 暫停辦理股份登記

中期股息：由2023年9月11日至2023年9月13日  
(首尾兩日包括在內)

### 公司網頁

<http://www.skyworth.com>

# Operational and Financial Review

## 業務及財務回顧

### BUSINESS PERFORMANCE REVIEW

#### Revenue

Despite multiple uncertainties and challenges of the post-pandemic era, the Group maintained positive growth with a clear product positioning and a strategic plan with product competitiveness. For the six months ended 30 June 2023 (the "Current Period"), the Group's overall revenue amounted to RMB32,300 million, demonstrating a strong growth of RMB8,016 million or 33.0% compared with an overall revenue of RMB24,284 million for the six months ended 30 June 2022 (the "Same Period of Previous Year").

China's economy is gradually recovering following the post-epidemic reopening. Nevertheless, with the energy crisis caused by the ongoing Russia-Ukraine War, the Federal Reserve's continuous interest rate hike cycle and the confidence crisis arising from bankruptcy in the US banking industry, all of which have brought more uncertainties to the global economy. Also, the global asset prices continued to fluctuate, to a certain extent, restrained the economic rebound in terms of strength and speed. In the face of the ever-changing market, the Group will continue to drive industrial transformation and innovative development in its business strategies. At the same time, the Group will pay close attention to the latest market development, from the digital innovation of smart home appliances to the achievement of the carbon peak and carbon neutrality ("Double Carbon") goal by the new energy industry as a green development drive. The Group attaches great importance to the innovation of self-developed technology and the high-quality development of the industry. Through forward-looking layout, the Group has been led to expand its business horizontally and vertically, making a step-by-step progress and achievement of the global development strategy by adopting diversified and multi-channel strategies.

During the Current Period, Skyworth further expedited the green development of the Double Carbon strategy and facilitated the innovative, healthy and sustainable development of the global ultra-high-definition video industry, as well as created synergy and a win-win situation in various aspects such as technological innovation, quality requirements and users-first philosophy. The Group strived to develop new channels with full speed. The increasing number of the scale of new energy business and installed capacities of additional photovoltaic power stations drove a double-digit growth of the overall revenue of the Group. However, geopolitical tensions, rising capitalisation costs due to increased bank borrowing costs following the interest rate hike, rising raw material prices in general for home appliances as a result of supply chain disruptions, also, higher upstream costs for photovoltaic business, all of these factors have been squeezing corporate profit margins. The gross profit margin of the Group for the Current Period was 13.0%, representing a decrease of 3.0 percentage points as compared to 16.0% for the Same Period of Previous Year.

For the below analysis, other business tax of RMB51 million (the Same Period of Previous Year: RMB47 million) was not deducted from the revenue by geographical segment and revenue by business sectors.

#### 業務表現回顧

##### 營業額

儘管面對著後疫情時代多重不確定因素及挑戰，本集團憑藉清晰產品定位和具產品競爭力的戰略規劃，繼續保持良好增長。截至2023年6月30日止六個月（「本期」），本集團的整體營業額為人民幣32,300百萬元，較截至2022年6月30日止六個月（「去年同期」）的整體營業額人民幣24,284百萬元，實現了人民幣8,016百萬元或33.0%的強勁增長。

中國經濟在疫後重新開放後逐步復甦。但是隨著持續的俄烏戰爭所引發的能源危機、美聯儲加息周期持續以及美國銀行業倒閉掀起的信心危機，都為環球經濟帶來更多的不確定性，全球資產價格持續波動，亦一定程度上限制了經濟反彈力度與速度。面對變幻莫測的市場，本集團將繼續推動產業轉型和創新發展經營方針，同時密切關注市場最新發展，從智能家電的數字化革新，到以新能源產業為綠色發展引擎實現碳達峰與碳中和（「雙碳」）目標。本集團高度重視自研技術的創新和產業的高質量發展，通過前瞻佈局引領集團業務的橫向拓展、縱向推進，一步一個腳印向前邁進，以多元化、多渠道策略實現全球化發展戰略。

本期內，創維進一步加緊雙碳戰略綠色發展，並且促進全球超高清視頻產業的創新、健康和可持續發展；在科技創新、品質要求、用戶至上等多方面同頻共振、共創共贏；在發展新通道上全速奔跑，新能源業務規模及新增光伏電站裝機量持續上升，帶動本集團整體營業額取得雙位數增長。然而，地緣政治局勢緊張、息率上升令銀行借貸成本增加導致資本化成本上升，加上供應鏈受阻導致家電原材料價格普遍上漲，以及光伏業務的上游成本上升等因素持續擠壓企業的利潤空間，本集團本期毛利率為13.0%，較去年同期的16.0%下降3.0個百分點。

在下列分析中，按地區及按業務板塊劃分之營業額皆未扣除其他營業稅，本期間其他營業稅為人民幣51百萬元（去年同期：人民幣47百萬元）。



# Operational and Financial Review

## 業務及財務回顧

### (a) Business Review by Geographical Segment

The Group's operations have been expanded worldwide, including mainland China and other regions in Asia, Africa, Europe and America, with mainland China being the primary market.

#### Mainland China Market

For the six months ended 30 June 2023, revenue from the mainland China market amounted to approximately RMB25,143 million, representing an increase of RMB8,986 million or 55.6% as compared to RMB16,157 million for the Same Period of Previous Year, mainly due to the fact that the new energy business continued to maintain a strong upward trend in the Current Period, which further increased the contribution to the revenue of the Group.

During the Current Period, the Group's smart household appliances business, smart systems technology business and new energy business each accounted for 36.5% (the Same Period of Previous Year: 45.5%), 12.2% (the Same Period of Previous Year: 23.3%) and 48.2% (the Same Period of Previous Year: 26.1%) of its revenue from the mainland China market, while the modern services business and other operations attributed the remaining 3.1% (the Same Period of Previous Year: 5.1%).

#### Overseas Markets

For the six months ended 30 June 2023, revenue from overseas markets amounted to RMB7,208 million, accounting for 22.3% of the Group's overall revenue and representing a decrease of RMB966 million or 11.8% from RMB8,174 million for the Same Period of Previous Year. Given the cumulative and lagged effects of interest rate hikes, the foreign economy was under pressure. Meanwhile, the high inflation pressure caused by the increasing Russo-Ukrainian conflict has caused a decline in consumer purchasing power and confidence index. The Group adjusted its marketing strategies in a timely manner, including multi-channel expansion and market expansion, continuous enhancement of product intelligence level, launching new products and designs that are more user-friendly and caring to mitigate the adverse impact of economic downturn on offline business.

### (a) 業務分析－按地區劃分

本集團的業務遍佈世界各地區，包括中國大陸及亞洲其他地區、非洲、歐美等。當中以中國大陸市場為主要業務市場。

#### 中國大陸市場

截至2023年6月30日止六個月，中國大陸市場的營業額約人民幣25,143百萬元，較去年同期人民幣16,157百萬元增長人民幣8,986百萬元或55.6%。主要是由於新能源業務於本期繼續維持強勁升勢，對本集團營收貢獻進一步增加。

本期內，在本集團的中國大陸市場營業額中，智能家電業務佔中國大陸市場營業額的36.5%（去年同期：45.5%）、智能系統技術業務佔中國大陸市場營業額的12.2%（去年同期：23.3%）、新能源業務佔48.2%（去年同期：26.1%）、現代服務業業務及其他佔餘下的3.1%（去年同期：5.1%）。

#### 海外市場

截至2023年6月30日止六個月，來自海外市場的營業額為人民幣7,208百萬元，佔本集團總營業額的22.3%，較去年同期的人民幣8,174百萬元下跌人民幣966百萬元或11.8%。加息的累積及滯後效應使國外經濟受壓，同時俄烏衝突加劇通脹壓力，導致消費者購買力和信心指數下降。本集團適時調整行銷策略，包括多渠道拓展和市場拓展、持續提升產品智能化水平、推出更人性化更貼心的新產品及新設計，以降低經濟不景氣對線下業務的負面影響。

# Operational and Financial Review

## 業務及財務回顧

### Geographical distribution of revenue in overseas markets

The Group's main overseas markets are Asia, Europe, America and Africa. The geographical distribution of the revenue in proportion for overseas markets is illustrated as follows:

		Six months ended 30 June 截至6月30日止六個月	
		2023 2023年 (%)	2022 2022年 (%)
Asia	亞洲	58	66
Europe	歐洲	17	10
America	美洲	14	12
Africa	非洲	10	11
Oceania	大洋洲	1	1
		100	100

For revenue analysis by business sectors concerning the mainland China market and overseas markets, please refer to the section headed "Business Review by Business Sectors".

### (b) Business Review by Business Sectors

In response to the needs of corporate development and the enhancement of management efficiency, the Group announced its four major business sectors following integration and optimisation including: 1. Smart Household Appliances Business, 2. Smart Systems Technology Business, 3. New Energy Business and 4. Modern Services Business, mainly for the merge of the original "Multimedia Business" and "Smart Appliances Business" segment into the "Smart Household Appliances Business" segment, enabling various business units in the smart household appliances industry to integrate resources and exert synergies.

#### 1. Smart Household Appliances Business

The Group's smart household appliances business primarily covers, among others, smart TV systems, smart white appliances, other smart appliances and provision of internet connection services of Coocaa System.

For the six months ended 30 June 2023, the Group's smart household appliances business recorded revenue of RMB14,164 million, representing an increase of RMB1,173 million or 9.0% as compared to RMB12,991 million recorded in the Same Period of Previous Year.

### 海外市場營業額的地區分佈

本集團的主要海外市場為亞洲、歐洲、美洲及非洲。海外市場營業額的地區分佈比率說明如下：

關於中國大陸市場及海外市場營業額按業務板塊作出分析，請參考「業務分析－按業務板塊劃分」部分。

### (b) 業務分析－按業務板塊劃分

因應企業發展要求及提升管理效率，本集團公佈了整合優化後的四大業務板塊包括：1.智能家電業務、2.智能系統技術業務、3.新能源業務及4.現代服務業務。主要是將原來之「多媒體業務」板塊及「智能電器業務」板塊合併為「智能家電業務」板塊，讓各智能家電產業公司間能整合資源，發揮協同效應。

#### 1. 智能家電業務

本集團智能家電業務主要包括智能電視系統、智能白家電產品、其他智能電器及酷開系統的互聯網連接服務等。

截至2023年6月30日止六個月，本集團智能家電業務的營業額錄得人民幣14,164百萬元；較去年同期的人民幣12,991百萬元增長人民幣1,173百萬元或9.0%。

# Operational and Financial Review

## 業務及財務回顧

### 1.1 Smart TV Systems Products (PRC Market)

For the six months ended 30 June 2023, the Group's smart TV systems products recorded revenue of RMB4,535 million in the mainland China market, representing an increase of RMB71 million or 1.6% as compared to RMB4,464 million recorded in the Same Period of Previous Year.

During the Current Period, the Group focused on the development of new products and technologies such as ultra-multi-zone AM mini LED display systems, multi-layer large-diameter speaker, ultra-large-sized wallpaper TV, and anti-blue light eyes protection product, so as to achieve the finest picture quality, extraordinary sound effects, rapid intelligent interaction and ultra-thin seamless wall craftsmanship. The Group integrated the concept of health technology into audiovisual products, providing consumers with immersive viewing experience while pioneering a new philosophy and set a new healthy aesthetics trend of household design for products.

With wide recognition of a previous generation of Wallpaper TV Q53 series from the market, the Group continued to expand the layout of product series of its flagship Wallpaper TV. During the Current Period, the Group launched a brand new Wallpaper TV Series A7D/A7D Pro combining technology and art, and featuring "ultra-thin flush wall mounting and dynamic artistic screen". This series has a specification of "ultra-thin flush wall mounting", suitable for diversified home decoration scenarios satisfying users' diverse needs for artistic home vibes and scenes. In addition, in terms of product development for the elderly, Skyworth continued to adhere to the concept of health technology to constantly launch new products that adapt to the times, and introduced the TV Series P60 Pro designed for the elderly with heart rate and blood oxygen monitoring and analysis functions, which received positive market feedback.

### 1.1 智能電視系統產品(中國市場)

截至2023年6月30日止六個月，本集團智能電視系統產品在中國大陸市場的營業額錄得人民幣4,535百萬元，較去年同期的人民幣4,464百萬元增長人民幣71百萬元或1.6%。

本集團在期內重點開發超多分區AM mini LED顯示系統、多層音圈大口徑音箱、超大尺寸壁紙和防藍光護眼等新產品新技術，實現極致畫質、非凡音效、急速智慧交互和超薄無縫貼牆工藝。本集團把健康科技概念融合到視聽產品當中，為消費者提供沉浸式觀影體驗的同時，還引領產品家居化設計新理念和健康美學新風潮。

在上一代壁紙電視Q53系列獲得市場廣泛認可後，本集團持續擴大旗艦壁紙電視的產品系列佈局。於本期內推出揉合科技與藝術的全新壁紙系列電視產品A7D/A7D Pro，主打「超薄無縫貼牆、百變藝術屏」，此系列具備超薄無縫貼牆機身，適配多元家裝場景，滿足用戶對藝術家居氛圍和生活場景多樣化的需求。此外，在適老化的產品開發上，創維繼續秉承健康科技理念，不斷推出適應時代發展的新產品，開發了專為長者設計、具備心率和血氧監測和分析功能的P60 Pro電視產品系列，獲得良好的市場反饋。



# Operational and Financial Review

## 業務及財務回顧

Furthermore, the Group released the industry's first chip-on-glass active matrix glass-based Mini LED professional design display product D80 during the Current Period. Based on its powerful hardware of 4K resolution and 144Hz fresh rate, also with the use of 3D LUT movie-level colour adjustment technology, this product features such as advanced precise light control, high brightness, high contrast, high colour domain and long life, enabling creators to edit and create professional images efficiently.

The Group will seize the opportunities arising from the economic recovery. Based on the concept of "products empowered by technology innovation", the Group will always uphold values of "comprehensive health, AI entertainment and ultimate aesthetics" in 2023. By focusing on user experience and solid product quality, the Group will present the concept of "health care, home entertainment and ultimate aesthetics" in an all-round way through new products and new technologies, so as to form a scientific strategic plan with competitive products.

### 1.2 Smart TV Systems Products (Overseas Markets)

For the six months ended 30 June 2023, the Group's smart TV systems products recorded revenue of RMB3,831 million in overseas markets, representing a decrease of RMB88 million or 2.2% as compared to RMB3,919 million recorded in the Same Period of Previous Year.

另外，本集團於期內發佈了行業首款主動式玻璃基高刷Mini LED專業設計顯示器產品D80，其強悍的硬件基礎擁有4K分辨率和144Hz刷新率，加上採用3D LUT電影級調色技術，產品具有千級精準控光、高亮度、高對比、高色域、壽命長等特點，助力創作者高效進行專業影像編輯和創作。

本集團將抓緊經濟復甦的機遇，在2023年立足「技術創新為產品賦能」，始終貫徹「全面健康、AI娛樂、極致美學」價值主線，圍繞使用者體驗和產品紮實品質，透過新產品和新技術將「健康關懷、家庭娛樂、極致美學」理念全方位呈現，形成具有科學性和產品極具競爭力的戰略規劃。

### 1.2 智能電視系統產品(海外市場)

截至2023年6月30日止六個月，本集團智能電視系統產品於海外市場的營業額為人民幣3,831百萬元，較去年同期的人民幣3,919百萬元減少人民幣88百萬元或2.2%。

# Operational and Financial Review

## 業務及財務回顧

As the global economy is still in the recovery period after the pandemic, hit by negative factors such as the ongoing Russia-Ukraine War and the unstable Sino-US relations, consumer purchasing power has not increased significantly, it still takes time for home appliance products with a relatively lagging replacement cycle, such as TV, to resume growth. The Group will continue to expand its channels and markets by the following ways: brand branches actively carry out global businesses to expand the number and types of channels; new stores were opened while old stores were revived, specifically, stores were renovated for more than five years, injecting vitality into brands; smart TV system Coolita has become even more stronger through highly effective online and offline promotional channels. In addition, the Group has achieved the first launch in Europe with Roku TV in the end of 2022. Moreover, with the German local brand METZ Blue and Roku Operation System (OS), the Group has created the most suitable minimalist operating system in Germany in 2023, further gaining the influence of Skyworth brand in overseas markets.

### 1.3 Smart Appliances Products

Smart appliances business is principally engaged in the research and development, production and sales of smart air conditioners, smart refrigerators, smart washing machines, smart kitchen appliances and tablet computers.

For the six months ended 30 June 2023, revenue recorded for smart appliance products in the mainland China market amounted to RMB2,825 million, representing an increase of RMB1,330 million or 89.0% as compared to RMB1,495 million recorded in the Same Period of Previous Year. Revenue in overseas markets amounted to RMB809 million, representing an increase of RMB200 million or 32.8% as compared to RMB609 million recorded in the Same Period of Previous Year. Such increase was mainly due to the considerable increase in demand for orders for air conditioners and washing machines, the sales of the Current Period increased significantly compared with the Same Period of the Previous Year.

由於環球經濟仍處於疫情後的疤痕修復期，疊加俄烏戰爭持續及中美關係反覆等負面因素衝擊，消費者購買力未有明顯上升，對於彩電這種替換周期較為滯後的家電產品仍需要時間才能恢復增長。本集團將繼續拓展渠道和市場，包括：透過品牌分公司積極開展全球圈地運動，拓展渠道數量及類型；新店入駐，老店復甦，對五年以上門店重裝煥新，啟動品牌活力；智能電視系統Coolita火力加倍，通過線上線下高效渠道推廣。此外，本集團於2022年底聯合Roku TV實現歐洲區域首發，於2023年更以德國本土品牌METZ Blue搭配Roku作業系統(OS)，打造最適合德國本土的極簡作業系統，進一步積累創維品牌於海外市場的影響力。

### 1.3 智能電器產品

智能電器業務主要從事智能空調、智能冰箱、智能洗衣機、智能廚電及平板電腦等研發、生產及銷售。

截至2023年6月30日止六個月，智能電器產品在中國大陸市場的營業額錄得人民幣2,825百萬元，較去年同期的人民幣1,495百萬元增長人民幣1,330百萬元或89.0%。海外市場的營業額為人民幣809百萬元，較去年同期的人民幣609百萬元增長人民幣200百萬元或32.8%。主要是空調產品跟洗衣機產品的訂單需求大增，本期銷售額較上年同期相比大幅增加。

# Operational and Financial Review

## 業務及財務回顧

During the Current Period, the Group continued to put more effort in the research and development of smart products and enhanced its product competitiveness to drive sales growth of the smart appliances business in the domestic market. Given that the Group strove to expand its online e-commerce business, as well as actively expanding its online sales platform customers, strengthening its channel operations and optimising its traditional offline distributor sales channels, the Group managed to record a stable growth in revenue even when the home appliances market was in difficult conditions.

### 1.4 Internet Connection Services of Coccaa System

Shenzhen Coccaa Network Technology Company Limited\* (深圳市酷開網絡科技股份有限公司) ("Coccaa Technology", an indirect non wholly-owned subsidiary of the Company) develop steadily in the internet value-added service market, based on the reliable and secure connection services, and mature and stable technology of the Coccaa system. It grasped the opportunities under the macro-environment of "Otaku economy" to promote the continuous growth of revenue from content based operations of home smart device services. For the six months ended 30 June 2023, the accumulated smart devices of Coccaa System in the PRC market were over 183 million. The Group's industrial deployment strategy of "hardware + content internet services" is well received by internet-based enterprises: Beijing iQIYI Science & Technology Co., Ltd.\* (北京愛奇藝科技有限公司), an affiliate of Tencent Holdings Limited and an affiliate of Baidu Holdings Limited\* (百度控股有限公司) have all successively invested in Coccaa Technology.

## 2. Smart Systems Technology Business

Smart systems technology business covers, among others, smart set-top boxes and solutions, broadband network access systems, intelligent manufacturing, automotive electronic systems and other electronic products.

For the six months ended 30 June 2023, revenue recorded for the Group's smart systems technology business in the mainland China market amounted to RMB3,056 million, representing a decrease of RMB706 million or 18.8% from RMB3,762 million recorded in the Same Period of Previous Year. Revenue recorded in overseas markets amounted to RMB2,065 million, representing a decrease of RMB383 million or 15.6% from RMB2,448 million recorded in the Same Period of Previous Year.

本集團於期內持續加大智能產品的研發力度和提升產品競爭力，促進智能電器業務於國內市場的銷售增長。由於本集團致力拓展線上電商業務，以及積極拓展線上銷售平台客戶、加強渠道運營及優化傳統線下經銷商銷售渠道，即使在家電市場經歷困難市況之時，仍能錄得穩定的營業額增長。

### 1.4 酷開系統的互聯網連接服務

深圳市酷開網絡科技股份有限公司(「酷開科技」，本公司的間接非全資附屬公司)憑藉酷開系統可靠安全的連接服務及成熟穩定的技術於互聯網增值服務市場穩步發展。於「宅經濟」大環境下把握機會，促使客廳內容服務家庭智能終端機服務收入持續增長。截至2023年6月30日止六個月，酷開系統在中國市場累計覆蓋智能終端逾1.83億台。本集團「硬件+內容互聯網服務」的產業佈局得到互聯網企業的青睞，酷開科技先後獲得了北京愛奇藝科技有限公司、騰訊控股有限公司的關聯公司及百度控股有限公司的關聯公司投資。

## 2. 智能系統技術業務

智能系統技術業務包括智能機頂盒及解決方案、寬帶網絡接入系統、智能製造、汽車電子系統及其他電子產品等。

截至2023年6月30日止六個月，智能系統技術業務在中國大陸市場的營業額錄得人民幣3,056百萬元，較去年同期的人民幣3,762百萬元減少人民幣706百萬元或18.8%。海外市場的營業額為人民幣2,065百萬元，較去年同期的人民幣2,448百萬元減少人民幣383百萬元或15.6%。



# Operational and Financial Review

## 業務及財務回顧

Affected by the generally insufficient domestic and foreign consumer demand, the overall revenue experienced a year-on-year decrease during the Current Period. However, the broadband network access system revenue increased year-on-year. On one hand, the number and share of domestic bidding orders for smart set-top boxes and solutions increased. On the other hand, mainly affected by the insufficient overseas consumer demand caused by the inflation in Europe and the United States, and the Federal Reserve's interest rate hike cycle led to insufficient demand for overseas consumption, order demand and unit selling price, yet overseas gross profit margins are increasing year-on-year. The Group remains the major supplier of the three major telecommunication operators in the domestic market of smart set-top boxes. The Group is also a stable and leading supplier of broadband network connectivity products to the top three telecommunication operators in the domestic market and achieved a strong growth in overseas broadband network connection product market. During the Period, the Group's main products, set-top boxes and network connectivity devices, leveraged their market share advantages and won a number of tender projects from the three major domestic telecommunications operators.

In order to cope with the challenges such as the economic downturn in the macro environment and the weak consumer market, the Group actively explored new markets, new customers and improved product structure to seize market opportunities and increase market share while actively responding to the challenges of the external environment. The Group will actively explore key customers in emerging overseas markets such as Europe, Australia and Latin America. The Group will continue to invest resources in the research and development of virtual reality technologies such as VR/MR, so as to capture new markets locally and overseas by applying Pancake optical technology in light all-in-one VR/MR device series, thus continue to increase market share.

### 3. New Energy Business

For the six months ended 30 June 2023, the Group recorded a revenue of RMB12,134 million from the new energy business, representing a significant increase of RMB7,924 million or 188.2% as compared with RMB4,210 million recorded in the Same Period of Previous Year. During the Current Period, more than 130,000 new residential photovoltaic power stations were put into operation and connected to the power grid, with accumulate more than 339,000 residential photovoltaic power stations have been built and under grid-connected operation, showing the high-quality development of new energy business by seizing opportunities and riding on the momentum.

於本期，受國內外消費需求普遍不足的影響，導致整體營收較去年同期下跌，但寬帶網絡接入系統營收同比實現增長。智能機頂盒及解決方案國內中標訂單數量及份額提升，海外主要受歐美通漲、美聯儲加息周期等導致的海外消費需求不足的影響，使訂單需求及銷售單價面對大環境壓力，但海外毛利率同比在提升。本集團在智能機頂盒國內市場上仍然是國內三大通信營運商之主要供應商；在寬帶網絡連接產品市場上於海外市場增長強勁，於國內三大通信營運商的供應商中亦是穩定靠前。於本期，主營產品機頂盒、網絡連接設備發揮其市場佔有率優勢，獲取國內三大通信營運商多個招標項目。

為了應對大環境經濟不景及消費市場疲軟等挑戰，本集團積極拓展新市場、新客戶及改善產品結構，於抓住市場機會與提升市場份額的同時，積極應對外部環境的挑戰。積極爭取海外市場如歐洲、澳洲、拉丁美洲等新興市場的重點客戶；繼續投入資源研發VR/MR等虛擬現實技術，以應用Pancake光學技術之輕薄VR/MR一體機系列攻佔海內外新市場，持續提升產業市場份額及市場佔有率。

### 3. 新能源業務

截至2023年6月30日止六個月，本集團新能源業務收入錄得人民幣12,134百萬元，較去年同期的人民幣4,210百萬元大幅增長人民幣7,924百萬元或188.2%。於本期，新增運營且並網發電的戶用光伏電站超過13萬戶，累計建成並網運營的戶用光伏電站超過33.9萬座，展現了新能源業務搶抓機遇、乘勢而上的高質量發展。

# Operational and Financial Review

## 業務及財務回顧

The Chinese government's policy direction on environmental protection and new energy is clear. Under the dual benefits of the Double Carbon goals and the "County-wide promotion" policy, the scale of photovoltaic industry in the PRC continues to expand. Since the fourth quarter of 2022, the prices of major raw materials such as silicon materials and silicon wafers have begun to fall due to sufficient production capacity, which is conducive to the rapid growth of the residential distributed photovoltaic market. According to the National Energy Administration, newly installed photovoltaic capacity in the PRC in the first half of 2023 was approximately 78.42 GW, representing a year-on-year increase of approximately 154%, of which the newly installed distributed photovoltaic capacity was approximately 40.96 GW, representing a year-on-year increase of approximately 108%. With the brand advantage of having been deeply engaged in the home appliances business for more than 30 years, the Group has successfully entered into the new energy field with immense market potential and sustainable development. The Group also follows the general trend of the integrated development of modern energy, smart manufacturing and digital technology, and takes residential photovoltaic as the starting point to offer a complete solution for a series of aspects such as power station development, design, construction, operation, management and consulting services, so as to achieve a service system of efficient service and quality control. In addition to building a development, construction, operation and management platform for full-process asset of distributed photovoltaic power stations, the Group upgraded its products according to market orientation and user needs. During the Current Period, the high-quality residential building integrated photovoltaic (BIPV) power station product specially developed by the Group, "Xiao Yang Lou" (小陽樓), which combines photovoltaic panels with roof buildings and is applicable for house types such as self-built villas and cast-in-situ flat roofs, as if building an extra level for houses for free. In order to maintain the quality above industry standards, the Group focused on technological innovation and research and development, and the self-developed "Photovoltaic Power Station Automation Design System" continued to customise and design products with higher degree of accuracy and safety based on users' roof structure. The Group's self-developed smart operation and maintenance system also effectively integrates photovoltaic information with advanced internet technology and digital information technology, which fully realised the real-time digital management of home photovoltaic power stations.

中國政府對環保和新能源的政策導向明確，在雙碳目標和「整縣推進」政策的雙重利好下，中國光伏產業規模持續擴大。自2022年第四季度以來，主要原材料如矽料、矽片因產能充足使其價格開始回落，有利戶用分佈式光伏市場保持快速增長。國家能源局資料顯示，2023年上半年中國光伏新增裝機量約7,842萬千瓦時，同比增長約154%；其中，分佈式光伏新增裝機量約4,096萬千瓦時，同比增長約108%。本集團憑著深耕家電業務30多年的品牌優勢，成功進入具有巨大市場潛力及可持續發展之新能源領域。本集團亦順應現代能源、智能製造和數字科技融合發展的大趨勢，以戶用光伏為開端，為電站開發、設計、建設、運營、管理、諮詢服務等一系列環節提供完整解決方案，實現高效服務與質量把控的服務體系。除了搭建分佈式光伏電站全流程資產開發建設運營管理平台，本集團根據市場導向及針對用戶需求，先後對產品進行升級。本期內，主打產品「小陽樓」是本集團特別研發的高品質戶用光伏建築一體化(BIPV)電站產品，將光伏板與屋頂建築巧妙結合，適用於自建別墅和現澆平屋頂等房型，相當於為房屋免費加蓋了一層樓。為了維持高於行業標準的品質，本集團重點投入技術創新研發，自主開發的「光伏電站自動化設計系統」持續針對用戶屋頂結構定制設計出精準度更高，安全性更強的產品。本集團自主研發的智能運維系統亦有效將光伏信息融合互聯網先進技術與數字信息技術，全面實現戶用光伏電站的實時數字化管理。

# Operational and Financial Review

## 業務及財務回顧

Skyworth Photovoltaics is committed to the layout of comprehensive new energy development, and actively develops into a one-stop solution provider from finance, installation to after-sales. As a pioneer in the industry, it has established an innovative business model of "Photovoltaics + Inclusive development + Digital technology" and created a satisfying photovoltaics products and brands for customers. In order to seize the opportunities arising from the booming market development, the Group will leverage on its own strength of product technology, continue to develop the residential photovoltaic business, and gradually develop businesses such as industrial and commercial photovoltaics and integrated smart energy management on the consumption side. The Group will continue to promote diversified green and low-carbon development, broaden the application scenarios of the new energy business, and promote high-quality economic development while ecology remaining a top priority, so as to become a pioneer of sustainable development in the industry and continue to create value for the society.

#### 4. Modern Services Business and Others

Modern services business covers, among others, maintenance and repair for home appliances, macro-logistics services, international trades, construction development, financial lease and property operation for industrial parks.

For the six months ended 30 June 2023, revenue recorded for modern services business and other businesses in the mainland China market amounted to RMB788 million, representing a decrease of RMB36 million or 4.4% as compared to RMB824 million recorded in the Same Period of Previous Year. Revenue in overseas markets during the Current Period amounted to RMB144 million, representing an increase of RMB48 million or 50.0% from RMB96 million recorded in the Same Period of Previous Year.

創維光伏致力於佈局綜合新能源發展，積極發展為從金融、安裝到售後的一站式解決方案提供商，確立「光伏+普惠+數字科技」的創新商業模式，開創行業先河，打造出讓客戶滿意的光伏產品及品牌。為迎接蓬勃的市場發展機遇，本集團將發揮自身的產品技術實力，持續深耕戶用光伏業務，並且逐步開拓工商業光伏、用電側綜合智慧能源管理等業務。本集團將繼續推動多元化綠色低碳發展，拓寬新能源業務的應用場景，並在堅持生態優先中推動經濟高質量發展，成為行業可持續發展先行者，為社會持續創造價值。

#### 4. 現代服務業業務及其他

現代服務業業務包括家電保養維修、大物流服務業、對外貿易、建設發展、融資租賃、園區物業經營等業務。

截至2023年6月30日止六個月，現代服務業業務及其他業務在中國大陸市場的營業額錄得人民幣788百萬元，較去年同期的人民幣824百萬元減少人民幣36百萬元或4.4%。本期於海外市場的營業額為人民幣144百萬元，較去年同期的人民幣96百萬元增加人民幣48百萬元或50.0%。



# Operational and Financial Review

## 業務及財務回顧

During the Current Period, the modern services business continued to focus on supply chain management and promote strategic cooperation with major suppliers to provide diversified services to customers. Under this philosophy, the professional teams of various segment under modern services business, including financial services, marco-logistics services, supply chain operation, foreign trades, park-based property management, park construction and development, have made significant contributions to the Group's external business and the supply chain and operation ecology among various business units within the Group. Among them, the home appliance maintenance and repair business bought good after-sales service experience to consumers, and also provided feedback and improvement suggestions from users on the Group's products to various business units. In addition to offering high-quality services and integrating resources in warehouses in various domestic regions, the logistics company also provide support to the rapid growth of the new energy business through its comprehensive supply chain logistics, factory logistics, sales and after-sales logistics.

In terms of capital operation, the Group continued to focus on the financial business platform with the finance company as the main body, supplemented by venture capital funds and small loans, and expanded the financing channels of the Group by leveraging on the advantages of the "integrated foreign and domestic currency capital pools for multinational companies (跨國公司本外幣一體化資金池)" approved by the State Administration of Foreign Exchange. The venture capital business managed the investment portfolio held by the Group and continued to seek high-quality investment opportunities in projects from upstream and downstream or emerging industries such as semiconductors, new materials, new equipment, supply chain transactions and service platforms.

By creating innovation spaces in the science and technology parks, seizing construction opportunities of industrial bases, integrating Skyworth's smart human habitat in property management, including green buildings, smart control systems and devices, as well as offering a variety of content services, the Group managed to address the problem of insufficient room for revenue growth in traditional property management business.

The Group will fully explore the core business advantages, continue to innovate the development model, actively implement organisational optimisation, accelerate the integration and development of new businesses, to create favourable conditions and environment for the future reform and development of the Skyworth Group, as well as to provide supports and empower synergies for the Group's businesses including scientific research, investment, production, procurement and construction.

於本期間，現代服務業業務繼續專注於供應鏈管理，推進與主要供應商的戰略合作以提供多元化服務予客戶。在這個理念下，各項現代服務業產業，包括金融服務業、大物流服務業、供應鏈業務、對外貿易、園區物業經營、園區建設開發等專業化隊伍為本集團的對外業務及本集團內各產業之間的供應鏈及營運生態帶來舉足輕重的貢獻。其中，家電保養維修業務為消費者帶來良好的售後服務體驗，亦為各產業提供用家對本集團產品的回饋及改善建議。物流公司除了於國內各地區之倉庫提供優質服務及整合資源，其全方位的供應鏈物流、工廠物流、銷售和售後物流亦為新能源業務之高速增長提供支援。

在資本運作上，本集團繼續以財務公司為主體，以創投基金、小額貸款為輔助的金融業務平台，並運用受國家外匯管理局批准的「跨國公司本外幣一體化資金池」優勢去拓寬集團融資渠道。創投產業負責管理本集團持有之投資組合，以及繼續尋求優質投資機會如半導體、新材料、新裝備及供應鏈交易和服務平台等上下游或行內新興產業項目。

本集團在各科技園區內積極打造共享辦公創新空間，利用產業基地的建設機會，融入創維智能人居到物業經營環境，包括綠色建築、智能控制系統與終端，並提供豐富多彩的內容服務去克服傳統物業經營營收增長空間不足的問題。

本集團將充分發掘核心業務優勢，不斷創新發展模式，積極實行組織架構優化，加快整合拓展新業務，為創維集團的未來改革發展創造良好的條件和環境，並且為本集團的科研、投資、生產、採購、建設等工作提供保障及發揮協同作用。

# Operational and Financial Review

## 業務及財務回顧

### Gross Profit Margin

For the six months ended 30 June 2023, the overall gross profit margin of the Group was 13.0%, representing a decrease of 3.0 percentage points in comparison to 16.0% recorded in the Same Period of Previous Year.

In the first half of 2023, the impact of the pandemic gradually weakened and the pressure on the global supply chain alleviated. However, with the expected recovery in consumption, the rising demand for inventories from various electronics industries has driven up the cost of raw materials. During the Current Period, given the decrease in the overall shipment volume of upstream suppliers and the increase in demand for large-sized screens in the TV market, the price of TV panels continued its upward trend from the end of 2022 to the end of the Current Period, and rising costs exerted pressure on the gross profit margin. In addition, as the new energy business is in a period of rapid growth, its gross profit margin is lower than that of other business segments of the Group. Its significant year-on-year growth in sales also led to a slight decrease in the overall gross profit margin of the Group. The Group will continue to promote the refined management of operations, adopt various comprehensive measures to improve the gross profit margin of products, reduce the operating costs of enterprises, and ensure the sound operation of its enterprises.

### Expenses

For the six months ended 30 June 2023, the Group's selling and distribution expenses amounted to RMB1,816 million, representing an increase of RMB212 million or 13.2% as compared to RMB1,604 million for the Same Period of Previous Year. The selling and distribution expenses to revenue ratio for the six months ended 30 June 2023 was 5.6%, which decreased by 1.0 percentage points from 6.6% recorded in the Same Period of Previous Year.

For the six months ended 30 June 2023, the Group's general and administrative expenses amounted to RMB857 million, representing an increase of RMB161 million or 23.1% compared with RMB696 million for the Same Period of Previous Year. The general and administrative expenses to revenue ratio for the six months ended 30 June 2023 was 2.7%, which decreased by 0.2 percentage points from 2.9% recorded in the Same Period of Previous Year.

The Group continued to devote resources during the Current Period to the research and development of premium smart products, to improve its corporate competitiveness and product advantages, the Group's investment in research and development during the Current Period approximated that of the Same Period of Previous Year. For the six months ended 30 June 2023, the Group's research and development expenses amounted to RMB1,010 million, representing an increase of RMB9 million or 0.9% as compared to RMB1,001 million for the Same Period of Previous Year. The research and development expenses to revenue ratio for the six months ended 30 June 2023 was 3.1%, which dropped by 1.0 percentage points from 4.1% recorded in the Same Period of Previous Year.

### 毛利率

截至2023年6月30日止六個月，本集團之整體毛利率為13.0%，較去年同期的16.0%下降3.0個百分點。

2023年上半年，疫情影響逐步減弱，環球供應鏈壓力有所緩和。然而，在期望消費報復性反彈的情況下，各電子產業對存貨的需求上升推高了原材料成本。本期間，因上游供應商整體出貨量下降及彩電市場對大尺寸屏幕需求上升，電視面板價格由2022年末起延續上漲趨勢至本期末，成本上升為毛利空間帶來壓力。另外，由於新能源業務正處於高速增長期，其毛利率較本集團其他業務板塊為低，其銷售同比大幅增長的同時亦使本集團整體毛利率稍為下跌。本集團會持續推進對經營的精細化管理，採取多種綜合手段提升產品的毛利率，減低企業經營成本，保障企業健康運作。

### 費用

截至2023年6月30日止六個月，本集團之銷售及分銷費用為人民幣1,816百萬元，較去年同期的人民幣1,604百萬元增加人民幣212百萬元或13.2%。截至2023年6月30日止六個月之銷售及分銷費用與營業額比率為5.6%，較去年同期的6.6%下降1.0個百分點。

截至2023年6月30日止六個月，本集團之一般及行政費用為人民幣857百萬元，較去年同期的人民幣696百萬元上升人民幣161百萬元或23.1%。截至2023年6月30日止六個月之一般及行政費用與營業額比率為2.7%，較去年同期的2.9%下降了0.2個百分點。

本集團於本期間繼續投入資金於研發不同的高智能優質產品，以提高企業競爭力及產品優勢。本集團於本期間投入於研發的資金與去年同期相約。截至2023年6月30日止六個月，本集團之研發費用為人民幣1,010百萬元，較去年同期的人民幣1,001百萬元增加人民幣9百萬元或0.9%。截至2023年6月30日止六個月之研發費用與營業額比率為3.1%，較去年同期的4.1%下降1.0個百分點。

# Operational and Financial Review

## 業務及財務回顧

### LIQUIDITY, FINANCIAL RESOURCES AND CASH FLOW MANAGEMENT

The Group adopts a prudent financial policy to maintain stable financial conditions. As at 30 June 2023, net current assets amounted to RMB11,319 million, representing an increase of RMB420 million or 3.9% as compared to RMB10,899 million as at 31 December 2022. As at 30 June 2023, bank balances and cash amounted to RMB10,412 million, representing an increase of RMB1,358 million or 15.0% as compared to RMB9,054 million as at 31 December 2022. As at 30 June 2023, pledged and restricted bank deposits amounted to RMB2,992 million, representing a decrease of RMB361 million or 10.8% as compared to RMB3,353 million as at 31 December 2022.

The Group secured certain assets against its certain trade facilities and loans granted from various banks. As at 30 June 2023, such secured and restricted assets included bank deposits of RMB2,992 million (as at 31 December 2022: RMB3,353 million), investment properties of RMB1,102 million (as at 31 December 2022: RMB1,135 million), stock of properties of RMB373 million (as at 31 December 2022: RMB328 million) as well as certain prepaid lease payments on land use rights, lands and properties in mainland China and Hong Kong, with an aggregate net book value of RMB4,561 million (as at 31 December 2022: RMB3,129 million). As at 31 December 2022, secured and restricted trade receivables and bills receivables amounted to RMB3 million and RMB58 million respectively.

As at 30 June 2023, total bank loans and overall interest-bearing liabilities of the Group amounted to RMB17,306 million (as at 31 December 2022: RMB15,257 million), equity attributable to owners of the Company amounted to RMB17,865 million (as at 31 December 2022: RMB17,867 million). The debt to owners equity ratio revealed as 78.5% (as at 31 December 2022: 69.7%).

### 流動資金、財務資源及現金流量管理

本集團一向秉承審慎的財務政策以及維持穩健的財務狀況，於2023年6月30日的淨流動資產為人民幣11,319百萬元，較2022年12月31日的人民幣10,899百萬元增加人民幣420百萬元或3.9%。於2023年6月30日的銀行結餘及現金為人民幣10,412百萬元，較2022年12月31日的人民幣9,054百萬元增加人民幣1,358百萬元或15.0%。於2023年6月30日的已抵押及受限銀行存款合共為人民幣2,992百萬元，較2022年12月31日的人民幣3,353百萬元減少人民幣361百萬元或10.8%。

本集團以若干資產擔保由不同銀行提供的貿易融資額及貸款。於2023年6月30日，這些已抵押或受限的資產包括銀行存款人民幣2,992百萬元（於2022年12月31日：人民幣3,353百萬元）、投資物業人民幣1,102百萬元（於2022年12月31日：人民幣1,135百萬元）、物業存貨人民幣373百萬元（於2022年12月31日：人民幣328百萬元）以及本集團於中國大陸和香港境內的若干土地使用權預付租賃款項、土地及物業，賬面淨值合共人民幣4,561百萬元（於2022年12月31日：人民幣3,129百萬元）。於2022年12月31日，已抵押及受限的應收貿易款及應收票據分別為人民幣3百萬元及人民幣58百萬元。

於2023年6月30日，本集團的銀行貸款及整體有息負債總額為人民幣17,306百萬元（於2022年12月31日：人民幣15,257百萬元），本公司股權持有人應佔之權益為人民幣17,865百萬元（於2022年12月31日：人民幣17,867百萬元）。負債與股東權益比率為78.5%（於2022年12月31日：69.7%）。



# Operational and Financial Review

## 業務及財務回顧

### TREASURY POLICY

The Group's major investments and revenue streams are derived from mainland China. The Group's assets and liabilities are mainly denominated in RMB, others are denominated in Hong Kong dollars, US dollars and Euros. The Group uses general trade financing to fulfil the needs in operating cash flow. In order to reduce finance costs, the Group exploits the currency-based and income-based financial management tools introduced by banks to offset such costs. Since the U.S. Federal Reserve raised interest rates, the trend of exchange rates of various foreign currencies, especially the U.S. dollar, are still fluctuated and unpredictable. During the Current Period, the management of the Group continued to focus on changes in foreign exchange rates and onshore and offshore interest rate, in order to determine the need for foreign exchange hedging. For the six months ended 30 June 2023, the Group recorded a net exchange gain generated from general operations of RMB147 million (six months ended 30 June 2022: loss of RMB34 million).

In addition, the Group still held the following investments during the Current Period:

#### (a) Unlisted equity securities

As at 30 June 2023, the Group held investments in 62 unlisted companies. The total value (at fair value) of these investments (reflecting the changes in fair value and costs) was RMB3,425 million, of which RMB1,243 million represented 10% equity interest held by the Group in a PRC investee company. This investee company is principally engaged in manufacture and sale of flat screen displays, display materials, LCD-related products and other electronic accessories.

### 財資政策

本集團大部份的投資及收入均來源於中國大陸。本集團的主要資產及負債均以人民幣結算，其餘則以港元、美元和歐元結算。本集團通過一般貿易融資方式，以支援運營現金需要。為了降低融資成本，本集團運用銀行推出的貨幣理財政策及收益型理財工具，以平衡這方面的成本開支。由於自美聯儲加息後，各種外幣兌匯匯率尤其是美匯走勢仍然反覆及難以預測，本集團管理層持續於本期重點關注外幣匯率及境內外利息變化，以釐定外匯對沖的需要。截至2023年6月30日止六個月一般營運兌換所產生的淨匯兌收益為人民幣147百萬元（截至2022年6月30日止六個月：損失人民幣34百萬元）。

除此之外，本集團於本期內仍持有以下的各項投資：

#### (a) 非上市股權證券

截至2023年6月30日，本集團持有62家未上市公司之投資。該投資的總價值（按公允價值計算）為人民幣3,425百萬元（已反映公允價值與成本變動額），其中人民幣1,243百萬元為本集團持有中國一間被投資公司10%的股權。該被投資公司的主要業務活動是製造和銷售平板顯示器、顯示材料、LCD相關產品及其他電子配件。

# Operational and Financial Review

## 業務及財務回顧

### (b) Listed equity securities

As of 30 June 2023, the Group held investments in nine (as at 31 December 2022: eight) listed equity securities, details of which are as follows:

### (b) 上市股權證券

截至2023年6月30日，本集團持有九項（於2022年12月31日：八項）上市股權證券投資，詳情如下：

Listed company 上市公司	Shareholding percentage as of 30 June 2023 截至2023年6月30日的股權比例	Value of investment as of 30 June 2023 截至2023年6月30日之投資價值 (RMB million) (人民幣百萬元)	Value of investment as of 31 December 2022 截至2022年12月31日之投資價值 (RMB million) (人民幣百萬元)	Exchange on which the securities are listed 證券上市之交易所	Principal business of the listed company 上市公司主營業務
Bank of Gansu Co., Ltd. 甘肅銀行股份有限公司	0.66%	73.8	93.8	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司	Financial services 金融服務
Amlogic (Shanghai) Co., Ltd. 晶晨半導體(上海)股份有限公司	0.08%	28.1	23.5	Shanghai Stock Exchange 上海證券交易所	Research, design, development and manufacture of chips 研究、設計、開發和製作晶片
Linklogis Inc. 聯易融科技集團	0.36%	21.4	30.4	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司	Provide supply chain fintech solutions services 提供供應鏈金融科技解決方案服務
Anhui Coreach Technology Co., Ltd. 安徽芯瑞達科技股份有限公司	1.21%	55.0	38.4	Shenzhen Stock Exchange 深圳證券交易所	Research and development, design, production and sales of optoelectronic systems and technical services 研發、設計、生產、銷售光電系統及技術服務
Puya Semiconductor (Shanghai) Co., Ltd. 普冉半導體(上海)有限公司	1.81%	145.8	228.1	Shanghai Stock Exchange 上海證券交易所	Research, design, development and manufacture of chips 研究、設計、開發和製作晶片
Guizhou Zhenhua E-chem Inc. 貴州振華新材料股份有限公司	0.33%	44.3	64.7	Shanghai Stock Exchange 上海證券交易所	Research and development, design, production and sales of lithium-ion battery cathode materials 研發、設計、生產、銷售鋰離子電池正極材料
Shanghai Anlogic Infotech Co., Ltd. 上海安路信息科技有限公司	1.86%	412.6	561.0	Shanghai Stock Exchange 上海證券交易所	Research, design, development and manufacture of chips 研究、設計、開發和製作晶片
Semiconductor Manufacturing Electronics (ShaoXing) Corporation 紹興中芯集成電路製造股份有限公司	0.11%	40.8	-	Shanghai Stock Exchange 上海證券交易所	Research, design, development and manufacture of chips 研究、設計、開發和製作晶片
Huitongda Network Co., Ltd. 匯通達網絡股份有限公司	1.61%	264.2	326.8	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司	Provide a one-stop supply chain trading and service platform 提供一站式供應鏈交易和服務平台

# Operational and Financial Review

## 業務及財務回顧

To utilise advantages of products from the smart systems technology business and innovative content services, Skyworth Group opted to invest in business partners in relation to building a smart-home platform, aiming to create a new ecosystem for its smart human habitat business.

The Group maintains a stable portfolio of listed equity investments. These listed equity securities are mainly for medium to long-term investment and are concentrated in emerging industries such as semiconductors, new materials, new equipment and supply chain transactions and service platforms that are similar to those of the Group or are in the upstream or downstream industries. Therefore, the Group is able to make reasonable judgments on their performance and compare them with the industry. These high-tech industries are important business sectors advocated by the PRC government, though returns on these investments may still be subject to market uncertainty. The management will take a prudent approach to regularly review these equity investments and implement necessary measures to respond to market changes.

### SIGNIFICANT INVESTMENTS AND ACQUISITIONS

During the Current Period, in order to cope with the increased production scale and improved output ratio of smart products, the Group invested a total of RMB735 million in buildings and construction projects, including the expansion of its production plants in Ningbo, Wuhan, Shenzhen, Guangzhou, Qianhai and Huizhou, and RMB212 million for acquisition of other property, plant and equipment. The Group plans to further invest in building properties, plants, office premises and purchasing new equipment, with a view to further increasing productivity, improving operation efficiency for its products, as well as catering for future business needs in the development of smart, diversified and internationalised strategy.

### CONTINGENT LIABILITIES

There are individual patent disputes which arise in the ordinary course of business of the Group. The Group is in the course of processing these matters. The directors are of the view that these patent disputes will not have a material adverse impact on the condensed consolidated financial statements of the Group.

為了充分發揮本集團智能系統技術產品與創新內容服務的優勢，創維集團精心佈局於投資智能家居平台相關的優質合作夥伴，建設智能人居產業新生態。

本集團保持穩定之上市股權投資組合。該等上市股權證券主要為中長期投資及集中於半導體、新材料、新裝備及供應鏈交易和服務平台等行內新興產業，其業務與本集團的業務相似或是為產業上下游關係，因此本集團能對其業績作出合理判斷及與該等行業作出比較。這些高新行業屬於中國政府扶持的重要商業板塊，但這些投資的回報仍然可能受到市場不確定性影響。管理層將採取謹慎的態度定期檢視該等股權投資，並實施必要措施應對市場變化。

### 重大投資及收購

於本報告期間，為了配合生產規模擴大及提高智能產品的產出比例，本集團於寧波、武漢、深圳、廣州、前海及惠州擴建廠房等主要樓宇及工程項目合共耗資人民幣735百萬元，並投資人民幣212百萬元添置其他物業、廠房及設備。而為了進一步提升產能及產品運轉效率和配合智能化、多元化及國際化的發展，本集團計劃繼續投放資金用作物業、廠房及辦公室建設及添置新設備。

### 或然負債

因本集團之經營運作中出現一些個別專利糾紛，本集團正在處理這些事宜。董事認為該等專利糾紛不會對本集團之簡明綜合財務報表構成重大不利影響。



# Operational and Financial Review

## 業務及財務回顧

### HUMAN RESOURCES CAPITAL

As at 30 June 2023, the Group had around 29,700 employees (as at 31 December 2022: 31,400) in the PRC (Hong Kong and Macau inclusive) and overseas, among which more than 90% of Skyworth employees are located in business and production locations in various provinces and cities in China, and the rest are stationed in the Hong Kong head office or overseas branches, including Southeast Asian countries, such as the Philippines, Indonesia, Thailand, Vietnam, Malaysia, as well as European and American markets such as Germany, the Netherlands, France, Italy, the United Kingdom and the United States. The Group places high emphasis on fundamental employee benefits, appraisal systems, long-term and short-term incentive schemes, in an effort to motivate and recognise staff with outstanding contributions and performance. The Group allocates substantial resources for staff development, focusing on pre-employment and on-the-job trainings, providing periodical updates on the latest industrial trends, policies and guidelines to improve the quality of human capital. Meanwhile, the Group continues to strengthen the infrastructure of human resources, provides guidance on position titles, salary norms, and gradually establishes a long-term centralised mechanism for the selection, training and development of industry leaders. It also sets up a specified department to enhance the professionalism of general staff and the leadership skills of its senior management.

The Group's remuneration policy is determined with reference to individual performance, functions and conditions of human resources market.

### OUTLOOK

Looking forward to the second half of 2023, despite the fact that the COVID-19 uncertainties no longer lingered, challenges such as geopolitical risks, weak global consumer market, fierce price war in the industry and product competition remains. Nonetheless, driven by the huge demand for intelligent manufacturing, digital economy and green environmental protection industries in China's economic and social development and the strong support policies of the Chinese government, the Group will continue to develop products with the technological development concept of "5G + AI + Device", promote the research and development and application of new technologies, new materials and new processes, and enhance product competitiveness, corporate innovation and research and development capabilities. With the research and development of products such as 5G home access system and control system and new generation of smart appliances, it will consolidate its advantages as a smart home system developer and operator.

### 人力資源

於2023年6月30日，本集團於中國（包括香港及澳門）及海外的僱員約29,700名（2022年12月31日：31,400名），其中超過90%的創維員工遍佈在中國各省市的營商及生產地點，餘下的則駐守於香港總辦事處或海外分支機構，包括菲律賓、印尼、泰國、越南、馬來西亞等東南亞國家，以及德國、荷蘭、法國、意大利、英國及美國等歐美市場。本集團關注基本僱員福利，並實行考核制度、訂立各項長期及短期的獎勵計劃，以表揚優秀和激勵具業務貢獻的員工。另外，本集團致力投放大量資源於僱員培訓，著重員工職前及在職培訓，並定期向全體員工及時傳達最新行業動向、政策和指引，以提升團隊質素。同時，持續加強本集團人力資源的基礎性建設，指導各產業公司職稱、薪酬規範，及逐步建立集中選拔、培養、培訓產業領袖的長效機制及設立專業部門以提升員工的專業水平及中高層人才領導力。

本集團的薪酬政策是參照個人表現、職能及人力資源市場情況而釐訂。

### 前瞻

展望2023年下半年，縱使新冠病毒陰霾已散去，但地緣政治風險、環球消費市場疲弱、行業內激烈的價格戰及產品競爭等挑戰仍然存在。儘管如此，在中國經濟社會發展對智能制造、數字經濟及綠色環保行業的巨大需求和中國政府扶持政策的大力推動下，本集團將繼續以「5G+AI+終端」的技術發展思路開發產品，推動新技術、新材料、新工藝的研發應用，提升產品競爭力、企業創新力及研發實力。憑藉5G家庭接入系統及控制系統、新一代智能電器等產品的研發，鞏固其作為智能家居系統開發者及營運者的優勢。

# Operational and Financial Review

## 業務及財務回顧

We believe that reducing inefficiency and optimising resource allocation, and focusing on the development of new generation products with high gross profit margin and high output value enable the Group to maintain its market leadership and seize more market share of new smart home appliances. On the other hand, the Group will continue to firmly grasp the opportunities arising from the digitisation, smartisation and low-carbonisation of the global economy. Leveraging on its leading position in the smart home appliances industry and digital technology industry in the PRC, the Group has collaborated with hardware and software to meet the needs of multiple scenarios. Based on the three major elements of “connectivity, intelligence and ecology”, the Group will facilitate the construction of green buildings which are “healthy, safe, convenient, comfortable and energy-saving”, develop and promote smart system control centre (system) products, and expand a full range of smart home content services. With “Green building + Smart systems + Content services” as the core, we can achieve the one-stop smart control for home, office and vehicle, providing users with borderless and interactive sharing experience.

“Green and low-carbon” has become a matter of concern at the 2023 NPC & CPPCC Annual Sessions; the path to optimise and adjust the energy structure and accelerate the cohesion of broad social consensus to promote the transformation of the energy structure is increasingly clear. With the deep understanding of the concept of green and low-carbon by general public, the trend of green consumption upgrading of residents has become more prominent, and the replacement of high-carbon industries by low-carbon industries has become an irresistible trend in the era. As a photovoltaic enterprise that actively responds to the Double Carbon goal, Skyworth's new energy business will continue to adhere to technological innovation and long-term sustainability. The Group will continue to build a strong brand image with flexible product solutions, high-quality products, excellent quality control system, efficient operation and maintenance services, and implement effective scientific and technological management to build a complete and industry-leading digital management platform, maximising the benefits of photovoltaic power stations and empowering the sustainable and healthy development of the photovoltaic industry.

Based in China and facing the world, the Group will give full play to its own advantages to form a joint force for development and promote the diversified development of various industries of the Group. It will move towards higher quality and more efficient business transformation and upgrading development, so as to comprehensively enhance its value creation capability and brand competitiveness.

### EVENTS AFTER THE REPORTING PERIOD

Up to the end of the Current Period and up to the date of this report, the Group did not have any material events.

我們相信，縮減低效及優化資源配置，主力開發新一代高毛利率及高產值產品能幫助本集團維持市場領導地位及搶佔智能家電新產品市場更多份額。另一方面，本集團將繼續牢牢把握全球經濟數字化、智能化、低碳化機遇期。憑藉智能家電產業及數字技術產業在國內的領先地位，協同硬件及軟件以滿足多元場景需要。通過「連接、智能、生態」三大要素，大力推進「健康、安全、便捷、舒適、節能」的綠色建築的建設，大力研發和推廣智能系統控制中心(系統)產品，拓展全方位的智能家庭內容服務，以「綠色建築+智能系統+內容服務」為核心，達至家居、辦公及汽車的智控一步到位，帶來互動無界的共用體驗。

在2023年全國兩會中，「綠色低碳」已成為關注的焦點；優化調整能源結構、加快凝聚廣泛社會共識以推動能源結構轉型的路徑日益清晰。隨著綠色低碳理念深入人心，居民綠色消費升級的趨勢也更加凸顯，低碳產業對高碳產業的替代已經成為不可阻擋的時代潮流。作為積極響應雙碳目標的光伏企業，創維新能源業務將繼續堅持科技創新與長期持續主義。本集團將繼續以靈活的產品方案、優質的產品質量、卓越的品控體系和高效的運維服務打造強而有力的品牌形象，以及實行有效的科技學管理，構建出完善、行業領先的數字化管理平台，達到光伏電站效益最大化，賦能光伏行業持續健康發展。

本集團立足中國，面向全球，將充分發揮自身優勢形成發展合力，促進本集團各產業的多元拓展，邁向更高質量和更有效率的業務轉型升級發展，全面提升價值創造能力及品牌競爭力。

### 報告期後事項

直至本期期末及直至本報告日期，本集團並無發生任何重大事項。

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

## 簡明綜合損益及其他全面收入表

FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月  
Amounts expressed in millions of Renminbi except for earnings per share data and otherwise stated  
以人民幣百萬元列值(每股盈利資料及另有說明者除外)

		Six months ended 截止六個月	
		30 June 2023 2023年 6月30日 (unaudited) (未經審核)	30 June 2022 2022年 6月30日 (unaudited) (未經審核)
	Notes 附註		
Revenue	營業額		
Sales of goods	銷售貨品	32,006	23,982
Leases	租賃	252	267
Interest under effective interest method	按實際利率法計算之利息	42	35
<b>Total revenue</b>	<b>總營業額</b>	<b>32,300</b>	<b>24,284</b>
Cost of sales	銷售成本	(28,102)	(20,405)
<b>Gross profit</b>	<b>毛利</b>	<b>4,198</b>	<b>3,879</b>
Other income	其他收入	512	627
Other gains and losses	其他收益及虧損	91	(118)
Selling and distribution expenses	銷售及分銷費用	(1,816)	(1,604)
General and administrative expenses	一般及行政費用	(857)	(696)
Research and development expenses	研發費用	(1,010)	(1,001)
Finance costs	融資成本	(276)	(243)
Share of results of associates and joint ventures	分佔聯營公司及合資企業之業績	(21)	(15)
<b>Profit before taxation</b>	<b>除稅前溢利</b>	<b>821</b>	<b>829</b>
Income tax expense	所得稅支出	(205)	(198)
<b>Profit for the period</b>	<b>本期溢利</b>	<b>616</b>	<b>631</b>
<b>Other comprehensive income (expense)</b>	<b>其他全面收入(支出)</b>		
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>可能於其後重新分類至損益之項目：</i>		
Exchange differences arising on translation of foreign operations	換算海外業務時所產生之匯兌差額	6	(2)
Fair value gain on trade receivables at fair value through other comprehensive income ("FVTOCI")	按公允值計入其他全面收入之應收貿易款項之公允值收益	1	2
Cumulative loss reclassified to profit or loss upon disposal of trade receivables at FVTOCI	於出售按公允值計入其他全面收入之應收貿易款項後重新分類至損益之累計虧損	-	(2)
		<b>7</b>	<b>(2)</b>



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

## 簡明綜合損益及其他全面收入表

FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月

Amounts expressed in millions of Renminbi except for earnings per share data and otherwise stated  
以人民幣百萬元列值(每股盈利資料及另有說明者除外)

	Note 附註	Six months ended 截止六個月	
		30 June 2023 2023年 6月30日 (unaudited) (未經審核)	30 June 2022 2022年 6月30日 (unaudited) (未經審核)
Items that will not be reclassified to profit or loss:	不會重新分類至損益之項目：		
Fair value gain (loss) on investments in equity instruments at FVTOCI	按公允值計入其他全面收入之股權工具投資之公允值收益(虧損)	189	(436)
Income tax relating to item that will not be reclassified subsequently	於其後不會重新分類之項目有關的所得稅	(41)	77
		148	(359)
Other comprehensive income (expense) for the period	本期之其他全面收入(支出)	155	(361)
Total comprehensive income for the period	本期之全面收入總額	771	270
Profit for the period attributable to:	本期下列各項應佔之溢利：		
Owners of the Company	本公司股權持有人	302	339
Non-controlling interests	不具控制力權益	314	292
		616	631
Total comprehensive income (expense) for the period attributable to:	本期下列各項應佔之全面收入(支出)總額：		
Owners of the Company	本公司股權持有人	454	(25)
Non-controlling interests	不具控制力權益	317	295
		771	270
<b>Earnings per share (expressed in Renminbi cents)</b>	<b>每股盈利(以人民幣仙列值)</b>		
Basic	基本	9	12.98
Diluted	攤薄	9	12.96

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

AT 30 JUNE 2023 於 2023 年 6 月 30 日

Amounts expressed in millions of Renminbi 以人民幣百萬元列值

			As at 30 June 2023 於2023年 6月30日 (unaudited) (未經審核)	As at 31 December 2022 於2022年 12月31日 (audited) (已經審核)
	Notes 附註			
<b>Non-current Assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	10	8,425	7,888
Right-of-use assets	使用權資產	10	2,519	2,541
Deposits paid for purchase of property, plant and equipment	購置物業、廠房及設備之 已付按金		487	424
Investment properties	投資物業		1,535	1,410
Goodwill	商譽		473	467
Other intangible assets	其他無形資產		101	101
Interests in associates and joint ventures	聯營公司及合資企業權益		393	287
Other financial assets	其他金融資產	16	3,770	3,397
Trade and other receivables	應收貿易款項及其他應收款項	11	586	592
Deferred tax assets	遞延稅項資產		973	877
			<b>19,262</b>	<b>17,984</b>
<b>Current Assets</b>	<b>流動資產</b>			
Inventories	存貨		9,460	8,947
Stock of properties	物業存貨		8,060	7,349
Other financial assets	其他金融資產	16	749	1,042
Trade and other receivables	應收貿易款項及其他應收款項	11	18,998	16,429
Prepaid tax	預繳稅項		268	252
Pledged and restricted bank deposits	已抵押及受限銀行存款		2,992	3,353
Cash and cash equivalents	現金及現金等值		10,412	9,054
			<b>50,939</b>	<b>46,426</b>
<b>Current Liabilities</b>	<b>流動負債</b>			
Trade and other payables	應付貿易款項及其他應付款項	12	28,485	25,283
Other financial liabilities	其他金融負債	16	228	342
Lease liabilities	租賃負債		46	46
Deferred income	遞延收入		81	171
Tax liabilities	稅項負債		254	281
Bank borrowings	銀行借款	13	10,526	9,404
			<b>39,620</b>	<b>35,527</b>
<b>Net Current Assets</b>	<b>流動資產淨值</b>		<b>11,319</b>	<b>10,899</b>
<b>Total Assets less Current Liabilities</b>	<b>總資產減流動負債</b>		<b>30,581</b>	<b>28,883</b>

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

AT 30 JUNE 2023 於 2023 年 6 月 30 日

Amounts expressed in millions of Renminbi 以人民幣百萬元列值

		Notes 附註	As at 30 June 2023 於2023年 6月30日 (unaudited) (未經審核)	As at 31 December 2022 於2022年 12月31日 (audited) (已經審核)
<b>Non-current Liabilities</b>	<b>非流動負債</b>			
Trade and other payables	應付貿易款項及其他應付款項	12	882	354
Other financial liabilities	其他金融負債	16	57	97
Lease liabilities	租賃負債		40	54
Deferred income	遞延收入		387	278
Bank borrowings	銀行借款	13	6,780	5,853
Deferred tax liabilities	遞延稅項負債		378	353
			<b>8,524</b>	<b>6,989</b>
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>22,057</b>	<b>21,894</b>
<b>Capital and Reserves</b>	<b>資本及儲備</b>			
Share capital	股本	14	257	266
Reserves	儲備		17,608	17,601
Equity attributable to owners of the Company	本公司股權持有人應佔之權益		<b>17,865</b>	17,867
Non-controlling interests	不具控制力權益		<b>4,192</b>	4,027
			<b>22,057</b>	<b>21,894</b>



# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月  
Amounts expressed in millions of Renminbi 以人民幣百萬元列值

		Attributable to owners of the Company 本公司股權持有人應佔												
		Share capital	Share premium	Share option reserve	Share award reserve	Shares held for share award scheme	FVTOCI reserve	Surplus account	Capital reserve	Exchange reserve	Accumulated profits	Sub-total	Non-controlling interests	Total
		股本	股份溢價	購股權儲備	股份獎勵儲備	就股份獎勵計劃持有的股份	按公允值計入其他全面收入之儲備	盈餘賬	資本儲備	匯兌儲備	累計溢利	小計	不具控制力權益	總額
At 1 January 2022 (audited)	於2022年1月1日(已經審核)	273	2,330	91	-	(79)	493	40	2,213	(70)	12,754	18,045	3,041	21,086
Profit for the period	本期溢利	-	-	-	-	-	-	-	-	-	339	339	292	631
Exchange differences arising on translation of foreign operations	換算海外業務時所產生之匯兌差額	-	-	-	-	-	-	-	-	(5)	-	(5)	3	(2)
Fair value loss on receivables and equity instruments at FVTOCI, net of tax	應收款項及按公允值計入其他全面收入之股權工具稅後之公允值虧損	-	-	-	-	-	(357)	-	-	-	-	(357)	-	(357)
Cumulative loss reclassified to profit or loss upon disposal of trade receivables at FVTOCI	於出售按公允值計入其他全面收入之應收貿易款項後重新分類至損益之累計虧損	-	-	-	-	-	(2)	-	-	-	-	(2)	-	(2)
Total comprehensive (expense) income for the period	本期之全面(支出)收入總額	-	-	-	-	-	(359)	-	-	(5)	339	(25)	295	270
Lapse of share option	購股權失效	-	-	(34)	-	-	-	-	-	-	34	-	-	-
Transfer to capital reserves	轉撥至資本儲備	-	-	-	-	-	-	-	1	-	(1)	-	-	-
Exercise of share options	行使購股權	2	61	(24)	-	-	-	-	-	-	-	39	-	39
Purchase and cancellation of shares	購買及註銷股份	(5)	(250)	-	-	-	-	-	-	-	-	(255)	-	(255)
Dividends recognised as distribution (Note 8)	確認分派之股息(附註8)	-	-	-	-	-	-	-	-	-	(497)	(497)	-	(497)
Conversion of convertible bonds issued by a subsidiary	轉換一間附屬公司發行之可轉換債券	-	-	-	-	-	-	-	507	-	-	507	758	1,265
Dividends paid to non-controlling interests	分派股息予不具控制力權益	-	-	-	-	-	-	-	-	-	-	-	(78)	(78)
Others	其他	-	-	-	-	-	-	-	(173)	-	-	(173)	(177)	(350)
At 30 June 2022 (unaudited)	於2022年6月30日(未經審核)	270	2,141	33	-	(79)	134	40	2,548	(75)	12,629	17,641	3,839	21,480
At 1 January 2023 (audited)	於2023年1月1日(已經審核)	266	1,998	39	34	(91)	(11)	40	3,150	(67)	12,509	17,867	4,027	21,894
Profit for the period	本期溢利	-	-	-	-	-	-	-	-	-	302	302	314	616
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	-	-	-	3	-	3	3	6
Fair value gain on receivables and equity instruments at FVTOCI, net of tax	應收款項及按公允值計入其他全面收入之股權工具稅後之公允值收益	-	-	-	-	-	149	-	-	-	-	149	-	149
Total comprehensive income for the period	本期之全面收入總額	-	-	-	-	-	149	-	-	3	302	454	317	771
Recognition of equity-settled share-based payments	確認以權益結算之股份基礎給付	-	-	-	31	-	-	-	-	-	-	31	4	35
Transfer to capital reserves	轉撥至資本儲備	-	-	-	-	-	-	-	17	-	(17)	-	-	-
Purchase and cancellation of shares	購買及註銷股份	(9)	(455)	-	-	-	-	-	-	-	-	(464)	-	(464)
Dividends recognised as distribution (Note 8)	確認分派之股息(附註8)	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends paid to non-controlling interests	分派股息予不具控制力權益	-	-	-	-	-	-	-	-	-	-	-	(195)	(195)
Others	其他	-	-	-	-	-	-	-	(8)	-	(15)	(23)	39	16
At 30 June 2023 (unaudited)	於2023年6月30日(未經審核)	257	1,543	39	65	(91)	138	40	3,159	(64)	12,779	17,865	4,192	22,057

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月

Amounts expressed in millions of Renminbi 以人民幣百萬元列值

		Six months ended 截止六個月	
		30 June 2023 2023年 6月30日 (unaudited) (未經審核)	30 June 2022 2022年 6月30日 (unaudited) (未經審核)
NET CASH FROM OPERATING ACTIVITIES	經營業務所得現金淨額	656	2,049
NET CASH USED IN INVESTING ACTIVITIES	投資業務所用現金淨額		
Interest received	已收利息	127	128
Acquisition of right-of-use assets	收購使用權資產	-	(99)
Purchase of and deposits paid for acquisition of property, plant and equipment	購置及就收購物業、廠房及設備已付按金	(858)	(1,067)
Loans advanced	預付貸款	(439)	(1,269)
Repayments of loan receivables	應收貸款之償還	432	1,450
Investments in financial assets at FVTPL	按公允值計入損益之金融資產投資	(190)	(959)
Proceeds on disposal of financial assets at FVTPL	出售按公允值計入損益之金融資產所得款項	348	775
Investment in equity instruments at FVTOCI	按公允值計入其他全面收入之股權工具投資	-	(320)
Placement of pledged and restricted bank deposits	存入已抵押及受限銀行存款	(863)	(1,511)
Withdrawal of pledged and restricted bank deposits	提取已抵押及受限銀行存款	1,224	991
Other investing cash flows	其他投資現金流量	(88)	5
		(307)	(1,876)
NET CASH FROM (USED IN) FINANCING ACTIVITIES	融資業務所得(所用)現金淨額		
Dividends paid	已付股息	(195)	(575)
Interest paid	已付利息	(276)	(211)
Repurchases of shares by the Company	本公司購回股份	(464)	(255)
New borrowings raised	新增借款	9,395	7,286
Repayments of borrowings	償還貸款	(7,348)	(7,065)
Payments of lease liabilities	租賃負債付款	(30)	(37)
Other financing cash flows	其他融資現金流量	(101)	(78)
		981	(935)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值之增加(減少)淨額	1,330	(762)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	於期初之現金及現金等值	9,054	10,611
Effect of foreign exchange rate changes	外匯匯率變動之影響	28	(26)
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD, represented by bank balances and cash	於期末之現金及現金等值(即銀行結餘及現金)	10,412	9,823

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月

### 1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 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.

The preparation of the condensed consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and, disclosure of contingent liabilities at the end of the reporting period and the reported amount of revenue and expenses during the reporting period.

The Group's operations are seasonal. The revenue from September to January (the peak season for sales of consumer electronic products in the mainland China) is relatively higher than the revenue from the rest of the year. Results for interim periods are not necessarily indicative of the results for the entire financial year. This interim report should be read, where relevant, in conjunction with the annual report of the Group for the year ended 31 December 2022.

### 2. PRINCIPAL ACCOUNTING POLICIES

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

Other than additional 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 2023 are the same as those presented in the Group's annual financial statements for the year ended 31 December 2022.

### 1. 編製基礎

簡明綜合財務報表乃根據香港會計師公會頒佈之香港會計準則第34號中期財務報告以及香港聯合交易所有限公司證券上市規則附錄16之適用披露規定而編製。

編製簡明綜合財務報表需要管理層作出估計及假設，而該等估計及假設可影響於報告期末所呈報之資產與負債金額及所披露之或然負債，以及報告期內所呈報之收支金額。

本集團業務受季節因素影響，消費類電子產品於中國大陸之銷售旺季為每年9月至次年1月，此段期間之營業額相對高於其他月份之營業額，故中期業績未必反映整個財政年度之業績。此中期報告應與本集團截至2022年12月31日止年度之年報（倘相關）一併閱讀。

### 2. 主要會計政策

簡明綜合財務報表乃按歷史成本基礎編製，惟若干金融工具按公允值計量（如適用）除外。

除應用新訂及經修訂香港財務報告準則引致之額外會計政策外，截至2023年6月30日止六個月之簡明綜合財務報表所採用之會計政策與計算方法，與本集團截至2022年12月31日止年度之年度財務報表所呈列者相同。



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月

### 2. PRINCIPAL ACCOUNTING POLICIES - continued

#### Application of amendments to HKFRSs

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2023 for the preparation of the Group's condensed consolidated financial statements:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform - Pillar Two Model Rules

Except as described below, the application of the new and amendments to HKFRSs in the current period has had no material impact on the Group's financial performance and positions for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

### 2. 主要會計政策 - 續

#### 採納經修訂香港財務報告準則

於本中期期間，編製本集團之簡明綜合財務報表時，本集團首次採納以下由香港會計師公會頒佈之經修訂香港財務報告準則，有關準則於2023年1月1日或之後開始之年度期間強制生效：

香港財務報告準則第17號(包括2020年10月及2022年2月的香港財務報告準則第17號(修訂本))	保險合約
香港會計準則第8號(修訂本)	會計估計的定義
香港會計準則第12號(修訂本)	與單一交易產生的資產及負債相關的遞延稅項
香港會計準則第12號(修訂本)	國際稅收改革 - 支柱二示範規則

除下文所述者外，於本期間採納新訂及經修訂香港財務報告準則不會對本集團本期間及過往期間的財務表現及狀況及／或該等簡明綜合財務報表所載之披露構成重大影響。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月

### 2. PRINCIPAL ACCOUNTING POLICIES - continued

#### Impacts on application of Amendments to HKAS 12 Income Taxes International Tax Reform-Pillar Two model Rules

HKAS 12 is amended to add the exception to recognising and disclosing information about deferred tax assets and liabilities that are related to tax law enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development (the "Pillar Two legislation"). The amendments require that entities shall apply the amendments immediately upon issuance. The amendments also require that entities shall disclose separately its current tax expense/income related to Pillar Two income taxes, and the qualitative and quantitative information about its exposure to Pillar Two income taxes in periods in which the Pillar Two legislation is enacted or substantially enacted but not yet in effect in annual reporting periods beginning on or after 1 January 2023.

The Group is yet to apply the temporary exception during the current interim period because the Group's entities are operating in jurisdictions which the Pillar Two legislation has not yet been enacted or substantially enacted. The Group will disclose known or reasonably estimable information that helps users of financial statements to understand the Group's exposure to Pillar Two income taxes in the Group's annual consolidated financial statements in which the Pillar Two legislation has been enacted or substantially enacted and will disclose separately current tax expense/income related to Pillar Two income taxes when it is in effect.

### 2. 主要會計政策 - 續

#### 應用香港會計準則第12號所得稅(修訂本)國際稅收改革－支柱二示範規則的影響

香港會計準則第12號予以修訂，以加入確認及披露有關遞延稅項資產及負債資料的例外情況，而該等資產及負債有關為實施經濟合作暨發展組織公佈的支柱二示範規則而頒佈或實質上頒佈的稅法(「支柱二法例」)。修訂本要求實體須於修訂本發佈後立即應用。修訂本亦要求實體須於2023年1月1日或之後開始的年度報告期間分別披露與支柱二所得稅相關的即期稅務開支／收入，以及於支柱二法例已頒佈或已實質上頒佈但尚未生效期間支柱二所得稅風險的定性及定量資料。

由於本集團的實體於支柱二法例尚未頒佈或實質上尚未頒佈的司法權區經營業務，本集團於本中期間尚未應用臨時例外規定。本集團將於支柱二法例已頒佈或實質上已頒佈的本集團年度綜合財務報表中披露有助於財務報表使用者瞭解本集團支柱二所得稅風險的已知或可合理估計的資料，並將在支柱二所得稅生效時單獨披露與支柱二所得稅相關的即期稅務開支／收入。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月

### 3. REVENUE

#### Disaggregation of revenue from contracts with customers, leases and interest under effective interest method

For the six months ended 30 June 2023 (unaudited)

### 3. 營業額

#### 客戶合約之收入、租賃及按實際利率法計算之利息分拆

截至2023年6月30日止六個月(未經審核)

		Smart household appliances business 智能家電業務 RMB million 人民幣百萬元	Smart systems technology business 智能系統技術業務 RMB million 人民幣百萬元	New energy business 新能源業務 RMB million 人民幣百萬元	Modern services and others 現代服務業業務及其他 RMB million 人民幣百萬元	Total 總額 RMB million 人民幣百萬元
<b>Type of goods/services</b>	<b>貨品／服務類型</b>					
Sales of goods and services (Note (i))	銷售貨品及服務(附註(i))	13,482	5,105	12,134	654	31,375
Internet value-added services of Coocaa system	酷開系統的互聯網增值服務	682	-	-	-	682
Contracts with customers	客戶合約	14,164	5,105	12,134	654	32,057
Leases	租賃	-	16	-	236	252
Interest under effective interest method (Note (ii))	按實際利率法計算之利息(附註(ii))	-	-	-	42	42
Subtotal	小計	14,164	5,121	12,134	932	32,351
Less: other business tax	減：其他營業稅	(19)	(13)	(12)	(7)	(51)
Segment revenue	分部營業額	14,145	5,108	12,122	925	32,300



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月

### 3. REVENUE - continued

#### Disaggregation of revenue from contracts with customers, leases and interest under effective interest method - continued

For the six months ended 30 June 2022 (unaudited and restated, see note 4)

### 3. 營業額 - 續

#### 客戶合約之收入、租賃及按實際利率法計算之利息分拆 - 續

截至2022年6月30日止六個月(未經審核及經重列, 見附註4)

	Smart household appliances business 智能家電業務 RMB million 人民幣百萬元	Smart systems technology business 智能系統技術業務 RMB million 人民幣百萬元	New energy business 新能源業務 RMB million 人民幣百萬元	Modern services business and others 現代服務業業務及其他 RMB million 人民幣百萬元	Total 總額 RMB million 人民幣百萬元
Type of goods/services 貨品/服務類型					
Sales of goods and services (Note (i)) 銷售貨品及服務(附註(i))	12,327	6,184	4,210	644	23,365
Internet value-added services of Coocaa system 酷開系統的互聯網增值服務	664	-	-	-	664
Contracts with customers 客戶合約	12,991	6,184	4,210	644	24,029
Leases 租賃	-	26	-	241	267
Interest under effective interest method (Note (ii)) 按實際利率法計算之利息(附註(ii))	-	-	-	35	35
Subtotal 小計	12,991	6,210	4,210	920	24,331
Less: other business tax 減: 其他營業稅	(22)	(11)	(5)	(9)	(47)
Segment revenue 分部營業額	12,969	6,199	4,205	911	24,284

Notes:

- (i) Manufacture and sales of goods mainly include manufacture and sales of smart TV systems, home access systems (mainly digital set-top boxes), smart white appliances, intelligent manufacturing (mainly LCD modules), lighting products, automotive electronic systems, security system and other electronic products, sales of properties; and sales of photovoltaic products and other products.
- (ii) Amount represents interest income from loan receivables under group entities in which the loan financing is a principal activity.

附註:

- (i) 製造及銷售商品, 主要包括製造及銷售智能電視系統、家庭接入系統(主要為數字機頂盒)、智能白家電產品、智能製造(主要為液晶模組)、照明產品、汽車電子系統、安防系統及其他電子產品、銷售物業等; 以及出售光伏產品及其他產品。
- (ii) 金額指來自應收貸款之利息收入, 歸入以貸款融資作為主要業務之集團實體。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月

### 4. SEGMENT INFORMATION

The Group is organised into operating business units according to the nature of the goods sold or services provided. The Group determines its operating segments based on these business units by reference to the goods sold or services provided, for the purpose of reporting to the chief operating decision maker ("CODM") (i.e. the executive directors of the Company). Individual operating segments for which discrete financial information is available are identified by the CODM and are operated by their respective management teams. These individual operating segments are aggregated in arriving at the reportable segments of the Group.

In the current year, the Group reorganised its internal reporting structure, which resulted in changes to the composition of its reportable segments. The "Multimedia Business" segment and the "Smart Appliances Business" segment in the previous reporting structure are combined and presented as the "Smart Household Appliances Business" segment to better reflect the relevant businesses of the Group, assessments of performance across different operating units and allocations of resources thereto. Prior year segment disclosures are restated to conform with the current year presentation.

Specifically, the Group's reportable segments under HKFRS 8 Operating Segments in the current interim period are as follows:

- |  |   |   |
|--|---|---|
| 1. Smart Household Appliances Business<br>智能家電業務 | - | manufacture and sale of smart TV systems, smart white appliances and other smart appliances such as smart air conditioners, smart refrigerators, smart washing machines, smart kitchen appliances in the People's Republic of China (the "PRC") and overseas markets, intelligent manufacturing, provision and sales of internet value-added services of Coocaa system in the PRC, among others<br>中華人民共和國(「中國」)及海外市場之智能電視系統、智能白家電產品及其他智能電器(例如智能空調、智能冰箱、智能洗衣機、智能廚房電器等)之製造及銷售、中國之智能製造，以及提供及銷售酷開系統的互聯網增值服務等 |
| 2. Smart Systems Technology Business<br>智能系統技術業務 | - | manufacture and sale of home access systems, intelligent manufacturing, automotive electronic systems, lighting products, security system and other electronic products<br>家庭接入系統、智能製造、汽車電子系統、照明產品、安防系統及其他電子產品之製造及銷售  |
| 3. New Energy Business<br>新能源業務                  | - | sale and installation of distributed photovoltaic power stations in the customer-side retail sector in the PRC market for residential use<br>在中國市場的客戶端零售部門銷售及安裝分佈式光伏發電站，作住宅用途   |

### 4. 分部資料

本集團乃根據貨品銷售或提供服務之性質分類出營運業務單位。因此，本集團根據業務單位所銷售之貨品或所提供之服務決定其營運分部，以便向主要經營決策者(即本公司之執行董事)呈報。提供獨立財務資料的個別經營分部由主要經營決策者鑒定並由其各自的管理團隊經營。該等個別經營分部合計總額達致本集團可呈報分部。

於本年度，本集團重組其內部報告架構，導致其報告分部的組成出現變動。先前報告架構中的「多媒體業務」分部及「智能電器業務」分部合併為「智能家電業務」分部，以更佳反映本集團的相關業務、對不同經營單位的業績評估及其資源分配。去年的分部披露已重列為與本年度的呈列一致。

具體而言，本集團於本中中期期間根據香港財務報告準則第8號營運分部確定之呈報分部如下：

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月

#### 4. SEGMENT INFORMATION - continued

Each of the operating segments under smart household appliances, smart systems technology and new energy businesses include operations of manufacturing and/or sales of various products under the respective businesses. Each of these operations is considered as a separate operating segment by the CODM. For the purpose of segment reporting, these individual operating segments have been aggregated into reportable segments as set out above in order to present a more systematic and structured segment information. To give details of each of the operating segments, in the opinion of the directors of the Company, would result in particulars of excessive length.

In addition to the above reportable segments, the Group has other operating segments, which mainly include sales of properties, loan financing, leasing of properties and trading of other products, among others. These operating segments individually do not meet any of the quantitative thresholds for determining reportable segments. Accordingly, these operating segments are grouped as "Modern services business and others".

The CODM makes decisions according to operating results of each segment. No analysis of segment asset and segment liability is presented as the CODM does not review such information for the purposes of resources allocation and performance assessment. Therefore, only segment revenue and segment results are presented.

#### 4. 分部資料 - 續

智能家電、智能系統技術及新能源業務之各營運分部包括各自業務下之製造及／或銷售各種產品業務，其各自被主要經營決策者視為獨立經營分部。就分部報告而言，此等個別經營分部已結集為可呈報分部，以呈列更有系統及結構之分部資料。本公司董事認為，提供各經營分部之詳情將導致篇幅過於冗長。

除了上述呈報分部外，本集團尚有其他營運分部，主要包括物業銷售、貸款融資、物業租賃及其他產品買賣等。該等營運分部均未符合確定呈報分部的量化門檻。因此，該等營運分部被組合歸類為「現代服務業業務及其他」。

主要經營決策者根據各分部的經營業績作出決定。並無呈報分部資產及分部負債分析，因為主要經營決策者不就資源分配及表現評估審閱有關資料。因此，僅呈列分部收入及分部業績。



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### 4. SEGMENT INFORMATION – continued

The following is an analysis of the Group's revenue and results by reportable segments:

For the six months ended 30 June 2023 (unaudited)

### 4. 分部資料 – 續

本集團營業額及業績按呈報分部分析如下：

截至2023年6月30日止六個月（未經審核）

		Smart household appliances business 智能家電業務 RMB million 人民幣百萬元	Smart systems technology business 智能系統技術業務 RMB million 人民幣百萬元	New energy business 新能源業務 RMB million 人民幣百萬元	Total reportable segments 呈報分部總額 RMB million 人民幣百萬元	Modern services and others 現代服務業業務及其他 RMB million 人民幣百萬元	Eliminations 抵銷 RMB million 人民幣百萬元	Total 總額 RMB million 人民幣百萬元
<b>Revenue</b>	<b>營業額</b>							
Segment revenue from external customers	對外分部收入	14,145	5,108	12,122	31,375	925	-	32,300
Inter-segment revenue	內部分部收入	454	102	11	567	355	(922)	-
<b>Total segment revenue</b>	<b>分部收入總額</b>	<b>14,599</b>	<b>5,210</b>	<b>12,133</b>	<b>31,942</b>	<b>1,280</b>	<b>(922)</b>	<b>32,300</b>
<b>Results</b>	<b>業績</b>							
Segment results	分部業績	148	271	439	858	184	-	1,042
Interest income	利息收入							127
Other gains and losses	其他收益及虧損							91
Finance costs	融資成本							(276)
Share of results of associates and joint ventures	分佔聯營公司及合資企業之業績							(21)
Unallocated corporate income/expenses	未分配企業收入/費用							(142)
<b>Consolidated profit before taxation of the Group</b>	<b>本集團稅前綜合溢利</b>							<b>821</b>

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#### 4. SEGMENT INFORMATION – continued

For the six months ended 30 June 2022 (unaudited and restated)

#### 4. 分部資料 – 續

截至2022年6月30日止六個月(未經審核及經重列)

		Smart household appliances business 智能家電業務	Smart systems technology business 智能系統技術業務	New energy business 新能源業務	Total reportable segments 呈報分部總額	Modern services business and others 現代服務業業務及其他	Eliminations 抵銷	Total 總額
		RMB million 人民幣百萬元	RMB million 人民幣百萬元	RMB million 人民幣百萬元	RMB million 人民幣百萬元	RMB million 人民幣百萬元	RMB million 人民幣百萬元	RMB million 人民幣百萬元
<b>Revenue</b>	<b>營業額</b>							
Segment revenue from external customers	對外分部收入	12,969	6,199	4,205	23,373	911	-	24,284
Inter-segment revenue	內部分部收入	83	40	1	124	659	(783)	-
<b>Total segment revenue</b>	<b>分部收入總額</b>	<b>13,052</b>	<b>6,239</b>	<b>4,206</b>	<b>23,497</b>	<b>1,570</b>	<b>(783)</b>	<b>24,284</b>
<b>Results</b>	<b>業績</b>							
Segment results	分部業績	231	466	160	857	334	-	1,191
Interest income	利息收入							128
Other gains and losses	其他收益及虧損							(118)
Finance costs	融資成本							(243)
Share of results of associates and joint ventures	分佔聯營公司及合資企業之業績							(15)
Unallocated corporate income/expenses	未分配企業收入/費用							(114)
<b>Consolidated profit before taxation of the Group</b>	<b>本集團稅前綜合溢利</b>							<b>829</b>

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### 5. OTHER INCOME

### 5. 其他收入

		Six months ended 截止六個月	
		30 June 2023 2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	30 June 2022 2022年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)
Government grants	政府補貼		
– related to assets	– 資產相關	32	44
– related to expense items	– 費用項目相關	93	146
		125	190
Interest income from	利息收入來自		
– bank deposits	– 銀行存款	120	117
– loan receivables	– 應收貸款	2	6
– others	– 其他	5	5
		127	128
Value-added-tax (“VAT”) refund	增值稅返還	128	120
Others	其他	132	189
		260	309
		512	627

### 6. INCOME TAX EXPENSE

### 6. 所得稅支出

		Six months ended 截止六個月	
		30 June 2023 2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	30 June 2022 2022年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)
Tax charge (credit):	稅項開支(抵免)：		
PRC Enterprise Income Tax (“EIT”)	中國企業所得稅	308	264
PRC land appreciation tax (“LAT”)	中國土地增值稅	(7)	1
Hong Kong Profits Tax	香港利得稅	7	3
Taxation arising in other jurisdictions	其他主權國家發生的稅項	13	8
Deferred taxation	遞延稅項	(116)	(78)
		205	198



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## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月

### 6. INCOME TAX EXPENSE – continued

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the six months ended 30 June 2023 and 2022.

Under the Law of the PRC on EIT (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both periods. For those PRC subsidiaries approved as High and New Technology Enterprise by the relevant government authorities, they are subject to a preferential rate of 15%.

PRC LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including cost of land use right and all property development expenditures.

According to a joint circular of Ministry of Finance and State Administration of Taxation, Cai Shui [2008] No. 1, dividend distributed to foreign investors out of the profits generated since 1 January 2008 by the PRC entity shall be subject to EIT pursuant to Articles 3 and 27 of the EIT Law of the PRC and Article 91 of the Implementation Rules of EIT Law of the PRC. In March 2023, a new notice with the name of Caishui [2023] No. 7 “Notice on Further Improvements to Policies for Weighted Pre-tax Deduction of Research and Development Expenses” was released, certain PRC subsidiaries are entitled to an additional 100% (for the six months ended 30 June 2022: 100%) tax deduction on eligible research costs incurred by them.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

### 6. 所得稅支出 – 續

截至2023年及2022年6月30日止六個月，香港利得稅按估計應課稅溢利之16.5%計算。

根據中華人民共和國企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，兩個期間中國附屬公司的稅率為25%。經有關政府機構批准成為高新技術企業的中國附屬公司享有15%的優惠稅率。

中國土地增值稅按土地價值的升值（即物業銷售所得款項扣減可扣除開支，當中包括土地使用權的成本及所有物業開發支出）按累進稅率30%至60%徵稅。

根據財政部、國家稅務總局聯合發佈財稅[2008]1號通知，自2008年1月1日開始由中國實體企業產生的溢利分配股息予外商投資者時需根據「中國企業所得稅法」第3及第27條以及「中國企業所得稅法實施條例」第91條繳納企業所得稅。於2023年3月，有關當局發佈名為財稅[2023]第7號《關於進一步完善研發費用稅前加計扣除政策的公告》的新公告，若干中國附屬公司就其產生的合資格研發費用享有額外100%（截至2022年6月30日止六個月：100%）的稅費減免。

在其他主權國家產生的稅項是根據相關主權國家的現行稅率計算。

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### 7. PROFIT FOR THE PERIOD

### 7. 本期溢利

		Six months ended 截止六個月	
		30 June 2023 2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	30 June 2022 2022年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)
Profit for the period has been arrived at after charging (crediting):	本期溢利已扣除(計入):		
Cost of inventories recognised as an expense including reversal of write-down of inventories of RMB7 million (for the six months ended 30 June 2022: write-down of inventories of RMB14 million)	確認為支出之存貨成本包括撥回存貨撇減人民幣7百萬元(截至2022年6月30日止六個月:存貨撇減人民幣14百萬元)	27,982	20,279
Cost of stock of properties recognised as an expense	確認為支出之物業存貨成本	29	18
Depreciation of right-of-use assets	使用權資產之折舊	67	67
Less: capitalised as cost of inventories	減:資本化為存貨成本	(9)	(1)
capitalised as cost of construction in progress	資本化為在建工程成本	(28)	(21)
		30	45
Depreciation of investment properties	投資物業之折舊	44	44
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	387	396
Less: capitalised as cost of inventories	減:資本化為存貨成本	(146)	(124)
		241	272
Staff costs, including directors' emoluments	員工成本,包括董事酬金	2,523	2,245
Less: capitalised as	減:資本化為		
– Cost of inventories	– 存貨成本	(667)	(542)
– Stock of properties	– 物業存貨	(8)	(7)
– Property, plant and equipment	– 物業、廠房及設備	(11)	(2)
		1,837	1,694
Rental income from leases less related outgoings of RMB91 million (for the six months ended 30 June 2022: RMB108 million)	來自租賃的租金收入減相關開支人民幣91百萬元(截至2022年6月30日止六個月:人民幣108百萬元)	(161)	(159)
(Gain) loss from changes in fair value of financial assets at FVTPL (included in other gains and losses)	按公允值計入損益之金融資產公允值變動之(收益)虧損(計入其他收益及虧損)	(55)	43
Loss from changes in fair value of derivative financial instruments (included in other gains and losses)	衍生金融工具公允值變動之虧損(計入其他收益及虧損)	117	106

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### 8. DIVIDENDS

During the current interim period, no final dividend in respect of the year ended 31 December 2022 (2022: a final dividend of 23 HK cents per share in respect of the year ended 31 December 2021) was declared and paid to owners of the Company. The aggregate amount of the final dividend declared and paid in the prior interim period amounted to RMB497 million.

Subsequent to the end of the current interim period, the directors of the Company have determined that an interim dividend of 3 HK cents per share, in an aggregate amount of RMB68 million (2022: 3 HK cents per share, in an aggregate amount of RMB69 million) will be paid to owners of the Company whose names appear in the register of members of the Company.

### 9. 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:

### 8. 股息

於本中期期間，本公司並無向股權持有人宣派及派付截至2022年12月31日止年度之末期股息(2022年：截至2021年12月31日止年度末期股息為每股港幣23仙)。於過往中期期間宣派及派付之末期股息總額為人民幣497百萬元。

於本中期期末後，本公司董事決定向名列本公司股東名冊內之本公司股權持有人派付中期股息每股港幣3仙，合共人民幣68百萬元(2022年：每股港幣3仙，合共人民幣69百萬元)。

### 9. 每股盈利

本公司股權持有人應佔之每股基本及攤薄盈利乃根據以下資料計算：

		Six months ended 截止六個月	
		30 June 2023 2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	30 June 2022 2022年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)
<b>Earnings:</b>	<b>盈利：</b>		
Profit for the period attributable to owners of the Company for the purpose of basic and diluted earnings per share	用於計算每股基本及攤薄盈利之本公司股權持有人應佔本期溢利	302	339
<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	2,527,074,348	2,610,935,961
Effect of dilutive potential ordinary shares in respect of outstanding share options of the Company	本公司之未行使購股權潛在攤薄普通股之影響	435,516	4,807,877
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	2,527,509,864	2,615,743,838



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### 9. EARNINGS PER SHARE – continued

The computation of diluted earnings per share does not assume the exercise of certain of the Company's outstanding share options as the exercise prices are higher than the average market price per share for the six months ended 30 June 2023 and 2022. The computation of diluted earnings per share for the six months ended 30 June 2022 does not assume the conversion of convertible bonds of Skyworth Digital Co., Ltd., an indirect non-wholly-owned subsidiary of the Company established in the PRC whose shares are listed on the Shenzhen Stock Exchange, as the conversion of convertible bonds would result in an increase in earnings per share of the Company for the six months ended 30 June 2022.

The weighted average number of ordinary shares shown above has been adjusted for the repurchase of shares.

### 10. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

For the six months ended 30 June 2023, the Group had incurred RMB735 million (for the six months ended 30 June 2022: RMB815 million) in buildings and construction in progress, mainly for the development of factory buildings and office premises situated on land in the PRC, incurred RMB212 million (for the six months ended 30 June 2022: RMB174 million) on the acquisition of other property, plant and equipment for business operations and expansion.

For the six months ended 30 June 2023, the Group entered into new lease agreements for the use of properties ranging from 1 to 3 years (for the six months ended 30 June 2022: 1 to 5 years) and did not acquire any leasehold lands (for the six months ended 30 June 2022: RMB99 million). The Group is required to make fixed monthly payments. On lease commencement, the Group recognised right-of-use asset and lease liability of RMB26 million (for the six months ended 30 June 2022: RMB18 million) except for short-term leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option.

### 9. 每股盈利 – 續

截至2023年及2022年6月30日止六個月，計算每股攤薄盈利時並無假設行使本公司若干尚未行使之購股權，原因為行使價較每股平均市價為高。截至2022年6月30日止六個月，計算每股攤薄盈利時並無假設轉換創維數字股份有限公司(本公司於中國成立的間接非全資附屬公司，其股份於深圳證券交易所上市)可轉換債券，原因為轉換可轉換債券將導致本公司截至2022年6月30日止六個月之每股盈利增加。

上述列示之普通股加權平均數已就購回股份而調整。

### 10. 物業、廠房及設備及使用權資產之變動

截至2023年6月30日止六個月，本集團就樓宇及在建工程斥資人民幣735百萬元(截至2022年6月30日止六個月：人民幣815百萬元)，主要用於發展位於中國土地之廠房及辦公樓，以及斥資人民幣212百萬元(截至2022年6月30日止六個月：人民幣174百萬元)購置其他物業、廠房及設備用作業務經營及擴張。

截至2023年6月30日止六個月，本集團就物業之使用訂立年期介乎1至3年(截至2022年6月30日止六個月：1至5年)的新租賃協議，而並無收購任何租賃土地(截至2022年6月30日止六個月：人民幣99百萬元)。本集團須每月支付一筆定額款項。於租賃開始時，本集團確認使用權資產及租賃負債人民幣26百萬元(截至2022年6月30日止六個月：人民幣18百萬元)，惟自生效日期起計之租期為十二個月或以下並且不包括購買選擇權的短期租賃除外。

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### 11. TRADE AND OTHER RECEIVABLES

### 11. 應收貿易款項及其他應收款項

		As at 30 June 2023 於2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2022 於2022年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Trade and bills receivables (Note (i))	應收貿易款項及應收票據(附註(i))	11,213	10,056
Loan receivables (Note (ii))	應收貸款(附註(ii))	785	778
Purchase deposits paid for materials	採購材料按金	2,180	1,302
Deposit placed with a financial institution for potential acquisition of additional interest in a subsidiary	為潛在收購附屬公司額外權益而存放於金融機構的存款	1,516	1,516
VAT and other tax recoverables	應收增值稅及其他稅項	1,655	1,485
Consideration receivables for disposal of a subsidiary	出售一間附屬公司應收代價	366	366
Other deposits paid and prepayments	其他已付按金及預付款	891	789
Other receivables	其他應收款項	978	729
		<b>19,584</b>	<b>17,021</b>
Analysed for reporting purpose as	為報告用途而分析為		
Current assets	流動資產	18,998	16,429
Non-current assets	非流動資產	586	592
		<b>19,584</b>	<b>17,021</b>

# Notes to the Condensed Consolidated Financial Statements

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FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月

### 11. TRADE AND OTHER RECEIVABLES – continued

Notes:

i. Trade and bills receivables

The following set out the details of the Group's trade and bills receivables at amortised cost and at FVTOCI:

		As at 30 June 2023 於2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2022 於2022年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Trade receivables at amortised cost	按攤銷成本計量之應收貿易款項		
– goods and services	– 商品和服務	9,620	8,197
– lease receivables	– 租賃應收款項	154	143
		9,774	8,340
Less: allowance for credit losses	減：信用損失撥備	(699)	(724)
		9,075	7,616
Trade receivables at FVTOCI	按公允值計入其他全面收入之 應收貿易款項	421	450
Bills receivables	應收票據	1,717	1,990
		11,213	10,056

The following is an aged analysis of trade receivables at amortised cost and at FVTOCI before allowance for doubtful debt:

		As at 30 June 2023 於2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2022 於2022年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Within 30 days	30天以內	4,574	3,830
31–60 days	31天至60天	1,838	1,575
61–90 days	61天至90天	1,534	666
91–180 days	91天至180天	241	1,101
181–270 days	181天至270天	557	367
271–365 days	271天至365天	225	173
Over 365 days	365天以上	1,226	1,078
		10,195	8,790

### 11. 應收貿易款項及其他應收款項 – 續

附註：

i. 應收貿易款項及應收票據

本集團按攤銷成本計量及按公允值計入其他全面收入之應收貿易款項及應收票據的詳情如下：

呆賬撥備前按攤銷成本計量及按公允值計入其他全面收入之應收貿易款項賬齡分析如下：

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### 11. TRADE AND OTHER RECEIVABLES – continued

Notes: – continued

#### i. Trade and bills receivables – continued

The maturity dates of bills receivables at the end of the reporting period are analysed as follows:

		As at 30 June 2023 於2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2022 於2022年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Within 30 days	30天以內	612	172
31–60 days	31天至60天	106	273
61–90 days	61天至90天	389	669
91 days or over	91天或以上	610	864
Bills endorsed to suppliers with recourse	背書給供應商之附追索權票據	-	12
		<b>1,717</b>	<b>1,990</b>

As at 30 June 2023, no bills receivables (as at 31 December 2022: RMB12 million) is endorsed to suppliers on a full recourse basis. Since the substantial risks and rewards of the ownership of these bills receivables have not been transferred to the relevant counterparties, the Group continues to recognise the full carrying amounts of these endorsed receivables above and the full carrying amount of the trade payables in note 12 for endorsed bill receivables as at 31 December 2022.

The maturity dates of these bills endorsed to suppliers with recourse are within one year at the end of the reporting period. All bills receivables at the end of the reporting period are not yet due.

As at 30 June 2023, included in the trade receivables are amounts due from an associate and related parties (as at 31 December 2022: a related party) of RMB126 million (as at 31 December 2022: RMB223 million) and RMB16 million (as at 31 December 2022: RMB10 million), with RMB129 million aged within 30 days, RMB10 million aged from 31 to 60 days and RMB3 million aged from 91 to 180 days (as at 31 December 2022: RMB168 million aged within 30 days and RMB65 million aged from 31 to 60 days). The credit period is 45 days. No allowance for credit losses is made for the six months ended 30 June 2023 and 2022.

### 11. 應收貿易款項及其他應收款項 – 續

附註：– 續

#### i. 應收貿易款項及應收票據 – 續

於報告期末應收票據之到期日分析如下：

於2023年6月30日，概無應收票據（於2022年12月31日：人民幣12百萬元）已按全面追索基準背書給供應商。由於該等應收票據擁有權之重大風險及回報並未轉移至相關對手方，就於2022年12月31日的已背書應收票據而言，本集團繼續確認上述該等已背書應收款項之全部賬面值及附註12中的應付貿易款項之全部賬面值。

該等已背書給供應商的附追索權票據之到期日均為自報告期末起計一年內。於報告期末，所有應收票據尚未到期。

於2023年6月30日，應收貿易款項包括應收一間聯營公司及多名關連人士（於2022年12月31日：一名關連人士）款項人民幣126百萬元（於2022年12月31日：人民幣223百萬元）及人民幣16百萬元（於2022年12月31日：人民幣10百萬元），其中人民幣129百萬元賬齡為30天內、人民幣10百萬元賬齡為31至60天及人民幣3百萬元賬齡為91至180天（於2022年12月31日：人民幣168百萬元賬齡為30天內及人民幣65百萬元賬齡為31至60天）。信用期為45天。於截至2023年及2022年6月30日止六個月，並無就信用損失作出撥備。



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### 11. TRADE AND OTHER RECEIVABLES – continued

Notes: – continued

#### ii. Loan receivables

The following set out the details of the Group's loan receivables:

		As at 30 June 2023 於2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2022 於2022年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Fixed-rate loan receivables	應收固定利率貸款		
Secured	已抵押	715	724
Unsecured	無抵押	70	54
		<b>785</b>	<b>778</b>
Analysed for reporting purpose as	為報告用途而分析為		
Current assets	流動資產	625	489
Non-current assets	非流動資產	160	289
		<b>785</b>	<b>778</b>

Included in the carrying amount of loan receivables as at 30 June 2023 is allowance for credit losses of RMB62 million (as at 31 December 2022: RMB62 million).

The secured portion of the Group's loan receivables are secured by borrowers' charges over equity instruments, trade receivables, motor vehicles, properties, land use rights and plant and machineries.

Included in the carrying amount of loan receivables as at 30 June 2023 is an amount of approximately RMB293 million (as at 31 December 2022: RMB302 million) due from related parties (as at 31 December 2022: related parties) controlled by a substantial shareholder of the Company which is secured by equipment and motor vehicles of the said related parties and guaranteed by the said substantial shareholder of the Company, interest bearing at 7% to 8% (as at 31 December 2022: 7% to 8%) per annum and repayable by instalments up to 2025 (as at 31 December 2022: up to 2025).

Included in the carrying amount of loan receivables as at 30 June 2023 of approximately RMB166 million (as at 31 December 2022: RMB141 million) due from third parties and are secured by motor vehicles of these third parties and guaranteed by related parties controlled by a substantial shareholder of the Company in respect of amounts owed to the Group, interest bearing at 7% to 9% (as at 31 December 2022: 7% to 8%) per annum and repayable in instalments up to final maturity dates ranging from 2023 to 2026 (as at 31 December 2022: 2023 to 2025).

### 11. 應收貿易款項及其他應收款項 – 續

附註：– 續

#### ii. 應收貸款

本集團的應收貸款詳情載列如下：

於2023年6月30日，應收貸款之賬面值包括信用損失撥備人民幣62百萬元（於2022年12月31日：人民幣62百萬元）。

本集團應收貸款的抵押部分以借款人就股權工具、應收貿易款項、汽車、物業、土地使用權以及廠房及機器之押記作抵押。

於2023年6月30日的應收貸款賬面值包括應收本公司一名主要股東所控制多名關連人士（於2022年12月31日：多名關連人士）款項約人民幣293百萬元（於2022年12月31日：人民幣302百萬元），以該等關連人士的設備及汽車作抵押並由本公司上述主要股東作擔保，按年利率7%至8%（於2022年12月31日：7%至8%）計息且須於2025年（於2022年12月31日：直至2025年）前分期償還。

於2023年6月30日的應收貸款賬面值包括應收第三方款項約人民幣166百萬元（於2022年12月31日：人民幣141百萬元），以該等第三方的汽車作抵押並以本公司一名主要股東控制的多名關連人士就結欠本集團款項作擔保，按年利率7%至9%（於2022年12月31日：7%至8%）計息且須於最終到期日（介乎2023年至2026年（於2022年12月31日：2023年至2025年））前分期償還。

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### 11. TRADE AND OTHER RECEIVABLES – continued

Notes: – continued

#### ii. Loan receivables – continued

The exposure of the Group's fixed-rate loan receivables to interest rate risks and their contractual maturity dates are as follows:

		As at 30 June 2023 於2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2022 於2022年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Fixed-rate loan receivables:	應收固定利率貸款：		
Within one year	1年以內	625	489
In more than one year but not exceeding two years	1年以上但不多於2年	156	246
In more than two years but not exceeding five years	2年以上但不多於5年	4	43
		<b>785</b>	<b>778</b>

The ranges of effective interest rates (which are equal to contractual interest rates) on the Group's loan receivables are as follows:

		As at 30 June 2023 於2023年 6月30日	As at 31 December 2022 於2022年 12月31日
Effective interest rate:	實際利率：		
Fixed-rate loan receivables	應收固定利率貸款	<b>4.29%-12.00%</b>	4.80%-12.00%

### 11. 應收貿易款項及其他應收款項 – 續

附註：– 續

#### ii. 應收貸款 – 續

本集團應收固定利率貸款所面臨的利率風險及其合約到期日如下：

以下為本集團應收貸款的實際利率(相同於合同利率)範圍：

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### 12. TRADE AND OTHER PAYABLES

### 12. 應付貿易款項及其他應付款項

		As at 30 June 2023 於2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2022 於2022年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Trade payables (Note (ii))	應付貿易款項(附註(ii))	11,372	8,650
Bills payables (Note (ii))	應付票據(附註(ii))	3,675	3,820
Provision for warranty	保修費撥備	656	510
Provision for rebates (Note (iii))	回扣撥備(附註(iii))	824	1,269
Contract liabilities	合約負債	6,010	4,928
Accrued staff costs	預提員工成本	1,040	1,102
Accrued selling and distribution expenses	預提銷售及分銷費用	340	291
Deposits received from sub-contractors	已收分包商按金	2,298	1,513
Payables for purchase of property, plant and equipment	購置物業、廠房及設備 應付款項	475	362
Rental deposits received	已收租金按金	175	161
VAT and other tax payables	應付增值稅及其他稅項	773	764
Other deposits received	其他已收按金	62	290
Accruals and other payables	預提費用及其他應付款項	1,667	1,977
		<b>29,367</b>	<b>25,637</b>
Analysed for reporting propose as	就呈報目的分析為		
Current liabilities	流動負債	28,485	25,283
Non-current liabilities	非流動負債	882	354
		<b>29,367</b>	<b>25,637</b>

Notes:

- i. The following is an aged analysis of trade payables based on invoice date at the end of the reporting period:

附註：

- i. 於報告期末按發票日期呈列之應付貿易款項之賬齡分析如下：

		As at 30 June 2023 於2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2022 於2022年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Within 30 days	30天以內	4,374	4,611
31-60 days	31天至60天	2,567	1,437
61-90 days	61天至90天	1,586	948
91 days or over	91天或以上	2,845	1,654
		<b>11,372</b>	<b>8,650</b>

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## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月

### 12. TRADE AND OTHER PAYABLES – continued

- ii. The maturity dates of bills payables at the end of the reporting period are analysed as follows:

		As at 30 June 2023 於2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2022 於2022年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Within 30 days	30天以內	725	661
31–60 days	31天至60天	511	695
61–90 days	61天至90天	646	561
91 days or over	91天或以上	1,793	1,903
		<b>3,675</b>	<b>3,820</b>

All bills payables at the end of the reporting period are not yet due.

於報告期末，所有應付票據均未到期。

- iii. The amounts represent outstanding rebates in relation to the goods sold to certain customers.

- iii. 該等金額為來自與向若干客戶銷售貨品有關之未付回扣。

### 13. BANK BORROWINGS

### 13. 銀行借款

		As at 30 June 2023 於2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2022 於2022年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Bank borrowings comprise the following:	銀行借款包括以下各項：		
Secured	已抵押	5,639	5,758
Unsecured	無抵押	11,667	9,499
		<b>17,306</b>	<b>15,257</b>



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FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月

### 13. BANK BORROWINGS - continued

### 13. 銀行借款 - 續

		As at 30 June 2023 於2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2022 於2022年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Carrying amount of bank borrowings repayable based on scheduled repayment dates set out in the loan agreements:	須根據貸款協議所載之計劃還款日期償還之銀行借款賬面值：		
Within one year	1年以內	10,526	9,404
More than one year but not exceeding two years	1年以上但不超過2年	2,230	2,051
More than two years but not exceeding five years	2年以上但不超過5年	2,454	1,709
Over five years	5年以上	2,096	2,093
		<b>17,306</b>	15,257
Less: amounts due within one year shown under current liabilities	減：列示於流動負債並於一年內到期之款項	<b>(10,526)</b>	(9,404)
Amounts shown under non-current liabilities	列示於非流動負債之款項	<b>6,780</b>	5,853

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## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月

### 14. SHARE CAPITAL

### 14. 股本

		Number of shares 股份數目		Share capital 股本	
		Six months ended 30 June 2023 截至2023年 6月30日 止六個月	Year ended 31 December 2022 截至2022年 12月31日 止年度	Six months ended 30 June 2023 截至2023年 6月30日 止六個月 RMB million 人民幣百萬元 (unaudited) (未經審核)	Year ended 31 December 2022 截至2022年 12月31日 止年度 RMB million 人民幣百萬元 (audited) (已經審核)
Ordinary shares of HK\$0.1 each	每股面值為港幣0.1元之普通股				
<b>Authorised:</b>	<b>法定：</b>				
At beginning and at end of the period/year	期／年初及期／年末	<b>10,000,000,000</b>	10,000,000,000	<b>1,063</b>	1,063
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>				
At beginning of the period/year	期／年初	<b>2,585,201,420</b>	2,667,229,420	<b>266</b>	273
Purchase of own shares for cancellation	購買本身股份以供註銷	<b>(100,000,000)</b>	(107,232,000)	<b>(9)</b>	(9)
Issue of shares upon exercise of share options of the Company	於行使本公司購股權時發行股份	-	25,204,000	-	2
At end of the period/year	於期／年末	<b>2,485,201,420</b>	2,585,201,420	<b>257</b>	266

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### 15. SHARE-BASED PAYMENTS

The Company has applied HKFRS 2 *Share-based Payments* to account for its share options and share awards.

#### Share options of the Company

The followings are the movements in the outstanding share options granted by the Company during the Current Period and prior year.

		Six months ended 30 June 2023 截至2023年6月30日 止六個月		Year ended 31 December 2022 截至2022年12月31日 止年度	
		Number of share options 購股權數目	Weighted average exercise price 加權平均 行使價 HK\$ 港幣	Number of share options 購股權數目	Weighted average exercise price 加權平均 行使價 HK\$ 港幣
Outstanding at the beginning of the period/year	於期初／年初尚未行使	24,328,000	4.148	93,342,000	4.017
Exercised during the period/year	於期內／年內已行使	-	-	(25,204,000)	2.710
Lapsed during their period/year	於期內／年內失效	-	-	(43,810,000)	4.696
Outstanding at the end of the period/year	於期末／年末尚未行使	24,328,000	4.148	24,328,000	4.148
Exercisable at the end of the period/year	於期末／年末可行使	24,328,000		24,328,000	

The Group has not recognised any expense in relation to share options granted by the Company for both periods.

### 15. 股份基礎給付

本公司已採納香港財務報告準則第2號股份基礎給付計入購股權及股份獎勵。

#### 本公司購股權

本公司於本期間及上年授出尚未行使之購股權的變動如下。

本集團於兩段期間內並無就本公司授出之購股權確認任何費用。

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### 15. SHARE-BASED PAYMENTS – continued

#### Share awards of the Company

On 21 October 2020, an employees' share award scheme (the "2020 Share Award Scheme") was adopted by the Company. The 2020 Share Award Scheme is valid and effective for a period of 10 years commencing from 21 October 2020. Pursuant to the rules of this scheme, the Group has set up a trust for the purpose of administering the 2020 Share Award Scheme and holding the awarded shares before they vest. During the year ended 31 December 2022, 10,000,000 shares of the Company were acquired through the 2020 Share Award Scheme at a total consideration of RMB33 million.

During the year ended 31 December 2022, 31,940,000 (during the six months ended 30 June 2023: nil) awarded shares of the Company under the 2020 Share Award Scheme were granted. 5,284,000 awarded shares (during the year ended 31 December 2022: 9,000,000) were vested during the current interim period and the remaining 9,000,000 and 8,000,000 awarded shares will be vested in December 2023 and December 2024, respectively.

### 16. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

#### (a) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

### 15. 股份基礎給付 – 續

#### 本公司股份獎勵

於2020年10月21日，本公司採用僱員股份獎勵計劃（「2020年股份獎勵計劃」）。2020年股份獎勵計劃自2020年10月21日起計有效期為十年。根據該計劃規則，本集團已成立一項信託，以管理2020年股份獎勵計劃及在獎勵股份歸屬前持有該等獎勵股份。截至2022年12月31日止年度，本公司按總代價人民幣33百萬元透過2020年股份獎勵計劃購入本公司10,000,000股股份。

截至2022年12月31日止年度，根據2020年股份獎勵計劃授出31,940,000股（截至2023年6月30日止六個月：無）本公司的獎勵股份。5,284,000股獎勵股份（截至2022年12月31日止年度：9,000,000）已於本中期間歸屬，其餘9,000,000股及8,000,000股獎勵股份將分別於2023年12月及2024年12月歸屬。

### 16. 金融工具之公允值計量

#### (a) 按經常性基準以公允值計量本集團的金融資產及金融負債的公允值

本集團部分金融資產及金融負債於每個報告期末均以公允值計量。以下表格提供如何釐定該等金融資產及金融負債之公允值的資料（特別是所採用的估值技術和輸入數據），以及公允值層級中根據輸入數據可觀察程度分類的公允值計量等級（級別1至3）。

- 級別1公允值計量是來自活躍市場對同類資產或負債的報價（未經調整）；
- 級別2公允值計量是來自撇除級別1內該資產或負債直接（等同價格）或間接（源自價格）可觀察報價外之輸入數據；及
- 級別3公允值計量是來自估值技術，包含並非基於可觀察市場數據的資產或負債之輸入數據（不可觀察輸入數據）。



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月

### 16. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS – continued

#### (a) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis – continued

The following tables present the Group's financial instruments that are measured at fair value at 30 June 2023 and 31 December 2022 by fair value hierarchy:

### 16. 金融工具之公允值計量 – 續

#### (a) 按經常性基準以公允值計量本集團的金融資產及金融負債的公允值 – 續

下表呈列按公允值級別於2023年6月30日及2022年12月31日本集團按公允值計量之金融工具：

		Level 1 級別1 RMB million 人民幣百萬元	Level 2 級別2 RMB million 人民幣百萬元	Level 3 級別3 RMB million 人民幣百萬元	Total 總計 RMB million 人民幣百萬元
<b>At 30 June 2023</b>	<b>於2023年6月30日</b>				
<b>Financial assets</b>	<b>金融資產</b>				
Financial assets at FVTPL (included in other financial assets)	按公允值計入損益之 金融資產 (計入其他金融資產)	707	1	2,202	2,910
Equity instruments at FVTOCI (included in other financial assets)	按公允值計入其他 全面收入之股權工具 (計入其他金融資產)	338	-	1,271	1,609
Trade receivables at FVTOCI	按公允值計入其他 全面收入之應收 貿易款項	-	-	421	421
		<b>1,045</b>	<b>1</b>	<b>3,894</b>	<b>4,940</b>
<b>Financial liabilities</b>	<b>金融負債</b>				
Derivative financial instruments (included in other financial liabilities)	衍生金融工具 (計入其他金融負債)	-	(15)	-	(15)
<b>At 31 December 2022</b>	<b>於2022年12月31日</b>				
<b>Financial assets</b>	<b>金融資產</b>				
Financial assets at FVTPL (included in other financial assets)	按公允值計入損益之 金融資產 (計入其他金融資產)	933	19	2,077	3,029
Equity instruments at FVTOCI (included in other financial assets)	按公允值計入其他 全面收入之股權工具 (計入其他金融資產)	421	-	989	1,410
Trade receivables at FVTOCI	按公允值計入其他 全面收入之應收 貿易款項	-	-	450	450
		<b>1,354</b>	<b>19</b>	<b>3,516</b>	<b>4,889</b>
<b>Financial liabilities</b>	<b>金融負債</b>				
Derivative financial instruments (included in other financial liabilities)	衍生金融工具 (計入其他金融負債)	-	(68)	-	(68)

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月

### 16. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS – continued

(a) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis – continued

### 16. 金融工具之公允值計量 – 續

(a) 按經常性基準以公允值計量本集團的金融資產及金融負債的公允值 – 續

Financial assets (financial liabilities)	Fair value as at 公允值		Fair value hierarchy	Valuation technique(s) and key input(s)
	30 June 2023 於2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	31 December 2022 於2022年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)		
Financial assets at FVTPL other than derivative financial instruments 按公允值計入損益之金融資產， 衍生金融工具除外				
Listed equity securities 上市股權證券	707	933	Level 1 級別1	Quoted bid prices in an active market 活躍市場之買入報價
Unlisted equity securities 非上市股權證券	2,120	1,951	Level 3 (Note (a)) 級別3 (附註(a))	Market approach 市場法 Valuations are derived by the earnings attributable to owners of the investment, trading multiples of comparable companies and discount for lack of marketability. 估值乃根據投資擁有人應佔收益、可資比較公司的買賣倍數及缺乏市場流通性的折讓。
Unlisted investment funds 非上市投資基金	41	112	Level 3 (Note (b)) 級別3 (附註(b))	Discounted cash flow 貼現現金流 Future cash flows are estimated based on expected applicable yield of the underlying investment portfolio and adjustments of related expenses, discounted at rates that reflect the credit risk of various counterparties. 未來現金流乃根據相關投資組合的預期適用收益率及相關費用調整估計，並按反映各交易對手信貸風險的利率貼現。
Listed equity securities with restrictions for sale 受限於交易限制之上市股權證券	41	14	Level 3 (Note (c)) 級別3 (附註(c))	Quoted bid prices of the same listed securities in an active market and adjustment for the factor of trading restrictions. 活躍市場之相同上市證券之買入報價，並就買賣限制進行調整。
	2,909	3,010		

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FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月

### 16. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS - continued

(a) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis - continued

### 16. 金融工具之公允值計量 - 續

(a) 按經常性基準以公允值計量本集團的金融資產及金融負債的公允值 - 續

Financial assets (financial liabilities)	Fair value as at 公允值		Fair value hierarchy	Valuation technique(s) and key input(s)
	30 June 2023 於2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	31 December 2022 於2022年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)		
Equity instruments at FVTOCI 按公允值計入其他全面收入 之股權工具				
Listed equity securities 上市股權證券	338	421	Level 1 級別1	Quoted bid prices in an active market 活躍市場之買入報價
Unlisted equity securities 非上市股權證券	1,271	989	Level 3 (Note (d)) 級別3 (附註(d))	Market approach 市場法 Valuations are derived by the earnings attributable to owners of the investment, trading multiples of comparable companies and discount for lack of marketability. 估值乃根據投資擁有人應佔收益、可資比較公司的買賣倍數及缺乏市場流通性的折讓。
	1,609	1,410		
Trade receivables at FVTOCI 按公允值計入其他全面收入 之應收貿易款項				
Trade receivables 應收貿易款項	421	450	Level 3 級別3	Discounted cash flow 貼現現金流 Future cash flows are estimated based on expected settlement and discounted at rate that reflects the credit risk of the counterparties. 未來現金流乃根據預期結算估計，並按反映交易對手信貸風險的利率貼現。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月

### 16. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS – continued

(a) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis – continued

### 16. 金融工具之公允值計量 – 續

(a) 按經常性基準以公允值計量本集團的金融資產及金融負債的公允值 – 續

Financial assets (financial liabilities)	Fair value as at 公允值		Fair value hierarchy	Valuation technique(s) and key input(s)
	30 June 2023 於2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	31 December 2022 於2022年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)		
<b>Derivative financial instruments:</b> 衍生金融工具：				
Foreign currency forward contracts – assets (included in other financial assets) 外幣遠期合約 – 資產 (計入其他金融資產)	1	19	Level 2 級別2	Discounted cash flow 貼現現金流
Foreign currency forward contracts – liabilities (included in other financial liabilities) 外幣遠期合約 – 負債 (計入其他金融負債)	(15)	(68)	Level 2 級別2	Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contracted forward rates, discounted at rates that reflect the credit risk of various counterparties. 未來現金流乃根據遠期匯率(來自報告期末 的可觀察遠期匯率)及已訂約遠期利率估計， 並按反映各交易對手信貸風險的利率貼現。
	<b>(14)</b>	<b>(49)</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 2023 截至2023年6月30日止六個月

### 16. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS – continued

#### (a) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis – continued

Notes:

- (a) Discount for lack of marketability of 25% (31 December 2022: 25%) is the key unobservable input used in the valuation. A slight decrease in discount for lack of marketability used in valuation would result in a significant increase in the fair value measurement of the unlisted equity securities at FVTPL, and vice versa. A 5% (31 December 2022: 5%) decrease in the discount for lack of marketability holding all other variables constant would increase the carrying amount of the unlisted equity securities at FVTPL by RMB32 million (31 December 2022: RMB27 million).
- (b) Expected yield of 5% (31 December 2022: 5%) is the key unobservable input used in the valuation. A slight increase in the expected yield would result in a significant increase in the fair value measurement of the unlisted investment funds, and vice versa. A 5% (31 December 2022: 5%) increase in the expected yield holding all other variables constant would increase the carrying amount of the unlisted investment funds by RMB2 million (31 December 2022: RMB2 million).
- (c) Discount for prohibition of trading on listed entities of 8% (31 December 2022: 6%) is the key unobservable input used in the valuation. A slight decrease in discount for prohibition of trading used in valuation would result in a significant increase in the fair value measurement of the listed equity securities with restriction for sale at FVTPL, and vice versa. A 5% (31 December 2022: 5%) decrease in the discount for prohibition of trading holding all other variables constant would increase the carrying amount of the listed equity securities with restriction for sale at FVTPL by RMB2 million (31 December 2022: RMB1 million).
- (d) Discount for lack of marketability of 12% (31 December 2022: 14%) is the key unobservable input used in the valuation. A slight decrease in discount for lack of marketability used in valuation would result in a significant increase in the fair value measurement of the unlisted equity securities at FVTOCI, and vice versa. A 5% (31 December 2022: 5%) decrease in the discount for lack of marketability holding all other variables constant would increase the carrying amount of the unlisted equity securities at FVTOCI by RMB30 million (31 December 2022: RMB20 million).

### 16. 金融工具之公允值計量 – 續

#### (a) 按經常性基準以公允值計量本集團的金融資產及金融負債的公允值 – 續

附註：

- (a) 缺乏市場流通性的貼現率25%(2022年12月31日：25%)為估值中使用的主要不可觀察輸入數據。在估值時就缺乏市場流通性進行的貼現輕微下降，將導致按公允值計入損益之非上市股權證券的公允值計量顯著上升，反之亦然。就缺乏市場流通性進行的貼現減少5%(2022年12月31日：5%)，而其他所有變量保持不變，將導致按公允值計入損益之非上市股權證券的賬面值增加人民幣32百萬元(2022年12月31日：人民幣27百萬元)。
- (b) 預期收益率5%(2022年12月31日：5%)為估值中使用的主要不可觀察輸入數據。預期收益率輕微上升，將導致非上市投資基金的公允值計量顯著增加，反之亦然。預期收益率上升5%(2022年12月31日：5%)，而其他所有變量保持不變，將導致非上市投資基金的賬面值增加人民幣2百萬元(2022年12月31日：人民幣2百萬元)。
- (c) 對上市實體交易限制的貼現率8%(2022年12月31日：6%)為估值中使用的主要不可觀察輸入數據。在估值中使用的交易限制的貼現輕微下降，將導致按公允值計入損益的具出售限制之上市股權證券的公允值計量顯著上升，反之亦然。就交易限制進行的貼現減少5%(2022年12月31日：5%)，而其他所有變量保持不變，將導致按公允值計入損益的具出售限制之上市股權證券的賬面值增加人民幣2百萬元(2022年12月31日：人民幣1百萬元)。
- (d) 缺乏市場流通性的貼現率12%(2022年12月31日：14%)為估值中使用的主要不可觀察輸入數據。在估值時就缺乏市場流通性進行的貼現輕微下降，將導致按公允值計入其他全面收入之非上市股權證券的公允值計量顯著上升，反之亦然。就缺乏市場流通性進行的貼現減少5%(2022年12月31日：5%)，而其他所有變量保持不變，將導致按公允值計入其他全面收入之非上市股權證券的賬面值增加人民幣30百萬元(2022年12月31日：人民幣20百萬元)。

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## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月

### 16. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS - continued

### 16. 金融工具之公允值計量 - 續

(b) Reconciliation of Level 3 fair value measurements of financial assets that are measured at fair value on a recurring basis

(b) 按經常性基準以公允值計量金融資產級別3公允值計量之對賬

		Financial assets at FVTPL 按公允值計入損益之 金融資產			Equity instruments at FVTOCI 按公允值計入其他全面 收入之股權工具	
		Unlisted equity securities 非上市 股權證券 RMB million 人民幣百萬元	Unlisted investment funds 非上市 投資基金 RMB million 人民幣百萬元	Listed equity securities with restriction for sale 具出售 限制之上市 股權證券 RMB million 人民幣百萬元	Unlisted equity securities 非上市 股權證券 RMB million 人民幣百萬元	Listed equity securities with restriction for sale 具出售 限制之上市 股權證券 RMB million 人民幣百萬元
At 1 January 2023 (audited)	於2023年1月1日 (已經審核)	1,951	112	14	989	-
Gain (loss) from changes in fair value of equity instruments at FVTPL (Note (a))	按公允值計入損益之 股權工具之公允值 變動收益(虧損) (附註(a))	92	-	(4)	-	-
Fair value gain on investments in equity instruments at FVTOCI (Note (b))	按公允值計入其他全面 收入之股權工具投資 之公允值收益 (附註(b))	-	-	-	282	-
Transfer out of level 3 (Note (c))	自級別3轉出(附註(c))	-	-	(14)	-	-
Investments	投資	145	-	45	-	-
Disposals	出售	(70)	(71)	-	-	-
Exchange alignment	匯兌調整	2	-	-	-	-
At 30 June 2023 (unaudited)	於2023年6月30日 (未經審核)	2,120	41	41	1,271	-
At 1 January 2022 (audited)	於2022年1月1日 (已經審核)	1,316	282	1,101	1,470	-
Gain (loss) from changes in fair value of equity instruments at FVTPL (Note (a))	按公允值計入損益之 股權工具之公允值 變動收益(虧損) (附註(a))	52	4	(79)	-	-
Fair value (loss) gain on investments in equity instruments at FVTOCI (Note (b))	按公允值計入其他全面 收入之股權工具投資 之公允值(虧損)收益 (附註(b))	-	-	-	(511)	113
Investments	投資	307	652	-	-	320
Disposals	出售	-	(775)	-	-	-
Exchange alignment	匯兌調整	-	-	-	-	18
At 30 June 2022 (unaudited)	於2022年6月30日 (未經審核)	1,675	163	1,022	959	451

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月

### 16. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS – continued

#### (b) Reconciliation of Level 3 fair value measurements of financial assets that are measured at fair value on a recurring basis – continued

Notes:

- (a) Such fair value gains or losses are included in "other gains and losses".
- (b) Such gains and losses are included and are reported as changes of "FVTOCI reserve".
- (c) During the period ended 30 June 2023, certain equity securities were transferred out of Level 3 of the expiration of the period that trading of the relevant shares was prohibited on the relevant stock exchanges.

The directors of the Company consider that the carrying amounts of other financial assets and financial liabilities measured at amortised cost in the condensed consolidated financial statements approximate their fair values.

#### (c) Fair value measurements and valuation processes

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The accounting team works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The fluctuations in the fair value of the assets and liabilities are explained to the board of directors of the Company.

Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed above.

The directors of the Company consider that there has been no changes in the business or economic circumstances that affect the fair value of the Group's financial instruments.

### 16. 金融工具之公允值計量 – 續

#### (b) 按經常性基準以公允值計量金融資產級別3公允值計量之對賬 – 續

附註：

- (a) 該等公允值收益或虧損計入「其他收益及虧損」。
- (b) 該等收益及虧損計入並呈報為「按公允值計入其他全面收入之儲備」的變動。
- (c) 截至2023年6月30日止期間，於相關證券交易所禁止相關股份買賣的期限屆滿後，若干股權證券被轉出級別3。

本公司董事認為，按攤銷成本計量並記入簡明綜合財務報表之其他金融資產及金融負債之賬面值接近其公允值。

#### (c) 公允值計量及估值過程

在估計資產或負債的公允值時，本集團於可行情況下盡量使用市場可觀察數據。倘無法獲得級別1輸入數據，本集團將委託第三方合資格估值師進行估值。會計團隊與合資格外聘估值師密切合作，以確立適用於該模型的估值技術及輸入數據。資產及負債的公允值出現之波動則向本公司董事會解釋。

有關釐定不同資產及負債公允值所使用的估值技術及輸入數據的資料已於上文披露。

本公司董事認為，概無出現對本集團金融工具之公允值產生影響之業務或經濟環境變化。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月

### 17. PLEDGE OF AND RESTRICTION ON ASSETS

At the end of reporting period, the Group's borrowings were pledged and secured by the following:

		As at 30 June 2023 於2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2022 於2022年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Right-of-use assets, leasehold land and buildings and machines	使用權資產、租賃土地及樓宇以及機器	4,561	3,129
Investment properties	投資物業	1,102	1,135
Stock of properties	物業存貨	373	328
Trade and bills receivables	應收貿易款項及應收票據	-	61
		<b>6,036</b>	<b>4,653</b>

The pledged and restricted bank deposits as set out in the condensed consolidated financial statements are pledged to secure bank borrowings or placed in restricted bank accounts in accordance with the applicable regulations and requirements.

### 17. 資產抵押及限制

於報告期末，本集團之借款以下列項目作抵押及擔保：

簡明綜合財務報表所載已抵押及受限銀行存款根據適用規例及規定已予抵押以獲得銀行借款或存放於受限銀行賬戶中。

### 18. CAPITAL COMMITMENTS

At the end of the reporting period, the Group had the following capital commitments:

		As at 30 June 2023 於2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2022 於2022年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Contracted but not provided for, in respect of acquisition of property, plant and equipment	就收購物業、廠房及設備已簽定合約但未作撥備之承諾	1,695	1,610

### 18. 資本承諾

於報告期末，本集團之資本承諾如下：



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月

### 19. CONTINGENT LIABILITIES

There are individual patent disputes which arise from time to time in the ordinary course of business of the Group. The Group is in the course of processing these matters. The directors of the Company are of the view that these patent disputes will not have a material adverse impact on the condensed consolidated financial statements of the Group.

### 20. RELATED PARTY DISCLOSURES

#### (a) Related party transactions

During the Current Period, in addition to the related party transactions disclosed elsewhere in the condensed consolidated financial statements, the Group also has the following transactions with related parties:

### 19. 或然負債

本集團於日常經營運作中不時會出現個別專利糾紛，而本集團正著手處理該等事宜。本公司董事認為，該等專利糾紛不會對本集團之簡明綜合財務報表構成重大不利影響。

### 20. 關連人士之披露

#### (a) 關連人士之交易

本期間，除簡明綜合財務報表其他地方所披露關連人士之交易外，本集團亦與關連人士進行以下交易：

		Six months ended 截止六個月	
		30 June 2023 2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	30 June 2022 2022年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)
<b>Associates</b>	<b>聯營公司</b>		
Sales of finished goods and service fee income	成品銷售及服務費用收入	214	109
<b>Joint ventures</b>	<b>合資企業</b>		
Service fee paid	支付服務費用	2	1
<b>Related parties</b>	<b>關連人士</b>		
Sale of automobile components to a related party (Note (i))	向一名關連人士銷售汽車部件 (附註(i))	3	2
Interest income from loan receivables from related parties (Note (i))	來自關連人士應收貸款之利息收入(附註(i))	10	5
Service fees paid for development of a software system (Note (i))	支付開發軟件系統之服務費用 (附註(i))	-	3
Consultancy fee paid to a substantial shareholder of the Company	支付予本公司一位主要股東之顧問費用	1	1
Sale of electronic products to a related party (Note (ii))	向一名關連人士銷售電子產品 (附註(ii))	48	75

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2023 截至2023年6月30日止六個月

### 20. RELATED PARTY DISCLOSURES – continued

#### (a) Related party transactions – continued

Notes:

- (i) The relevant related parties are controlled by a substantial shareholder of the Company.
- (ii) The relevant related parties are controlled by the spouse of a director of the Company.

#### (b) Compensation of key management personnel

The remuneration of directors and other members of key management during the Current Period was as follows:

### 20. 關連人士之披露 – 續

#### (a) 關連人士之交易 – 續

附註：

- (i) 相關關連人士由本公司一位主要股東控制。
- (ii) 相關關連人士由本公司一名董事之配偶控制。

#### (b) 主要管理人員酬金

本期間，董事及其他主要管理成員之酬金如下：

		Six months ended 截止六個月	
		30 June 2023 2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	30 June 2022 2022年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)
Short-term benefits	短期福利	37	49
Share-based payments	股份基礎給付	17	-
		<b>54</b>	<b>49</b>

The remuneration of directors and other key management is reviewed by the Remuneration Committee having regard to the responsibilities and performance of the relevant individuals and market trends.

薪酬委員會將參考有關個別人士之責任及表現以及市場趨勢，對董事及其他主要管理人員之酬金進行審閱。

# Report on Review of Condensed Consolidated Financial Statements

## 簡明綜合財務報表的審閱報告

# Deloitte.

# 德勤

TO THE BOARD OF DIRECTORS OF SKYWORTH GROUP LIMITED

創維集團有限公司

(incorporated in Bermuda with limited liability)

致創維集團有限公司董事會

(於百慕達註冊成立之有限公司)

### INTRODUCTION

We have reviewed the condensed consolidated financial statements of Skyworth Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 25 to 65, which comprise the condensed consolidated statement of financial position as of 30 June 2023 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.

### SCOPE OF REVIEW

We conducted our review 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. 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.

### 引言

本核數師已審閱第25至65頁所載的簡明綜合財務報表，包括創維集團有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）於2023年6月30日的簡明綜合財務狀況表，以及截至該日止六個月期間的相關簡明綜合損益及其他全面收入表、權益變動表及現金流量表及若干附註解釋。根據香港聯合交易所有限公司證券上市規則規定，中期財務資料報告須按照其相關條文以及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」（「香港會計準則第34號」）編製。貴公司董事負責按照香港會計準則第34號編製及呈報該等簡明綜合財務報表。本核數師之責任在於根據受聘之協定條款審閱該等簡明綜合財務報表，就此達成結論，並僅向閣下（作為整體）匯報，而不作任何其他用途。本核數師不就本報告之內容向任何其他人士承擔或負上任何責任。

### 審閱範圍

本核數師根據香港會計師公會頒佈之香港審閱委聘準則第2410號「實體之獨立核數師審閱中期財務資料」進行審閱。該等簡明綜合財務報表之審閱包括詢問（主要對負責財務及會計事務之人士），以及應用分析及其他審閱程序。審閱之範圍遠較根據香港審核準則進行審核之範圍為小，故本核數師無法確保本核數師已知悉可通過審核確認之所有重要事項。因此，本核數師不會發表審核意見。

# Report on Review of Condensed Consolidated Financial Statements

## 簡明綜合財務報表的審閱報告

### 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.

### 結論

根據本核數師之審閱，本核數師並無發現任何事項，致令本核數師相信該等簡明綜合財務報表在所有重大方面未有按照香港會計準則第34號編製。

**Deloitte Touche Tohmatsu**  
Certified Public Accountants  
Hong Kong

25 August 2023

**德勤•關黃陳方會計師行**  
執業會計師  
香港

2023年8月25日



# Corporate Governance and Other Information

## 企業管治及其他資料

### REVIEW OF INTERIM RESULTS

The unaudited interim results of Skyworth Group Limited (the “Company”) and its subsidiaries from time to time (referred to as the “Group”) for the six months ended 30 June 2023 (“Current Period”) were reviewed by the audit committee of the Company (the “Audit Committee”) and the auditor of the Company, Messrs. Deloitte Touche Tohmatsu.

### INTERIM DIVIDEND

The Board of Directors (“the Board”) has declared an interim dividend for the Current Period of 3 HK cents (in cash) per Share (for the six months ended 30 June 2022: 3 HK cents per Share), totalling approximately RMB68 million (for the six months ended 30 June 2022: approximately RMB69 million) as at the date of this report, to the shareholders of the Company whose names appear on the register of members of the Company at the close of business on 13 September 2023, Wednesday.

### CLOSURE OF THE REGISTER OF MEMBERS FOR INTERIM DIVIDEND

The register of members of the Company will be closed from 11 September 2023, Monday to 13 September 2023, Wednesday (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for the interim dividend payable on or around 22 September 2023, Friday, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on 8 September 2023, Friday.

As Black Rainstorm Warning Signal was issued in Hong Kong on 8 September 2023, the date of closure of register of members of the Company will be closed from 12 September 2023, Tuesday to 13 September 2023, Wednesday (both days inclusive), during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company on 13 September 2023, Wednesday will be entitled to the interim dividend. The payment date for the interim dividend, being 22 September 2023, Friday, will remain unchanged.

### 中期業績之審閱

創維集團有限公司(「本公司」)及其不時之附屬公司(統稱「本集團」)之截至2023年6月30日止六個月(「本期」)未經審核中期業績已由本公司審核委員會(「審核委員會」)及本公司核數師德勤·關黃陳方會計師行審閱。

### 中期股息

董事會(「董事會」)建議派發於本期之中期股息每股股份港幣3仙(以現金形式)(截至2022年6月30日止六個月：每股股份港幣3仙)，於本報告日期，合共約人民幣68百萬元(截至2022年6月30日止六個月：約人民幣69百萬元)予於2023年9月13日(星期三)辦公時間結束時已登記於本公司股東名冊內之本公司股東。

### 就中期股息暫停辦理股份登記及過戶

本公司將於2023年9月11日(星期一)至2023年9月13日(星期三)(首尾兩日包括在內)暫停辦理股份過戶登記手續，期間將不會辦理股份轉讓事宜。為確保符合資格收取將於2023年9月22日(星期五)或前後派付的中期股息，所有填妥之過戶表格連同有關股票必須於2023年9月8日(星期五)下午4時30分前送達本公司之香港股份過戶登記分處香港證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-16號舖。

由於香港於2023年9月8日發出黑色暴雨警告，本公司將於2023年9月12日(星期二)至2023年9月13日(星期三)(首尾兩日包括在內)暫停辦理股份過戶登記手續，期間將不會辦理股份過戶登記。於2023年9月13日(星期三)名列本公司股東名冊的股東將有權收取中期股息。中期股息的派付日期(即2023年9月22日(星期五))則維持不變。

# Corporate Governance and Other Information

## 企業管治及其他資料

### DIRECTORS' INTERESTS IN SHARES, SHARE OPTIONS AND AWARDED SHARES

As at 30 June 2023, the interests and short positions that the directors of the Company (the "Directors") and the chief executives of the Company had or were deemed to have in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO")), which were required (i) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) to be recorded in the register maintained by the Company pursuant to Section 352 of the SFO; or (iii) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as ("Model Code") set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules"), were as follows:

#### (a) Long Positions in Shares of the Company and Associated Corporations

##### The Company

Name of Director 董事姓名	Capacity 身份	Number of Shares held 持有股份之數目	Approximate percentage of the total number of issued Shares (Note d) 佔已發行股份總數之概約百分比 (附註d)
Lin Jin 林勁	Beneficial owner 實益擁有人	3,898,719	0.16%
Liu Tangzhi 劉棠枝	Beneficial owner 實益擁有人	5,000,000	0.20%
Shi Chi 施馳	Beneficial owner 實益擁有人	9,000,000	0.36%
	Beneficiary of a trust 信託受益人	(Note e) (附註e) 17,000,000	0.68%
Lin Wei Ping 林衛平	Beneficial owner 實益擁有人	9,160,382	0.37%
	Spousal interest 配偶權益	(Notes a and b) (附註a及b) 1,238,258,799	49.82%
		(Notes a and c) (附註a及c) 1,247,419,181	50.19%
Lam Shing Choi, Eric 林成財	Beneficial owner 實益擁有人	2,000,000	0.08%
Li Weibin 李偉斌	Beneficial owner 實益擁有人	1,000,000	0.04%

### 董事於股份、購股權及獎勵股份之權益

於2023年6月30日，本公司董事（「董事」）及主要行政人員於或被視為於本公司及其相聯法團（定義見香港法例第571章《證券及期貨條例》（「證券及期貨條例」））之股份、相關股份及債券中擁有(i)根據《證券及期貨條例》第xv部第7及第8分部條文須知會本公司及香港聯合交易所有限公司（「聯交所」）的權益及淡倉（包括彼等根據《證券及期貨條例》之該等條文擁有或被視為擁有之權益及淡倉）；或(ii)本公司將遵照《證券及期貨條例》第352條存置之登記冊所載的權益及淡倉；或(iii)根據聯交所證券上市規則（「上市規則」）附錄10所載之《上市發行人董事進行證券交易的標準守則》（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

#### (a) 於本公司及相聯法團股份之好倉

##### 本公司

# Corporate Governance and Other Information

## 企業管治及其他資料

### DIRECTORS' INTERESTS IN SHARES, SHARE OPTIONS AND AWARDED SHARES – continued

#### (a) Long Positions in Shares of the Company and Associated Corporations – continued

##### The Company – continued

###### Notes:

- (a) 37,300,000 Shares are held by Mr. Wong Wang Sang, Stephen and 1,200,958,799 Shares are held by Target Success Group (PTC) Limited ("Target Success") in its capacity as trustee of the Skysource Unit Trust in which all of the units and issued shares of Target Success are held by Mr. Wong Wang Sang, Stephen. As such, Mr. Wong Wang Sang, Stephen is interested and deemed to be interested in 1,238,258,799 Shares.
- (b) Ms. Lin Wei Ping is interested in 1,247,419,181 Shares, which comprise 9,160,382 Shares held by herself and the deemed interests in 1,238,258,799 Shares held by her spouse Mr. Wong Wang Sang, Stephen.
- (c) Mr. Wong Wang Sang, Stephen is interested in 1,247,419,181 Shares, which comprise 37,300,000 Shares held by himself, the deemed interests in 1,200,958,799 Shares held by Target Success and the deemed interests in 9,160,382 Shares held by his spouse Ms. Lin Wei Ping.
- (d) The calculation is based on the total number of issued Shares of the Company (i.e. 2,485,201,420 Shares) as at 30 June 2023.
- (e) Please refer to the section below headed "(c) Awarded Shares of the Company" for details on the Director's interest in the underlying shares of the Company.

#### Associated Corporation – Skyworth Digital Co., Ltd.

Name of Director	Capacity	Number of shares held	Approximate percentage of the total number of issued shares (Note a)
董事姓名	身份	持有股份之數目	佔已發行股份總數之概約百分比 (附註 a)
Liu Tangzhi 劉棠枝	Beneficial owner 實益擁有人	600,000	0.05%
Shi Chi 施馳	Beneficial owner 實益擁有人	36,770,524	3.20%

###### Note:

- (a) The calculation is based on the total number of issued shares of Skyworth Digital Co., Ltd. (i.e. 1,150,216,072 shares) as at 30 June 2023.

### 董事於股份、購股權及獎勵股份之權益 – 續

#### (a) 於本公司及相聯法團股份之好倉 – 續

##### 本公司 – 續

###### 附註：

- (a) 37,300,000 股股份由黃宏生先生持有，及該 1,200,958,799 股股份由 Target Success Group (PTC) Limited ("Target Success") 以信託形式代表 Skysource Unit Trust 持有，而全部單位和 Target Success 全部已發行股份是由黃宏生先生持有。因此，黃宏生先生持有及被視為持有 1,238,258,799 股股份之權益。
- (b) 林衛平女士持有 1,247,419,181 股股份之權益，其中包括由其本人持有 9,160,382 股股份及被視為持有由其配偶黃宏生先生持有 1,238,258,799 股股份之權益。
- (c) 黃宏生先生持有 1,247,419,181 股股份之權益，其中包括其本人持有的 37,300,000 股股份、被視為持有由 Target Success 所持有的 1,200,958,799 股股份之權益及被視為持有由其配偶林衛平女士所持有的 9,160,382 股股份之權益。
- (d) 計算乃基於本公司於 2023 年 6 月 30 日已發行之股份總數 (即 2,485,201,420 股)。
- (e) 有關董事在本公司相關股份中的權益詳情，請參閱下文「(c) 本公司之獎勵股份」部分。

#### 相聯法團 – 創維數字股份有限公司

###### 附註：

- (a) 計算乃基於創維數字股份有限公司於 2023 年 6 月 30 日已發行之股份總數 (即 1,150,216,072 股)。

# Corporate Governance and Other Information

## 企業管治及其他資料

### DIRECTORS' INTERESTS IN SHARES, SHARE OPTIONS AND AWARDED SHARES - continued

#### (b) Share Options of the Company

The Company adopted its current share option scheme at an annual general meeting of the Company held on 20 August 2014 (the "2014 Share Option Scheme") and the following table show the movements in the Company's share options granted to the employees under 2014 Share Option Scheme during the Current Period:

#### Employees

Date of grant	Exercise price HK\$	Vesting period	Exercisable period	Number of share options 購股權數目				
				Outstanding as at 1 January 2023 於2023年 1月1日 尚未行使	Granted during the Current Period (Note e) 本期授出 (附註e)	Exercised during the Current Period 本期行使	Cancelled/ Lapsed during the Current Period (Note c) 本期註銷/ 失效 (附註c)	Outstanding as at 30 June 2023 於2023年 6月30日 尚未行使
22 January 2016	4.226	22 January 2016 to 31 August 2016	1 September 2016 to 20 August 2024	5,594,000	-	-	-	5,594,000
2016年1月22日		2016年1月22日 至2016年8月31日	2016年9月1日至 2024年8月20日					
		22 January 2016 to 31 August 2017	1 September 2017 to 20 August 2024	6,530,000	-	-	-	6,530,000
		2016年1月22日至 2017年8月31日	2017年9月1日至 2024年8月20日					
		22 January 2016 to 31 August 2018	1 September 2018 to 20 August 2024	10,984,000	-	-	-	10,984,000
		2016年1月22日 至2018年8月31日	2018年9月1日至 2024年8月20日					

### 董事於股份、購股權及獎勵股份之權益 - 續

#### (b) 本公司之購股權

本公司於2014年8月20日舉行之本公司股東周年大會上採納其現時之購股權計劃(「2014年購股權計劃」)。於本期內，根據2014年購股權計劃所授予僱員的本公司購股權變動情況如下表所示：

#### 僱員



# Corporate Governance and Other Information

## 企業管治及其他資料

### DIRECTORS' INTERESTS IN SHARES, SHARE OPTIONS AND AWARDED SHARES – continued

#### (b) Share Options of the Company – continued

Employees – continued

### 董事於股份、購股權及獎勵股份之權益 – 續

#### (b) 本公司之購股權 – 續

僱員 – 續

Date of grant	Exercise price HK\$	Vesting period	Exercisable period	Number of share options 購股權數目				
				Outstanding as at 1 January 2023 於2023年 1月1日 尚未行使	Granted during the Current Period (Note e) 本期授出 (附註 e)	Exercised during the Current Period 本期行使	Cancelled/ Lapsed during the Current Period (Note c) 本期註銷/ 失效 (附註 c)	Outstanding as at 30 June 2023 於2023年 6月30日 尚未行使
15 April 2019 2019年4月15日	2.680	15 April 2019 to 29 September 2019 2019年4月15日至 2019年9月29日	30 September 2019 to 20 August 2024 2019年9月30日至 2024年8月20日	392,000	-	-	-	392,000
		15 April 2019 to 29 September 2020 2019年4月15日至 2020年9月29日	30 September 2020 to 20 August 2024 2020年9月30日至 2024年8月20日	294,000	-	-	-	294,000
		15 April 2019 to 29 September 2021 2019年4月15日至 2021年9月29日	30 September 2021 to 20 August 2024 2021年9月30日至 2024年8月20日	534,000	-	-	-	534,000
<b>Grand Total:</b> 合共：				<b>24,328,000</b>	-	-	-	<b>24,328,000</b>

Notes:

- (a) The closing price of the Shares immediately before 22 January 2016 and 15 April 2019 (i.e. the date on which the respective share options referred to above were granted) was HK\$4.22 and HK\$2.62 respectively.
- (b) The fair value of share option granted on 22 January 2016 and 15 April 2019 is HK\$4.22 per Share and HK\$2.62 per Share, respectively.
- (c) No share options under the 2014 Share Option Scheme were cancelled during the Current Period.
- (d) The number of options available for grant under the 2014 Share Option Scheme at the beginning and the end of the Current Period is 145,700,239 Shares.
- (e) No share options under the 2014 Share Option Scheme were granted during the Current Period.
- (f) The exercise of share options is subject to the fulfilment of the relevant exercising conditions and performance targets.

附註：

- (a) 緊接於2016年1月22日及2019年4月15日前(即指前述分別授出的購股權日期), 股份之收市價分別為港幣4.22元及港幣2.62元。
- (b) 於2016年1月22日及2019年4月15日授出的購股權的每股股份公允價值分別為港幣4.22元及港幣2.62元。
- (c) 於本期內並無根據2014年購股權計劃註銷購股權。
- (d) 根據2014年購股權計劃於本期開始及結束時可供授予的購股權數目為145,700,239股。
- (e) 於本期內並無根據2014年購股權計劃授出購股權。
- (f) 購股權的行使取決於能否達成相關的行權條件和業績目標。

# Corporate Governance and Other Information

## 企業管治及其他資料

### DIRECTORS' INTERESTS IN SHARES, SHARE OPTIONS AND AWARDED SHARES - continued

#### (c) Awarded Shares of the Company

The Board adopted a share award scheme on 21 October 2020 (the "2020 Share Award Scheme"). As at 30 June 2023, 35,716,000 shares of the Company were held by the independent trustee, for the purpose of the 2020 Share Award Scheme. During the Current Period, no cash dividend had been received in respect of the shares of the Company held upon the trust for the 2020 Share Award Scheme and shall form part of the trust fund of such trust. Details of the 2020 Share Award Scheme are set out in the announcement of the Company dated 21 October 2020.

The following tables show the movements in the Company's awarded shares granted to the Director and employees under the 2020 Share Award Scheme during the Current Period:

#### DIRECTOR

Date of grant	Vesting date	Number of awarded shares 獎勵股份之數目				Outstanding as at 30 June 2023 於2023年 6月30日 尚未歸屬
		Outstanding as at 1 January 2023 於2023年 1月1日 尚未歸屬	Granted during the Current Period (Note c) 本期內授予 (附註c)	Vested during the Current Period (Note c) 本期內歸屬	Cancelled/ Lapsed during the Current Period (Note c) 本期內註銷/ 失效 (附註c)	
29 August 2022 2022年8月29日	20 December 2023 2023年12月20日	9,000,000	-	-	-	9,000,000
	20 December 2024 2024年12月20日	8,000,000	-	-	-	8,000,000
<b>(a) Sub-total (Director)</b> <b>(a) 小計(董事)</b>		<b>17,000,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>17,000,000</b>

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### 董事於股份、購股權及獎勵股份之權益 - 續

#### (c) 本公司之獎勵股份

董事會於2020年10月21日採納股份獎勵計劃(「2020年股份獎勵計劃」)。於2023年6月30日，獨立信託人就2020年股份獎勵計劃持有35,716,000股本公司股份。於本期內，信託人根據2020年股份獎勵計劃持有之本公司股份並無收取現金股息或將其構成該信託之信託基金之一部份。2020年股份獎勵計劃的詳情載列於本公司日期為2020年10月21日的公告。

於本期內，根據2020年股份獎勵計劃所授予董事及僱員的獎勵股份變動情況如下表所示：

#### 董事

# Corporate Governance and Other Information

## 企業管治及其他資料

### DIRECTORS' INTERESTS IN SHARES, SHARE OPTIONS AND AWARDED SHARES – continued

#### (c) Awarded Shares of the Company – continued

##### EMPLOYEES

Date of grant	Vesting date	Number of awarded shares 獎勵股份之數目				
		Outstanding as at 1 January 2023 於2023年 1月1日 尚未歸屬	Granted during the Current Period (Note c) 本期內 授予 (附註c)	Vested during the Current Period 本期內 歸屬	Cancelled/ Lapsed during the Current Period (Note c) 本期內 註銷/失效 (附註c)	Outstanding as at 30 June 2023 於2023年 6月30日 尚未歸屬
27 October 2022 2022年10月27日	17 January 2023 2023年1月17日	5,940,000	-	(5,284,000)	-	656,000
<b>(b) Sub-total (Employees)</b> <b>(b) 小計(僱員)</b>		<b>5,940,000</b>	<b>-</b>	<b>(5,284,000)</b>	<b>-</b>	<b>656,000</b>
<b>Grand Total: (a) Director + (b) Employees</b> <b>合共：(a)董事 + (b)僱員</b>		<b>22,940,000</b>	<b>-</b>	<b>(5,284,000)</b>	<b>-</b>	<b>17,656,000</b>

#### Notes:

- (a) The closing price of the Shares immediately before 29 August 2022 and 27 October 2022 (i.e. the date on which the respective share awards referred to above were granted) was HK\$3.79 and HK\$2.97 respectively.
- (b) The weighted average closing price of the Shares immediately before the date of vesting was HK\$5.20. The fair value of awarded shares granted on 29 August 2022 and 27 October 2022 is HK\$3.79 per share and HK\$2.97 per Share, respectively.
- (c) No share awards were granted or cancelled during the Current Period.
- (d) The number of awarded share available for grant under the 2020 Share Award Scheme at the beginning and the end of the Current Period is 18,060,000 Shares and 17,764,028 Shares, respectively.
- (e) The vesting of share awards is subject to the fulfilment of the relevant vesting conditions and performance targets.

Save as disclosed above and the nominee shares in certain subsidiaries held in trust for the Group, none of the Directors or chief executives, or their associates, had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of the SFO) as recorded in the register required to be kept under Section 352 of the SFO as at 30 June 2023, and none of the Directors or chief executives, or their spouses or children under the age of 18, had any right to subscribe for the securities of the Company or its associated corporations, or had exercised any such right during the Current Period.

### 董事於股份、購股權及獎勵股份之權益 – 續

#### (c) 本公司之獎勵股份 – 續

##### 僱員

#### 附註：

- (a) 緊接於2022年8月29日及2022年10月27日(即指前述分別授出的獎勵股份日期)，股份之收市價分別為港幣3.79元及港幣2.97元。
- (b) 於緊接歸屬日期前，股份之加權平均收市價為港幣5.20元。於2022年8月29日及2022年10月27日授予的獎勵股份的每股股份公允價值分別為港幣3.79元及港幣2.97元。
- (c) 於本期內並無授予或註銷獎勵股份。
- (d) 根據2020年股份獎勵計劃於本期開始及結束時可供授予的獎勵股份數目分別為18,060,000股及17,764,028股。
- (e) 獎勵股份的歸屬取決於能否達成相關的歸屬條件和業績目標。

除上文所披露者及為本集團以信託形式持有若干附屬公司的代理人股份外，於2023年6月30日，根據《證券及期貨條例》第352條所規定存置之登記冊所示，各董事或主要行政人員或彼等之聯繫人士概無擁有本公司或其任何相聯法團(定義見《證券及期貨條例》)任何股份、相關股份及債券之任何權益或淡倉，而各董事或主要行政人員或彼等之配偶或18歲以下子女，於本期概無擁有任何認購本公司或其相聯法團證券的權利，亦無行使任何該等權利。

# Corporate Governance and Other Information

## 企業管治及其他資料

### DIRECTORS' INTERESTS IN SHARES, SHARE OPTIONS AND AWARDED SHARES – continued

#### Arrangements for the Directors to purchase Shares or Debentures

Save as disclosed above, at no time during the Current Period was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and neither the Directors nor the chief executives, nor any of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the Current Period.

### SUBSTANTIAL SHAREHOLDERS

As at 30 June 2023, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that the following substantial shareholders had notified the Company of the relevant interests in the issued Shares.

### 董事於股份、購股權及獎勵股份之權益 – 續

#### 董事購買股份或債權證的安排

除上文所披露者外，本公司或其任何附屬公司在本期任何時間內，均沒有為讓董事獲利而替其安排收購本公司或其他企業的股份或債券，各董事或主要行政人員或彼等之配偶或18歲以下子女，於本期概無擁有任何認購本公司證券的權利，亦無行使任何該等權利。

### 主要股東

於2023年6月30日，本公司遵照《證券及期貨條例》第336條存置的主要股東登記冊顯示，以下主要股東已知會本公司彼等在本公司已發行股份中擁有的相關權益。

Name of shareholder	Capacity	Number of Shares held	Approximate percentage of the total number of issued Shares (Note c) 佔已發行股份總數之概約百分比 (附註c)
股東姓名	身份	持有股份之數目	
<b>Long positions</b>			
<b>好倉</b>			
Target Success	Trustee (Note a)	1,200,958,799	48.32%
Target Success	信託人(附註a)		
Wong Wang Sang, Stephen	Beneficial owner	37,300,000	1.50%
黃宏生	實益擁有人		
	Spousal interest (Note b)	9,160,382	0.37%
	配偶權益(附註b)		
	Interest of controlled corporation (Note a)	1,200,958,799	48.32%
	所控制的法團的權益(附註a)		
		1,247,419,181	50.19%



# Corporate Governance and Other Information

## 企業管治及其他資料

### SUBSTANTIAL SHAREHOLDERS – continued

Notes:

- (a) 1,200,958,799 Shares are held by Target Success in its capacity as trustee of the Skysource Unit Trust in which all of the units and issued shares of Target Success are held by Mr. Wong Wang Sang, Stephen. As such, Mr. Wong Wang Sang, Stephen is deemed to be interested in 1,200,958,799 Shares.
- (b) Ms. Lin Wei Ping is interested in 1,247,419,181 Shares, which comprise 9,160,382 Shares held by herself and the deemed interests in 1,238,258,799 Shares held by her spouse Mr. Wong Wang Sang, Stephen. She is also the sole director of Target Success.
- (c) The calculation is based on the total number of issued Shares of the Company (i.e. 2,485,201,420 Shares) as at 30 June 2023.

Save as disclosed above, as at 30 June 2023, the Company had not been notified of any other interests or short positions representing 5% or more of the number of shares of the Company in issue as recorded in the register required to be kept by the Company under Section 336 of the SFO.

### RELATED PARTY TRANSACTIONS

During the Current Period, the Group entered into certain transactions with related parties under the applicable accounting principles, details of which are set out in note 20 of the condensed consolidated financial statements. These transactions were not connected transactions within the meaning of the Listing Rules and were mainly entered into by the Group in the ordinary course of business and the terms were on normal commercial terms and on an arm's length basis. Other than these related party transactions, the Group also entered into certain transactions with connected persons of the Company within the meaning of the Listing Rules. These connected transactions all fall under the de minimis provision set forth in Rule 14A.76(1) of the Listing Rules and are therefore fully exempted from the reporting, announcement and independent shareholders' approval requirements. The Group has performed regular review on the connected transactions in accordance with its corporate governance practice.

### 主要股東 – 續

附註：

- (a) 該1,200,958,799股股份由Target Success以信託形式代表Skysource Unit Trust持有，而全部單位和Target Success全部已發行股份是由黃宏生先生持有。因此，黃宏生先生被視為持有1,200,958,799股股份之權益。
- (b) 林衛平女士持有1,247,419,181股股份之權益，其中包括由其本人持有9,160,382股股份及被視為持有由其配偶黃宏生先生持有1,238,258,799股股份之權益。彼亦為Target Success的唯一董事。
- (c) 計算乃基於本公司於2023年6月30日已發行之股份總數（即2,485,201,420股）。

除上述所披露者外，於2023年6月30日，本公司概無接獲佔本公司已發行股份5%或以上，並須記錄於本公司根據《證券及期貨條例》第336條須予存置之登記冊內之其他權益或淡倉之通知。

### 關連人士之交易

本期內，本集團根據適用會計原則與關連人士訂立若干交易，詳情載於簡明綜合財務報表附註20。該等交易並非上市規則所界定的關連交易且主要於本集團日常業務過程中所訂立，條款乃按一般商業條款及按公平原則磋商後釐定。除上述關連人士之交易外，本集團亦與上市規則所界定之本公司關連人士進行若干交易。該等關連交易全部符合上市規則第14A.76(1)條所載之最低豁免規定，因此獲全面豁免遵守申報、公告及獨立股東批准規定。本集團已根據其企業管治常規就關連交易進行定期檢討。

# Corporate Governance and Other Information

## 企業管治及其他資料

### CONNECTED TRANSACTIONS/CONTRACTS OF SIGNIFICANCE WITH CONTROLLING SHAREHOLDER

#### Continuing Connected Transactions

During the Current Period and up to the date of this report, members of the Group have entered into the following continuing connected transactions:

- On 24 February 2022, Shenzhen Chuangwei Financial Leasing Company Limited\* (深圳創維融資租賃有限公司) ("Shenzhen Chuangwei Financial Leasing") entered into three leaseback agreements with Nanjing Golden Dragon Bus Co., Ltd.\* (南京金龍客車製造有限公司) ("Nanjing Golden Dragon Bus"), Nanjing Chuangyuan Tiandi Energy Technology Co., Ltd.\* (南京創源天地動力科技有限公司) ("Nanjing Chuangyuan Tiandi Energy") and Nanjing Skywell Heavy Industries Co., Ltd.\* (南京開沃重工有限公司) ("Nanjing Skywell Heavy Industries") as lessees ("Feb-2022 Leaseback Agreements"), pursuant to which Shenzhen Chuangwei Financial Leasing has agreed to provide sale and leaseback services in relation to a number of production equipment, project assets, transportation and electricity equipment in favour of the lessees at an initial sale price of RMB135 million commencing on the date of payment of the initial sale price and ends on the date which is three years from the date of the Feb-2022 Leaseback Agreements. Details of the transactions were announced by the Company on 24 February 2022 and 25 February 2022.

As at the end of the Current Period, the actual leasing principal amount under the Feb-2022 Leaseback Agreements was RMB135 million. The maximum leasing principal amount under the Feb-2022 Leaseback Agreements at any point of time during the Current Period was RMB135 million.

The equity interests of Nanjing Golden Dragon Bus, Nanjing Chuangyuan Tiandi Energy and Nanjing Skywell Heavy Industries are indirectly held by Mr. Wong Wang Sang, Stephen ("Mr. Wong"), the controlling shareholder of the Company, as to approximately 63.35%, 71.99% and 71.99% respectively, and each of the lessees is therefore an associate of Mr. Wong and a connected person of the Company under the Listing Rules. Accordingly, the Feb-2022 Leaseback Agreements and the transactions contemplated respectively thereunder, being financial assistance provided by Shenzhen Chuangwei Financial Leasing in favour of the lessees, constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

### 關連交易／與控股股東的重大合同

#### 持續關連交易

於本期內及截至本報告日期，本集團成員公司進行了以下持續關連交易：

- 於2022年2月24日，深圳創維融資租賃有限公司（「深圳創維融資租賃」）與承租人南京金龍客車製造有限公司（「南京金龍客車」）、南京創源天地動力科技有限公司（「南京創源天地動力」）及南京開沃重工有限公司（「南京開沃重工」）訂立三份售後回租協議（「2022年-2月售後回租協議」），據此，深圳創維融資租賃同意就多項生產設備、項目資產、運輸及電力設備向承租人提供出售及回租服務，初步售價為人民幣135百萬元，自支付初步售價日期起至2022年-2月售後回租協議日期起計三年止。本公司已於2022年2月24日及2022年2月25日的公告內刊發交易詳情。

截至本期末，2022年-2月售後回租協議之實際租賃本金金額為人民幣135百萬元。於本期內，2022年-2月售後回租協議項下任何時間的最高租賃本金金額為人民幣135百萬元。

根據上市規則，由於黃宏生先生（「黃先生」）分別間接持有南京金龍客車、南京創源天地動力及南京開沃重工約63.35%、71.99%及71.99%的股權，故各承租人均為黃先生的聯繫人士及本公司的關連人士。因此，2022年-2月售後回租協議及其項下擬進行之交易（即深圳創維融資租賃提供予承租人的財務資助）構成本公司於上市規則第14A章項下的持續關連交易。

# Corporate Governance and Other Information

## 企業管治及其他資料

### CONNECTED TRANSACTIONS/CONTRACTS OF SIGNIFICANCE WITH CONTROLLING SHAREHOLDER - continued

#### Continuing Connected Transactions - continued

- On 22 March 2022, Shenzhen Chuangwei Financial Leasing entered into a leaseback agreement with Nanjing Golden Dragon Bus ("Mar-2022 Leaseback Agreement"), pursuant to which Shenzhen Chuangwei Financial Leasing has agreed to provide sale and leaseback services in relation to a number of production, transportation and electricity equipment in favour of Nanjing Golden Dragon Bus at an initial sale price of RMB110 million commencing on the date of payment of the initial sale price and ends on the date which is three years from the date of the Mar-2022 Leaseback Agreement. Details of the transaction were announced by the Company on 22 March 2022.

As at the end of the Current Period, the actual leasing principal amount under the Mar-2022 Leaseback Agreement was RMB110 million. The maximum leasing principal amount under the Mar-2022 Leaseback Agreement at any point of time during the Current Period was RMB110 million.

The equity interests of Nanjing Golden Dragon Bus are indirectly held by Mr. Wong, the controlling shareholder of the Company, as to approximately 63.35% and Nanjing Golden Dragon Bus is therefore an associate of Mr. Wong and a connected person of the Company under the Listing Rules. Accordingly, the Mar-2022 Leaseback Agreement and the transactions contemplated respectively thereunder, being financial assistance provided by Shenzhen Chuangwei Financial Leasing in favour of Nanjing Golden Dragon Bus, constitute continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

### 關連交易／與控股股東的重大合同 - 續

#### 持續關連交易 - 續

- 於2022年3月22日，深圳創維融資租賃與南京金龍客車訂立售後回租協議（「2022年-3月售後回租協議」），據此，深圳創維融資租賃同意就多項生產、運輸及電力設備向南京金龍客車提供出售及回租服務，初步售價為人民幣110百萬元，自支付初步售價日期起至2022年-3月售後回租協議日期起計三年止。本公司已於2022年3月22日的公告內刊發交易詳情。

截至本期末，2022年-3月售後回租協議之實際租賃本金金額為人民幣110百萬元。於本期內，2022年-3月售後回租協議項下任何時間的最高租賃本金金額為人民幣110百萬元。

根據上市規則，由於黃先生間接持有南京金龍客車約63.35%的股權，故南京金龍客車為黃先生的聯繫人士及本公司的關連人士。因此，2022年-3月售後回租協議及其項下擬進行之交易（即深圳創維融資租賃提供予南京金龍客車的財務資助）構成本公司於上市規則第14A章項下的持續關連交易。

# Corporate Governance and Other Information

## 企業管治及其他資料

### CONNECTED TRANSACTIONS/CONTRACTS OF SIGNIFICANCE WITH CONTROLLING SHAREHOLDER - continued

#### Continuing Connected Transactions - continued

- On 8 June 2022, Shenzhen Chuangwei Financial Leasing entered into four leaseback agreements with Nanjing Golden Dragon Bus, Nanjing Chuangyuan Energy Technology Co., Ltd.\* (南京創源動力科技有限公司) ("Nanjing Chuangyuan Energy"), Huhehaote Skywell Automobile Co., Ltd.\* (呼和浩特開沃汽車有限公司) ("Huhehaote Skywell") and Wuhan Skywell Automobile Co., Ltd.\* (武漢開沃汽車有限公司) ("Wuhan Skywell") as lessees ("Jun-2022 Leaseback Agreements"), pursuant to which Shenzhen Chuangwei Financial Leasing has agreed to provide sale and leaseback services in relation to a number of production, transportation, electricity and office equipment in favour of the lessees at an initial sale price of RMB60 million commencing on the date of payment of the initial sale price and ends on the date which is three years from the date of the Jun-2022 Leaseback Agreements. Details of the transaction were announced by the Company on 8 June 2022.

As at the end of the Current Period, the actual leasing principal amount under the Jun-2022 Leaseback Agreement was RMB48 million. The maximum leasing principal amount under the Jun-2022 Leaseback Agreement at any point of time during the Current Period was RMB57 million.

The equity interests of Nanjing Golden Dragon Bus, Nanjing Chuangyuan Energy, Huhehaote Skywell and Wuhan Skywell are indirectly held by Mr. Wong, the controlling shareholder of the Company, as to approximately 63.35%, 71.99%, 71.99% and 71.99% respectively, and each of the lessees is therefore an associate of Mr. Wong and a connected person of the Company under the Listing Rules. Accordingly, the Jun-2022 Leaseback Agreements and the transactions contemplated respectively thereunder, being financial assistance provided by Shenzhen Chuangwei Financial Leasing in favour of the lessees, constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

### 關連交易／與控股股東的重大合同 - 續

#### 持續關連交易 - 續

- 於2022年6月8日，深圳創維融資租賃與承租人南京金龍客車、南京創源動力科技有限公司（「南京創源動力」）、呼和浩特開沃汽車有限公司（「呼和浩特開沃」）及武漢開沃汽車有限公司（「武漢開沃」）訂立四份售後回租協議（「2022年-6月售後回租協議」），據此，深圳創維融資租賃同意就多項生產、交通、電力及辦公設備向承租人提供出售及回租服務，初步售價為人民幣60百萬元，自支付初步售價日期起至2022年-6月售後回租協議日期起計三年止。本公司已於2022年6月8日的公告內刊發交易詳情。

截至本期末，2022年-6月售後回租協議之實際租賃本金金額為人民幣48百萬元。於本期內，2022年-6月售後回租協議項下任何時間的最高租賃本金金額為人民幣57百萬元。

根據上市規則，由於黃先生分別間接持有南京金龍客車、南京創源動力、呼和浩特開沃及武漢開沃約63.35%、71.99%、71.99%及71.99%的股權，故各承租人均為黃先生的聯繫人士及本公司的關連人士。因此，2022年-6月售後回租協議及其項下擬進行之交易（即深圳創維融資租賃提供予承租人的財務資助）構成本公司於上市規則第14A章項下的持續關連交易。



# Corporate Governance and Other Information

## 企業管治及其他資料

### CONNECTED TRANSACTIONS/CONTRACTS OF SIGNIFICANCE WITH CONTROLLING SHAREHOLDER - continued

#### Continuing Connected Transactions - continued

- On 23 March 2023, Shenzhen Skyworth Digital Technology Co., Ltd. ("SSDT") entered into a framework agreement with Shenzhen Xiaopai Technology Co., Ltd.\* (深圳小湃科技有限公司) ("Xiaopai") ("Framework Agreement"), pursuant to which SSDT will supply products manufactured by it, pursuant to the terms of the Framework Agreement for a term of one year running from 1 January 2023 to 31 December 2023 and there is no option to renew the Framework Agreement. The annual cap in respect of the sale of products by SSDT to Xiaopai under the Framework Agreement for the year ending 31 December 2023 is RMB240 million, which is determined primarily by reference to (i) the transaction amount of approximately RMB144 million actually incurred under the previous framework agreement during the financial year ended 31 December 2022, and (ii) indications in writing by Xiaopai in respect of the volume of orders it intends to place with SSDT under the Framework Agreement. Details of the transaction were announced by the Company on 23 March 2023.
- On 23 March 2023, Skyworth Automobile Electronics (Shenzhen) Co., Ltd.\* (深圳創維汽車智能有限公司) ("Skyworth Automobile") entered into two procurement agreements with Jiangsu Skywell Automobile Co., Ltd.\* (江蘇開沃汽車有限公司) ("Jiangsu Skywell") and Nanjing Golden Dragon Bus Co., Ltd. Xuzhou Branch\* (南京金龍客車製造有限公司徐州分公司) ("Nanjing Golden Dragon Xuzhou Branch") ("Procurement Agreements"), pursuant to which Skyworth Automobile will, upon its acceptance of purchase orders placed by Jiangsu Skywell and Nanjing Golden Dragon Xuzhou Branch, supply automobile components manufactured by it to Jiangsu Skywell and Nanjing Golden Dragon Xuzhou Branch for a term of one year commencing from 1 January 2023 to 31 December 2023 up to an annual cap of RMB70 million. Details of the transactions were announced by the Company on 23 March 2023.

The equity interests of Nanjing Golden Dragon Xuzhou Branch and Jiangsu Skywell are indirectly held by Mr. Wong, the controlling shareholder of the Company, as to approximately 63.35% and 71.99%, respectively, and Nanjing Golden Dragon Xuzhou Branch and Jiangsu Skywell are the associates of Mr. Wong and connected person of the Company under the Listing Rules. Accordingly, the Procurement Agreements and the transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

### 關連交易／與控股股東的重大合同 - 續

#### 持續關連交易 - 續

- 於2023年3月23日，深圳創維數字技術有限公司(「數字技術」)與深圳小湃科技有限公司(「小湃」)簽訂了框架協議(「框架協議」)，數字技術將根據框架協議的條款提供由其生產的產品，有效期由2023年1月1日至2023年12月31日，為期一年及無權續簽框架協議。根據框架協議，數字技術向小湃於截至2023年12月31日年度出售產品的年度上限為人民幣240百萬元，是參考(i)截至2022年12月31日止財政年度，根據先前框架協議實際產生的交易金額約人民幣144百萬元，及(ii)小湃根據框架協議擬向數字技術下達的訂單量的意向書。本公司已於2023年3月23日的公告內刊發交易詳情。
- 於2023年3月23日，深圳創維汽車智能有限公司(「創維汽車」)與江蘇開沃汽車有限公司(「江蘇開沃」)及南京金龍客車製造有限公司徐州分公司(「南京金龍客車徐州分公司」)訂立兩份採購協議(「採購協議」)，據此，創維汽車於收到江蘇開沃及南京金龍客車徐州分公司的採購訂單後，將分別向江蘇開沃及南京金龍客車徐州分公司供應其製造的汽車零部件，由2023年1月1日起至2023年12月31日，為期一年，年度上限為人民幣70百萬元。本公司已於2023年3月23日的公告內刊發交易詳情。

根據上市規則，由於黃先生分別間接持有南京金龍客車徐州分公司及江蘇開沃約63.35%及71.99%的股權，故南京金龍客車徐州分公司及江蘇開沃為黃先生的聯繫人士及本公司的關連人士。因此，根據上市規則第14A章，採購協議及其項下擬進行之交易構成本公司持續關連交易。

# Corporate Governance and Other Information

## 企業管治及其他資料

### CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 13.51B(1) of the Listing Rules, the change in information of Director since the Company's last published annual report and up to the date of this interim report is set out below:

Mr. Hung Ka Hai, Clement, an Independent Non-executive Director of the Company, was appointed as an independent non-executive director of JX Energy Ltd. (formerly known as Persta Resources Inc.) (stock code: 3395) with effect from 1 August 2023. He was also appointed as the chairman of the audit and risk committee and member of nomination committee of JX Energy Ltd. on the same date.

### MODEL CODE

The Company has adopted the code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard set out in the Model Code. Having made specific enquiry of all Directors, all Directors confirmed through a confirmation that they had complied with the required standards set out in the Model Code and the code of conduct regarding securities transactions by Directors adopted by the Company throughout the Current Period.

### PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

On 23 December 2022, the Company published an announcement in relation to (i) an offer made by CLSA Limited on behalf of the Company to buyback for cancellation, subject to the conditions, up to a maximum of 100,000,000 Shares, representing approximately 3.87% of the issued Shares as at the date of such announcement, at the price of HK\$3.8 per Share (the "Offer"); and (ii) a conditional very substantial acquisition for the Company (the "PRC MGO"). On 28 March 2023, the Company published an announcement regarding the increase of offer price of the Offer, of which the offer price increased from HK\$3.8 to HK\$5.0 per Share. The Offer was made in full compliance with the Share Buy-backs Code. The consideration for the Offer, being a total of HK\$500 million, was paid in cash and will be funded by internal resources of the Group. The Offer, the application of whitewash waiver and the PRC MGO were approved by the Shareholders at the special general meeting of the Company held on 5 May 2023. The completion of the Offer and cancellation of the 100,000,000 Shares bought-back by the Company took place on Wednesday, 31 May 2023. For more information, please refer to the announcements of the Company dated 23 December 2022, 12 January 2023, 12 February 2023, 12 March 2023, 28 March 2023, 14 April 2023, 5 May 2023, 10 May 2023, 19 May 2023 and 31 May 2023 and the circular of the Company dated 14 April 2023.

Save as disclosed above, neither the Company, nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the Current Period.

### 董事資料之變更

根據《上市規則》第13.51B(1)條，自本公司最近刊發之年報日期起直至本中期報告日期，有關董事之變動及更新資料載列如下：

本公司獨立非執行董事洪嘉禧先生獲委任為吉星新能源有限責任公司\*（前稱Persta Resources Inc.）（股份代號：3395）的獨立非執行董事，自2023年8月1日起生效。彼於同日亦獲委任為吉星新能源有限責任公司審計及風險委員會主席及提名委員會成員。

### 標準守則

本公司已採納條款不比標準守則所訂標準寬鬆的有關董事進行證券交易的操守準則。經向各董事個別查詢後，各董事透過確認函確認，彼等於本期已遵守標準守則內所要求的標準及本公司所採納有關董事進行證券交易的操守準則條款。

### 購入、出售或贖回本公司之上市證券

於2022年12月23日，本公司發出內容有關(i) 中信里昂證券有限公司代表本公司提出要約，在該等條件的規限下，按每股股份港幣3.8元的價格回購並註銷最多達最高數目的股份（即100,000,000股股份，佔於該公告日期已發行股份約3.87%）（「要約」）；及(ii) 本公司一項有條件非常重大收購事項（「中國強制性全面要約」）之公告。於2023年3月28日，本公司發佈關於提高要約價格的公告，其中要約價格由每股股份港幣3.8元提高至每股股份港幣5.0元。該要約的提出完全符合《股份回購守則》的規定。要約代價合共港幣500百萬元，以現金支付，並將由本集團內部資源撥付。要約、清洗豁免申請及中國強制性全面要約已於2023年5月5日舉行的本公司股東特別大會上獲得股東批准。要約及註銷本公司回購的100,000,000股股份已於2023年5月31日（星期三）完成。有關更多資料，請參閱本公司日期為2022年12月23日、2023年1月12日、2023年2月12日、2023年3月12日、2023年3月28日、2023年4月14日、2023年5月5日、2023年5月10日、2023年5月19日及2023年5月31日之公告，以及本公司日期為2023年4月14日的通函。

除上文所披露者外，本公司及其附屬公司於本期內概無購入、出售或贖回任何本公司之上市證券。

# Corporate Governance and Other Information

## 企業管治及其他資料

### CORPORATE GOVERNANCE STANDARDS

The Company recognises the importance of a publicly listed company's responsibilities to enhance its transparency and accountability, and is committed to maintaining a high standard of corporate governance in the interests of its shareholders. The Company devotes to best practice on corporate governance, and to comply to the extent practicable, with the Corporate Governance Code contained in Appendix 14 to the Listing Rules (the "CG Code").

During the Current Period and up to the date of this report, the Company has complied with the code provisions as set out in the CG Code, save and except for the code provision C.1.6 of the CG Code.

Pursuant to code provision C.1.6 of the CG Code, the independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of the shareholders of the Company. Mr. Li Weibin, an Independent Non-executive Director, was unable to attend the special general meeting and annual general meeting of the Company held on 5 May 2023 and 24 May 2023, respectively, due to other prior business engagements.

For detailed information about the corporate governance practices of the Company, please refer to the "Corporate Governance Report" contained in the Company's 2022 annual report.

### BOARD COMMITTEES

The Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the business of the Group. As an integral part of good corporate governance and to assist the Board in execution of its duties, the Board is supported by 4 Board Committees, including Executive Committee, Nomination Committee, Remuneration Committee and Audit Committee. Each of these committees oversees particular aspects of the Group's affairs under its defined scope of duties and terms of reference approved by the Board, the summary of which were disclosed in the "Corporate Governance Report" of the Company's 2022 annual report. The terms of reference of the Nomination Committee, Remuneration Committee and Audit Committee are available on the Company's website (<http://investor.skyworth.com/en/index.php>) and the website of the Stock Exchange. All committees are provided with sufficient resources to discharge their duties.

### 企業管治常規

本公司認同作為公眾上市公司對提高透明度及問責性責任的重要性，並致力維持高水準的企業管治，以符合股東的利益。本公司致力奉行最佳企業管治常規，並在切實可行的情況下遵守上市規則附錄14所載之《企業管治守則》（「企業管治守則」）之規定。

於本期及至本報告日期，本公司一直遵守企業管治守則中載列之守則條文，惟企業管治守則條文第C.1.6條除外。

根據企業管治守則之守則條文第C.1.6條，獨立非執行董事及其他非執行董事應出席股東大會，對本公司股東的意見有公正的了解。獨立非執行董事李偉斌先生因有其他已定的商務安排未能出席本公司分別於2023年5月5日及2023年5月24日舉行之股東特別大會及股東周年大會。

有關本公司企業管治常規的詳細資料，請參閱載於本公司2022年年報中的「企業管治報告」。

### 董事會委員會

董事會根據本集團之業務需要具備適當的技巧、經驗及多元化的視野。作為良好企業管治的一部份，並為協助董事會履行其職責，董事會乃由4個董事會委員會所支持，包括執行委員會、提名委員會、薪酬委員會及審核委員會。各委員會分別按由董事會批准之指定職務範疇及職權範圍，監督本集團事務的特定事項，其摘要於本公司2022年年報中的「企業管治報告」內披露。提名委員會、薪酬委員會及審核委員會的職權範圍已刊登於本公司的網站內(<http://investor.skyworth.com/tc/index.php>)及聯交所網站。所有委員會均獲足夠資源以履行其職責。



# Corporate Governance and Other Information

## 企業管治及其他資料

### BOARD COMMITTEES – continued

#### Executive Committee

The Executive Committee was established by the Board on 5 February 2005. The Executive Committee currently comprises 7 members, including several executive Directors and senior management of the Company. During the Current Period and up to the date of this report, the Executive Committee had held monthly meetings to review, discuss and evaluate the business performance and other business and operational matters of each major subsidiary within the Group.

#### Nomination Committee

The Nomination Committee was set up under the auspices of the Board on 5 February 2005 with written terms of reference adopted on 19 August 2005, which was updated and approved on 30 March 2012 and 25 August 2017. The Nomination Committee is comprised of 4 members. The chairperson of the Nomination Committee is Mr. Hung Ka Hai, Clement and the other members are Ms. Lin Wei Ping, Mr. Li Weibin and Mr. Cheong Ying Chew, Henry. Except for Ms. Lin Wei Ping is an Executive Director, all remaining 3 members are Independent Non-executive Directors.

The Company recognises the importance of board diversity to corporate governance and the board effectiveness. The Board adopted a board diversity policy which setting out the basic principles to ensure the Board has the appropriate balance of skills, experience and diversity of perspectives necessary to enhance the effectiveness of the Board and to maintain high standard of corporate governance. Under the board diversity policy, the selection of Board candidates shall be based on a range of diversity perspectives with reference to the Company's business model and specific needs, including but not limited to gender, age, cultural background, educational background, skills, knowledge and professional experience.

In considering the new appointment of Directors, the Nomination Committee had considered the board diversity policy and with reference to certain criteria such as integrity, independent mindedness, experience, skill and the ability to commit time and effort to carry out his duties and responsibilities effectively, etc.

During the Current Period and up to the date of this report, the Nomination Committee held a meeting to review the composition of the Board; to review and assess the independence of Independent Non-executive Directors; to review the mechanism in relation to independent views and input of the Independent Non-executive Directors are made available to the Board; to review the Board diversity policy; and to consider and recommend to the Board the re-appointment of an Executive Director and an Independent Non-executive Director.

#### 董事會委員會 – 續

#### 執行委員會

執行委員會於2005年2月5日由董事會成立。執行委員會目前由7名成員組成，包括本公司數名執行董事及高級管理人員。於本期及至本報告日期，執行委員會每月均舉行會議以檢討、討論及評估本集團各主要附屬公司的業務表現及其他業務與營運之事宜。

#### 提名委員會

董事會屬下的提名委員會於2005年2月5日成立，其書面職權範圍於2005年8月19日獲採納，並於2012年3月30日及2017年8月25日獲更新及通過。提名委員會目前由4名成員組成。提名委員會主席為洪嘉禧先生，其他成員包括林衛平女士、李偉斌先生及張英潮先生。除林衛平女士為執行董事外，其餘3名成員均為獨立非執行董事。

本公司認同董事會成員多元化對企業管治及董事會有效運作的重要性。董事會已採納董事會成員多元化政策，該政策列載基本原則，以確保董事會在技能、經驗以及視野的多元化方面均達到適當的平衡，從而提升董事會的有效運作並保持高標準的企業管治水平。根據董事會成員多元化政策，甄選董事會候選人將以一系列多元化範疇為基準，並參考本公司的業務模式和特定需求，包括但不限於性別、年齡、文化背景、教育背景、技能、知識及專業經驗。

委任新董事時，提名委員會已考慮董事會成員多元化政策及參考若干準則，例如誠信、獨立思考、經驗、技能及就其職責與義務所能切實付出的時間與努力等。

於本期及至本報告日期，提名委員會曾舉行1次會議以審閱董事會的組成架構；審閱及評估獨立非執行董事之獨立性；審閱獨立非執行董事向董事會提供獨立觀點及意見的機制；審閱董事會成員多元化政策；以及考慮並提呈予董事會審批有關重新委任一名執行董事及一名獨立非執行董事之事宜。



# Corporate Governance and Other Information

## 企業管治及其他資料

### BOARD COMMITTEES - continued

#### Remuneration Committee

The Remuneration Committee was set up under the auspices of the Board on 5 February 2005 with written terms of reference adopted on 19 August 2005, which was updated and approved on 30 March 2012, 25 August 2017 and 30 December 2022. The Remuneration Committee is comprised of 4 members. The chairperson of the Remuneration Committee is Mr. Li Weibin and the other members are Ms. Lin Wei Ping, Mr. Cheong Ying Chew, Henry and Mr. Hung Ka Hai, Clement. Except for Ms. Lin Wei Ping is an Executive Director, the remaining 3 members of the Remuneration Committee are Independent Non-executive Directors.

The remuneration policy of the Group is formulated to ensure remuneration offered to the Directors or employees is appropriate for the corresponding duties performed, sufficiently compensated for the effort and time dedicated to the affairs of the Group, and competitive and effective in attracting, retaining and motivating employees. The key components of the Company's remuneration package include basic salary, and where appropriate, other allowances, incentive bonus, mandatory provident funds, state-managed retirement benefits scheme, share options granted under the share option schemes of the Company and awarded shares granted under the Share Award Scheme.

During the Current Period and up to the date of this report, the Remuneration Committee held 2 meetings to review the bonus payable to the Directors and senior management of the Company and the scheme of special bonus to the executive teams of the Group for the financial year 2023-2025; to consider and recommend to the Board the service contract of an Executive Director and the letter of appointment of an Independent Non-executive Director; and to consider and recommend to the Board the proposal for the grant of awarded shares.

#### Audit Committee

The Audit Committee was established by the Board since the listing of the shares of the Company on the Stock Exchange on 7 April 2000. The Audit Committee is comprised of 3 Independent Non-executive Directors. The chairperson of the Audit Committee is Mr. Cheong Ying Chew, Henry and the other members are Mr. Li Weibin and Mr. Hung Ka Hai, Clement.

### 董事會委員會 - 續

#### 薪酬委員會

董事會屬下的薪酬委員會於2005年2月5日成立，其書面職權範圍於2005年8月19日獲採納，並於2012年3月30日、2017年8月25日及2022年12月30日獲更新及通過。薪酬委員會目前由4名成員組成。薪酬委員會主席為李偉斌先生，其他成員包括林衛平女士、張英潮先生及洪嘉禧先生。除林衛平女士為執行董事外，其餘3名薪酬委員會成員均為獨立非執行董事。

本集團的薪酬政策旨在確保董事或僱員的酬金乃符合相應的職務、足以彌補為本集團事務所付出的努力及時間、且具競爭力及能有效吸納、挽留及激勵僱員。本公司薪酬待遇的主要部份包括基本薪金、及(如適用)其他津貼、獎勵花紅、強制性公積金、國家管理退休福利計劃、根據本公司購股權計劃授出的購股權及根據股份獎勵計劃授出的獎勵股份。

於本期及至本報告日期，薪酬委員會曾舉行2次會議以審閱本公司董事及高級管理人員的花紅及有關2023-2025財年本集團執行團隊的專項獎金計劃；考慮並提呈予董事會審批有關一名執行董事的服務合約及一名獨立非執行董事的委任書之事宜；以及考慮並提呈予董事會審批有關授出獎勵股份的建議。

#### 審核委員會

審核委員會自本公司股份於2000年4月7日在聯交所上市以來由董事會成立。審核委員會由3名獨立非執行董事組成。審核委員會主席為張英潮先生，其他成員包括李偉斌先生及洪嘉禧先生。

# Corporate Governance and Other Information

## 企業管治及其他資料

### BOARD COMMITTEES – continued

#### Audit Committee – continued

During the Current Period and up to the date of this report, the Audit Committee held 2 meetings and performed the following duties:

- (a) to review and comment on the Company's annual and interim financial reports;
- (b) to oversee the Group's financial reporting system, risk management and internal control systems on an ongoing basis;
- (c) to review the financial reporting system to ensure the adequacy of resources, qualifications and experience of staff in accounting and financial reporting functions of the Group;
- (d) to discuss on the Group's internal audit plan with the Risk Management Department;
- (e) to review the continuing connected transactions; and
- (f) to meet and communicate with the external auditors for audit works of the Group.

### CORPORATE SUSTAINABILITY

The Company is committed to maintaining a high standard of corporate governance and corporate responsibility consistent with prudent management. It is the belief of the Board that such commitment can enhance shareholders' value in the long run.

Under the capable leadership, the Board will certainly maintain a high degree of transparency and good corporate governance practices, and the Company will surely retain its competitive edge in the market.

#### Environmental Protection

The Company recognised environmental protection as an important part of corporate social responsibility. Therefore, the Group has implemented various green measures in cooperation with its business partners for energy conservation and emission reduction, with an aim to mitigate the adverse impact on the environment. By actively promoting public awareness of environmental protection and providing guidelines to different business segments, we intend to integrate the Group's environmental protection strategies into every aspect of our operation, and finally realise its vision of attaining "Green Skyworth, Green Audio-visual, Green World".

### 董事會委員會 – 續

#### 審核委員會 – 續

於本期及至本報告日期，審核委員會曾舉行2次會議並履行了下列職務：

- (a) 審閱及評論本公司的年度及中期財務報告；
- (b) 持續監督本集團之財務報告系統、風險管理及內部監控系統；
- (c) 審閱財務匯報系統，以確保本集團員工在會計及財務匯報職能方面的資源、資格及經驗的充足性；
- (d) 與風險管理部討論本集團內部審核計劃；
- (e) 審閱持續關連交易；及
- (f) 就本集團的核數工作與外聘核數師會面及交流。

### 企業可持續發展

本公司致力恪守高標準的公司管治及企業責任，以符合與審慎管理一致的原則。董事會深信此承諾能長遠提升股東價值。

有賴管理層領導有方，董事會將保持高度的透明度及良好的企業管治常規，本公司亦將於市場上保持競爭優勢。

#### 環境保護

本公司深明保護環境是體現企業社會責任重要的一環，因此本集團與各商業夥伴合力推行各種節能減排的綠色措施，減少對環境的不良影響。我們積極宣揚環境保護意識，同時指導不同業務板塊，希望將本集團的環保策略融入營運細節當中，真正實現「綠色創維、綠色視聽、綠化世界」的願景。

# Corporate Governance and Other Information

## 企業管治及其他資料

### CORPORATE SUSTAINABILITY – continued

#### Environmental Protection – continued

The Company has adopted, in a comprehensive manner, the internationally recognised Environmental Management System (ISO 14001:2015) and Energy Management System (ISO 50001:2011) as the guiding principles of the Group in environmental protection. The Group's environmental policy comprises four main strategies, namely "Production Design", "Operational Energy Saving", "Concepts of Environmental Protection" and "Clean Energy".

The "Production Design" strategy aims to optimise the overall production system such as streamlining the production procedure, increasing the mould utilisation rate and considering the use of recycled materials to minimise resources consumption. With the "Operational Energy Saving" strategy, the Group will relentlessly promote the environmental awareness culture and embed the conservation value to its workforce. The Company is promoting E-process of documents to reduce paper wastage; we are also applying natural lighting concepts and adjustable air-conditioning as well as establishing a robust waste management system in our buildings. The "Concepts of Environmental Protection" strategy targets to implant the green initiatives into the Group's supply chain from procurement to delivery of end products. This requires energy efficiency improvement in product designs, eco-friendly packaging, or even the transportation emissions. Last but not least, we also formulated the "Clean Energy" strategy to encourage the ongoing transformation of the Company from the traditional energy sources to the increased utilisation of clean and renewable energy.

#### Our People

The Company recognises its employees as the most valuable asset and the primary force in sustaining its business growth. In terms of talent management, we follow the principles of diversity and merit, with a view to attracting a wide range of excellent talents to the Skyworth family. The Group also attaches great importance to employee development, and encourages its staff members to receive further education, to propose innovative ideas and make improvement. Meanwhile, Skyworth is committed to nurturing a healthy, diversified, fair, caring and inclusive workplace, through which it motivates staff members to put into practice the spirit of mutual help.

As at 30 June 2023, Skyworth employed around 29,700 full-time employees to serve different posts in the Group, including, among others, its management team, innovation development team, frontline manufacturing operation team, sales team and administration team.

### 企業可持續發展 – 續

#### 環境保護 – 續

本公司已全面採用受國際認可的環境管理體系 (ISO 14001 : 2015) 和能源管理體系 (ISO 50001 : 2011) 作為本集團在環境保護方面的指導原則。本集團以四個策略為主要環境綱領，分別為「生產設計」、「營運節能」、「環保概念」及「潔淨能源」策略。

「生產設計」策略旨在簡化整體生產系統，如優化生產流程、提高模具利用率，以及考慮使用回收材料以減少資源消耗。在「營運節能」策略中，本集團將努力不懈推廣環保意識文化，深化員工隊伍的環保價值觀。本公司現正推動電子化處理文件，減少浪費紙張；我們亦於建築物內應用自然採光理念、可調節空調及建立完善的廢物管理制度。「環保概念」策略的目標是將綠色措施落實到本集團從採購至交付終端產品各個流程的供應鏈中。這需要從本集團的產品設計、環保包裝，以至運輸排放等方面改善其能源效益。最後，我們亦透過「潔淨能源」策略，鼓勵本集團從傳統能源過渡至使用更多潔淨及可再生能源。

#### 我們的員工

本公司視員工為本集團最重要的資產，亦是我們維持業務增長的主要動力來源。我們在人才管理上主張廣納賢能、用人唯才等原則，以吸納各類優秀人才加入創維的大家庭。本集團亦重視員工成長，支持他們持續學習、勇於創新與改進。同時，創維致力建立一個健康、多元化、平等以及關愛共融的工作環境，藉此鼓勵員工發揮互助精神。

於2023年6月30日，創維合共僱用約29,700名全職員工於本集團內不同崗位工作，包括管理團隊、創新研發團隊、前線生產營運團隊、銷售團隊及行政團隊等。



# Corporate Governance and Other Information

## 企業管治及其他資料

### CORPORATE SUSTAINABILITY – continued

#### Our People – continued

The Group is committed to building a youthful and energetic team of employees. Over 40.4% of its staff are aged 30 or under, while around 55.6% of the remaining employees are aged between 31 and 50, only 4% of its staff are aged over 50. Geographically speaking, approximately 92.6% of its staff are based in operating and manufacturing locations of provinces and cities across China, while the rest are stationed in the Hong Kong head office or overseas branches, including a number of Southeast Asian countries (e.g. the Philippines, Indonesia, Thailand, Vietnam and Malaysia) and markets in Europe and America (e.g. Germany, the Netherlands, France, Italy, the United Kingdom and the United States). Overall, the ratio of male to female employees of the Group is approximately 1:1.8.

For detailed information about the corporate sustainability practices of the Company, please refer to the Company's 2022 Environmental, Social and Governance Report.

### RISK MANAGEMENT

The Board acknowledges that risk management is one of the key controls to monitor the effectiveness of financial reporting and internal control systems within the Group. To enhance better corporate governance in these aspects, Risk Management Department was established.

#### Risk Management Department

The Risk Management Department was established by the Company in December 2005. The key function of the Risk Management Department is to provide an independent appraisal function to examine and evaluate operations, the systems of internal control and risk management as a service to the Company and its subsidiaries. The Risk Management Department assists all levels of administrations in the achievement of the organisational goals and objectives by striving to provide a positive impact on:

- (a) efficiency and effectiveness of operating functions;
- (b) reliability of financial reporting;
- (c) status of implementation and effectiveness of the internal control policies and procedures; and
- (d) compliance with applicable laws and regulations.

The Head of Risk Management Department has unrestricted direct access to the Audit Committee and reports directly to the Board and the Audit Committee. During the Current Period and up to the date of this report, the Head of Risk Management Department attended 2 Audit Committee meetings to report the progress and findings of the works performed so far and to discuss the internal audit plan of the Group.

### 企業可持續發展 – 續

#### 我們的員工 – 續

本集團致力打造一支年輕、充滿活力的員工隊伍，在所有的員工之中，40.4%為30歲或以下，其餘約55.6%屬31至50歲之間，只有4%的員工年齡超過50歲。從地理分佈層面而言，約92.6%的員工遍佈創維在中國各省市的營商及生產地點，餘下的則駐守於香港總辦事處或海外分支機構，包括菲律賓、印尼、泰國、越南、馬來西亞等東南亞國家，以及德國、荷蘭、法國、意大利、英國及美國等歐美市場。整體而言，本集團的員工男女比例約為1比1.8。

有關本公司實踐企業可持續發展的資訊，請參閱刊載於本公司2022年《環境、社會及管治報告》。

### 風險管理

董事會認為風險管理是監察本集團的財務匯報及內部監控系統成效的關鍵措施之一。為加強有關方面的企業管治，因而成立了風險管理部。

#### 風險管理部

本公司於2005年12月成立風險管理部。風險管理部的主要職能是提供獨立評估服務，以審查及評估本公司及其附屬公司的營運、內部監控及風險管理系統。風險管理部支援各管理層面，為達致營運目的及目標致力改善下列各項：

- (a) 營運職能的效率及成效；
- (b) 財務匯報的可靠性；
- (c) 內部監控政策及程序的實施情況及其有效性；及
- (d) 遵守適用之法律及法規。

風險管理部主管可不受限制地直接接觸審核委員會，並直接向董事會及審核委員會匯報。於本期及至本報告日期，風險管理部主管曾出席2次審核委員會會議，以報告其工作的進度及發現，以及討論本集團的內部審核計劃。



# Corporate Governance and Other Information

## 企業管治及其他資料

### INTERNAL CONTROLS

The Board acknowledges its responsibility to ensure that a sound and effective internal control system is maintained. The system includes a defined management structure with specified limits of authority, to:

- (a) achieve business objectives and safeguard assets against unauthorised use or disposition;
- (b) ensure maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication; and
- (c) ensure compliance with the relevant legislation and regulations.

The internal control system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and manage, rather than eliminate, risks of failure in operational systems, and to ensure achievement of the Group's objectives.

### Internal Audit Department

The Internal Audit Department was established since 1996, its principal duties are examining and evaluating the business operations of the sales offices and branches of all the business units and ensuring the compliance status of the Group's business units. Besides, the Internal Audit Department also carries out special audits when senior staff leaving their positions either due to resignations or job rotations within the Group.

During the Current Period, the Internal Audit Department carried out the audit works of certain major business units, and provided recommendations on management enhancement and operational efficiency.

### BOARD OF DIRECTORS

As at the date of this report, the Board comprises Mr. Lin Jin as the Chairman, Mr. Liu Tangzhi as the Vice Chairman, Mr. Shi Chi as Executive Director and the Chief Executive Officer, Ms. Lin Wei Ping and Mr. Lam Shing Choi, Eric as Executive Directors; and Mr. Li Weibin, Mr. Cheong Ying Chew, Henry and Mr. Hung Ka Hai, Clement as Independent Non-executive Directors.

By Order of the Board

**Lin Jin**  
Chairman of the Board  
25 August 2023

### 內部監控

董事會確認其有責任保證內部監控系統運作穩健妥善而且有效，該系統包括一個權責分明的管理架構，旨在：

- (a) 達成業務目標及保護資產免遭非法佔用或挪用；
- (b) 確保妥善存置會計記錄以備提供可靠的財務資料以供內部使用或公佈用途；及
- (c) 確保遵守有關法例及規定。

內部監控系統旨在提供合理（而非絕對）的保證，以防出現嚴重誤報或損失的情況，並管理（而非完全杜絕）營運系統故障的風險，以及確保達致本集團的目標。

### 內部審計部

內部審計部於1996年成立，其主要職能是審查和評估所有產業的營銷辦事處及分公司之營運情況，以及確保本集團各產業的合規狀況。此外，內部審計部亦對高級職員離職（無論是辭職或是本集團內部崗位調遷）進行專項審計。

於本期，內部審計部曾進行部份主要產業的審核工作，並提供有效提升管理及營運效能的建議。

### 董事會

於本報告日期，董事會成員包括主席林勁先生、副主席劉棠枝先生、執行董事兼行政總裁施馳先生、執行董事林衛平女士及林成財先生；以及獨立非執行董事李偉斌先生、張英潮先生及洪嘉禧先生。

承董事會命

**林勁**  
董事會主席  
2023年8月25日

\* For identification purposes only

\* 僅供識別

# SKYWORTH

創維集團有限公司

Skyworth Group Limited

Stock Code 股份代號 : 00751.HK

1601-04 Westlands Centre  
20 Westlands Road  
Quarry Bay, Hong Kong  
香港鰂魚涌華蘭路20號  
華蘭中心1601-04室

**Tel 電話 :** (852) 2856 3138

**Fax 傳真 :** (852) 2856 3590

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