

# CIMC

**China International Marine Containers (Group) Co., Ltd.**

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



A Share Stock Code: 000039 | H Share Stock Code: 2039

# Risk Warning

This Report contains certain forward-looking statements with respect to the financial position, operational results and business of the Group. These forward-looking statements are, by their nature, subject to significant risk and uncertainties because they relate to events and depend on circumstances which may occur in the future and are beyond our control. Therefore, the forward-looking statements reflect the Group's current views with respect of future events and are not a guarantee of future performance. Actual results may differ from the information contained in such forward-looking statements.



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## Important Notice

The Board of Directors, the Supervisory Committee and the Directors, Supervisors and senior management of the Company warrant that this annual report is true, accurate and complete and does not contain any false records, misleading statements or material omission and jointly and severally take legal responsibility.

The 2017 annual report (this "Report") has been reviewed and approved at the 6th meeting of the 8th session of the Board in 2018. All Directors have attended the Board meeting to review and approve this Report, among which Director Liu Chong participated in the meeting by way of voting via correspondence. All Directors warrant, and there is no dissenting opinion as to, the truthfulness, accuracy and completeness of this Report.

The proposed profit distribution plan of the Company for 2017 as considered and approved by the Board is based on the total share capital of the Company as at the record date of dividend payment for 2017, a cash dividend of RMB2.70 (tax inclusive) per 10 shares will be distributed to all Shareholders; no bonus share will be issued and no share will be converted from reserves into share capital. The proposed dividend is expected to be payable on or around 20 July 2018. The annual dividend distribution proposal for 2017 shall be submitted to the Company's general meeting for consideration and approval.

Mr. Wang Hong, person-in-charge of the Company and chairman of the Board, Mr. Mai Boliang, CEO and president, and Mr. Zeng Han, general manager of the

financial management department, person-in-charge of accounting affairs and head of the accounting department (the financial controller), hereby warrant the truthfulness, accuracy and completeness of the financial statements contained in this Report.

No substantial Shareholder of the Company utilised the funds of the Company for non-operating purposes during the Reporting Period.

The financial statements of the Company and its subsidiaries have been prepared in accordance with the CASBE. The financial statements of the Group for 2017 prepared in accordance with CASBE have been audited by PricewaterhouseCoopers Zhong Tian LLP, who has issued an audit report with unqualified opinions on the financial statements.

This Report contains forward-looking statements in relation to subjects such as future plans, which do not constitute any specific undertakings to investors by the Company. Investors should be aware of investment risks.

This Report has been published in both Chinese and English. In the event of any inconsistency between the two versions, the Chinese version shall prevail.

## Definitions

For the purpose of this Report, unless the context otherwise requires, the following terms shall have the meanings set out below:

Items	Definitions
"A Share(s)" (or "RMB-denominated Ordinary Share(s)")	domestic ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Shenzhen Stock Exchange and traded in Renminbi.
"A Share(s) Share Option Incentive Scheme"	share option incentive scheme of China International Marine Containers (Group) Co., Ltd. considered and approved at the extraordinary general meeting of the Company on 17 September 2010.
"Articles of Association"	"The Articles of China International Marine Containers (Group) Co., Ltd."
"Board"	the Board of the Company.
"C&C Trucks"	C&C Trucks Co., Ltd. (集瑞聯合重工有限公司), a company incorporated in the PRC with limited liability in 2009 and a non-wholly-owned subsidiary of the Company.
"CASBE"	Accounting Standards for Business Enterprises – Basic Standard and 38 Specific Accounting Standards issued by the Ministry of Finance of the PRC, and application guidance and interpretations to CASBE and other related regulations.
"CFE"	China Fire Safety Enterprise Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Hong Kong Stock Exchange (Stock Code: 445).
"CIMC" or "Company"	China International Marine Containers (Group) Co., Ltd. (中國國際海運集裝箱(集團)股份有限公司), a joint stock company incorporated in the PRC with limited liability, the A shares of which are listed on the Shenzhen Stock Exchange and the H Shares of which are listed on the main board of the Hong Kong Stock Exchange.
"CIMC Enric"	CIMC Enric Holdings Limited (中集安瑞科控股有限公司), a company incorporated in the Cayman Islands with limited liability in 2004, the shares of which are listed on the main board of the Hong Kong Stock Exchange (Hong Kong stock code: 3899) and a non-wholly-owned subsidiary of the Company.
"CIMC Finance Company"	CIMC Finance Co., Ltd., a company incorporated in the PRC in 2010 and a wholly-owned subsidiary of the Company.
"CIMC Financial Leasing Company"	CIMC Financial Leasing Co., Ltd., a company incorporated in the PRC in 2007 and a wholly-owned subsidiary of the Company.

## Definitions

“CIMC HK”	China International Marine Containers (Hong Kong) Limited (中國國際海運集裝箱(香港)有限公司), a company incorporated in Hong Kong in 1992 and a wholly-owned subsidiary of the Company.
“CIMC Investment”	Shenzhen CIMC Investment Co., Ltd * (深圳市中集投資有限公司), a company incorporated in the PRC in 2011 and a wholly-owned subsidiary of the Company.
“CIMC Modular”	CIMC Modular Building Investment Company Limited (中集模組化建築投資有限公司), a company incorporated in the PRC in 2013 and a wholly-owned subsidiary of the Company.
“CIMC Offshore”	CIMC Offshore Holdings Limited, a company incorporated in Hong Kong in 2009, and a wholly-owned subsidiary of the Company.
“CIMC Offshore Engineering”	CIMC Offshore Engineering Co., Ltd., a company incorporated in the PRC in 2016 and a wholly-owned subsidiary of the Company.
“CIMC Qianhai Leasing”	CIMC Qianhai Financial Leasing (Shenzhen) Co., Ltd., a company incorporated in the PRC in 2014 and a wholly-owned subsidiary of the Company.
“CIMC Raffles”	CIMC Raffles Offshore (Singapore) Limited, a company incorporated in Singapore in 1994 and a wholly-owned subsidiary of the Company.
“CIMC Skyspace Real Estate”	Shenzhen CIMC Skyspace Real Estate Development Co., Ltd, a company incorporated in the PRC in 1998 and a non-wholly-owned subsidiary of the Company.
“CIMC Transportation”	CIMC Transportation Equipment (International) Holdings Limited (中集交通運輸裝備(國際)控股有限公司), a company incorporated in Hong Kong in 2007 and a wholly-owned subsidiary of the Company.
“CIMC Tianda”	Shenzhen CIMC-Tianda Airport Support Co., Ltd. (深圳中集天達空港設備有限公司), a company incorporated in the PRC in 1992 and a non-wholly-owned subsidiary of the Company.
“CIMC Vehicle (Group)”	CIMC Vehicle (Group) Co.,Ltd. (中集車輛(集團)有限公司), a company incorporated in the PRC in 1996 and a non-wholly-owned subsidiary of the Company.
“Corporate Governance Code”	the Corporate Governance Code contained in Appendix 14 of the Hong Kong Listing Rules.
“CSRC”	China Securities Regulatory Commission.

**Definitions**

“Director(s)”	the director(s) of the Company.
“Enric Shenzhen”	CIMC Enric Investment Holdings (Shenzhen) Ltd. (中集安瑞科投資控股(深圳)有限公司), a company incorporated in the PRC in 2010 and a non-wholly-owned subsidiary of the Company.
“Group”, “we”, “our” and “us”	the Company and its subsidiaries.
“H Share(s)” (or “Overseas-listed Foreign Share(s)”)	overseas-listed foreign ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars.
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC.
“Hong Kong Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited.
“Implementation Rules of the Audit Committee”	“The Implementation Rules of the Audit Committee under the Board of China International Marine Containers (Group) Co., Ltd.”.
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 of the Hong Kong Listing Rules.
“Southern CIMC”	Shenzhen Southern CIMC Containers Manufacture Co., Ltd., a company incorporated in the PRC in 1995 and a wholly-owned subsidiary of the Company.
“PRC” or “China”	the People’s Republic of China.
“Pteris”	Pteris Global Limited, a company incorporated in Singapore and a non-wholly-owned subsidiary of the Company.
“Reporting Period” or “Year” or “Period”	the twelve months from 1 January 2017 to 31 December 2017.
“RMB”	Renminbi, the lawful currency of the PRC.
“Rules of Procedures of the Board”	“The Rules of Procedures for the Board of China International Marine Containers (Group) Co., Ltd.”.
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

## **Definitions**

"Shareholder(s)"	the holder(s) of A share(s) and H share(s) of the Company.
"Shenzhen Listing Rules"	Rules Governing the Listing of Securities on the Shenzhen Stock Exchange.
"Shenzhen Stock Exchange"	the Shenzhen Stock Exchange.
"Supervisor(s)"	the supervisor(s) of the Company.
"Supervisory Committee"	the Supervisory Committee of the Company.
"SESKYC"	Shenzhen Sky Capital Co., Ltd. (深圳天億投資有限公司), a company incorporated in the PRC in 2011 and a wholly-owned subsidiary of the Company.
"US\$" or "U.S. dollars"	United States dollars, the lawful currency of the United States of America.
"Ziegler"	Albert Ziegler GmbH, a company incorporated in Germany and a non-wholly-owned subsidiary of the Company.
"%"	percentage.



## Glossary

This glossary contains certain definitions of technical terms used in this Report in connection with the Group. Some of these definitions may not correspond to standard industry definitions or usage.

Items	Definitions
CNG	Compressed Natural Gas.
E331	Excellent Quality: 30% cost reduction, 30% efficiency enhancement and 100% plan achievement.
ERP	Enterprise Resource Planning.
FLNG	Floating Liquefied Natural Gas Production Storage and Offloading.
FPSO	Floating Production Storage and Offloading Unit.
FSRU	Floating Storage and Regasification Unit.
GSE	Ground Support Equipment, refers to airport equipment used to ensure flight safety. To meet the requirements for aircraft maintenance and flights, airports are equipped with a variety of modern ground support equipment, including but not limited to mechanical, electric, hydraulic and special gas equipment.
HSE	Health Safety Environment.
IBC	Intermediate Bulk Container and specialised logistic equipment.
Jack-up Drilling Platform	A jack-up drilling platform is a mobile oil rig commonly used for shallow water operation. Most jack-up rigs operate in water depths ranging from 250 to 400 feet. This oil drilling equipment is generally used for mounting machinery, power supply, equipment and accommodation facilities for drilling and certain liftable spud legs on a platform floating on the water.
LNG	Liquefied Natural Gas.
Modular Building	the building manufactured in a factory environment and transported to a prepared project site to be installed.

**Glossary**

ONE Model	Optimization Never Ending, the lean management system of the Group.
QHSE	A management system that guides and controls an organisation in respect of Quality, Health, Safety and Environmental aspects.
Semi-submersible Drilling Platform	A semi-submersible drilling platform is a mobile oil rig; the upper part of the hull structure is the working deck and the lower part comprises two lower hulls, with the parts connected by support columns. When in operation, the lower hulls are submerged into the water. A semi-submersible platform is generally used in deep seas with water depths ranging from 600-3,600m. The platform typically uses a dynamic positioning system for positioning.
TEU	Twenty-foot equivalent unit, also known as a standard unit (a container with a length of 20 feet, a height of 8 feet and 6 inches and a width of 8 feet), being used to measure the volume of a container.

## Chapter I Corporate Profile

The Company was incorporated in Shenzhen, Guangdong Province, the PRC under the PRC Company Law on 14 January 1980 and was named as “China International Marine Containers Co., Ltd.” (中國國際海運集裝箱股份有限公司) upon incorporation. After being restructured as a joint stock limited company in December 1992, and publicly offered A shares and B shares which were listed on the Shenzhen Stock Exchange in 1994, the Company changed its name to “China International Marine Containers (Group) Co., Ltd.” (中國國際海運集裝箱(集團)股份有限公司) in 1995. The A shares of the Company were listed on the Shenzhen Stock Exchange on 8 April 1994 and its H shares were listed by introduction on the main board of the Hong Kong Stock Exchange on 19 December 2012. The Company is the first enterprise in China with its B shares converted into H shares listed on the main board of the Hong Kong Stock Exchange.

The Group is a world leading equipment and solution provider in the logistics and energy industries and is principally engaged in the manufacture of containers, road transportation vehicles, energy, chemical and liquid food equipment, offshore engineering equipment and airport facilities equipment as well as the provision of relevant services, including the design and manufacture of international standard dry containers, reefer containers, regional special containers, tank containers, road tank trucks, natural gas equipment and static tanks, road transportation vehicles, heavy trucks, jack-up drilling platforms, semi-submersible drilling platforms, special vessels, passenger boarding bridges, air cargo handling systems, ground vehicles with specific purpose and automatic parking system and the provision of relevant services. In addition, the Group is also engaged in logistics service, real estate development, finance and other businesses. Through business expansion and technology development, we have formed an industry cluster focusing on key equipment and solutions provided for the logistics and energy industries.

### I. COMPANY INFORMATION

Legal Name in Chinese:	中國國際海運集裝箱(集團)股份有限公司
Abbreviated Chinese Name:	中集集團
Company Name in English:	China International Marine Containers (Group) Co., Ltd.
Abbreviated English Name:	CIMC
Legal Representative:	Wang Hong
Authorised Representatives:	Mai Boliang, Yu Yuqun
Registered Address and Address of Head Office:	8th Floor, CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, PRC
Postal Code:	518067
Principal Place of Business in Hong Kong:	3101-2 Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong
Company Website:	<a href="http://www.cimc.com">http://www.cimc.com</a>
Email Address:	<a href="mailto:shareholder@cimc.com">shareholder@cimc.com</a>

## **II. CONTACT PERSONS AND MEANS OF COMMUNICATION**

Secretary to the Board, Company Secretary:	Yu Yuqun
Contact Address:	CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, PRC (Postal code: 518067)
Contact Telephone:	(86 755)2669 1130
Facsimile:	(86 755)2682 6579
Email Address:	shareholder@cimc.com
Representative of Securities Affairs:	Wang Xinjiu
Contact Address:	CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, PRC (Postal code: 518067)
Contact Telephone:	(86 755) 2680 2706
Facsimile:	(86 755) 2682 6579
Email Address:	shareholder@cimc.com
Assistant Company Secretary:	Shen Yang
Contact Address:	3101-2 Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong
Contact Telephone:	(852) 2232 7318
Facsimile:	(852) 2805 1835
Email Address:	shareholder@cimc.com

## **III. CHANGES IN REGISTRATION**

Uniform social credit code:	91440300618869509J
First Registration Date of the Company:	14 January 1980
First Registration Place of the Company:	Shenzhen Administration of Industry and Commerce
Registration at the End of the Reporting Period:	Same as the above
Change of the Controlling Shareholder:	No controlling Shareholder

## **IV. INFORMATION DISCLOSURE AND LOCATIONS FOR DOCUMENTS FOR INSPECTION**

Designated Newspapers for Information Disclosure:	A Shares: "China Securities Journal", "Securities Times", and "Shanghai Securities News"
Authorised Websites on which this Report is Made Available:	A Shares: <a href="http://www.cninfo.com.cn">www.cninfo.com.cn</a> H Shares: <a href="http://www.hkexnews.hk">www.hkexnews.hk</a> <a href="http://www.cimc.com">www.cimc.com</a>
Legal Website:	<a href="http://www.cimc.com">www.cimc.com</a>
Places at which this Report is Available:	Office of the Secretary to the Board of the Company, CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, PRC (Postal code: 518067)

## V. STOCK INFORMATION OF THE COMPANY

Stock Exchange on which A Shares are Listed:	Shenzhen Stock Exchange
Abbreviated Stock Name for A Shares:	CIMC
Stock Code:	000039
Stock Exchange on which H Shares are Listed:	Hong Kong Stock Exchange
Abbreviated Stock Name for H Shares:	CIMC, ZJHD (Note)
Stock Code:	02039, 299901 (Note)

Note: Both the abbreviated stock name and the stock code were only used by the original B Shareholders of the Company in the PRC in respect of their trading of H Shares of the Company after H Shares of the Company were listed on the Hong Kong Stock Exchange.

## VI. OTHER RELEVANT INFORMATION

Hong Kong Share Registrar:	Computershare Hong Kong Investor Services Limited Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong
Hong Kong Lawyers:	Paul Hastings 21-22/F, Bank of China Tower, 1 Garden Road, Central, Hong Kong
PRC Lawyers:	Commerce & Finance Law Offices 6/F, NCI Tower, A12 Jianguomenwai Avenue, Beijing, PRC
Auditors:	PricewaterhouseCoopers Zhong Tian LLP 11th Floor, PricewaterhouseCoopers Centre, 2 Link Square, 202 Hu Bin Road, Huangpu District, Shanghai, PRC
The Certified Public Accountants as the Signatories:	Zhou Weiran, Cai Zhifeng

## Chapter II

# Summary of Accounting Data and Financial Indicators

### I. CHANGE OF ACCOUNTING POLICIES AND CORRECTION OF ACCOUNTING ERRORS

Retrospective adjustment to or restatement of the accounting data for prior years by the Company due to change of accounting policies and correction of accounting errors

Yes  No

Unit: RMB thousand

	2017	2016	Changes from the previous year to this year	2015 (Restated)
Revenue	76,299,930	51,111,652	49.28%	58,685,804
Net profit attributable to Shareholders and other equity holders of the Company	2,509,242	539,660	364.97%	2,026,613
Net profit attributable to Shareholders and other equity holders of the Company after deducting non-recurring profit or loss	1,367,068	511,420	167.31%	1,751,645
Net cash flows from operating activities	4,275,379	2,341,619	82.58%	(3,610,223)
Basic earnings per share (RMB/share)	0.81	0.14	478.57%	0.74
Diluted earnings per share (RMB/share)	0.81	0.14	478.57%	0.73
Weighted average return on net assets	8%	2%	6%	8%

	As at the end of 2017	As at the end of 2016	Changes from the end of the previous year to the end of this year	As at the end of 2015 (Restated)
Total assets	130,604,379	124,614,748	4.81%	107,057,065
Net assets attributable to Shareholders and other equity holders of the Company	32,460,927	29,285,970	10.84%	28,687,635

Whether there are corporate bonds

Yes  No

## Summary of Accounting Data and Financial Indicators

## II. KEY ACCOUNTING DATA AND FINANCIAL INDICATORS OF THE GROUP FOR THE LAST FIVE YEARS

Unit: RMB thousand

Income statement items	2017	For the year ended 31 December				
		2016	(Changes) from the previous year to this year	2015 (Restated)	2014	2013
Revenue	76,299,930	51,111,652	49.28%	58,685,804	70,070,855	57,874,411
Operating profit	4,171,685	1,202,884	246.81%	3,039,854	3,297,874	3,370,835
Profit before income tax expense	4,409,241	1,702,051	159.05%	3,302,470	3,570,416	3,562,720
Income tax expense	1,250,826	967,068	29.34%	951,825	536,488	928,222
Profit for the year	3,158,415	734,983	329.73%	2,350,645	3,033,928	2,634,498
Including:						
Net profit attributable to Shareholders and other equity holders of the Company	2,509,242	539,660	364.97%	2,026,613	2,477,802	2,180,321
Profit or loss attributable to minority Shareholders	649,173	195,323	232.36%	324,032	556,126	454,177
Net profit attributable to Shareholders and other equity holders of the Company after deducting non-recurring profit or loss	1,367,068	511,420	167.31%	1,751,645	2,142,682	1,343,090

Unit: RMB thousand

Assets and liabilities items	2017	As at 31 December				
		2016	(Changes) from the previous year to this year	2015 (Restated)	2014 (Restated)	2013
Total current assets	59,001,923	53,352,031	10.59%	43,530,325	45,172,177	41,169,668
Total non-current assets	71,602,456	71,262,717	0.48%	63,526,740	42,794,387	31,436,304
Total assets	130,604,379	124,614,748	4.81%	107,057,065	87,966,564	72,605,972
Total current liabilities	51,421,759	46,249,215	11.18%	45,922,271	43,340,077	32,576,349
Total non-current liabilities	35,945,186	39,230,741	(8.37%)	25,413,879	17,202,785	15,533,495
Total liabilities	87,366,945	85,479,956	2.21%	71,336,150	60,542,862	48,109,844
Equity attributable to Shareholders and other equity holders of the Company	32,460,927	29,285,970	10.84%	28,687,635	22,380,369	20,674,037
Minority interests	10,776,507	9,848,822	9.42%	7,033,280	5,043,333	3,822,091
Total equity attributable to Shareholders	43,237,434	39,134,792	10.48%	35,720,915	27,423,702	24,496,128

Unit: RMB thousand

Cash flow items	For the year ended 31 December					
	2017	2016	(Changes) from the previous year to this year	2015	2014	2013
Net cash flows from operating activities	4,275,379	2,341,619	82.58%	(3,610,223)	6,434,477	2,749,926
Net cash flows from investing activities	(1,580,105)	(6,854,655)	76.95%	(12,584,781)	(11,553,782)	(6,504,459)
Net cash flows from financing activities	(3,537,153)	7,511,046	(147.09%)	16,505,663	3,940,986	3,632,937

Key financial indicators	2017	2016	Changes from the previous year to this year (%)	2015	2014	2013
				(Restated)		
Basic earnings per share attributable to Shareholders of the Company (RMB/share)	0.81	0.14	478.57%	0.74	0.93	0.82
Diluted earnings per share attributable to Shareholders of the Company (RMB/share)	0.81	0.14	478.57%	0.73	0.92	0.81
Net cash flows from operating activities per share (RMB/share)	1.43	0.79	81.01%	(1.21)	2.41	1.03
Net assets per share attributable to Shareholders and other equity holders of the Company (RMB/share) (Total shares based on ordinary shares outstanding at the end of the year)	10.88	9.83	10.68%	9.63	8.34	7.77
Weighted average return on net assets (%)	8%	2%	6%	8%	12%	11%
Weighted average return on net assets after deducting non-recurring profit or loss (%)	4%	1%	3%	7%	10%	7%



## Summary of Accounting Data and Financial Indicators

### III. KEY FINANCIAL INDICATORS OF THE GROUP BY QUARTER DURING THE REPORTING PERIOD

Unit: RMB thousand

	2017			
	The first quarter	The second quarter	The third quarter	The fourth quarter
Revenue	14,675,987	18,711,165	20,575,554	22,337,224
Net profit attributable to Shareholders and other equity holders of the Company	509,681	287,217	512,482	1,199,862
Net profit attributable to Shareholders and other equity holders of the Company after deducting non-recurring profit or loss	452,699	412,384	519,601	(17,616)
Net cash flows from operating activities	95,458	(763,674)	4,300,859	642,736

Significant differences exist between the above financial indicators or their sums and the related financial indicators in the quarter reports and semi-annual reports disclosed by the Company

Yes     No

#### IV. NON-RECURRING PROFIT OR LOSS ITEMS AND AMOUNTS OF THE GROUP FOR THE LATEST THREE YEARS

Unit: RMB thousand

Items	2017	2016 (Restated)	2015
Gains/(loss) on disposal of non-current assets	15,635	264,552	(17,588)
Government grants recognised in profit or loss for the current period	472,626	497,336	298,893
Gains or losses from changes in fair value arising from holding financial assets at fair value through profit or loss and financial liabilities at fair value through profit or loss, and investment gains arising from disposal of financial assets at fair value through profit or loss, financial liabilities at fair value through profit or loss and available-for-sale financial assets, and gains or losses from changes in fair values of investment properties subsequently measured at fair value, except for the effective hedging activities relating to the Group's ordinary activities	125,295	399,704	122,659
Net gains from disposal of long-term equity investments	458,808	361,353	3,333
Reversal accounts receivable provided for bad debts on an individual basis	–	–	12,461
Other non-operating income and expenses other than the above items	335,255	139,625	(18,689)
Other profit/loss items defined as non-recurring profit/loss items	143,549	(1,362,915)	18,330
Effect of income tax	(326,880)	(422,180)	(101,996)
Effect of minority interests (after tax)	(82,114)	150,765	(42,435)
<b>Total</b>	<b>1,142,174</b>	<b>28,240</b>	<b>274,968</b>

Reasons and explanations on the Company's non-recurring profit or loss items as defined under the Explanatory Announcement No. 1 on Information Disclosure by Companies Offering Securities to the Public – Non-Recurring Profit or Loss (the "Explanatory Announcement No. 1") and the recurring profit or loss items which are listed as non-recurring profit or loss items under the requirements of the Explanatory Announcement No. 1.

Applicable      Not Applicable

The Company did not define the non-recurring profit or loss items as defined and listed under the Explanatory Announcement No. 1 as recurring profit or loss items during the Reporting Period.

## Summary of Accounting Data and Financial Indicators

## V. ITEMS AT FAIR VALUE

Unit: RMB thousand

	Balance at beginning of the Year	Profit or loss arising from changes in fair value for the Year	Cumulative changes in fair value recognised in equity	Impairment provisions accrued for the Year	Balance at end of the Year
Financial assets:					
1. Financial assets at fair value through profit or loss in the Reporting Period (excluding derivative financial assets)	138,072	56,175	–	–	183,303
2. Derivative financial assets	326,969	20,202	–	–	328,751
3. Hedging instruments	1,306	–	3,734	–	1,360
4. Available-for-sale financial assets	33,244	–	(2,776)	–	440,656
Sub-total of financial assets	499,591	76,377	958	–	954,070
Investment properties	1,752,608	5,344	446,976	–	1,679,189
Total	2,252,199	81,721	447,934	–	2,633,259
Financial liabilities	(203,041)	29,595	–	–	(40,832)
Total	2,049,158	111,316	447,934	–	2,592,427

## VI. DIFFERENCES IN ACCOUNTING DATA UNDER DOMESTIC AND FOREIGN ACCOUNTING STANDARDS

- Differences in net profits and net assets prepared under International Accounting Standards and CASBE
  - Applicable     Not Applicable
- Differences in net profits and net assets prepared under foreign accounting standards and CASBE
  - Applicable     Not Applicable
- Reason for differences in accounting data under domestic and foreign accounting standards
  - Applicable     Not Applicable

## Chapter III Chairman's Statement

Dear Shareholders,  
I am pleased to submit to you the annual report of the Group for the year ended 31 December 2017, and would like to express my sincere gratitude for your long-term support on behalf of the Board.



In 2017, global economy improved rapidly, international trade and industrial production resumed growth with an increase of 3.8%. The economic trend in developed economies such as the United States, Japan, etc., was overall positive, and the economy in major emerging markets and developing economies rose steadily. During the year, international oil prices ascended after suppression and rose steadily in the third quarter, and the prices for other major commodities also rebounded. In 2017, China continued to deepen its supply-side structural reform, strengthened its financial regulations and the national economy continued to stabilise positively and operated smoothly, achieving an exhilarating annual GDP growth rate of 6.9%.

Benefiting from the recovery in the global and domestic economy, the Group's major business segments achieved favourable results during the Reporting Period, with their annual revenue and profit increasing as compared with the same period of the previous year. The Group persisted its strategic positioning of "Manufacturing + Service + Finance", and strived to capture the opportunities brought by market changes by means of vigorously advancing strategic upgrade and business transformation, adjustment to the production capacity allocation, innovation in technologies and business models and management of operational compliance risk. The Group expanded its coverage on emerging industries and innovation business, realised quality growth in sustainable production and operation, achieved fruitful operating results, while vigorously performing its corporate social responsibilities. Details are given as follows:



## **OPERATING RESULTS**

In 2017, the Group's revenue amounted to RMB76.300 billion (2016: RMB51.112 billion), representing a year-on-year increase of 49.28%; the net profit attributable to Shareholders and other equity holders of the Company amounted to RMB2.509 billion (2016: RMB0.540 billion), representing a year-on-year increase of 364.97%; and the basic earnings per share amounted to RMB0.81 (2016: RMB0.14), representing a year-on-year increase of 478.57%.

## **BUSINESS DEVELOPMENT**

In 2017, in the face of the recovery trend in the global and domestic economy, the principal business segments of the Group seized opportunities, took initiative and made significant breakthrough in such areas as business integration, structural adjustment, technological upgrade, global market penetration and introduction of external funds:

During the Reporting Period, benefiting from the continued recovery trend in global economy and the lower base in 2016, the Group's container manufacturing business had a significant year-on-year increase in the number of orders. Revenue and net profit have both shown significant growth. In 2017, in support of the state's environmental laws and regulations and the implementation of action plans, the Group's container manufacturing business has actively carried out environmental transformation and upgrade, with environmental technology and materials including water-based paint, solvent recovery and environmentally-friendly floors receiving continued application and promotion, and has gradually terminated the use of oil-based paint and materialised a complete change from oil-based paint to water-based paint in container production as well as a large-scale environmental upgrade in container plants, setting a good example across the container industry. At the same time, each investment proceeded smoothly as planned and significant progress in propelling initiatives in respect of making optimisation adjustments to production capacity structure and asset structure was achieved.

During the Reporting Period, the Group's road transportation vehicle business continued to improve its global business plan, while optimising existing business and seizing business growth opportunities. Amid external adverse conditions of product demand decline in the European Market, the segment managed to enhance profits from existing business and vigorously promoted corporate transformation and upgrade through technological advancement, which laid a solid foundation for the sustainable development of the global semi-trailer operation of CIMC Vehicle (Group). In respect of the overseas market, with the decline in business for van trucks and refrigeration trucks in the North American market, through the comprehensive application of the demonstrative Dongguan manufacturing management system in the North American plant, through the application of the demonstrative advanced manufacturing and digital manufacturing technology adopted in the Dongguan plant, improvement in efficiency, quality and product profitability, the Group's road transportation vehicle business realized steady profits for the North American market. Through pursuing selected market segments and offering niche products and seizing the opportunities arising from the building product boom in Vietnam, emerging markets recorded a rebound in results. Amidst the reshaping of the Australian market, and after reorganization, MLI (Marshall Lethlean Industries Pty. Ltd) focused on the primary business of tank trucks and recorded a drastic reduction of losses from the previous year. The European market continued to maintain steady business development in SDC (SDC Trailers Limited) and business growth in LAG (Lag Trailers NV Bree), and focused on rapid assembly of core products to achieve a successful transformation, thus strengthening profitability and achieving sustainable development. The Group recorded semi-trailer sales of 66,000 units domestically. Sales and profits increased significantly with a general recovery for building type products. Primary truck types such as ordinary dump trucks, concrete mixer trucks and granule tank trucks have all recorded rapid growth. In 2017, CIMC Vehicle produced more than 120,000 semi-trailers, ranking No. 1 globally in terms of output and sales of semi-trailers. Products including skeletal trailers, tank trucks, etc. continued to maintain leading global position.

In 2017, as international oil prices recovered, and using natural gas as an alternative fuel to replace oil regained its attraction, the market demand for natural gas storage and transport equipment gradually recovered. During the Reporting Period, the principal business of the energy, chemical and liquid food equipment business of the Group remained basically stable. On 15 August 2017, CIMC Enric, as the restructuring investor, completed the acquisition of the entire equity interests of SinoPacific Offshore & Engineering Co., Ltd. ("SOE") and changed its name to "Nantong CIMC SinoPacific Offshore & Engineering Co., Ltd. (南通中集太平洋海洋工程有限公司)". Not only is SOE a global leader of the small- and medium-sized liquefied gas vessels market segment, it is also a pioneer in the domestic offshore engineering and construction industry, ranking high in the global market share. The acquisition of SOE will fulfill the equipment and engineering service capabilities of CIMC Enric's entire natural gas industry chain and allows it to accomplish its strategic deployment both on land and at sea, thereby completing an integrated land and marine value chain of natural gas purification, liquefaction, storage and transport equipment.

In 2017, the global offshore engineering market environment remained austere in spite of rebound in oil prices, the market demand for offshore engineering equipment was very weak. The Group's offshore engineering business focused on strategic products and proactively explored market potential, leveraged on its advantage to design and build its own platform, extending its business horizontally and vertically in the offshore engineering equipment sector. In respect of the construction and delivery of platforms, "Blue Whale No. 1" successfully completed the national-level lease for drilling combustible ice in the South China Sea. Other projects under construction were basically near completion or under repairs and maintenance. This year, 2 platform-based projects and 9 projects of theme yacht and marine ranching platforms have completed construction and delivery. In respect of new orders, through the development of differentiated products and services, the adverse impacts caused by a downturn in the industry were mitigated. In respect of R&D capabilities, currently, the technical reserve for the 7th-Generation Ultra-deepwater Platform, the BT5000 Economical Mid-deepwater Platform, the FPSO, the cruise ships, and the development equipment and dismantling equipment for offshore oil fields have been completed.

During the Reporting Period, the logistics service business of the Group adhered to the development concept of "equipment changes logistics", advancing its strategic focus, enhancing network deployment, and concentrating on five major business directions, namely container service, marine transport service and project logistics, multimodal transport, equipment logistics and contract logistics. The domestic railroad cold chain transport had made a successful breakthrough by opening and operating the China-Europe, China-Asia Railroad Express in the Eastern China region. During the year, the Group attained the qualification of "freight broker". Progress has been made for its "Belt and Road" layout in Africa. Logistics Equipment has entered new business territories such as ship paints.

During the Reporting Period, benefiting from the Ministry of Transport's policies on "Administrative Rules on Highway Driving of Overloading Vehicles" (超限運輸車輛行駛公路管理規定) (commonly referred to as "921" new policies), the domestic heavy truck industry experienced exponential growth. The heavy truck business of the Group continued to focus on market demand and main products in the region. While improving its standard and mature products, it also refined its product offerings, launched E-series mid-level tractor products, deployed a series of trucks and developed products for the vehicle transport market, leading to a significant decrease in operating loss. The heavy truck business achieved material breakthrough in its domestic development, and launched a self-developed electronic truck for which is currently actively applying for new energy vehicle qualification licenses. In respect of the international market, C&C Trucks developed a new business model for delivering full truckload and spare parts and the first batch of spare part products have been delivered. C&C Trucks turned around the past strategy of a single marketing channel and has laid a solid foundation for the development of international businesses in 2018.

During the Reporting Period, the Group's airport facilities business recorded a satisfactory growth in both revenue and profit. Its boarding bridge business led the industry with a continued tender success rate level of over 95% for the domestic projects it bid for during the year. Market shares of the airport shuttle bus and food vehicle business grew steadily. Operational capability of the automated logistics system business continued to

expand as the Group acquired Zhengzhou Jinte Logistics Automation System Co. Ltd. and through which automated sorting ability and general contractor qualification were attained, further enhancing the Group's strength. The fire and rescue vehicle business grew steadily. Stereo bus garage business recorded a rapid growth. As an effective way to solve parking problems in cities, the Group has been proceeding with the pilot projects for multi-storey public parking garages. By the end of 2017, CIMC Tianda reached a historic milestone by completing research and development of the world's first unmanned boarding bridge. To integrate the airport facilities equipment business with special vehicles businesses, the Group proposed to inject its 78.15% interests in Pteris to CFE and accordingly a sale and purchase agreement was entered into between related parties on 4 December 2017. Upon completion of the transaction, CFE will have more than 50% of its issued shares held indirectly by the Company and thus become a subsidiary of the Company.

During the Reporting Period, all fronts of the Group's industrial city development business achieved favourable progress. The industrial park development and operation business was relatively stable and made encouraging progress in general. With respect to business development, a breakthrough was achieved in the demolition and resettlement project of Shanghai CIMC Reefer Containers Co., Ltd. ("CIMC Reefer"). The leasehold land has currently been delisted. In addition, the Group has been in negotiation with relevant authorities on the details of the agreement regarding a project in Qianhai, Shenzhen and the project is expected to be implemented in the near future. On 17 July 2017, CIMC Skyspace Real Estate entered into a capital injection agreement with Country Garden Real Estate Co., Ltd. Following the capital injection, Country Garden held 25% equity interests in CIMC Skyspace Real Estate and the Company held 61.5% equity interest in CIMC Skyspace Real Estate through CIMC Shenfa.

During the Reporting Period, the Group's financial business continued to carry out its strategic deployment for the integration of industry and finance, aiming to support the Group's global integrated operations. CIMC Finance Company continued to work for the "quality growth" as required by the Group, and stuck to the core strategic position for itself as "an operator of centralised global funds, a provider of comprehensive financial services, a

collaborator of the Group's strategy implementation, and a creator of value from integration of industry and finance". It adhered to the general principle of making progress while ensuring stability and maintained stable growth of its main businesses. CIMC Financial Leasing Company continuously strengthened the integration of industry and finance across different business segments of the Group. It increased investments in cyclical-low and low risk businesses. It continuously deepened partnerships with external financial institutions, focused on meeting the financing needs of large strategic customers by providing diversified and integrated financial resolutions. Investment in new businesses remained stable, business portfolios continuously optimised and the ability of comprehensive risk management greatly improved, which has established a solid basis for sustainable and healthy growth in the future.

As to other businesses, the Group's modular building business registered substantial increase in revenue during the Reporting Period. Following the delivery of projects of internationally renowned English hotels and student residence apartments for world-renowned universities, CIMC Modular Building Investment Company Limited signed project contracts in America, opening a wider new business layout. In the Australian and New Zealand market, CIMC Modular Building Investment Company Limited achieved a breakthrough development as it obtained orders for high-rise hotel buildings and public safety service facilities. In respect of business network layout, CIMC Multimodal Transport launched container trains for 10 different rail lines and its businesses encompass regions in South, Central, South-west, North-west and North China. Stable transportation routes and business models have been established as a result of the rapid development in mass freight railway transportation and special cargo railway transportation for coke, liquid food, mineral products and other cargo, while subsidiaries have also been formed to effectively expand regional businesses. In September 2017, CIMC Electricity Commerce was sold to Shenzhen Hive Box Technology Co., Ltd.\* (深圳市豐巢科技有限公司)(of which one of the major shareholders being SF Express) in an effort to concentrate resources on main businesses and to establish a cooperative relationship with SF Express which will allow SF Express and the Group to join forces in raising the efficiency of logistics and enhancing the logistics network in China.



## MANAGEMENT REFORMS AND DEVELOPMENT STRATEGIES

In 2017, the Group continued to advance its business transformation and upgrade and transformation of its management model. With "Manufacturing + Service + Finance" as its strategic positioning, the Group has formed an industry structure spanning the two major areas, i.e. logistics and energy, and determined the main business sectors with established industry-leading advantages and good development prospects while exploring and deploying in the emerging industries which will help us to exert our advantages. It possessed the core and professional management team able to undertake the strategic management and business operation of various business sectors. During the Reporting Period, a number of upgrades were made to manufacturing operations. For example, "龍騰計劃" was implemented to promote automation in the container business segment. CIMC Vehicle (Group) started the construction of the demonstrative Zhumadian Plant and Yangzhou Plant where trailers will be produced by applying modularized, digitalized, automated and smart manufacturing. Automated logistics operation continued to be proceeded in the airport business segment. Responding to the central government's call for mass entrepreneurship and innovation, the Group, taking into account its own strengths, and carried out "雙創項目", explored and proceeded to build platforms for mass entrepreneurship and innovation by the end of 2017. The task is to identify and to develop a group of new businesses as well as to develop and to foster a group of new entrepreneurs. It serves as a tipping point for the transformation and upgrade of CIMC by helping to bring in new models and new businesses that may direct the Group's future development, besides contributing to high-quality growth of the Group. At the same time, informatization was upgraded and remodeled through executing the ERP information system project; group-wide digitalization has been pressed further ahead; a new focus has been set on management upgrade and innovative development; supports have been provided for the upgrade of manufacturing operation and integration of informatization and intelligentization, which in turn helped to enhance operating and management capability and create new values.

In respect of management model, the Group has made adjustments to the level-based 5S Management System and strengthened the evaluation and appraisal of the mechanisms and processes such as strategic planning, management reporting, operating results, and internal control audit, thus ensuring the effective progress of the Group's overall strategy. In respect of management of refined manufacturing capabilities, the Group's refined ONE Model of "continuous improvement, relentless determination" continued to extend to both ends of the value chain from the manufacturing site, with a focus on the improvement on comprehensive criteria, i.e., delivery cycle, inventory and efficiency. In respect of advancing of the diversified ownership reform, the Group completed the additional H Share issue at the end of 2015 and key management and employees participated in subscription, through which the long-term interests binding mechanism was realised, resulting in further implementation of our culture of "people-oriented and mutual business", laying a solid foundation for the Group's long-term development. As regards internal institutional reform, changes have been made to some systems. For instance, our procurement department has turned into a sharing centre and internal investment management has been strengthened. Also, decision making ability and speed have been improved due to efficient and effective running of the Group's capital management committee.

The year 2017 is the second year for China's 13th Five-Year Planning. The Group responded actively to the state strategies of the "Belt and Road" and "Made in China 2025 Planning", and conducted research and exploration on various areas including intelligent manufacturing, Industry 4.0 and logistics equipment automatic processing system. The Group's achievements in the development of globalisation and the concept of "the world's local CIMC (全球營運、地方智慧)" also met with recognition of the market and investors. The Group developed a wide range of financing channels in a bid to improve the liquidity of assets. For example, Skyspace Real Estate introduced Country Garden as investor and the airport business was injected into CFE. During the year, the Group entered into strategic cooperation with distinguished enterprises such as Baowu Steel, Sinopec, Hilton Hotel group, ProLogis, Country Garden, Gree, Zhuhai Yinlong, SAP, CNOOC, China Construction Steel Structure and Tianan Cyber Park, introducing national industrial funds and social capital to enhance its capital strength, laying a solid foundation for the Group's growth with better quality in the future.

## **CORPORATE GOVERNANCE**

In 2017, the Company proactively completed the events such as various governance inspection and system construction on schedule and continued to establish and optimise its risk management structure while enhancing its corporate governance system and improving its standardised operation in compliance with the requirements of laws and regulations, including the PRC Company Law, PRC Securities Law, Corporate Governance Guidelines for Listed Companies, as well as the standards for the corporate governance of listed companies by CSRC Shenzhen Bureau, Shenzhen Stock Exchange and the Hong Kong Stock Exchange. Besides ensuring sound internal development, the Company's internal control function helps the fulfilment of social responsibilities. In November 2017, as a drafting committee member of the ISO 37001: Anti-bribery Management Systems, the Company was invited to participate in the Global Compliance & Anti-Corruption Summit. CIMC Tianda, our subsidiary, was the first company in China being awarded the ISO 37001: Anti-bribery Management Systems certificate.

## **CORPORATE SOCIAL RESPONSIBILITY**

In 2017, responding to the national government advocacy and following the vision and strategy of corporate social responsibility, and upholding the sustainable development featuring safety, environmental protection and green concepts, the Group has taken sustained and effective measures and actions, and assumed more social responsibilities. Also, the Group tightened the HSE regulatory management, published a social responsibility report and its first Environmental, Social and Governance Report, striving to become an eco-enterprise capable of coordinating all stakeholders for a balanced development. We have achieved improvements and progress in science development, new industrialisation, fair operations, environmental conservation, production safety, rights and interests of customers and consumers, win-win cooperation, employee relations and community involvement and development.

## **DIVIDEND DISTRIBUTION**

Based on the Group's 2017 operating results and taking into full account the Group's overall financial position, the Board recommended a final dividend of RMB0.27 per share (including applicable taxes) for the year of 2017. The proposed dividend is expected to be payable on or around 20 July 2018. The annual dividend distribution plan for 2017 shall be submitted to the Company's Shareholders' meeting for consideration.

## **FUTURE PROSPECTS**

Looking ahead to 2018, the global economy is likely to maintain its growth momentum as the U.S. Dollars enters the era of rising interest rates and the economies of Europe and Japan continue to improve. The Chinese economy will continue to deepen its structural reform, increase growth quality and efficiency as well as maintain steady growth. However, with the US tax reforms, interest rate hikes and the tightening of monetary quantitative easing by the European Central Bank as well as a new emerging awareness of trade protectionism, the global environment for development will be more complex and volatile while economic growth faces more uncertainties with further increasing risks.

In 2017, the operating condition of the global shipping industry witnessed a notable improvement following self-adjustment; the trade volume of container transport took a rebound. According to the latest prediction made by CLARKSON (a globally leading analyst), the growth of global container trade reached 5.0% in 2017 and will continue to grow at this rate in 2018, which will favour the Group's container manufacturing business. As the European and U.S. economies managed to sustain recovery, the commodities markets worldwide are recovering gradually. Along with the better demand for resources and increasing governmental infrastructure projects, the market is expected to improve. The "Thirteenth Five Year Plan" on Energy Development (《能源發展"十三五"規劃》) issued by the National Energy Administration in 2016 sets out the target of natural gas consumption accounting for 10% of primary energy consumption in 2020. The Natural Gas Development Report of China (2016) (《中國天然氣發展報告(2016年)》) jointly issued by the Oil and Gas Department of the National Energy Administration (國家能源局油氣司) and other ministries and departments, raises a series of policies for promoting the use of natural gas. In the 2017 Government Work Report, it is first advocated to use clean energy vehicles. The energy, chemical and liquid food equipment business of the Group is positioned for more favourable policy environment, and its long-term development prospect is still promising. In 2018, it is expected that the global energy structure will not undergo any fundamental change and fossil fuel will remain as the main energy source with natural gas having the greatest growth potential. Although the Brent crude oil price reached almost USD70 per barrel at the end of 2017, global offshore engineering equipment business is gradually leaving its worst times behind and offshore oil and gas investments are gradually recovering. Growth in demand for offshore engineering equipment fluctuates cyclically, and as offshore oil and gas investments accelerate, orders for offshore engineering equipment began to rebound in 2017, therefore it is expected that niche markets (such as FLNG, the Group's environmentally friendly mega deepwater floating production storage unit (FPSO) and FSRU) will be driven by new growth momentums in the future. As the logistics business of the Group benefits from the enforcement of numerous open market policies in 2018, greater market demand and room

for development are envisioned. With the investment in domestic airport construction on the rise and opportunity for entering the overseas market around the corner, the domestic and overseas markets of the Group's airport equipment business promise great opportunities for development. The Group anticipates major business breakthroughs as to the global market and will keep on improving its product lines under the airport business segment. On the other hand, logistics business will see hefty growth in line with the rapid growth of e-commerce, especially following the acquisition of automated sorting technology.

In 2018, facing the more complex global economic and financial situation, the Group will adhere to its strategy of "Manufacturing + Service + Finance", and continue to determinedly promote the transformation and upgrade of its business, stay customer-oriented, and extend its reach from manufacturing to service, aiming to provide comprehensive solutions with life-cycle products. The Group will continue to increase its capability of global operation, optimise its business and assets, speed up the industrial integration and foster the industrial chain. In respect of technology upgrade, business model and management mechanism, it will keep innovating with risks controlled. It will strive to capture market changes and conduct its deployment in emerging and innovative industries while continuing to develop its existing businesses. The Group will uphold its cultural philosophy of "people-oriented and mutual business" and the faith in made-in-China, maintain a stronger sense of risk, and have its entire people united to achieve sustained "quality growth" and enhance its Shareholders' value.

Wang Hong  
Chairman  
Shenzhen, the PRC  
March 2018



集裝箱  
製造業務



**LOGISTICS**  
**BUSINESS**



## Chapter IV

# Report of the Board

### I. BUSINESS SUMMARY

The Group is principally engaged in the manufacture of modern transportation equipment, energy, chemical and liquid food equipment, offshore engineering equipment and airport facilities, as well as the provision of relevant services, including the design, manufacture and service of international standard dry containers, reefer containers, regional special containers, tank containers, wooden container floorboards, road tank trucks, natural gas equipment and static tanks, road transportation vehicles, heavy trucks, jack-up drilling platforms, semi-submersible drilling platforms, special vessels and airport facilities. In addition, the Group is also engaged in logistics service, industrial city development, finance and other businesses. Currently, the Group ranks No. 1 in the world in terms of output and sales of containers, and also, the Group is one of the world's leading manufacturers of road transportation vehicles and one of the leading high-end offshore engineering equipment enterprises in China.

During the Reporting Period, there was no material change in the principal business model of the Group. During the Reporting Period, the products and businesses contributing 10% or more to the Group's revenue included container manufacturing, road transportation vehicles, energy, chemical and liquid food equipment and logistics services business.

### II. REVIEW OF PRINCIPAL BUSINESSES DURING THE REPORTING PERIOD

#### 1. Overview

In 2017, global economy improved rapidly, international trade and industrial production resumed growth. The economic trend in developed economies such as the United States, Japan, etc., was overall positive, and the economy in major emerging markets and developing economies rose steadily. During the year, international oil prices ascended after suppression, and the prices for other major commodities also rebounded, China continued to deepen its supply-side structural reform, and the national economy continued to stabilise positively and operated smoothly, achieving an annual GDP growth rate of 6.9%.

Benefiting from the recovery in the global and domestic economy, during the Reporting Period, the Group's revenue amounted to RMB76.300 billion (2016: RMB51.112 billion), representing a year-on-year increase of 49.28%; the net profit attributable to Shareholders and other equity holders of the Company amounted to RMB2.509 billion (2016: RMB0.540 billion), representing a year-on-year increase of 364.97%; and the basic earnings per share amounted to RMB0.81 (2016: RMB0.14), representing a year-on-year increase of 478.57%. Among the principal businesses of the Group, the revenue of the container manufacturing business, the road vehicle business and the energy, chemical & liquid food equipment business significantly increased; the offshore engineering business' revenue significantly decreased as affected by the continued downturn in the industry; the logistics services business, the airport facilities business and the industrial city development business achieved relatively fast growth in their revenues; improvement on the heavy truck business continued; and the financial business remained basically stable.

**Consolidated Operating Results**

Unit: RMB thousand

	2017	2016	Percentage change
Revenue	76,299,930	51,111,652	49.28%
Operating profit	4,171,685	1,202,884	246.81%
Net profit attributable to Shareholders and other equity holders of the Company	2,509,242	539,660	364.97%
Net cash flows from operating activities	4,275,379	2,341,619	82.58%
Net (decrease)/increase in cash and cash equivalents	(895,810)	3,079,544	(129.09%)

**2. Review of Operations of Major Business Segments****Container Manufacturing Business**

The Group's container manufacturing business mainly deals with standard dry containers, reefer containers and special reefers. The Group has the capacity to produce a full series of container products with independent intellectual property rights. The special reefers mainly includes 53-foot inland North American containers, European wide containers, bulk containers, special reefer containers, foldable containers and other products. During the Reporting Period, the Group remained at top No. 1 in terms of output and sales of containers in the industry.

In 2017, the global economy was in a trend of continued recovery. The shipping volume growth rate was higher than market expectations. The growth in shipping volume has driven the increase in container supply. To respond to a shortage in container supply, customers generally increased their procurement of new containers. Meanwhile, most of the plants in the domestic container manufacturing industry had upgraded their production lines to using water-based paint in the first half of 2017 in accordance with the environmentally-friendly water-based paint self-discipline convention in the industry. The use of water-based paint increased production costs, thus affecting the effective production capacity in the industry in the short term. Prices for raw materials such as steel have started to increase since the second quarter of this year. These factors caused new container prices to steadily remain at a high level after continued growth in the first quarter of this year, while the number of orders and container prices in 2016 was relatively at a low level, and the year-on-year base was low, as a result, we recorded a significant year-on-year increase in the overall sales volume and the revenue of the container manufacturing industry in 2017.

In 2017, the implementation of a series of environmental laws and regulations, led by the new version of the "Law on the Prevention and Control of Atmospheric Pollution" (《大氣污染防治法》), as well as action plans in China has put environmental pressure on the traditional manufacturing industry in China, such as the container manufacturing industry. The Group's container manufacturing business has actively carried out environmental transformation and upgrade, with environmental technology and materials including water-based paint, solvent recovery and environmentally-friendly floors receiving continued application and promotion. During which, before April 2017, the Group has gradually terminated the use of oil-based paint for its standard dry containers across the nation in compliance with the demands stated in the "Container Industry Self-Discipline Convention"\* (《集裝箱行業自律公約》), and materialised a complete change from oil-based paint to water-based paint in container production as well as a large-scale environmental upgrade in container plants, setting a good example across the container industry.

During the Reporting Period, affected by the continued recovery in global trade and the lower base in 2016, the Group's container manufacturing business had a significant year-on-year increase in the number of orders. Revenue and net profit have both shown significant growth, among which, the accumulated sales volume of ordinary dry containers reached 1,308,900 TEUs (2016: 587,300 TEUs), representing a year-on-year increase of 122.87%; the accumulated sales volume of reefer containers reached 109,100 TEUs (2016: 79,700 TEUs), representing a year-on-year increase of 36.89%. The container business of the Group recorded a revenue of RMB25.047 billion (2016: RMB11.067 billion), representing a year-on-year increase of 126.32%; and the net profit was RMB1,463 million (2016: RMB363 million), representing a year-on-year increase of 302.52%; among which, ordinary dry containers recorded a sales revenue of RMB17.719 billion (2016: RMB5.691 billion), representing a year-on-year increase of 211.33%; reefer containers recorded a sales revenue of RMB3.274 billion (2016: RMB2.236 billion), representing a year-on-year increase of 46.46%; special reefers recorded a sales revenue of RMB4.808 billion (2016: RMB3.553 billion), representing a year-on-year increase of 35.30%.

In 2017, the container manufacturing business of the Group welcomed the arrival of a comprehensive recovery after persevering through the lows last year. By actively adopting measures to counter issues concerning the suspension of water-based paint production line for engineering upgrade, the difficulty in recruiting frontline staff as well as measures to raise collaboration among production, supply and sales, the container manufacturing business of the Group achieved excellent results, and at the same time, it also achieved significant progress in propelling initiatives in respect of making optimization adjustments to production capacity structure and asset structure. Each investment proceeded smoothly as planned: the relocation project of the Group's container production base in Fenggang, Dongguan has been officially launched, and some of its subprojects have commenced construction, and is expected to be completed and put into operation in 2018. The container segment's Dalian base and the Yangzhou base made progress in its transformation and upgrade, it completed the scheme design of the transformation and upgrade with some assets being enlivened or disposed. In addition, the Group and the Container Industry Association worked together to promote full coverage of the water-based paint engineering upgrade in container production lines across the entire industry and use this to promote upgrade and comprehensive compliance with standards regarding HSE in all plant.

To seize the opportunity of urban renewal, accelerate land commercialisation projects and increase value of resources held currently, in August 2017, Southern CIMC (a wholly-owned subsidiary of the Company) entered into a relocation compensation agreement with China Merchants Shekou Industrial Zone Holdings Co., Ltd. in respect of three land parcels (with a total area of 61,005.5 square meters, the "Prince Bay Land") located at the north side of Gangwan Avenue in Shekou Industrial Zone, obtaining the relocation compensation has brought a positive impact on the Group's financial results in 2017. The Group has invested and declined production with the new container production lines in Pingshan, Shenzhen in order to address the inadequate production capacity caused by the relocation and production suspension of the Prince Bay Land. For relevant information, please refer to the relevant announcement published on China Securities Journal, Shanghai Securities News, Securities Times, Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)), the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.cimc.com](http://www.cimc.com)) on 3 August 2017.

### **Road Transportation Vehicle Business**

With "the world's local CIMC (全球運營·地方智慧)" as its business philosophy, CIMC Vehicle (Group), a subsidiary of the Group, is a globally leading road transportation vehicle manufacturing group, providing global customers with various special vehicle products, key parts of special vehicles and sales services. As of the end of the Reporting Period, CIMC Vehicle (Group) has established 25 production and research and development bases in China, North America, Europe and emerging markets, and developed different product lines for special vehicles consisting of 10 series and more than 1,000 models, including container semitrailers, flatbed/staked-side semi-trailers, low-flatbed semi-trailers, vehicle loaded semi-trailers, stake trucks, van trucks, tank trucks, dump trucks, sanitation trucks and special vehicles, covering major domestic and international markets.



In 2017, the global manufacturing industry and trade resumed growth. The market demand for semi-trailers in the U.S. slightly declined. The economy of the European market has been gradually recovering, but the overall demand for semi-trailers dropped due to the impact of Brexit. The emerging markets saw significant economic recovery. The Southeast Asian market is growing steadily while some regions are unstable. The Chinese market benefited from the extended impacts of the implementation of the GB1589 policy promulgated by the central government in 2016 and the continued domestic stringent governance against overloading, and road transportation vehicle products were strong in demand. Meanwhile, more domestic infrastructure projects have commenced construction, which boosted the growth of demand for intelligent urban muck trucks.

During the Reporting Period, the Group's road transportation vehicle business continued to achieve growth in all aspects. The annual accumulated sales was 163,000 units (sets) (2016: 123,100 units (sets)), representing a year-on-year increase of 32.41%. The sales revenue was RMB19.521 billion (2016: RMB14.695 billion), representing a year-on-year increase of 32.84%, and achieved a net profit of RMB1,018 million (2016: RMB767 million), representing a year-on-year increase of 32.78%. The increase in revenue and net profit is primarily due to the Chinese market's positive business performance, the European and North American market performing better than expected and the recovery of some regional markets in emerging markets.

During the Reporting Period, CIMC Vehicle (Group) continued to improve its global business plan, while optimising existing business and seizing business growth opportunities. Amid external adverse conditions of product demand decline in the European market, the segment managed to enhance profits from existing business and promote corporate changes and upgrade through technological advancement, which laid a solid foundation for the sustainable development of the global semi-trailer operation.

In respect of the domestic market, in 2017, through seizing the opportunity presented by the increased demand in the PRC market, new regulations and industry governance as well as strategies to "consolidate market position of skeletal trailers" and "expand business of lightweight flatbed stake trucks," CIMC Vehicle (Group) recorded semi-trailer sales of 66,000 units (sets) domestically. Sales and profits increased significantly with a general recovery for building type products. Primary truck types such as ordinary dump trucks, concrete mixer trucks and granule tank trucks have all recorded rapid growth.

In respect of the overseas market, with the decline in business for van trucks and refrigeration trucks in the North American market, through the application of the demonstrative advanced manufacturing and digital manufacturing technology adopted in the Dongguan plant, improvement in efficiency, quality and product profitability, CIMC Vehicle (Group) realized steady profits for the North American market in 2017. Through pursuing selected market segments and offering niche products and seizing the opportunities arising from the building product boom in Vietnam, emerging markets recorded a rebound in results. In the Australian market, after reorganization, Marshall Lethlean Industries Pty. Ltd. focused on the primary business of tank trucks and recorded a drastic reduction of losses from the previous year. The European market continued to maintain steady business development in SDC Trailers Limited and business growth in LAG (Lag Trailers NV Bree), and focused on rapid assembly of core products to achieve a successful transformation, thus strengthening profitability and achieving sustainable development.

During the Reporting Period, CIMC Vehicle (Group) initiated the planning and construction of a digital system at its core plant as well as a comprehensive upgrade in refrigeration truck manufacturing technology and foaming technology.

### Energy, Chemical and Liquid Food Equipment Business

The Group's subsidiary CIMC Enric is principally engaged in the design, development, manufacturing, engineering and sales of various transportation, storage and processing equipment widely used in three sectors, namely energy, chemical and liquid food equipment, as well as provision of relevant technical and maintenance services. Its energy and chemical equipment products and services are supplied throughout China and are exported to Southeast Asia, Europe and North and South Americas; and from its production base in Europe, its liquid food equipment products and services are offered worldwide. CIMC Enric has established a business landscape featuring "the world's local CIMC (地方智慧·全球營運)" based on its production bases located in China and Europe.

In 2017, international oil prices increased, global natural gas market recovered, propelling the natural gas market globally, especially the accelerating growth of volume of import and export of LNG. The PRC government has closely introduced and implemented a series of policies concerning the utilisation of natural gas, pricing mechanisms, infrastructure construction and operation management, in particular the Notice on Opinions on Accelerating the Utilisation of Natural Gas (《加快推進天然氣利用的意見》) jointly issued by the National Development and Reform Commission and thirteen ministries and commissions in July 2017, to accelerate the utilisation of natural gas for urban and industrial use, gas-fired electricity generation, vehicle and transportation and other areas and domestic natural gas consumption will be back on track in attaining high speed growth. At the same time, under increasingly stringent environmental policies, China has commenced a large scale project of "coal-to-gas", which has sparked a substantial increase in demand for natural gas in the domestic market and has stimulated the demand for LNG storage and transport equipment. In addition, the relevant regulatory provisions for the transportation of hazardous goods are increasingly thorough, with the government encouraging multimodal transportation, construction of logistics infrastructure and facilities, establishment of multimodal pilot projects and further development of multimodal hubs and stations, which will facilitate the penetration of the Group's tank containers in the logistics industry in China.

During the Reporting Period, benefited by the growing market demand, the energy, chemical and liquid food equipment business of the Group recorded revenue of RMB11.846 billion (2016: RMB9.354 billion), representing a year-on-year increase of 26.65%. The net profit was RMB474 million (2016: loss of RMB893 million), turning losses into profits. The revenue from the energy equipment business, one of the three main business segments of CIMC Enric, was RMB4.959 billion (2016: RMB3.241 billion), representing a year-on-year increase of 53.01%; the revenue from the chemical equipment business was RMB3.026 billion (2016: RMB2.472 billion), representing a year-on-year increase of 22.41%; and the revenue from the liquid food equipment business was RMB2.686 billion (2016: RMB2.255 billion), representing a year-on-year increase of 19.11%.

**Energy equipment segment:** during the Reporting Period, with the recovery of the global LNG industry, the PRC government has accelerated actions to develop natural gas as the main energy source of the modern clean energy sector. With various positive factors such as the implementation of the large scale "coal-to-gas" project and the increasingly stringent environmental policies, the demand for CIMC Enric's LNG transport vehicles has substantially increased, and sales volume of LNG bottles, LNG storage tanks and refilling stations and equipment point-to-point supply have continuously increased. The segment has also received sizeable orders for maritime LNG equipment, LNG multimodal transport tanks, and construction of cryogenic city peak reserve and receiving terminal stations. CIMC Enric adopted suitable diversification and localisation competitive strategies amidst increasing market competition, and in accordance to market changes, made adjustments to product pricing as well as production allocation and business structures of the LNG and CNG businesses as and when appropriate. In addition, on 15 August 2017, CIMC Enric, as the restructuring investor, completed the acquisition of the entire

equity interests of SOE and changed its name to "Nantong CIMC SinoPacific Offshore & Engineering Co., Ltd. (南通中集太平洋海洋工程有限公司)". Not only is SOE a global leader of the small- and medium-sized liquefied gas vessels market segment, it is also a pioneer in the offshore engineering and construction industry. The acquisition of SOE helps fulfill the equipment and engineering service capabilities of CIMC Enric's entire natural gas industry chain and allows it to accomplishing its strategic deployment both on land and at sea, thereby completing an integrated land and marine value chain of natural gas purification, liquefaction, storage and transport equipment. Based on the insolvency analysis reports provided by SOE's bankruptcy manager and other available information. During the Reporting Period, a further impairment provision of RMB105,549,000 was made by CIMC Enric for amounts due from SOE. The impairment provision is also included in the 2017 consolidated financial report of the Group. For relevant information, please refer to the relevant announcements published by the Company in China Securities Journal, Shanghai Securities News, Securities Times, Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)), the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.cimc.com](http://www.cimc.com)) on 4 August 2017, 16 August 2017 and 28 August 2017.

**Chemical equipment business segment:** during the Reporting Period, CIMC Enric reported outstanding performance amidst intense market competition. Sales of various types of tank containers achieved excellent results. Meanwhile, as mainstream customers have attached increasing importance to the improvement of containers' large-volume, lightweight, total dimensions and functions, the segment has increased investment for the development of products for customers with special requirements, with a year-on-year increase of nearly 50% in production of some special tank containers in 2017. In addition, due to the United States repealing China's anti-dumping policies on refrigerants, and China's stricter domestic environmental governance and supervision on the elimination of outdated and surplus production capacities, the demand for gas tank containers of CIMC Enric has significantly increased, with a year-on-year significant increase in production in 2017. During the Reporting Period, the segment actively promoted the general application of safer and more efficient equipment and technologies for containerised storage and transportation in order to consolidate its leading position in the global market. In May 2017, Xinjiang exported liquid chemical products to Europe through the China-Europe Railway Express' "New Europe" (Xinjiang – Europe – Mediterranean region) for the first time, with all of the tank containers used during the transport of these chemical products manufactured by CIMC Enric. The tank containers from CIMC Enric have established a land-based channel for China-Europe tank container liquid chemical transportation, which will promote resource sharing and economic development of the countries along the route.

**Liquid food equipment business segment:** through the renowned brands of "Ziemann Holvrieka" and "Briggs", the segment was equipped with competitive technical strengths derived from world-leading capabilities in the manufacturing of beer production equipment, proven business results and global brand influence. The diverse geographic locations of production facilities in Europe and China has equipped the segment with a solid ability in comprehensive coordination over global production, procurement, operation and regional marketing. During the Reporting Period, the segment was based in China and Europe, and has expanded its production capacity in China and its market network in Asia to further implement the expansion plans to global markets such as the Southeast Asian market. The segment strives to transfer Europe's advanced production technologies and expertise into China's businesses, enabling the integration of "European technology" and "Chinese innovation". Meanwhile, the segment will explore more business opportunities and revenue sources in American regions and emerging markets. Leveraging on its high-level beer production equipment and technical capabilities, the segment will move towards the integration of engineering, procurement and construction as well as horizontal business diversification in less aggressively competitive industries such as the pharmaceutical, distillation, and bio-fuel industries.

### **Offshore Engineering Business**

Established under CIMC Raffles, a subsidiary of the Group, are 4 R&D and design companies, 3 construction bases and 6 operation and management companies, whose integrated operation model comprises design, procurement, manufacture, construction, commission and operation, and possesses the capability of mass and industrialised construction of high-end offshore engineering equipment and other special vessels. They are also one of the leading contractors of high-end offshore engineering equipment in China and have always participated in international competitions within the offshore engineering market. Their major businesses include the design and construction of semi-submersible drilling platforms, semi-submersible accommodation platforms, jack-up drilling platforms, jack-up accommodation platforms, gas compression jack-up units, liftboats, floating production storage vessels, crane vessels, pipe-laying vessels, OSV, ocean tugs, mid-to-high-end yachts and other vessels with its products covering a majority of offshore engineering products.

Since 2000, due to the limits on production by OPEC to support oil prices, shale oil production has significantly increased and led to a substantial change in supply-demand profile for crude oil around the world. The pricing pattern of crude oil has been shifted from marginal demand-dependant to marginal cost-dependent. Meanwhile, international geopolitical political environment has led to a drastic fall in international crude oil prices, which resulted in the global offshore engineering industry entering into a period of in-depth adjustment, market contraction and industry loss. Offshore oil and gas projects have started to witness signs of recovery with the depletion of shale oil available for mining both in volume and production. Since 2017, international oil prices have risen after hitting bottom in 2016 and offshore oil investments have rebounded.

Under the significant impact of the continued downturn in the industry and due to the significant shrink in new orders acquired, the revenue of CIMC Raffles decreased significantly with loss further increased during the Reporting Period. In 2017, the offshore engineering business of the Group recorded sales revenue of RMB2.485 billion (2016: RMB4.306 billion), representing a year-on-year decrease of 42.28%; the net loss amounted to RMB1,039 million (2016: loss of RMB213 million), representing a year-on-year increase of 388.82%.

Faced with the severe environment in the international offshore engineering market, CIMC Raffles has been actively promoting business transformation and composition, extending into relevant diversified businesses with oil and gas industry as the core business, establishing a business structure to stabilise product fluctuations, making a breakthrough of its capability to integrate leading design/core equipment upstream, and developing engineering operations and high-end services downstream in order to achieve the transformation from a company that only manufactures oil rig equipment to one that provides holistic solutions in the offshore engineering business. CIMC Offshore Engineering leveraged on its advantage to design and build its own platform, extending its business horizontally and vertically in the offshore engineering equipment sector. For sectors already engaged, CIMC Offshore Engineering added in products such as FLNG, FSRU, disassembly platform, luxury cruise ship, offshore complex and recreational fishing platform. It will also expand its business to the electrical equipment industry and the new energy industry, which include products such as offshore wind turbines and floating power barges.

In respect of the construction and delivery of platforms: in 2017 "Blue Whale No. 1" of CIMC Raffles successfully completed the national-level lease for drilling combustible ice in the South China Sea. CR600 has secured the Petrobras lease before the end of the year. Other projects under construction were basically near completion or under repairs and maintenance. This year, 2 platform-based projects and 9 projects of theme yacht and marine ranching platforms have completed construction and delivery, among them, the Victory (Shengli) 90 meters drilling platform and "HYSY 162" test drilling platform constructed for China National Offshore Oil Corporation (CNOOC) respectively were completed on time and within budget and were highly acclaimed by customers. With regards to the reconstruction business, large repair and modification projects such as HYSY 981 and the Xingwang drilling platform were completed.

In respect of new orders: through strengthening the development of differentiated products and services, the adverse impacts caused by a downturn in the industry were mitigated. In April 2017, CIMC Raffles entered into a letter of intent for the construction of deep sea breeding equipment with a potential worth of USD250 million with Ocean Aquafarms AS Company in Norway at the China-Norway Government Cooperation Summit. In May, the "Blue Whale Project" achieved great success for the combustible ice lease in the South China Sea. The Blue Whale platform, highly praised by Premier Li Keqiang as "a valuable piece of equipment of a great nation", set a world record in gas production, which not only proves the reliability of CIMC Raffle's equipment but also indicates that CIMC Raffles achieved its transformation from simply being an equipment manufacturing company into an upstream drilling company. In December, CIMC Raffles entered into a construction contract with Petrobras for the EPC of a FPSO hull in the Netherlands, the amount of which is approximately RMB1.1 billion, achieving a successful transformation from "focus on drilling" to "integration of drilling and mining". In addition, during the year, CIMC Raffles contracted for 15 jack-up marine ranching platform and 2 deep water net cages with ranch clients in Shandong Province, which saw the breakthrough of high-end ocean fisheries.

In respect of R&D capabilities: Bassoe Technology, Brevik Engineering, Ocean Engineering Design & Research Institute of CIMC and CIMC Marine Engineering Academe Co., Ltd., four design companies under the Group located in Sweden, Norway, Shanghai and Yantai respectively, have national offshore oil drilling platform R&D centers and national engineering laboratories of general assembly research and development of offshore engineering. Currently, the technical reserve for the 7th-Generation Ultra-deepwater Platform, the BT5000 Economical Mid-deepwater Platform, the FPSO, the cruise ships, and the development equipment and dismantling equipment for offshore oil fields have been completed.

### Logistics Service Business

The logistics service business of the Group adheres to the development concept of "equipment changes logistics", advancing its strategic focus, enhancing network deployment, and concentrating on five major business directions, namely container service, marine transport service and project logistics, multimodal transport, equipment logistics and contract logistics.

In 2017, the development of the domestic logistics industry remained in the basic trend of moderating growth with a stable and positive outlook. The State issued the Railway Container Multimodal Transport Development Plan for the "Thirteenth Five-Year Plan," with the strong development of domestic multimodal transport, and the focus is to extend railway lines into inland ports, free trade zones and bonded ports. The volume of containers transported via railwater transport as well as the transport volume of the China-Europe Railway Express continued to increase. The use of standardised basic loading units, such as pallets and containers, is promoted, and connectivity to the Internet was enabled through the use of sensors. Traditional transport, warehousing companies were encouraged to extend their services upward and downward along the supply chain, expand international joint transport service and build a resource-sharing logistics platform that integrates "the Internet + professional logistics."

In 2017, the Group's logistics service business recorded a revenue of RMB8.195 billion (2016: RMB7.129 billion), representing a year-on-year increase of 14.95%; net profit was RMB86 million (2016: RMB359 million), representing a year-on-year decrease of 75.95%. The decrease in net profit is primarily due to the profits from the same period of last year including income from disposal of equity interests in subsidiaries.

During the Reporting Period, the Group's logistics service business opened a new chapter of "transformation and upgrade, growth with quality." The Group's volume of containers handled continues to be the highest in China while the sales volume of second hand containers set a new historical high. The "three horizontal, one vertical" multimodal transport network plan is rolling out steadily. The multimodal transport network of automobile vehicle and components has initially formed. The domestic railroad cold chain transport had made a successful breakthrough by opening and operating the China-Europe, China-Asia Railroad Express in the Eastern China region. During the year, the Group attained the qualification of "freight broker". Progress has been made for its "Belt and Road" layout in Africa. Logistics Equipment has entered new business territories such as ship paints.

- The container service business line formulated concrete development strategy for three major products namely container yard, railway station service and selling and leasing of containers; actively expanded Southeast Asian markets such as Thailand and Vietnam, explored joint development of yard business with local partners through various ways; further increased deployment location of railway stations, added locations such as Xichang and Taohua Village, Kunming in the service network; increased repair capability of tank containers, expanded tank container service to Guangzhou and Nanchang, Fangcheng and Zhanjiang; continued improving the service network and business type of the railway cold chain, added a station in Fangcheng and provided container leasing and complementary services for railroad logistics companies; successfully won the tender for the global sourcing of second hand dry containers from Yang Ming Marine Transport and expanded the second hand container market in South Korea.
- The marine transport and project logistics business line focused on market development opportunities in nations along the belt under the "Belt and Road" Initiative and actively sought international logistics cooperation. It improved the domestic network distribution of shipping and freight forwarding, expanded the shipping and freight forwarding service coverage in coastal regions such as Xiamen and facilitated the collaboration of shipping and freight forwarding. It built professional service products for project logistics, successfully completed the delivery of 1,000-tonnes-level LNG project module as the ship owner and port agency of the Yamal Project and helped the world's largest man-made fishery equipment launch successfully. It successfully received the first qualification of "freight broker". It came up with the innovation by using tank containers for long-distance multimodal transport and realised the first export of LNG from Canada to China.
- The rail-water transport business line constructed a golden waterway that penetrates the Yangtze River. The waterway radiates to the southwest and northwest, forming a network layout of "one main body with two wings". It began the initial construction of the "three horizontal, one vertical" logistics trunk network, continued improving the multimodal transport service system and enhanced the service capability of integrated logistics. It focused on three major product lines, namely river-ocean transport, rail-water transport and international railroad transport, built a "one primary, five secondary" transport system that centers on the Yangtze River and covers the five major lakes. It constructed domestic rail-water, rail-ocean and road-rail transport channels that span along the Yangtze River and extends southwest, northwest and coastal sea ports. Leveraging major land ports, it opened the international railroad channel to countries and regions such as Europe, Russia and Central Asia and succeeded in opening the Nanning-Central Asia, Nanjing-Russia (Europe) of China Railway Express. It actively advanced the cross-border multimodal transport business in Central Asia and the China-Mongolia region, among them, small land bridge container crossborder business, automobile/accessory import and export business have steadily developed, gradually forming a comprehensive chain service capability. For emerging businesses, it took over the railroad cold chain warehouse end reception and delivery business. Through resource integration, it seized market opportunities, focused on enhancing operation and management capabilities and formed a competitive edge boasting "railroad core qualities + service innovation".

- With the belief that “equipment changes logistics”, the equipment logistics business line focused on the business model of modular logistics apparatus integrated logistics solutions, clearly defined three major businesses, namely equipment R&D and manufacturing, equipment lease operation and equipment logistics services. It focused on three major sectors, namely automobile, food and energy and chemical industries. It actively promoted lean production and developed the domestic market. It took initiative in offline network distribution and the preliminary construction of online lease operation platform. It also focused on the consolidation and cultivation of the full supply chain services in the automobile industry, innovated and developed areas of pallet sharing and the circulation and sharing of shipping paint coating.

### Heavy Truck Business

The Group operates the heavy truck business through its subsidiary C&C Trucks. C&C Trucks positions its main products in the mid-end to high-end heavy truck market with the product development strategy of “leading domestic techniques and following foreign techniques” and the development strategy of “making high-end products, providing quality services, and creating first-class brands”. Its key products cover two kinds, namely diesel and oil, and four series, namely tractors, mixer trucks, dump trucks, cargo trucks and special-use vehicles.

In 2017, fully driven by the Ministry of Transport’s policies on “Administrative Rules on Highway Driving of Overloading Vehicles” (超限運輸車輛行駛公路管理規定), the domestic heavy truck industry experienced exponential growth, exceeding market sales of over 1,100,000 vehicles, representing a year-on-year growth of 52% with increasing demand for tractors, dump trucks, mixer trucks, cargo trucks and special-use vehicles.

2017 was the eighth anniversary since C&C Trucks’ establishment. By continuing to improve its management and innovate its operations, sales growth remained strong and positive. C&C Trucks acquired orders for 9,369 vehicles throughout the whole year, of which the actual number of sales in 2017 was 8,710 vehicles (2016: accumulated actual number of sales of 6,028 vehicles), representing a year-on-year growth of 44.49%. During the Reporting Period, C&C Trucks achieved sales revenue of RMB2.566 billion (2016: RMB1.726 billion), representing a year-on-year growth of 48.67%, leading to a significant decrease in loss.

In respect of the domestic market, C&C Trucks continued to focus on market demand and main products in the region in 2017. While improving its standard and mature products, C&C Trucks also refined its product offerings, launched E-series mid-level tractor products, deployed a series of trucks and developed products for the vehicle transport market. To address the problem of weak delivery capacities and difficulty in meeting market demand in the beginning of the year, C&C Trucks actively enhanced production capacity, took measures to ensure adequate supply of products, improved delivery logistics and various aspects. After successive improvements, turnaround time for the more competitive products have been significantly reduced. Meanwhile, product-market competitiveness gradually strengthened through improved lightweight work of products and universalisation of parts and components. Marketing management of C&C Trucks remained market-oriented which continued to enhance management and service. In respect of management, C&C Trucks has established a reliable understanding of trust with its distributors through authorised management and control built on integrity, which have led to timely settlement for receivables and continuous reduction of overdue inventories. Through promoting its on-schedule delivery policies, it has established a trustworthy brand reputation in the market.

In respect of the international market, C&C Trucks developed a new business model for delivering full truckload and spare parts and the first batch of spare part products have been delivered to the Kazakhstan market and other markets in 2017. Meanwhile, the expansion of various new channels, being the Kazakhstan, Ethiopia, Gabon, Mongolia markets, etc., have preliminarily turned around the past strategy of a single marketing channel and has laid a solid foundation for the development of international businesses in 2018.

### **Airport Facilities Equipment Business**

The Group primarily operates its airport facilities equipment business through its subsidiaries Pteris, CIMC Tianda and Ziegler. The Group also integrates and achieves synergy with CFE over the advantages of resources, of which principal business includes boarding bridge and peripheral business, ground support equipment (GSE) business, fire and rescue vehicle business, automated logistics systems and smart parking business.

In 2017, the airport business continued to grow as a result of continuing new constructions and expansions of domestic airports; the fire truck and rescue vehicle business benefitted from urbanization and achieved rapid growth; fast development in express delivery and e-commerce industries provided good opportunities for the automated logistics system business industry. The nation has been increasingly concerned on the issue of urban parking, and since the Guiding Opinions Concerning Parking Facility Construction in Urban Areas (Fa Gai Ji Chu [2015] No. 1788), development policies for the parking industry have been encouraged and launched successively, bringing a positive impact on the smart parking facilities industry.

In 2017, the Group's airport facilities equipment business recorded revenue of RMB3.597 billion (2016: RMB3.213 billion), representing a year-on-year increase of 11.93%. It achieved net profit of RMB146 million (2016: RMB131 million), representing a year-on-year increase of 11.74%. The increases in revenue and net profit were mainly due to the further increase in the percentage of the fire and rescue vehicle business's contribution, the further enhancement in bargaining capabilities of the boarding bridge and its peripheral equipment business, as well as after the achievement and acquirement of automated sorting technologies for automated logistics, project contracting competitiveness was further strengthened.

During the Reporting Period, the Group further strengthened its capabilities in the airport facilities equipment business, and the profit level was improved:

- The boarding bridge and peripheral business: it continued to record steady growth in its business revenue and profitability. Its boarding bridge business led the industry with a continued tender success rate level of over 95% for the domestic projects it bid for during the year. Sales growth of the bridge loading and air conditioning businesses was achieved through the synergy generated from collaboration with the airport business.
- The ground support equipment (GSE) business: in 2017, the two-way shuttle ferries and electric-powered products of Xinfra Airport Equipment Ltd., a subsidiary of the Company, gained further customer recognition and its results are going up steadily. The manufacturing of food vehicles and lifting platform vehicles has gradually been moved to China, thereby further improving product quality and securing on-time delivery.
- The fire and rescue vehicle business: during the year, Ziegler built a new components and parts warehouse in Europe, which strengthened service capabilities of the European market. In addition, Ziegler also effectively safeguarded our supply of ladder technologies and reduced costs by way of strategic investment in an Italian company, Cela Srl. With strengthened technology input made by CFE, costs were further lowered, delivery capability was enhanced and the business achieved steady growth.
- The automated logistics systems business: during the year, the Group acquired Zhengzhou Jinte Logistics Automation System Co. Ltd. and gained automated sorting capabilities as well as qualification as a general contractor, thereby further enhancing its competency.
- The smart parking business: as an effective way to solve parking problems in cities, the Group has been proceeding with the pilot projects of the Group for the construction of multi-storey public parking garages.



With an aim to integrate the Group's airport facilities equipment business and special vehicles businesses, on 4 December 2017, the Group, CFE and relevant parties entered into agreements, pursuant to which CFE acquired equity interest in Pteris and equity interest in Tianda from the Group and the relevant parties to the agreements. Upon completion of the transaction, CFE will become a subsidiary of the Company, and Pteris and Tianda will become subsidiaries of CFE. The transaction has been considered and approved at the first extraordinary general meeting of the Company in 2018 and the extraordinary general meeting of CFE held on 11 April 2018. For relevant information, please refer to the announcements published by the Company in China Securities Journal, Shanghai Securities News, Securities Times, Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)), the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.cimc.com](http://www.cimc.com)) on 4 December 2017 and 9 February 2018 as well as relevant announcements published by CFE on the website of Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

### Industrial city development business

The Group's industrial city development business is operated mainly through its subsidiary CIMC Skyspace Real Estate and its subsidiaries. The main operations include the development of complexes in industrial cities, development and operation of industrial parks and development of traditional real estate.

In 2017, the regulation policies on real estate in popular cities in China kept tightening with the intensification of purchasing restrictions on houses and lending restrictions as well as other regulatory measures. Under the guidance of the tightened policy control, the domestic real estate market resumed to a more rational level. The overall turnover of the housing market represented a year-on-year decrease with obvious discrepancies between different cities. The control policies on the domestic real estate market extended gradually from first-tier and second-tier cities to third-tier and fourth-tier cities. Transaction volume remained low across all tiers of cities. Land policies are tightened in that additional restrictions are imposed on owning properties and construction of affordable housing, and as a result it has become a common practice that developers in first-tier cities join forces in acquiring land parcels.

During the Reporting Period, the Group's real estate development business recorded areas sold of 158,000 m<sup>2</sup> (2016: 92,000 m<sup>2</sup>), revenue of RMB1,007 million (2016: RMB723 million), representing a year-on-year increase of 39.23%, and net profit of RMB192 million (2016: RMB154 million), representing a year-on-year increase of 25.08%. The increase of sales revenue and net profit was mainly due to the increase in areas for sale during the Reporting Period.

During the Reporting Period, all businesses of the Group's industrial city development achieved favourable progress:

- In respect of the industrial city development business: the operating results were relatively stable with a good development trend overall. In 2017, a breakthrough development was achieved in the land demolition project of Shanghai CIMC Reefer. The leasehold land has currently been delisted. On 9 October 2017, Southern CIMC entered into the Land Preparation Framework Agreement with Urban Planning, Land & Resources Commission of Shenzhen Municipality\* (深圳市規劃和國土資源委員會) and Authority of Qianhai Shenzhen-Hongkong Modern Service Industry Cooperation Zone of Shenzhen\* (深圳市前海深港現代服務業合作區管理局) in respect of the land preparation issues of land parcels T102-0152, T102-0153 and T102-0154 located at Qianhai, Shenzhen. For relevant information, please refer to the announcement of the Company dated 9 October 2017 published in China Securities Journal, Shanghai Securities News, Securities Times, Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)), the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.cimc.com](http://www.cimc.com)). The official contents of the agreement are currently under discussion by all of the parties to the agreement, and is expected to be realised in the near future.

- In respect of the industrial park development and operation business: it has developed and advanced steadily. During the Reporting Period, the second phase of the CIMC Intelligence Valley project in Songshan Lake, Dongguan, Guangdong, has completed the investment invitation and several companies have set up their businesses in the park. The business incubator received praises from the government, society and our peers. The business model of the industrial park of the Group had a sound and steady development. As at the end of the Reporting Period, apart from the CIMC Intelligence Valley project in Dongguan, the implemented industrial park projects included: CIMC Database in Xinhui, Guangdong and Qingdao Reefer Incubation Park in Jiaozhou, Qingdao. At present, the Group is in active negotiation and promotion in respect of other several projects in several regions.
- In respect of the traditional residential business: it adjusted the development strategy promptly. Certain projects in third-tier and forth-tier cities were put into cooperation with Country Garden Group, the Company's strategic partner, to improve the development productivity of the project and speed up fund return, thereby achieving apparent growth.

On 17 July 2017, CIMC Skyspace Real Estate introduced Country Garden Real Estate Co., Ltd. ("Country Garden") as a strategic investor. Country Garden injected an amount of RMB926,322,000 into the capital of CIMC Skyspace Real Estate and held as to 25% of its equity while the Company still held 61.5% equity interest in CIMC Skyspace Real Estate through CIMC Shenfa. The introduction of Country Garden helped CIMC Skyspace Real Estate to absorb and utilise the funds, talents and professional experiences of the industry-leading enterprise, to enhance the capital strength and business development capability of CIMC Skyspace Real Estate. For relevant information, please refer to the relevant announcement dated 17 July 2017 published in China Securities Journal, Shanghai Securities News, Securities Times, Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)), the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.cimc.com](http://www.cimc.com)).

### **Financial Business**

The Group's financial business is devoted to establish a financial service system which matches the Group's strategic role as a global leading manufacturer, to enhance the efficiency and effectiveness of the Group's internal capital utilisation, and to provide various financial measures for the Group's strategy extension, business model innovation, industrial structure optimisation and overall competitiveness enhancement. Main operating subsidiaries consist of CIMC Financial Leasing Company and CIMC Finance Company.

In 2017, the global economy recovered moderately. Domestic industrial restructuring continued to deepen and the quality of economic growth has been continuously improving. The financial leasing industry experienced an overall stable development with a slower growth amid the reshuffle of economic drivers and more varied situations across different industries. Under the influence of moderately tight neutral monetary policy, deleveraging, and the strict regulation, financing costs of financial leasing companies rose, and competition in product differentiation among companies intensified. In 2017, China's economy focused on supply-side structural reform, structure optimization promotion, driving-force transformation, and quality improvement, presenting a "steady and positive" trend and displaying a stronger economic resilience. With the overall stringent financial regulatory environment, China Banking Regulatory Commission carried out regulatory governances like credit risk inspections special rectification campaign. Financial deleveraging was substantially promoted.

During the Reporting Period, in respect of the financial business, the Group achieved revenue of RMB2.341 billion (2016: RMB2.302 billion), representing a year-on-year increase of 1.66%, and net profit of RMB992 million (2016: RMB824 million), representing a year-on-year increase of 20.46%.

In 2017, to comply with the trend of domestic economy and industry restructuring, CIMC Financial Leasing Company grasped market opportunities, and continuously strengthened the integration of industry and finance across different business segments of the Group. As for the assets side, the company increased investments in cyclical-low and low risk businesses, continuously optimised the industry-mix portfolio, improved asset quality, innovated on a larger scale and created competitive advantages in product differentiation. At the same time, it increased risk control over high-risk industries, strictly controlled quality of newly invested assets, further promoted the establishment of asset management systems and strictly upheld risk limits. As for funds, it continuously deepened partnerships with external financial institutions, proactively broadened financing channels, explored different ways of asset securitization financing, created independent financial systems and secured funding resources for the Company's development. As for internal management, the organisational structure of the Company was further optimised, improving the professionalism in the operation of all business segments of the Company. For the year as a whole, investment in new businesses remained stable, business portfolios continuously optimised and the ability of comprehensive risk management greatly improved, which has established a solid basis for sustainable and healthy growth in the future.

In 2017, CIMC Finance Company continued to work for the "quality growth" as required by the Group, and stuck to the core strategic position for itself as "an operator of centralised global funds, a provider of comprehensive financial services, a collaborator of the Group's strategy implementation, and a creator of value from integration of industry and finance". It adhered to the general principle of making progress while ensuring stability and maintained stable growth of its main businesses. Total amount of finance provided for the whole year amounted to RMB12.4 billion. To enhance business capabilities, during the Reporting Period, CIMC Finance Company proactively adopted the following measures: (1) It continuously enhanced and improved the centralized capital management for its worldwide channels, effectively adopted different methods to expand the breadth and depth of the centralized capital management, efficaciously saved financial costs and improved efficiency and effectiveness on the use of funds through unified fund operation and allocation. (2) It strengthened financial service abilities with abundant financial products and service strategies. In March 2017, it became a member of the commercial paper exchange as approved by the Shanghai Commercial Paper Exchange and joined a nationwide unified commercial paper exchange platform in China, improving the operation capacity of the Group with respect to commercial paper. After receiving People's Bank of China's approval in June, it further expanded the scope of foreign enterprises for its cross-border two-way Renminbi capital pool and extended its services to various business segments. (3) By fully utilising different financial tools and strategies, it assisted the Group in strengthening its liquidity management, strictly controlled capital risk and the gearing level and effectively supported the implementation of the Group's strategies. (4) With the principle of client-centric and focusing on industry demands, CIMC Finance Company strengthened the deep integration of business segments, assisted the industry in expanding its sales through buyer's credit business, improved market competitiveness, and effectively promoted the business development of the Group.

### **Other Businesses:**

**Modular Building Business:** CIMC Modular, a subsidiary of the Group, operates modular building business, and developed a onestop service model of “Manufacturing + Finance + Service” integrating industry and finance. During the Reporting Period, in respect of the international market, CIMC Modular further expanded into England, America, Australia, New Zealand, Africa and other countries and regions with integrated competitive strengths, carefully cultivated the hotel and apartment housing market, and expanded into the long-term leasing apartment and elderly homes market. Following the delivery of projects of internationally renowned English hotels and student residence apartments for world-renowned universities, CIMC Modular Building Investment Company Limited signed project contracts in America, opening a wider new business layout. In the Australian and New Zealand market, CIMC Modular Building Investment Company Limited achieved a breakthrough development as it obtained orders for high-rise hotel buildings and public safety service facilities. As for the domestic market, CIMC Modular launched several important projects in the modular building business of the domestic market, and with its technical edge, the Group won the bid for the hotel and office building projects in the Xiong’an service centre. At the same time, the steel structure integration modular building system procedures of CIMC passed final examination and have become the inspection standard for several domestic projects.

**Multimodal Transport Business:** During the Reporting Period, the businesses of CIMC Multimodal Transport developed rapidly and a preliminary business layout has been formed through the combined development of rail-water transport and various other modes of transport. In 2017, in respect of its business network layout, CIMC Multimodal Transport launched container trains for 10 different rail lines, its businesses encompassing regions in South, Central, South-west, North-west and North China. Offices have been established in various cities to penetrate the local market and improve service capabilities. Stable transportation routes and business models have been established as a result of the rapid development in mass freight railway transportation and special cargo railway transportation for coke, liquid food, mineral products and other cargo, while subsidiaries have also been formed to effectively expand regional businesses. Based on its iron and steel logistics business, transportation routes for bulk cargo have been formed along the coast, while management and marketing capabilities of its fleets improved significantly during the Reporting Period. In respect of its cargo collection and distribution system, its warehouse distribution business have been vigorously developed around the layout of its railway routes, thereby improving service and general profitability competitiveness of its multimodal transport business. As for its business platform, the online platform for business operations and management has been launched during the Reporting Period, continuing to promote the practical application of the internet, IoT and other new technologies, as well as exploring other relevant internet products.

## **III. FUTURE DEVELOPMENT AND OUTLOOK**

### **1. Macroeconomic Environment and Policies**

In 2018, the global economy in general will continue to maintain a recovering growth momentum. According to the IMF projections, the growth rate of the global economy will reach 3.7% in 2018. The Chinese economy will continue to deepen its structural reform, increase growth quality and efficiency as well as maintain steady growth. However, with the US tax reforms, interest rate hikes and the tightening of monetary quantitative easing by the European Central Bank, a new emerging awareness of trade protectionism as well as the U.S initiating global trade war, the global environment for development will be more complex and volatile while economic growth faces more uncertainties with further increasing risks.

## 2. Industry Development Trend and Market Outlook

In respect of the container manufacturing business, according to the latest prediction made by CLARKSON (a globally leading analyst), the growth of global container trade reached 5.0% in 2017 and would continue to grow at this rate in 2018. It is expected that growth of shipping capacity will be lower than the growth of trade, being 3.6% and 4.0%, for 2017 and 2018, respectively, while the oversupply of shipping capacity will continue to be relieved, and increasing growth in trade will lead to greater market demand for containers. In view of the foreseeable circumstances in 2018, it is expected that customers will maintain a relatively eager willingness to purchase containers. Therefore, it is predicted that the demand for containers in 2018 will remain at a favourable level.

In respect of the road transportation vehicle business, in 2018, it is expected that the overall economy of the United States will be buoyant while the semi-trailer industry in the United States will remain the same or decrease moderately as in 2017. With the reducing impact of Brexit and the recovering European economy, market growth is also expected to recover. Along with the better demand for resources and increasing governmental infrastructure projects, the emerging market is expected to improve. Growth slowdown of China's macro-economy coupled with gradual alleviation on the implementation of regulating policy measures for road transportation (including management of serious over-speeding, passenger overload as well as traffic overload), it is expected that future demand will rebound and develop at a sound and steady pace.

In respect of the energy, chemical and liquid food equipment business, as international oil prices rebound along with the intensive release and implementation of various market-oriented reform measures for natural gas in the country (including the "Thirteenth Five-Year" Plan for Energy Development (《能源發展“十三五”規劃》) issued in 2016 and the Notice on Opinions on Accelerating the Utilisation of Natural Gas (《加快推進天然氣利用的意見》) issued in 2017, it is expected that the utilisation of natural gas for domestic urban and industrial use, gas-fired electricity generation, vehicle and transportation and other areas will continue to increase, and natural gas consumption will be back on track in attaining high speed growth. In addition, the chemical, liquid food and energy industry will experience rapid growth with the increased development of China, Southeast Asia, India, Russia and other emerging market economies. Multimodal transport and construction of logistics infrastructures and facilities are encouraged by relevant government authorities, which will facilitate the penetration of the Group's tank containers in the logistics industry in China.

In respect of the offshore engineering business, in 2018, it is expected that fossil fuel and natural gas will remain as energy sources in the global energy structure with the greatest growth potential. Although the Brent crude oil price reached almost USD70 per barrel at the end of 2017, global offshore engineering equipment businesses is gradually leaving its worst times behind and offshore oil and gas investments are gradually recovering. Growth in demand for offshore engineering equipment fluctuates cyclically, and as offshore oil and gas investments accelerate, orders for offshore engineering equipment began to rebound in 2017, therefore it is expected that niche markets (such as FLNG, the Group's environmentally friendly mega deepwater FPSO and FSRU) will be driven by new growth momentums in the future.

**In respect of the logistics services business**, in 2018, the country will develop new points for economic growth in modern supply chains by innovating new supply chain concepts, technologies and models, effectively integrating various resources and enhancing integration and synergy between industries. Intelligent supply chain systems will be established with the support from big data, network sharing and smart collaborations. In order to meet demands arising from the transformation and improvements of the manufacturing industry, logistics businesses will be redefining their business procedures and establishing an integrated and intelligent supply chain service system to meet the needs of their customers. Multimodal transport and other advanced transport modes will continue to be developed, while construction will be accelerated for multimodal transport type and branch-link type transport hubs (logistics parks). Further focus will be placed on the professionalisation and standardisation of transport equipment as well as the continuous application of open containers, box-type semi-trailers and other standardised transport vehicles.

**In respect of the heavy truck business**, in 2018, the macroeconomy is expected to stabilise after the exponential industry growth in 2017 and a downturn in the market is expected. In niche markets, there is increasing demand for express delivery and transportation, car carriers, cold chain and waste transportation, while demand is expected to fall drastically in the coal market, and rebound for hazardous chemicals, waste soil from urban soil construction, highway dump trucks, general less-than load shipping, spare and miscellaneous parts markets. There will be increasing demand in the road transportation market as well as express delivery, less-than truckload and full truckload shipping market. It is expected that the market will orient towards high efficiency, networking and integration, while new standardisation requirements are expected to trigger demand from European markets, and demand for tractors, central-axle vehicles will increase significantly due to overload regulations.

**In respect of the airport facilities equipment business**, in 2018, the global airport business will grow steadily, and it is expected that the boarding bridge and peripheral business and the GSE business will benefit as the Ministry of Defense opens up more airspace. The fire and rescue equipment business will also grow steadily as there is a visible trend in merger integrations in the global fire and safety industry, with lifting and special-use vehicles as the main profitable points of interests. The automated logistics business will continue to grow with further improvements in smart technology applications. The garage business is favorably backed by policy-support. In respect of pilot-city policy, it is evident that proposals to develop multistory parking as a solution to address parking issues will be feasible and effective. In addition, the level of smart applications in various industries has also been gradually improving.

**In respect of the industrial city development business**, in 2018, the domestic macroeconomy is expected to stabilise, and trading in the future real estate market will continue to be impacted by deleveraging and tightening of liquidity in the financial market. It is expected that tightening policies in key cities will continue to affect market situations in third and fourth-tier cities for around a year. As internal development situations vary a lot among third and fourth-tier cities, long-term development potential of the real estate market will be determined by the city's industry, transportation and demographics. Further segmentation of residential leasing policies as well as property purchase and lease policies will be implemented progressively. With the comprehensive tightening of real estate investment capital and strengthened regulations on housing finance, it is expected that a new era in which both the property market and rental market are active is emerging; and implementation of long-term property policies will be accelerated.

In respect of the financial business, there is a positive and favourable outlook for the global economy in 2018, while the domestic economy is expected to optimise its structure and reshuffle growth drivers in full swing. Under the policy of "Strict Regulations and Currency Stability", it is expected that domestic capital will still continue to tighten and market rates will still continue to rise, posing challenges of increasing finance costs for the domestic finance leasing industry. Stricter regulations will force the finance leasing industry to participate in the real economy, adopt different development approaches, improve development quality and steadily achieve such developments with an aim to standardise, professionalise and differentiate. The 19th National Congress of the Communist Party of China, the Central Economic Work Conference and the National Financial Work Conference all emphasised the importance of actively tightening regulatory powers in preventing financial risks. Policies will be steered by the guidelines of "the financial sector to serve the real economy" and "tighter, more-centralised financial regulatory powers", and strong regulation will continue and be furthered.

### 3. Overall Operation Targets and Initiatives for Main Business Segments

Looking forward, in 2018, the Group will persist its strategic positioning of "Manufacturing + Service + Finance", continue to promote the transformation and upgrade of its businesses, and extend its manufacturing segment toward the service segment based on customer needs. The Group will also continue to improve its global operating capabilities, optimise its businesses and assets, accelerate clustering of industries, and cultivate advantages in its industrial chain. In terms of technological upgrade, business models and management mechanisms, the Group will strive for constant innovation and control risk. The Group will also strive to grasp changes in the market and complete the layout of its emerging industries and innovative businesses in order to achieve continued growth with quality.

In respect of the container manufacturing business, in 2018, for the mature businesses, carrying out innovative upgrade, structure adjustment and connotative optimisation in order to reshape the Group's core competitiveness in the container manufacturing business, strengthen and enhance its leading position in the container manufacturing industry and proactively seize the opportunity in market fluctuations by strengthening production, supply and sales chains. The group will further accelerate the upgrading and improvement of production lines for containers by intelligent manufacture upgrading projects, and commence the construction of the segment joint finance center and joint procurement center to enhance its business management skills based on the ERP (Enterprise Resource Planning) project and the electronic procurement platform project. In respect of new business expansion, the Group will quicken its pace of land commercialisation, establish a model combination of investment through industrial fund and equity direct investment through collaborations, and actively explore and develop relevant business areas, such as cold chain equipment, logistics equipment, environmental friendly energy saving and new materials etc.

In respect of the road transportation vehicle business, in 2018, CIMC Vehicle (Group) will continue to stabilize existing businesses, put more efforts on exploring business growth (especially the robust growth in the PRC car carrier business), to promote business upgrading by technology advancement and realise the continuous quality growth of the road transportation vehicle business of the Group. In domestic market, the Group will seek for developing new profit growth by capturing opportunities brought by skeleton trucks and stacked-side trailers hot events of niche markets. In the North American market, the Group will improve its production efficiency by optimising production cost and solidify its profitability. Regarding the European market, the Group will give full play to its role as the global operation system of vehicles and upgrade its technology to improve the profitability of European businesses at the same time. In emerging markets, the Group will optimise its business structure and actively respond to the opportunities arising from seizing niche markets and niche products to realise the quality growth.

**In respect of the energy, chemical and liquid food equipment business**, in 2018, CIMC Enric will continue to enhance its core competitiveness on the foundation of enhancing growth and innovation within the Group, as well as achieving steady and sustainable development through its new businesses, technologies and business models. As for its energy equipment business segment, CIMC Enric will consolidate and continue to expand its existing integration capabilities in key equipment manufacturing, engineering services and provision of solutions covering the upstream, midstream and downstream sectors of the natural gas industry. The energy equipment segment of CIMC Enric will expand into the entire natural gas industry chain, especially in the use of liquefied natural gas, and at the same time actively developing natural gas-based clean energy fuel storage and transportation as well as natural gas distributed power generation, and also vigorously exploring other possible businesses expansions along the clean energy value chain. As for its chemical equipment business, CIMC Enric will strive to continue its research and development of different special tank containers, particularly focusing on the development and application of new tank container materials and special tank containers for railways in China and Europe, as well as developing more in-depth after-sales services for customers and establishing a new tank containers IoT model to help customers improve efficiency and explore the experience of digitalised operations, improving operational efficiency. As for the liquid food equipment business segment, CIMC Enric will continue to enhance the brand advantages of "Ziemann Holvrieka" and "Briggs", expanding the global market and the non-beer food equipment and engineering business development through all dimensions of the beer industry chain and liquid food business.

**In respect of the offshore engineering business**, in 2018, the Group's offshore engineering business will continue to actively implement transformation and arrangement of its businesses, expanding its oil and gas business into relevant diversified businesses, specifically including the following measures: in terms of market, by revising and optimising market business approaches and directions based on the analysis of external environment and the progress of internal expansion, the Group will focus on achieving breakthroughs in its advantages and reliable businesses; in terms of design, by continuously promoting design standardisation, the Group aims to enhance its production efficiency and design quality; in terms of purchasing, with the offshore engineering business transformation and upgrade, the Group will establish a streamlined lean supply chain to improve its core competitiveness; in terms of production, by establishing an internal management system based in its operation areas to improve its streamlining productivity; in terms of project, by establishing a project management model that is suitable for corporate structure reform to improve its core competitiveness.

**In respect of the logistics services business**, in 2018, the logistics services business of the Group will stick to the principles of "Focus on the main business, Fortify and cultivate the fundamentals" and "Coordinate and lead the segments, Activate the directly administered enterprises" and continuously develop existing businesses. By simultaneously carrying out the following initiatives: letting relevant segments take the lead, expanding network distribution, building channels and perfecting domestic and international network distribution; and focusing on specific business areas including vehicles, food, cold chain and import, the Group aims to promote sustainable and healthy business growth. The Group will also strengthen its marketing system building, unify the equipment resource pool of container and unitised logistics equipment to better the supportive role of equipment to its businesses as well as building a core digitalised operating platform. Through financial means such as leasing and financial leasing, the Group will push forward its business development. The Group will put greater efforts into building a unified corporate culture and facilitate a clear market brand and reputation. The Group will continue to promote lean management and HSE management.



**In respect of the heavy truck business**, in 2018, C&C Trucks will carry out its work centering on the operational principle of “market-oriented, efficiency first, risk management, management standardisation and integrity-centric” using the follow measures to achieve continuous sales growth; in terms of sales, the Group will sort out its internet channels thoroughly, strengthen the competitive products transformation and improve the profitability of each of the shops. The Group aims to facilitate its businesses by securing financial resources on competitive terms. Through coordination and collaboration in an innovative mode, the Group aims to realize resources sharing and win-win situation. In terms of products, the Group will focus on the market with clear targets, create flagship products and enhance its product competitiveness. The Group will also improve the quality of its products. In respect of services, the Group will aim to raise the response efficiency of its terminal service to boost sales. In respect of internal management, the Group will seek to enhance its turnover efficiency of current assets, build a fast-response implementation mechanism as well as a talent pool that suits our development and comprehensively improve our employees’ capabilities. The Group will aim to realize our operating targets as a whole through core SBU models (multidivisional structuring).

**In respect of the airport facilities equipment business**, in 2018, the Group’s airport business will focus its advantages and resources and integrate the existing airport business. Fire and rescue business will practice the strategic ideas which generate from the Going Global strategy encouraged by the state, and further introduce foreign quality skills and facilities into the domestic market to bring “made in China” to the world and eventually realise mutual growth. The Group will further enhance its aerial lift capabilities to meet construction demand in cities and towns. The automatic logistics business will strengthen manufacturing levels to better adapt to business development, improve delivery ability and be kept aware of the revolution and development of advanced technologies. The intelligent parking business will further accelerate the implementation of the multi-storey parking complex, a refreshed business of the Group. Also, further building a comprehensive human resource system will improve group profession and international level and keep strengthening our risk control. Moreover, we will also expand our market presence on the basis of acquisition and integration with an optimised business model to better adapt to future changes and developments.

**In respect of the city industry business**, in 2018, under the guidance of real estate and property development policies promulgated by the State, combining its own advantages and resources as well as development strategies, the Group will focus on revitalising its land resources in first-tier cities, such as Shenzhen and Shanghai. In the meantime, through replication of the industrial park model, it will actively seek promising first-tier cities or surrounding areas of first-tier cities to boost the implementation of industrial park projects. By leveraging the Group’s advantages in industrial collaboration, the Group seeks to acquire project opportunities and expand through market-driven approaches. The focus is placed on promoting plans in industrial property development and recruitment and operating service capabilities for the Group to establish a business model for industrial property development.

**In respect of the financial business**, in 2018, CIMC Capital Ltd. will keep taking on the responsibility of synergy of industries and finance, comply with the nation’s policies, capture the developing opportunities in niche markets, explore and establish professional subsidiaries, strive to promote the development of business professionalisation, further optimise business distribution, innovate business model and enhance the quality of its assets. Meanwhile, the Group will continue to strengthen its risk prevention and control measures, adhere to sound and prudent risk control strategies and set efficient risk control measures. In terms of financing, the Group will put great efforts to build a diversified financing system, expand external financing channels including asset securitization and others, explore the cooperation patterns with financial institutions such as banks to ensure sources of finance for business development and to ensure the sustainable operation of the Company. In 2018, CIMC Finance Company will incorporate the new phase developing strategies of the Group, by centering the operating theme of “Service, Sharing, Innovation, and Leaping” and adhering to its principle of serving the people, CIMC Finance Company will comprehensively improve its financial service functions, and build a safe, reliable financial service sharing platform of the Group, promoting industry development and achieving leapfrog development.

#### 4. Main Risk Factors for Future Development of the Group

**Risk of economic periodic fluctuations:** the industries that the principal business of the Group is engaged in are dependent on global and domestic economic performance and often vary with economic periodical changes. In recent years, the global economy has become increasingly complex with increasing uncertainty factors. There are risks that the growth of the Group's various principal businesses might slow down. The changes and risks in the global economic environment demand higher requirements on the Group's operating and management capabilities.

**Risk of economic restructuring and industry policy upgrade in China:** China's economy entered into the "new normal" and the government comprehensively deepened supply-side structural reform to push forward the transformation and upgrade of economic structure. New industrial policies, tax policies, environmental policies and land policies, etc. that have a huge impact on business operations are being constantly launched. The main businesses of the Group, as part of the traditional manufacturing industries, will face certain policy adjustment risks in the coming years.

**Risk of trade protection and anti-globalisation:** anti-globalisation trend such as the trade protectionism implemented by the United States, Brexit and political elections in European countries, will bring more uncertainties to global trade recovery and threats to global economic growth. Part of the Group's principal businesses will be affected by global trade protectionism and reverse globalisation, such as anti-monopoly and anti-subsidy and anti-dumping investigations, etc.

**Fluctuations of financial market and exchange risks:** the presentation currency of the consolidated statements of the Group is RMB. The Group's exchange risks are mainly attributable to the foreign currency exposure resulting from the settlement of sales, purchases and finance in currencies other than RMB. During the process of promoting Renminbi internationalisation, and under the backdrop of constant volatility in the global financial market, the exchange rate of the RMB against the USD will fluctuate with increased frequency and volatility, thus making it more difficult for the Group to manage its foreign currencies and capitals.

**Market competition risks:** the Group faces competition from both domestic and foreign enterprises in respect of its various principal businesses. In particular, a weak demand or relative overcapacity will lead to an imbalance between supply and demand, which will cause an intensified competition in the industry. Besides, the competition pattern of the industry may change due to entry of new players or improved capacity of existing rivals.

**Employment and environmental protection pressure and risks:** with demographic changes in China and gradual loss of demographic dividend, China's manufacturing industries see constantly soaring labour costs. Automation represented by robots is becoming one of the key directions for future upgrading of the traditional manufacturing industries. In addition, China has been attaching increasing attention on environmental protection and carrying out sustainable development strategies, strengthening environmental protection requirements for China's traditional manufacturing industries.

## IV. SIGNIFICANT CHANGES IN MAIN ASSETS OF THE GROUP DURING THE REPORTING PERIOD

### 1. Significant Changes in Main Assets

During the Reporting Period, there were no significant changes in main assets of the Company.

### 2. Main Overseas Assets

Applicable     Not Applicable

## V. ANALYSIS OF CORE COMPETITIVE ADVANTAGES

### Strategic Positioning of “Manufacture + Service + Finance”

The Group has formed an industrial pattern spanning both logistics and energy sectors, established major business segments with industry leading advantages and good prospects, and will continue to explore and deploy in emerging industries which help to give full play to the Group’s advantages. While reinforcing its edge in traditional industries, the Group promoted a customer demand-oriented business expansion from manufacture to service, offered comprehensive solutions covering the entire life cycle of a product, and established the strategic positioning and industrial ecosystem of “manufacture + service + finance”.

### Development Philosophies of Business Diversification and Globalisation

The Group has always been committed to business diversification and globalised deployment. The Group’s existing principal businesses cover container manufacturing business, road transportation vehicle business, energy, chemical and liquid food equipment business, offshore engineering business, logistics service business, heavy truck business, airport facilities equipment business, financial business, real estate development business and other emerging businesses, its production bases spread across Asia, Europe, North America and Australia, and its business network spans over the world’s major countries and regions. In particular, the container business continued to take the lead in the industry worldwide, while road transportation vehicles, energy and chemical equipment and offshore engineering businesses have gained strong competitive edges. The efficient implementation of business diversification and globalised deployment effectively offsets the adverse impact from periodic fluctuations of the global market in recent years on the Group’s results.

### A Standardised and Effective Corporate Governance System

The Group has developed a set of effective governance models covering business philosophy, governance structure and management mechanism. A standardised and effective corporate governance structure is the institutional safeguard of the Group’s sustainable and healthy development. Since 2010, the Group has launched the strategic upgrade campaign of “building an empowering platform for sustainable and healthy development of CIMC”. According to the organisational transformation direction of “layering management”, the Group has established a three – level management and control model comprising the executive committee, special committees and the Board as well as a 5S core management process, and introduced the lean management concept. As a result, the Group has established a new management system that ensures sustainable and healthy development of its businesses in the future.

## **Lean Manufacturing and Management Capabilities**

With the accumulation of large-scale, serialised and standardised management experience and capabilities in the area of container manufacturing over the years and its continuous improvements and upgrades, currently, the Group introduces the lean management concept to the whole group, and brings into full play of such core capabilities as highly efficient, safe, green and lean manufacturing technologies and process management represented by the ONE Model and the QHSE across its business segments to realise the goal of continuous improvement.

## **Integrated Resources and Ability to Achieve Collaborative Development**

In several business segments such as the road transportation vehicle, energy, chemical and liquid food equipment and airport facilities equipment, the Group has completed industrial consolidation through a series of mergers and acquisitions, and fully integrated supply chain, production and manufacturing, services and other processes to secure its leading cost advantage and leadership in the industry. On the basis of the existing resources, manufacturing and operating strengths, the Group cultivates new businesses and industry chains for resource sharing and collaborative development. The Group is aiming to capitalise on local strengths and integrate global resources to establish a new business ecosystem.

## **Technological Research and Development Capabilities and Intellectual Property Rights Protection**

The Group always attaches great importance to technological research and development capabilities through: developing mid-to-long term development strategies to optimise R&D systems and platforms and accelerate the R&D of products and technologies as well as evolution of existing products to promote R&D of new products, technologies, processes and equipment, while constantly improving the mechanism for identifying, inspiring and promoting innovations to speed up the commercialisation of technological achievements; and strengthening protection of intellectual property rights to establish and improve an all-round effective mechanism for protecting, operating, safeguarding and preventing infringement of intellectual property rights. In addition to a national enterprise technology centre, the Group has 26 group-level technology centres, including 5 research institutes and 21 technology sub-centres. Capitalising on its strong R&D organisation, the Group is well positioned to convert its leading technologies into competitive advantages and business success for customers.

## **VI. OTHER MATTERS REPORTED BY THE BOARD**

### **1. Fixed Assets**

Changes to the fixed assets of the Group during the Reporting Period are summarised in note IV. 15 to “Chapter XIII Financial Statements Prepared in Accordance with CASBE” in this Report.

### **2. Land Value Appreciation Tax**

Land value appreciation tax paid by the Group for 2017 was RMB75,163,000 (2016: RMB55,503,000).

### 3. Reserves and Distributable Reserves

As of 31 December 2017, the reserves of the Group were RMB23,016,029,000 (2016: RMB20,774,432,000), and the distributable reserves were RMB19,734,494,000 (2016: RMB17,495,053,000). Movements in the reserves and the distributable reserves of the Group during the Reporting Period are set out in notes IV. 48, 49 to "Chapter XIII Financial Statements Prepared in Accordance with CASBE" in this Report.

### 4. Management Contract

During the Reporting Period, the Company did not enter into any contracts concerning the management or administration of its overall business or any of its material business, nor did any such contracts exist.

### 5. Major Suppliers and Customers

In 2017, the aggregate purchase attributable to the former five largest suppliers of the Group was less than 30% of the Group's total purchase, the aggregate revenue derived from the former five largest customers was less than 30% of the Group's total sales. For details of the former five largest customers and suppliers of the Group, please refer to "(8) Information of the major customers and major suppliers" of "2. Income and Cost" of "II. Analysis of Principal Businesses" of "Chapter V Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules" in this Report.

None of the Directors, Supervisors and their associates or any Shareholder (who to the knowledge of the Directors were holding 5% or more of the Company's share capital) had any interest in any of the abovementioned former five largest suppliers and former five largest customers.

### 6. Repurchase, Sale or Redemption of Securities

The Company or any of its subsidiaries did not repurchase, sell or redeem any listed securities of the Company or its subsidiaries during the Reporting Period.

### 7. Trust Deposits and Irrecoverable Overdue Time Deposits

As at 31 December 2017, the Company did not have any trust deposits or irrecoverable overdue time deposits.

### 8. Pre-emptive Rights

The Articles of Association or Chinese law had no provisions regarding pre-emptive rights under which the Company must issue new shares on a pro rata basis to existing Shareholders.

### 9. Issue of Debenture

Please refer to note IV. 39 of "Chapter XIII Financial Statements Prepared in Accordance with CASBE" in this Report for details of the issuance of medium-term notes by the Company.

## 10. Taxes

In accordance with the provisions of the "Individual Income Tax Law of the People's Republic of China" and its implementing regulations, as for the income from dividends and bonuses obtained by foreign resident individual shareholders from the shares issued in Hong Kong by domestic non-foreign invested enterprises, the individual income tax shall be withheld by withholding agents according to the item of "income from interest, dividends and bonuses". The Company will withhold and remit relevant taxes in accordance with the "Notice on Issues Regarding Differentiated Individual Income Tax Policy for Dividends and Bonuses of Listed Company" (Cai Shui [2015] No. 101) jointly issued by the Ministry of Finance, the State Administration of Taxation and the CSRC, the letter entitled "Tax Arrangements of Enterprises in Mainland China on Dividend Issuance to Hong Kong Residents" issued by the Hong Kong Stock Exchange, and requirements of related laws and regulations. It is recommended that holders of H Shares of the Company may consult their tax advisors concerning the tax effects in Mainland China, Hong Kong and other regions regarding the holding and disposal of H shares of the Company

## 11. Donation

In 2017, the Group has made a total donation of RMB2,592,000 (2016: RMB1,301,000).

## 12. Compliance with Laws and Regulations

In 2017, the Group has complied with the relevant laws and regulations that have a material impact on the Group's operations.

## 13. Permitted Indemnity Provision

The Company has arranged for appropriate insurance cover for the legal risks possibly faced by its Directors, Supervisors and senior management during their duty performances.

## 14. Share Capital

As at 31 December 2017, the Company's share capital is as follows:

	Par value per share	Number of shares issued (shares)	Percentage (%)
A Shares	RMB1.00	1,266,312,527	42.45%
H Shares	RMB1.00	1,716,576,609	57.55%
Total	—	2,982,889,136	100.00%

## **15. Dividend Distribution**

Based on the Group's 2017 operation results and taking into account the Group's overall financial position and cash flows situation, the Board recommended a final dividend of RMB2.70 per ten shares (including applicable taxes) for the year of 2017. The dividend payment plan for the year of 2017 is subject to Shareholders' consideration and approval on the general meeting of the Company. For details of the Group's cash dividend policy and its dividend distribution for recent three years, please refer to "I. Profit Distribution of Ordinary Shares and Share Capital Increase by Way of Transfer from Capital Reserves of the Company" of "Chapter VIII Significant Events" and notes IV. 49 to "Chapter XIII Financial Statements Prepared in Accordance with CASBE".

## **16. Changes of Directors and Supervisors**

During the Reporting Period, the changes of Directors and Supervisors of the Company are listed in "IV. Changes of Directors, Supervisors and Senior Management of the Company" of "Chapter X Information on Directors, Supervisors, Senior Management and Employees" in this Report.

## **17. Environmental, Social and Governance Report**

The Group attaches great importance to its responsibility on the environment and the society and strives to increase the Group's environmental, social and governance capability through various measures. The Company published the 2016 Environmental, Social and Governance Report and the 2017 Social Responsibility & Environmental, Social and Governance Report on Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)), the Company's website ([www.cimc.com](http://www.cimc.com)) and the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) on 30 June 2017 and 27 March 2018 respectively in accordance with the Guidelines for Companies Listed on the Shenzhen Stock Exchange on Social Responsibility, Rule 13.91 and Environmental, Social and Governance Reporting Guide of Appendix 27 of the Hong Kong Listing Rules.

## **18. Events after the Balance Sheet Date**

For details of events of the Group after the balance sheet date of the Reporting Period, please refer to note XII to "Chapter XIII Financial Statements Prepared in Accordance with CASBE" in this Report.

## Chapter V

## Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules

### I. OVERVIEW

For the profile of the Group's businesses during the Reporting Period, please refer to "1. Overview" of "II. Review of Principal Businesses During the Reporting Period" under "Chapter IV Report of the Board" in this Report.

### II. ANALYSIS OF PRINCIPAL BUSINESSES

#### 1. Overview

For details of the Group's principal business operations during the Reporting Period, please refer to "2. Review of Operations of Major Business Segments" of "II. Review of Principal Businesses During the Reporting Period" under "Chapter IV Report of the Board" in this Report.

#### 2. Income and Cost

##### (1) Composition of Revenue

Unit: RMB thousand

	2017		2016		Year-on-year change
	Amount	% of revenue	Amount	% of revenue	
Total revenue	76,299,930	100.00%	51,111,652	100.00%	49.28%
<b>By industry</b>					
Containers	25,046,697	32.83%	11,066,999	21.65%	126.32%
Road transportation vehicles	19,520,664	25.58%	14,694,682	28.75%	32.84%
Energy, chemical and liquid food equipment	11,846,200	15.53%	9,353,786	18.30%	26.65%
Offshore engineering	2,485,417	3.26%	4,305,630	8.42%	(42.28%)
Airport facilities equipment	3,596,511	4.71%	3,213,229	6.29%	11.93%
Logistic services	8,195,452	10.74%	7,129,456	13.95%	14.95%
Financial business	2,340,641	3.07%	2,302,412	4.50%	1.66%
Real estate	1,006,792	1.32%	723,090	1.41%	39.23%
Heavy trucks	2,565,745	3.36%	1,725,766	3.38%	48.67%
Others	3,119,337	4.09%	2,219,576	4.34%	40.54%
Combined offset	(3,423,526)	(4.49%)	(5,622,974)	(10.99%)	39.12%



### Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules

	2017		2016		Year-on-year change
	Amount	% of revenue	Amount	% of revenue	
<b>By product</b>					
Containers	25,046,697	32.83%	11,066,999	21.65%	126.32%
Road transportation vehicles	19,520,664	25.58%	14,694,682	28.75%	32.84%
Energy, chemical and liquid food equipment	11,846,200	15.53%	9,353,786	18.30%	26.65%
Offshore engineering	2,485,417	3.26%	4,305,630	8.42%	(42.28%)
Airport facilities equipment	3,596,511	4.71%	3,213,229	6.29%	11.93%
Logistic services	8,195,452	10.74%	7,129,456	13.95%	14.95%
Financial business	2,340,641	3.07%	2,302,412	4.50%	1.66%
Real estate	1,006,792	1.32%	723,090	1.41%	39.23%
Heavy trucks	2,565,745	3.36%	1,725,766	3.38%	48.67%
Others	3,119,337	4.09%	2,219,576	4.34%	40.54%
Combined offset	(3,423,526)	(4.49%)	(5,622,974)	(10.99%)	39.12%
<b>By region</b>					
China	32,769,171	42.95%	23,563,045	46.10%	39.07%
America	18,482,055	24.22%	9,718,213	19.01%	90.18%
Europe	18,029,736	23.63%	8,068,004	15.79%	123.47%
Asia (excluding China)	5,412,665	7.09%	7,266,749	14.22%	(25.51%)
Others	1,606,303	2.11%	2,495,641	4.88%	(35.64%)

## Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules

### (2) Industry, Product or Region Contributing 10% or More to the Company's Revenue or Operating Profit

Unit: RMB thousand

	Revenue	Cost of sales	Gross profit margin	Year-on-year change in revenue	Year-on-year change in cost of sales	Year-on-year change in gross profit margin
<b>By industry</b>						
Containers	25,046,697	21,145,197	15.58%	126.32%	113.81%	4.94%
Road transportation vehicles	19,520,664	15,938,947	18.35%	32.84%	33.60%	(0.46%)
Energy, chemical and liquid food equipment	11,846,200	9,647,457	18.56%	26.65%	27.30%	(0.42%)
Logistic services	8,195,452	7,406,255	9.63%	14.95%	16.62%	(1.30%)
<b>By product</b>						
Containers	25,046,697	21,145,197	15.58%	126.32%	113.81%	4.94%
Road transportation vehicles	19,520,664	15,938,947	18.35%	32.84%	33.60%	(0.46%)
Energy, chemical and liquid food equipment	11,846,200	9,647,457	18.56%	26.65%	27.30%	(0.42%)
Logistic services	8,195,452	7,406,255	9.63%	14.95%	16.62%	(1.30%)
<b>By region</b>						
China	32,769,171	-	-	39.07%	-	-
America	18,482,055	-	-	90.18%	-	-
Europe	18,029,736	-	-	123.47%	-	-
Asia (excluding China)	5,412,665	-	-	(25.51%)	-	-

The key operation information on the Company's principle business for the past year collected by using the modified statistical method which was adopted during the Reporting Period

Applicable     Not Applicable

### Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules

#### (3) The Company's Income of the Physical Sale is Higher than the Service Revenue or not

Yes     No

Industry classification	Item	2017	2016	Year-on-year Change (%)
Containers	Sales volume			
	Dry containers (ten thousand TEU)	130.89	58.73	122.87%
	Reefer (ten thousand TEU)	10.91	7.97	36.89%
Road transportation vehicles	Sales volume (ten thousand units)	16.30	12.31	32.41%
Offshore engineering business	Sales volume			
	Semi-submersible Drilling Platform (unit)	0	0	0.00%
	Jack-up Drilling Platform (unit)	2	0	100.00%
	Production output			
	Semi-submersible Drilling Platform (unit)	4	6	(33.33%)
	Jack-up Drilling Platform (unit)	5	7	(28.57%)
	Production storage vessels (unit)	1	0	100.00%

#### Reasons for relevant information changes by over 30% on a year-on-year basis

- During the Reporting Period, benefiting from the recovering global shipping industry and the opportunity arising from "water-based paint for oil-based paint", dry containers and special reefers businesses of the container business of the Group saw a significant growth.
- During the Reporting Period, road transportation vehicle business increased significantly in terms of sales volume due to the substantial increase in infrastructure investment and the keen demand in the domestic market.
- During the Reporting Period, the newly effected FPSO contracts regarding the offshore engineering business of the Group is now in the design and acquisition stage but has yet been officially commenced.

#### (4) Performance of the Significant Sales Contracts Entered into by the Company as of the Reporting Period

Applicable     Not Applicable

**Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules**

**(5) Composition of Cost of Sales**

Industry classification

Unit: RMB thousand

Industry classification	Item	2017		2016		Year-on-year change Amount
		Amount	% of cost of sales	Amount	% of cost of sales	
Containers	Direct materials	17,344,980	82.03%	7,610,009	76.95%	5.08%
Road transportation vehicles	Direct materials	14,082,366	88.35%	10,565,729	88.56%	(0.21%)
Offshore engineering	Equipment	1,464,155	58.14%	2,961,039	76.56%	(18.42%)

Product classification

Unit: RMB thousand

Industry classification	Item	2017		2016		Year-on-year change Amount
		Amount	% of cost of sales	Amount	% of cost of sales	
Containers	Direct materials	17,344,980	82.03%	7,610,009	76.95%	5.08%
Road transportation vehicles	Direct materials	14,082,366	88.35%	10,565,729	88.56%	(0.21%)
Offshore engineering	Equipment	1,464,155	58.14%	2,961,039	76.56%	(18.42%)

**(6) Changes to the Consolidation Scope during the Reporting Period**

Yes  No

During the Reporting Period, for details of the change of the consolidation scope of the Group, please refer to note V of "Chapter XIII Financial Statements Prepared in Accordance with CASBE" in this Report.

### Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules

#### (7) Information of Significant Changes or Adjustments of Businesses, Products or Services of the Company during the Reporting Period

Applicable     Not Applicable

#### (8) Information of the Major Customers and Major Suppliers

##### Information of the major customers of the Company

Total sales amount of the top five customers (Unit: RMB thousand)	12,489,770
% of the total sales amount of the top five customers in the annual total sales amount	16.37%
% of the total sales amount of related parties among the top five customers in the annual total sales amount	0.00%

##### Information of the top five customers of the Company

Applicable     Not Applicable

Unit: RMB thousand

No.	Name of customer	Sales amount	% of the annual total sales amount
1	Triton Container International Limited	3,953,720	5.18%
2	Mediterranean Shipping Co. SA	3,865,260	5.07%
3	Compagnie Maritime D'Affretement	2,372,859	3.11%
4	Textainer Equipment Management Limited	1,194,748	1.57%
5	Container Applications International	1,103,183	1.44%
Total		12,489,770	16.37%

##### Other information of major customers

Applicable     Not Applicable

There was no relationship between the Company and the top five customers, and the Directors, Supervisors, senior management, core technicians, Shareholders holding more than 5% of shares, de facto controller and other related parties of the Company did not directly or indirectly own interests in the major customers.

**Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules**

Information of the major suppliers of the Company

Total purchase amount of the top five suppliers (Unit: RMB thousand)	5,570,997
% of the total purchase amount of the top five suppliers in the annual total purchase amount	8.94%
% of the total purchase amount of related parties among the top five suppliers in the annual total purchase amount	0.00%

Information of the top five suppliers of the Company

Applicable     Not Applicable

Unit: RMB thousand

No.	Name of supplier	Purchase amount	% of the annual total purchase amount
1	Shanghai Baosteel Pudong International Trading Co., Ltd.	1,457,491	2.34%
2	Rizhao Steel Wire Co., Limited.	1,255,155	2.01%
3	Angang Steel Company Limited	1,149,757	1.85%
4	China National Heavy Duty Truck Group Company Limited and its subsidiaries	916,558	1.47%
5	Shougang Jingtang United Iron and Steel Company Limited	792,036	1.27%
Total		5,570,997	8.94%

Other information of major suppliers

Applicable     Not Applicable

There was no relationship between the Company and the top five suppliers, and the Directors, Supervisors, senior management, core technicians, Shareholders holding more than 5% of shares, de facto controller and other related parties of the Company did not directly or indirectly own interests in the major suppliers.

## Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules

### 3. Expenses

Unit: RMB thousand

	2017	2016	Year-on-year change
Sales expenses	2,926,718	2,156,980	35.69%
Management expenses	5,482,054	4,208,598	30.26%
Finance expenses	1,446,321	719,109	101.13%
Income tax expenses	1,250,826	967,068	29.34%

### 4. R&D Investments

During the Reporting Period, guided by the “Made in China 2025” policy, the Group formulated its own “Made in China 2025 CIMC Action Planning”. The overall idea of the CIMC’s 2025 development plan sets its goal of enhancing manufacturing capacity and adopts the “in-depth integration of informatization and industrialization”, so as to implement a series of demonstration projects in the six fields, namely “Development of intelligent products To achieve safe and efficient operation”, “Upgrade of manufacturing mode To enhance manufacturing efficiency”, “Universalization, standardization and modularization To improve innovation capability”, “Thorough implementation of green engineering To build green plants”, “Establishment of CIMC outstanding operation system To promote quality development of segments” and “Exploration of the Internet of Things shared service mode To achieve innovation of business model”.

In 2017, with reference to the 2025 development plan, we have made a number of excellent achievements in terms of business model innovation, technological innovation, manufacturing method innovation, etc.. For example, CIMC Vehicle (Group) developed from the demonstrative engineering to the Super Magalhães Plan (Yangzhou Tong Hua digital factory project) and explored the way of transformation and improvements from automated precision manufacture to digital manufacture; the laser welding equipment self-developed by XHCIMC was applied in bulk to the manufacture of containers and tanks; the oil drilling platform “Blue Whale No. 1”, a demonstration of excellent design and manufacture quality, drilled combustible ice in the South China Sea, and impressed the world with China’s ability; for the very first time in the world, CIMC-Tianda successfully developed the driverless boarding bridge and secured orders from Amsterdam Airport Schiphol in Netherlands, realizing the smart technique breakthrough of the high-end equipment of the Group.

**Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules**

R&D investments of the Company

	2017	2016	Proportion of changes
Number of R&D personnel (person)	3,389	3,385	0.12%
Proportion of R&D personnel	6.69%	6.60%	0.09%
Amount of R&D investments (RMB thousand)	725,386	563,792	28.66%
Proportion of R&D investments in revenue	0.95%	1.10%	(0.15%)
Capitalised amount of R&D investments (RMB thousand)	73,657	44,352	66.07%
Proportion of capitalised R&D investments in R&D investments	10.15%	7.87%	2.28%

Reasons for the significant change to the proportion of total R&D investments in revenue as compared with the previous year

Applicable     Not Applicable

Reasons for the substantial change to the capitalisation rate of R&D investments and explanations for its reasonableness

Applicable     Not Applicable



## Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules

### 5. Cash Flows

Unit: RMB thousand

Item	2017	2016	Year-on-year change
Subtotal of cash inflows of operating activities	80,479,933	52,132,383	54.38%
Subtotal of cash outflows of operating activities	76,204,554	49,790,764	53.05%
Net cash flows from operating activities	4,275,379	2,341,619	82.58%
Subtotal of cash inflows of investing activities	11,439,481	2,010,159	469.08%
Subtotal of cash outflows of investing activities	13,019,586	8,864,814	46.87%
Net cash flows from investing activities	(1,580,105)	(6,854,655)	76.95%
Subtotal of cash inflows of financing activities	62,750,173	64,307,817	(2.42%)
Subtotal of cash outflows of financing activities	66,287,326	56,796,771	16.71%
Net cash flows from financing activities	(3,537,153)	7,511,046	(147.09%)
Net (decrease)/increase of cash and cash equivalents	(895,810)	3,079,544	(129.09%)

Reasons for the major factors affecting significant changes in relevant information as compared with the same period of previous year

Applicable     Not applicable

During the Reporting Period, the Group's cash inflows of operating activities and cash outflows of operating activities increased by 54.38% and 53.05% from the same period last year, respectively, mainly due to the increase in revenue from principal businesses and the corresponding increase in cost of sales during the Reporting Period. Cash inflows of investing activities and cash outflows of investing activities increased by 469.08% and 46.87% from the same period last year, respectively, mainly due to the wealth management products maturing and the increase in investment activities during the Reporting Period.

Reasons for major differences between the net cash flows of operating activities of the Company and the net profit of the Year during the Reporting Period

Applicable     Not applicable

**Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules**

**III. ANALYSIS OF NON-PRINCIPAL BUSINESSES**

✓ Applicable    □ Not applicable

Unit: RMB thousand

	Amount	Proportion in total profit	Explanation on the formation	Sustainable or not
Investment income	510,351	11.57%	Mainly due to the investment income generated from the disposal of the shares of CIMC Electricity Commerce of the year.	Not
Profit or loss from changes in fair value	111,316	2.52%	Mainly due to changes in fair value of equity instrument held for trading and derivative financial instrument of the year.	Not
Asset impairment losses	671,341	15.23%	Mainly due to the provision for bad debts of accounts receivable and Loss from diminution in value of inventories of the year.	Not
Non-operating income	622,421	14.12%	Mainly due to the income received from relocation compensation of Prince Bay Land of the year.	Not
Non-operating expenses	384,865	8.73%	Mainly due to the expense of relocation compensation of Prince Bay Land of the year.	Not

**IV. ASSETS AND LIABILITIES**

**1. Significant Changes in Assets**

Unit: RMB thousand

	As at the end of 2017		As at the end of 2016		Changes from previous year to this year	Description of material changes
	Amount	% of total assets	Amount	% of total assets		
Accounts receivable	16,396,726	12.55%	11,526,075	9.25%	42.26%	Mainly due to the increase in amounts receivable arising from increased revenue of the Group for the Year as compared to that of last year.

## Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules

### 2 Assets and Liabilities Measured at Fair Value

Please refer to “V. Items at Fair Value” of “Chapter II Summary of Accounting Data and Financial Indicators” for details on the Group’s assets and liabilities measured at fair value during the Reporting Period.

The measurement attributes of the main assets of the Company change or not during the Reporting Period

Yes  No

Reasons for significant changes in measurement attributes of main assets of the Company and its impact on the operation results and financial condition during the Reporting Period:

On 28 August 2017, as considered and approved by the Board of Directors and the Supervisory Committee of the Company, the Company decided to change its accounting policies in accordance with the Notice on Issuing the Revised “Accounting Standards for Business Enterprises No. 16 – Government Grants” (Cai Kuai [2017] No. 15) and the Notice on Issuing the “Accounting Standards for Business Enterprises No. 42 – Non-current Assets Held for Sale, Disposal Groups and Discontinued Operation” (Cai Kuai [2017] No.13) issued by the Ministry of Finance. For details, please refer to note II. 33 and note IV. 8, 42, 23 and 59 to “Chapter XIII Financial Statements Prepared in Accordance with CASBE” in this Report.

### 3. Restricted Asset Rights as at the End of the Reporting Period

For details of the restricted asset rights of the Group as at the end of the Reporting Period, please refer to note IV. 24 to “Chapter XIII Financial Statements Prepared in Accordance with CASBE” in this Report.

## V. INVESTMENTS

### 1. General Information

Applicable  Not applicable

Unit: RMB thousand

Investment amount in the Reporting Period	Investment amount in the same period of previous year	Change
1,299,190	1,832,225	(29.09%)

**Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules**

**2. Material Equity Investments during the Reporting Period**

Applicable     Not applicable

Unit: RMB thousand

Name of investee	Principal activities	Investment methods	Investment amount	Shareholding	Source of funds	Partners	Investment period	Type of product	Progress made as at the balance sheet date	Expected gains	Investment gains or losses during the Reporting Period	Litigation involved	Disclosure date (if any)	Disclosure index (if any)
SOE	Manufacture of high-end equipment such as transportation and storage of LPG in the offshore oil and natural gas industry, offshore cranes, offshore modules and liquid cargo handling system	Acquisition	799,800	100%	Self-owned funds	-	-	-	Completed	-	-	No	2017.8.4 2017.8.16	www.cninfo.com.cn www.hkexnews.hk
Total	-	-	799,800	-	-	-	-	-	-	-	-	-	-	-

**3. Material Non-equity Investments in Progress during the Reporting Period**

Applicable     Not applicable

## Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules

### 4. Financial Asset Investments

#### (1) Securities Investments

✓ Applicable     Not applicable

Unit: RMB thousand

Securities	Stock code	Abbreviation of stock name	Initial investment cost	Modes of accounting measurement	Book value at the beginning of the Reporting Period	Profit or loss arising from changes in fair value during the Reporting Period	Cumulative changes in fair value recognised in equity	Purchases for the Reporting Period	Sales for the Reporting Period	Profit or loss during the Reporting Period	Book value at the end of the Reporting Period	Classification in accounting	Source of funds
H Shares	6198	Qingdao Port	128,589	Fair value	133,400	54,001	-	-	-	-	177,020	Financial assets measured at fair value through profit or loss	Self-owned funds
H Shares	368	Sinotrans Ship H	20,742	Fair value	3,860	1,421	-	-	-	-	4,985	Financial assets measured at fair value through profit or loss	Self-owned funds
Other securities investments held at the end of the Reporting Period			-	-	812	753	-	-	-	767	1,298	-	-
<b>Total</b>			<b>149,331</b>	<b>-</b>	<b>138,072</b>	<b>56,175</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>767</b>	<b>183,303</b>	<b>-</b>	<b>-</b>
Announcement date of the Board approving securities investments			Nil										
Announcement date of the general meeting approving securities investments (if any)			Nil										

#### (2) Other Listed Company Equities Held

Unit: RMB thousand

Stock code	Abbreviation of stock name	Initial investment amount	Number of shares held (thousand shares)	Shareholding percentage (%)	Book value at the end of the year	Profit or loss during the Reporting Period	Change in equity during the Reporting Period	Classification in accounting	Source of shareholding
Australian Stock Exchange: OEL	Otto Energy	13,480	13,521	1.19%	3,995	-	568	Available-for-sale financial assets	Stock acquisition
Hong Kong Stock Exchange: 206	TSC Offshore Group Limited	167,591	92,800	13.12%	193,066	(6,614)	(13,225)	Long-term equity investments	Stock acquisition
Hong Kong Stock Exchange: 00445	CFE	467,498	1,223,571	30.00%	532,763	(2,109)	49,597	Long-term equity investments	Stock acquisition

Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules

(3) Investment in Derivatives

Applicable  Not applicable

Unit: RMB thousand

Name of derivatives investment operator	Relationship with the Group	Related party transaction or not	Type of derivatives investment	Initial investment amount of derivatives investment	Date of commencement	Date of termination	Investment amount at the beginning of the Reporting Period	Purchase during the Reporting Period	Sale during the Reporting Period	Provision for impairment (if any)	Investment amount at the end of the Reporting Period	Proportion of investment amount at the end of the Reporting Period to the net assets of the Company at the end of the Reporting Period	Actual profit or loss during the Reporting Period
HSBC, Standard Chartered and other banks	Nil	No	Foreign exchange forward contract	-	2017/2/23	2018/12/7	219,820	-	-	-	314,821	0.97%	17,470
HSBC, ANZ and other banks	Nil	No	Foreign exchange options contract	-	2017/10/17	2018/11/15	-	-	-	-	270,588	0.83%	1,316
China Construction Bank, Deutsche Bank and other banks	Nil	No	Interest rate swap contract	-	2011/1/6	2021/6/28	10,302,060	-	-	-	9,491,309	29.24%	15,580
ING	Nil	No	Currency swap contract	-	2017/8/3	2018/6/29	-	-	-	-	65,359	0.20%	(1,351)
<b>Total</b>				<b>-</b>	<b>-</b>	<b>-</b>	<b>10,521,880</b>				<b>10,142,077</b>	<b>31.24%</b>	<b>33,015</b>
Source of funds for derivatives investments				Self-owned funds									
Litigation case (if applicable)				N/A									
Disclosure date of announcement in relation to the consideration and approval of derivative investments by the Board (if any)				28 March 2017									
Disclosure date of announcement in relation to the consideration and approval of derivative investments by the shareholders' general meeting (if any)				N/A									
Risk analysis and explanations on risk control measures for positions in derivatives during the reporting period (including but not limited to market risk, liquidity risk, credit risk, operation risk and legal risk etc.)				As of 31 December 2017, the derivative financial instruments held by the Group were mainly foreign exchange forwards, interest rate swap, foreign exchange options and currency swap contracts. The risks of interest rate swap contracts were closely related to the fluctuation of interest rates. The risks carried by foreign exchange forwards were connected with the market risks relating to exchange rates and the Group's cash flow certainty of foreign currency revenues in the future. The Group's control measures on the derivative financial instruments was mainly reflected in: making prudent selection and decision on the type and quantity of newly-added derivative financial instruments; as to derivatives transactions, the Group developed rigorous internal approval systems and operational processes, and clarified the approval and authorisation procedures for all levels involved, so as to control the associated risks.									
Changes in market prices or product fair values of derivatives invested during the reporting period, where specific methods and relevant assumptions and parameters used shall be disclosed in the analysis of fair values of derivatives				From January to December 2017, the Group's profit or loss arising from changes in fair values of the derivative financial instruments was RMB33,015 thousand. Fair values of the derivative financial instruments of the Group were determined based on market price quotations from external financial institutions.									
Explanations on any significant changes in the Company's accounting policies and specific accounting principles on derivatives for the reporting period as compared with those for the last reporting period				No									
Specific opinions of independent directors on the derivatives investments and risk control of the Company				The Company invested in exchange rate derivatives for the purpose of the day-to-day international business operations of the Company in order to smooth or lower the uncertainty impact of the operations of the Company due to the change in exchange rates and interest rates while adhering to the fundamental principle of value-preserving and prohibiting speculative transaction. The Company has attached great importance and continuously enhanced the management of exchange rate derivative transactions as well as developed and continuously improved relevant management systems. The related approval process is compliant with the requirements of the laws and regulations and without prejudice to the interests of the Company and the shareholders, in particular, the minority shareholders.									

## Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules

### 5. Use of Raised Proceeds

Applicable  Not applicable

#### (1) General Utilisation of Raised Proceeds

Applicable  Not applicable

Unit: HK\$

Year of raised proceeds	Method	Total proceeds raised	Total proceeds used in the Reporting Period	Total proceeds accumulatively used	Total proceeds raised with changes in usage during the Reporting Period	Accumulative proceeds raised with changes in usage	Proportion of accumulative total proceeds raised with changes in usage	Total amount of remaining proceeds raised	Use and direction for remaining proceeds raised	Raised proceeds not used in more than 2 years
2015	Issue of additional H Shares	3,856,575,428 (equivalent to RMB3,227,639,131)	571,793 (equivalent to RMB511,475)	3,856,575,428 (equivalent to RMB3,227,639,131)	-	-	0.00%	-	-	-
Total	-	3,856,575,428 (equivalent to RMB3,227,639,131)	571,793 (equivalent to RMB511,475)	3,856,575,428 (equivalent to RMB3,227,639,131)	-	-	0.00%	-	-	-

#### Description of overall utilisation of proceeds raised

Such proceeds raised from the issue of additional H Shares have been fully used for supplementing the working capital of the Group.

#### (2) Projects Committed with Raised Proceeds

Applicable  Not applicable

#### (3) Change of Projects to be Invested with Raised Proceeds

Applicable  Not applicable

## Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules

### VI. DISPOSAL OF SUBSTANTIAL ASSETS AND EQUITY INTERESTS

#### 1. Disposal of Substantial Assets

Applicable     Not applicable

#### 2. Disposal of Substantial Equity Interests

Applicable     Not applicable

Unit: RMB thousand

Counterparty	Sold equity	Date of signing the sales agreement	Transaction price	Net profit contributed by the equity to the listed company from the beginning of the Period to the sale date	Influence on the Company by the sale	Proportion of the net profit contributed by the equity sale to the listed company to the total net profit	Pricing principle of equity sale	Connected transaction	Relationship with the counterparty	The involved equity has been transferred completely	Whether the schedule plan has been implemented; if not, describe the reason and the measures adopted by the Company	Date of disclosure	Disclosure index
Shenzhen Hive Box Technology Co., Ltd.	CIMC ELECTRICITY COMMERCE	2017.9.30	633,715	(144,711)	483,588	15%	-	No	No	Yes	Yes	2017.9.30, 2017.10.30	www.cninfo.com.cn www.hkexnews.hk

### VII. ANALYSIS OF PRINCIPAL SUBSIDIARIES AND ASSOCIATES

Applicable     Not applicable

Please refer to the relevant information contained in “II. Review of Principal Businesses During the Reporting Period” under “Chapter IV Report of the Board” of this Report for the details of operations of principal subsidiaries and associates. The details on the subsidiaries that began and ceased to be consolidated into the accounts of the Group during the Reporting Period are set out in note V to “Chapter XIII Financial Statements Prepared in Accordance with CASBE” in this Report.

Subsidiaries or associates contributing to more than 10% of the Company’s net profits

Unit: RMB thousand

Company name	Company type	Principal activities	Registered capital	Total assets	Net assets	Revenues	Operating profits	Net profits
CIMC Enric	Subsidiary	Energy, chemical and liquid food equipment business	17,793	14,167,219	5,860,978	10,671,276	481,090	420,181



## Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules

Details on obtaining and disposing subsidiaries during the Reporting Period

Applicable     Not applicable

Company name	Method of obtaining and disposing subsidiaries	Impact on overall production and operation and performance
Shenzhen CIMC Electricity Commerce and Logistics Technology Co., Ltd.	disposal of shareholding	No material impact on the Group's overall production and operations. The Group's investment gain for the Reporting Period is RMB483,588,000.
Highfield Development Corp.	disposal of shareholding	No material impact
SOE	acquisition of shareholding	No material impact
Zhengzhou Jinte Logistics Automation System Co., Ltd.	acquisition of shareholding	No material impact
Qingdao Ledar Chemical Co., Ltd	acquisition of shareholding	No material impact
青島力達新橡塑製品有限公司	acquisition of shareholding	No material impact

### VIII. Structured Body Controlled by the Company

Applicable     Not applicable

### IX. OUTLOOK FOR FUTURE DEVELOPMENT

For details of outlook for the future development of the Group, please refer to "III. Future Development and Outlook" of "Chapter IV Report of the Board" in this Report

**Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules**

**X. RECEPTION OF RESEARCH, COMMUNICATIONS AND INTERVIEWS**

Register of reception of research, communications and interviews during the Reporting Period

Date of reception	Venue of reception	Mode of reception	Type of party received	Party received	Brief description on research
9 January 2017	Company	Telephone conference	Institution	Waterland Securities in Taiwan	Principal business conditions, investment progress, recent industrial developments and industry outlook
13 February 2017	Company	Field research	Institution	Perseverance Asset, China Merchants Securities and China Southern Fund	Same as above
13 February 2017	Company	TF Securities Telephone Conference on Shipping and Container Manufacturing	Institution	TF Securities and other organisations	Same as above
14 February 2017	Company	Bank of China Macro & Machinery Telephone Conference	Institution	Bank of China Securities and other organisations	Same as above
15 February 2017	Company	Field research	Institution	GF Securities, Shenyin & Wanguo Securities, Jiushi Capital (玖石資本), Ping An Securities, Zhongrong Fund, Shen Zhou Mu Investment, China Merchants Securities, Penghua Fund, Yinhua Fund, Hongtu Innovation (紅土創新), Pacific Securities, Hanming Asset, Orient Securities, Yunsong Capital (雲嵩資本) and Huaizhen Asset (懷真資產)	Same as above
16 February 2017	Company	Field research	Institution	Bosera Funds	Same as above
17 February 2017	Hong Kong	Luncheon and others	Institution	Alphalex Capital Management, Insight Capital Management, Deutsche Asset Management (HK), Templeton Asset Management, LBN Advisers, Value Partners	Same as above
20 February 2017	Company	Telephone conference	Institution	Funds Capital	Same as above

### Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules

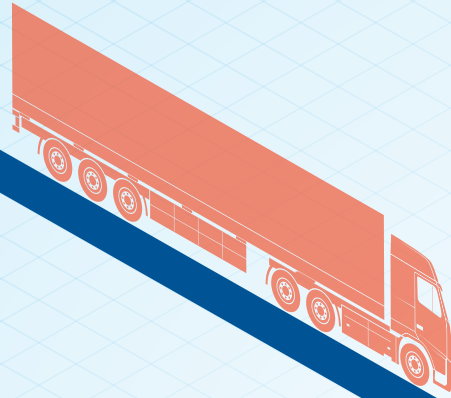
Date of reception	Venue of reception	Mode of reception	Type of party received	Party received	Brief description on research
20 February 2017	Company	Haitong Securities Machinery Strategies Telephone Conference	Institution	Haitong Securities	Same as above
21 February 2017	Company	Field research	Institution	Zheshang Fund	Same as above
22 February 2017	Shanghai Yangshan Logistics	Visit to plant in Shanghai	Institution	Morgan Stanley	Business conditions and industrial developments in container business
24 February 2017	Shanghai Yangshan Logistics	Visit to plant in Shanghai	Institution	GF Securities	Same as above
24 February 2017	Zhangjiagang Sanctum Cryogenic	Visit to plant in Zhangjiagang	Institution	Essence Securities	Business conditions and industrial developments in energy and chemical business
11 April 2017	Company	Field research	Institution	Open Door Capital	Principal business conditions, investment progress, recent industrial developments and industry outlook
28 April 2017	Company	Telephone conference	Institution	CICC and its customers	Exchange on Q1 results
17 May 2017	Company	Field research	Institution	Essence Securities	Principal business conditions, investment progress, recent industrial developments and industry outlook

**Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules**

Date of reception	Venue of reception	Mode of reception	Type of party received	Party received	Brief description on research
18 May 2017	Kunshan and Shanghai	Visit to plants in Kunshan and Shanghai	Institution	Tebon Securities, ICBC Credit Suisse Fund, Bin Yuan Capital, TF Securities, Zhongtai Securities Research Institute, Shanghai Greenwoods Asset, Essence Securities, Hanlun Investment (瀚倫投資), Founder Securities, UBS Securities, Guotai Junan, Zhesang Fund, China AMC, Tianhong Asset Management, Haitong Securities, Huatai Securities, Hua Chuang Securities, BOC International, Winbright Capital, CIB Fund, CITIC Securities, Industrial Securities, ABC Financial Service, Fenghe Asia, Ping An Securities and Guotai Fund	Business conditions and industry outlook in logistics automation
23 May 2017	SBWI	Visit to plant in Shanghai	Institution	Morgan Stanley	Business conditions and industrial developments in container business
7 June 2017	Kunshan and Shanghai	Visit to plants in Kunshan and Shanghai	Institution	HSBC and its customers	Business conditions and industry outlook in logistics automation
7 July 2017	Company	Telephone conference	Institution	CITIC Securities, Haitong Securities	Explanation of the merger and acquisition of SOE
14 July 2017	Company	Telephone conference	Institution	UBS, T. Rowe Price	Principal business conditions, investment progress, recent industrial developments and industry outlook
25 July 2017	Company	Field research	Institution	Fidelity Fund	Same as above
27 July 2017	Company	Telephone conference	Institution	UOB Kay Hian	Same as above
9 August 2017	Company	Telephone conference	Institution	Huatai Securities, Sealand Securities	Same as above
14 August 2017	Company	Telephone conference	Institution	Dacheng Fund	Same as above
18 August 2017	Company	Telephone conference	Institution	Haitong Securities, Bosera Funds	Same as above
6 September 2017	Shenzhen Tianda	Visit to plants	Institution	UBS and its customers	Visit to the plant of CIMC Tianda

### Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules

Date of reception	Venue of reception	Mode of reception	Type of party received	Party received	Brief description on research
15 September 2017	Company	Field research	Institution	China Southern Fund, Huachuang Fund	Principal business conditions, investment progress, recent industrial developments and industry outlook
20 September 2017	Company	Field research	Institution	Taikang Assets, TF Securities, Sealand Securities	Same as above
14 November 2017	Shenzhen	Field research	Institution and individual	Baoying Fund, Ping Yi Capital, GF Securities, 長城財富, CITIC Securities, Essence Securities, TF Securities, China Southern Fund, CICC, UBS, Zhongtai, Industrial Securities, China Orient Asset Management, 亞商投資, China Life Insurance, Haitong Securities and Sealand Securities	Visit to container and vehicle plants
1 December 2017	Shenzhen	Field research	Institution	China Merchants Securities and its customers	Principal business conditions, investment progress, recent industrial developments and industry outlook
5 December 2017	Shenzhen	Field research	Institution	Northeast Securities and its customers	Same as above
8 December 2017	Shenzhen	Field research	Institution	Founder Securities and its customers	Same as above
20 December 2017	Shenzhen	Field research	Institution	Sealand Securities and its customers	Same as above
22 December 2017	Shenzhen	Field research	Institution and individual	BOC International, Taikang AMC, Zhongtai Machinery, 景泰利豐, CICC, Huachuang Securities, Guosen Securities, Lion Fund, KWT, Industrial Securities, CITIC Securities, Founder Securities, Haitong Securities, 君擇, Pacific Securities, Essence Securities, 乾環投資 and Morgan	Visit to Shenzhen CIMC – Tianda and research the conditions of airports and energy and chemical businesses
Number of reception					35
Number of organisations received					35
Number of individuals received					2
Number of other parties received					0
Whether disclosed any undisclosed major information					No



ROAD

TRANSCORP



運密  
業務  
運輸專車





BUSINESS

TRAFFIC



## Chapter VI

## Management Discussion and Analysis Prepared in Accordance with the Hong Kong Securities Regulatory Rules

The following contents are the financial resource reviews prepared in accordance with the relevant provisions of the Hong Kong Listing Rules. The following discussion and analysis shall be read together with other chapters of this Report and the audited financial statements of the Group and notes thereto prepared in accordance with CASBE.

### Consolidated operating Results and Segment Information

During the Reporting Period, the Group recorded revenue of RMB76,299.930 million (2016: RMB51,111.652 million) and profit attributable to Shareholders and other equity holders of the Company of RMB2,509.242 million (2016: RMB539.660 million), representing a year-on-year increase of 49.28% and 364.97%, respectively. For details of segment results, please refer to “II. Review of Principal Businesses During the Reporting Period” under “Chapter IV Report of the Board”, “2. Income and Cost” of “II. Analysis of Principal Businesses” of “Chapter V Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules” and note IV. 50 to “Chapter XIII Financial Statements Prepared in Accordance with CASBE” in this Report.

### Cost of Sales

For details of the Group’s cost of sales during the Reporting Period, please refer to “2. Income and Cost” of “II. Analysis of Principal Businesses” of “Chapter V Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules” and note IV. 50 to “Chapter XIII Financial Statements Prepared in Accordance with CASBE” in this Report.

### Gross Profit Margin and Profitability

The overall gross profit margin of the Group in 2017 was 18.36%, remaining basically stable over previous year. Among all segments, containers, airport facilities equipment, financial business and heavy trucks segments saw an increase in their gross profit margins. The gross profit margin level of road transportation vehicles and energy, chemical and liquid food equipment remained basically stable, while those of offshore engineering, logistics service and real estate segments recorded a

decline. For detailed analysis, please refer to “II. Review of Principal Businesses During the Reporting Period” under “Chapter IV Report of the Board” in this Report.

The table below lists the gross profits and gross profit margins of the Group’s major segments during the following periods:

Unit: RMB thousand

Segment	2017		2016	
	Gross profit	Gross profit margin (%)	Gross profit	Gross profit margin (%)
Container	3,901,500	15.58%	1,177,195	10.64%
Road transportation vehicle	3,581,717	18.35%	2,764,281	18.81%
Energy, chemical and liquid food equipment	2,198,743	18.56%	1,775,192	18.98%
Offshore engineering	(32,719)	(1.32%)	437,815	10.17%
Airport facilities equipment	749,391	20.84%	639,110	19.89%
Logistics service	789,197	9.63%	778,894	10.93%
Financial business	1,444,348	61.71%	1,290,337	56.04%
Real estate	424,836	42.20%	341,309	47.20%
Heavy truck	132,473	5.16%	32,694	1.89%
Others	186,215	5.97%	252,046	11.36%
Combined offset	631,514	-	140,762	-
<b>Total</b>	<b>14,007,215</b>	<b>18.36%</b>	<b>9,629,635</b>	<b>18.84%</b>



**Management Discussion and Analysis Prepared in Accordance with the Hong Kong Securities Regulatory Rules****Technology Development Costs, Sales Costs, Management Expenses and Finance Expenses**

For details of the technology development costs, sales costs, management expenses and finance expenses of the Group during the Reporting Period, please refer to “3. Expenses” and “4. Investment in R&D” of “II. Analysis of Principal Businesses” of “Chapter V Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules and note IV. 52, 53, 54 and 55 to “Chapter XIII Financial Statements Prepared in Accordance with CASBE” in this Report.

**Non-operating Income**

During the Reporting Period, the Group’s non-operating income amounted to RMB622.421 million (2016: RMB761.241 million), representing a year-on-year decrease of 18.24%, mainly due to the Group reclassifying government grants to other gains in accordance with the revised “Accounting Standards for Business Enterprises No. 16 – Government Grants” and comparable data of 2016 not being restated during the Reporting Period. For details, please refer to note II. 33 and note IV. 61 to “Chapter XIII Financial Statements Prepared in Accordance with CASBE” in this Report.

**Provisions for Asset Impairment**

During the Reporting Period, the Group made provisions for asset impairment totalling RMB880.764 million (2016: RMB2,215.199 million), representing a year-on-year decrease of 60.24%, mainly due to the significant provision made by CIMC Enric, a non-wholly-owned subsidiary of the Group, for the termination of the acquisition of the equity interest in SOE in 2016. For details, please refer to note IV. 23 to “Chapter XIII Financial Statements Prepared in Accordance with CASBE” in this Report.

**Taxes**

During the Reporting Period, the Group’s income tax expense amounted to RMB1,250.826 million (2016: RMB967.068 million), representing a year-on-year increase of 29.34%. For details, please refer to note IV. 63 to “Chapter XIII Financial Statements Prepared in Accordance with CASBE” in this Report.

**Profit Attributable to Minority Shareholders**

In 2017, the Group’s profit attributable to minority Shareholders amounted to RMB649.173 million (2016: RMB195.323 million), representing a year-on-year increase of 232.36%, mainly due to the changes in profits of subsidiaries with minority Shareholders.

**Liquidity and Financial Resources**

The Group’s cash at bank and on hand primarily consist of cash and bank deposits. As at 31 December 2017, the Group’s cash at bank and on hand amounted to RMB5,596.314 million (31 December 2016: RMB6,325.998 million), representing a year-on-year decrease of 11.53%. Details are set out in note IV. 1 to “Chapter XIII Financial Statements Prepared in Accordance with CASBE” in this Report.

For details of the cash flow data of the Group during the Reporting Period, please refer to “5. Cash Flows” of “II. Analysis of Principal Businesses” of “Chapter V Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules” and note IV. 65 and IV. 66 to “Chapter XIII Financial Statements Prepared in Accordance with CASBE” in this Report.

The Group’s development funds primarily consist of cash derived from operation and bank loan. The Group’s cash demands mainly come from production and operation, repayment of matured liability, capital expenditure, payment of interests and dividends, and other unexpected cash demands. The Group has always adopted prudent financial management policies and maintained sufficient and appropriate cash on hand to repay the bank loans falling due and ensure business development.

## Management Discussion and Analysis Prepared in Accordance with the Hong Kong Securities Regulatory Rules

### Bank Loans and Other Borrowings

As at 31 December 2017, the Group's short-term borrowings, long-term borrowings, debentures payable and other current liabilities (issuance of commercial papers) in aggregate amounted to RMB52,014.876 million (31 December 2016: RMB55,932.185 million). Details of bank loans and other borrowings of the Group as at 31 December 2017 are set out in note IV. 25, 36, 37, 38 and 39 to "Chapter XIII Financial Statements Prepared in Accordance with CASBE" in this report.

Unit: RMB thousand

	As at 31 December 2017	As at 31 December 2016
Short-term borrowings	15,317,347	15,729,787
Non-current borrowings due within one year	3,982,626	3,525,710
Debentures payable due within one year	-	-
Long-term borrowings	24,140,168	27,023,222
Debentures payable	7,986,500	7,986,500
Other current liabilities (issuance of commercial papers)	588,235	1,666,966
<b>Total</b>	<b>52,014,876</b>	<b>55,932,185</b>

Interest capitalised by the Group in 2017 was RMB517.890 million (2016: RMB507.365 million).

The Group's bank borrowings are mainly denominated in U.S. dollars, with the interest payments computed using fixed rates and floating rates. As at 31 December 2017, the Group's bank borrowings included fixed-rate borrowings of approximately RMB8,728.021 million (31 December 2016: RMB8,123.960 million) and floating-rate borrowings of approximately RMB34,712.120 million (31 December 2016: RMB38,154.759 million). The long-term borrowings were mainly due within five years. For details, please refer to note IV. 38 and note XIV. 3 to "Chapter XIII Financial Statements Prepared in Accordance with CASBE" in this report.

The Group's issued bonds are mainly denominated in RMB, with the interest payments computed using fixed rates. As at 31 December 2017, the remaining fixed-rate bonds issued by the Group amounted to RMB7,986.500 million (31 December 2016: RMB7,986.500 million). For details, please refer to note IV. 39 and note XIV. 3 to "Chapter XIII Financial Statements Prepared in Accordance with CASBE" in this report.

### Capital Structure

The Group's capital structure consists of equity interests attributable to Shareholders and liabilities. As at 31 December 2017, the Group's equity interests attributable to Shareholders amounted to RMB43,237.434 million (31 December 2016: RMB39,134.792 million); the total liabilities amounted to RMB87,366.945 million (31 December 2016: RMB85,479.956 million) and the total assets amounted to RMB130,604.379 million (31 December 2016: RMB124,614.748 million). For the significant changes in the Group's assets and liabilities during the Reporting Period, please refer to "IV. Assets and Liabilities" of "Chapter V Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules" in this Report.

At the end of the Reporting Period, the Group's gearing ratio was 66.89% (31 December 2016: 68.60%), representing a year-on-year decrease of 1.71 percentage points. The Group is committed to maintain an appropriate combination of equity and debt, in order to maintain an effective capital structure and provide maximum returns for Shareholders. (Note: the gearing ratio is calculated based on the Group's total debts divided by its total assets as at the respective dates.)

**Management Discussion and Analysis Prepared in  
Accordance with the Hong Kong Securities Regulatory Rules**

### **Foreign Exchange Risk and Relevant Hedge**

The majority currency of the Group's business revenue is U.S. dollars, while most of its expenditure is made in RMB. Currently, the PRC government has implemented a regulated floating exchange rate regime based on market supply and demand with reference to a variety of currencies. However, Renminbi is still regulated in capital projects. As the exchange rates of RMB are affected by domestic and international economic and political situations, and demand for and supply of RMB, and the future exchange rates of Renminbi against other currencies may vary significantly from the current exchange rates, the Group is exposed to potential foreign exchange risk arising from the exchange rate fluctuation in RMB against other currencies, which may affect the Group's operating results and financial condition. The management of the Group has closely monitored its foreign exchange risk and taken appropriate measures to avoid foreign exchange risk. For details of the foreign exchange hedging contracts held by the Group during the Reporting Period, please refer to note IV. 2 and 26 to "Chapter XIII Financial Statements Prepared in Accordance with CASBE" in this Report.

### **Interest Rate Risk**

The Group is exposed to the market interest rate change risk relating to its interest-bearing bank loans and other borrowings. To minimise the impact of interest rate risk, the Group entered into interest rate swap contracts with certain banks. As at 31 December 2017, the Group held 19 unsettled interest rate swap contracts denominated in U.S. dollars, the nominal value of which amounted to a total of approximately US\$1,452.170 million, which will be expired from 1 June 2018 to 28 June 2021, respectively. As at 31 December 2017, the fair value of the interest rate swap contracts of the Group amounted to RMB317.924 million. Transaction costs on realisation have not been considered when calculating the fair value. For details, please refer to note IV. 2 and 26 to "Chapter XIII Financial Statements Prepared in Accordance with CASBE" in this Report.

### **Credit Risk**

The Group's credit risk is primarily attributable to cash at bank and on hand, receivables and derivative financial instruments entered into for hedging purposes. Exposure to these credit risks are monitored by the management on an ongoing basis. For details, please refer to note XIV. 1 to "Chapter XIII Financial Statements Prepared in Accordance with CASBE" in this Report.

### **Capital Commitments**

As at 31 December 2017, the Group had capital expenditure commitments of approximately RMB142.718 million (31 December 2016: 417.786 million), which was mainly used as fixed assets purchase contracts entered but not performed or performed partially, external investment contracts entered but not performed or performed partially and vessels manufactured for sales or lease. For details, please refer to note XI. 1(1) to "Chapter XIII Financial Statements Prepared in Accordance with CASBE" in this Report.

### **Subsidiaries, Jointly Controlled Companies and Associated Companies of the Group**

For the subsidiaries, jointly controlled companies and associated companies of the Group as at 31 December 2017, please refer to note IV. 13 and note VI to "Chapter XIII Financial Statements Prepared in Accordance with CASBE" in this Report for details.

**Management Discussion and Analysis Prepared in Accordance with the Hong Kong Securities Regulatory Rules**

### **Pledge of Assets**

As at 31 December 2017, the total restricted assets of the Group amounted to RMB9,815.725 million (31 December 2016: RMB9,756.883 million). For details of the Group's pledge of assets, please refer to note IV. 24 to "Chapter XIII Financial Statements Prepared in Accordance with CASBE" in this Report.

### **Significant Investments and Major Acquisitions and Sales Relating to Subsidiaries and Associated Companies**

During the Reporting Period, the Group completed the acquisition of Zhengzhou Jinte Logistics Automation System Co., Ltd., Qingdao Ledar Chemical Co., Ltd, 青島力達新橡膠製品有限公司 and SOE at a total consideration of RMB849.139 million. For details, please refer to note V to "Chapter XIII Financial Statements Prepared in Accordance with CASBE" in this Report. During the Reporting Period, the Group disposed of 78.236% equity interests held in CIMC Electricity Commerce. The total amount of the disposal was RMB633.715 million. For details, please refer to note V to "Chapter XIII Financial Statements Prepared in Accordance with CASBE" in this Report.

### **Future Plans for Significant Investments, Expected Source of Funding, Capital expenditure and Financing Plan**

The Group's operating and capital expenditures are mainly financed by self-owned funds and external financing. Concurrently, the Group will take a prudent attitude in order to enhance its future operating cash flow. According to the changes in economic situation and operating environment, as well as the needs of the Group's strategic upgrade and business development, the capital expenditure of the Group is expected to be approximately RMB9.1 billion in 2018, which will be mainly used for purchase and construction of fixed assets, intangible assets and other long-term assets. The Group will continue to consider various types of financing arrangements.

### **Contingent Liabilities**

As at 31 December 2017, the Group had major contingent liabilities of RMB125.286 million (31 December 2016: RMB83.248 million). For details, please refer to note X. 1 to "Chapter XIII Financial Statements Prepared in Accordance with CASBE" in this Report.

### **Use of Proceeds**

As at 31 December 2015, the Company has issued a total of 286,096,100 new H Shares to COSCO Container Industries Limited, Broad Ride Limited and Promotor Holdings Limited at HK\$13.48 per H Share, and the proceeds raised were approximately HK\$3,857 million (equivalent to RMB3,228 million). For details of the use of raised proceeds in the year as at 31 December 2017, please refer to "5. Use of Raised Proceeds" of "V. Investments" under "Chapter V Management Discussion and Analysis Prepared in Accordance with the Domestic Regulatory Securities Rules" in this Report.

### **Employees and Remuneration Policies**

As at 31 December 2017, there were approximately 50,689 employees of the Group (31 December 2016: 51,299 employees) in the PRC. For composition of the employees, please refer to "VII. Employees of the Company" of "Chapter X Information on Directors, Supervisors, Senior Management and Employees" in this Report. The total staff cost during the Reporting Period, including Directors' remuneration, contribution to the retirement benefit schemes and share option incentive schemes, amounted to approximately RMB7,402.385 million (2016: RMB5,925.685 million). For details, please refer to note IV. 55 to "Chapter XIII Financial Statements Prepared in Accordance with CASBE" in this Report.

The Group provides salary and bonus payment to its employees based on their performance, qualification, experience and market conditions. The share option incentive scheme aims to recognise the previous contribution of Directors and core employees to the Group and reward them for their long-term services. Other benefits include contribution to the governmental pension schemes and insurance plans for employees in mainland China. The Group regularly reviews its remuneration policies, including Directors' remuneration payable, and strives to formulate an improved incentive and assessment mechanism based on the operating results of the Group and market conditions.

## Management Discussion and Analysis Prepared in Accordance with the Hong Kong Securities Regulatory Rules

### Employee Training Programme

The Company has built a multi-level and composite talent training system with its core human resources philosophy of “people-oriented and mutual business”, including: new employees training, general skills training, professional training, leadership training programme and international talent training programme. Meanwhile, the Group has also provided its employees with ample career development opportunities. The Group, based on its requirements on the talents according to its strategic development, has built its employees’ career development passage (such as management, engineering technology, lean, finance and etc.) to conduct effective career management and clarify career development direction for its employees with a view to increasing their capabilities.

### Employee Pension Benefits

The Group has provided the basic pension insurance for the employees arranged by local labour and social security bureaus. The Group makes contributions to the pension insurance at the applicable rates monthly based on the amounts stipulated by the government organisation. When employees retire, the local labour and social security bureaus are responsible for the payment of the basic pension benefits to the retired employees. The amounts of pension insurance payable calculated according to the above regulations are recognised as liabilities during the periods when the employees render services and are charged to profit or loss or capitalized in costs of related assets. For details, please refer to note II. 24 and note IV. 55 to “Chapter XIII Financial Statements Prepared in Accordance with CASBE” in this Report.

### Share Option Incentive Scheme

The implementation of share option incentive scheme is helpful to establish an interest sharing and restraint mechanism among the directors, the management and the core employees, by which the management can better balance its long-term goal and short-term goal so as to attract and retain outstanding management candidates and key employees and stimulate sustainable value of incentives which will serve to guarantee the stable development of the Company in the long term and enhance its competitive strength. For details of the share option incentive scheme of the Company and its subsidiaries, please refer to “XV. Implementation of the Company’s Share Option Incentive Scheme, Employee Stock Ownership Scheme or Other Employee Incentive Measures” of “Chapter VIII Significant Events” in this Report.

### Market Risks

For details of the Group’s market risks, please refer to “4. Main Risk Factors for Future Development of the Group” of “III. Future Development and Outlook” under “Chapter IV Report of the Board” in this Report.

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# INTEGRATED BUSINESS



## Chapter VII Report of the Supervisory Committee

Dear Shareholders,

During the year of 2017, the Supervisory Committee of the Company has performed and discharged its duties and responsibilities conscientiously in accordance with the relevant provisions of the PRC Company Law and the Articles of Association.

### I. MEETINGS OF THE SUPERVISORY COMMITTEE

Session of meeting	Date	Supervisor attended	Name of proposal	Resolution	Searching index for the resolution published on designated websites	Disclosure date of the information cited in the resolution
The 1st meeting in 2017 of the 8th session	2017.3.27	Zhang Mingwen Xiong Bo Lv Shengzhou (authorizing Zhang Mingwen to vote on behalf of him)	<ol style="list-style-type: none"> <li>1. Proposal regarding the "2016 Report of the Operation of the Supervisory Committee";</li> <li>2. Proposal regarding the 2016 Annual Report;</li> <li>3. Proposal regarding the profit distribution and dividend payment plan for 2016;</li> <li>4. Proposal regarding the execution of ordinary related-party transactions/ continuing connected transaction in 2016;</li> <li>5. Proposal regarding the 2016 Special Report on the Deposit and Actual Use of Raised Proceeds</li> <li>6. Proposal regarding the provision for impairment of assets for 2016;</li> <li>7. Proposal regarding the Self-assessment Report on CIMC's Internal Control for 2016;</li> <li>8. Others</li> </ol>	<ol style="list-style-type: none"> <li>1. Resolution concerning the first meeting in 2017</li> <li>2. Audit opinion on the state of daily related-party transactions/ continuing connected transactions in 2016</li> </ol>	<a href="http://www.cninfo.com.cn">www.cninfo.com.cn</a> <a href="http://www.hkexnews.hk">www.hkexnews.hk</a>	2017.3.28



## Report of the Supervisory Committee

Session of meeting	Date	Supervisor attended	Name of proposal	Resolution	Searching index for the resolution published on designated websites	Disclosure date of the information cited in the resolution
The 2nd meeting in 2017 of the 8th session	2017.4.21	Zhang Mingwen Lv Shengzhou Xiong Bo	<ol style="list-style-type: none"> <li>1. Proposal regarding the adjustment of the number of A shares to be issued, the issuance price, the price determination date and the extension of the validity period of the resolution and the authorisation of the general meeting;</li> <li>2. Proposal regarding the revised plan for the non-public issuance of A shares by the company;</li> <li>3. Proposal regarding the feasibility report on the use of proceeds raised from the non-public issuance of A shares by the company (2017 amendment);</li> <li>4. Proposal regarding the report on the use of proceeds from previous fundraising activities by the Company;</li> <li>5. Proposal regarding the impact of dilution of current returns resulting from the non-public issuance of A shares on the key financial indicators of the company and the measures adopted by the Company.</li> </ol>	Resolution concerning the second meeting in 2017 of the 8th session of the Supervisory Committee	www.cninfo.com.cn www.hkexnews.hk	2017.4.22
The 3rd meeting in 2017 of the 8th session	2017.4.27	Zhang Mingwen Lv Shengzhou Xiong Bo	Proposal regarding the first quarterly report of 2017	Audit opinion on the first quarterly report of 2017	www.cninfo.com.cn www.hkexnews.hk	2017.4.28
The 4th meeting in 2017 of the 8th session	2017.8.3	Zhang Mingwen Xiong Bo Lv Shengzhou (abstained)	Proposal regarding the return of leasehold land and relocation compensation with China Merchants Shekou in relation to the Prince Bay Project Land.	The Resolution on the return of leasehold land and relocation compensation with China Merchants Shekou in relation to the Prince Bay Project Land	www.cninfo.com.cn www.hkexnews.hk	2017.8.4
The 5th meeting in 2017 of the 8th session	2017.8.11	Zhang Mingwen Lv Shengzhou Xiong Bo	Proposal regarding the by-election of Mr. Wang Hongyuan (王洪源) as a Supervisor representing shareholders of the Eighth Session of the Supervisory Committee	The resolution in relation to the by-election of Mr. WANG Hongyuan (王洪源) as a Supervisor representing shareholders of the Eighth Session of the Supervisory Committee	www.cninfo.com.cn www.hkexnews.hk	2017.8.12

Session of meeting	Date	Supervisor attended	Name of proposal	Resolution	Searching index for the resolution published on designated websites	Disclosure date of the information cited in the resolution
The 6th meeting in 2017 of the 8th session (on site and tele conference)	2017.8.28	Zhang Mingwen Lv Shengzhou Xiong Bo	1. Proposal regarding the 2017 interim report; 2. Proposal regarding the provision for asset impairment of the Company for the first half of 2017; 3. Proposal regarding applying the new Accounting Standards for Business Enterprises; 4. Report of the internal control work for the first half of 2017.	Audit opinion on the relevant matters regarding the 6th meeting in 2017	www.cninfo.com.cn www.hkexnews.hk	2017.8.29
The 7th meeting in 2017 of the 8th session	2017.10.27	Zhang Mingwen Wang Hongyuan Xiong Bo	Regarding the third quarterly report of 2017	Audit opinion on the third quarterly report of 2017	www.cninfo.com.cn www.hkexnews.hk	2017.10.28

## II. SUPERVISORY COMMITTEE'S PRESENCE ON OTHER MEETINGS AND PERFORMANCE OF OTHER OBLIGATIONS

All members of the Supervisory Committee have attended the regular meetings convened by the Board during the reporting period.

## III. OTHER MATTERS REVIEWED OR CONCERNED BY THE SUPERVISORY COMMITTEE

### 1. Opinion of the Supervisory Committee on the Lawful Operation of the Company

The Supervisory Committee of the Company conscientiously performs its duties in accordance with the applicable provisions of the PRC Company Law and the Articles of Association. During the year, the members of the Supervisory Committee attended all board meetings. They conducted supervision on the convening and decision-making procedures of the Shareholders' meeting and the Board meetings, the actual implementation of the resolutions passed at the Shareholders' meeting by the Board as well as the decision-making process and business operation process of the Company in accordance with the applicable laws and regulations. The Supervisory Committee considered that, during the year, the Company has made all decisions in accordance with legal procedures and its internal control system is sound. They are of the view that none of the Directors, the CEO and president as well as senior management of the Company violated the Company's Articles of Association or were detrimental to the interests of the Company during their usual course of work, nor have they abused their powers to damage the interests of Shareholders or employees.

### 2. Opinion of the Supervisory Committee on Inspection of the Financial Status of the Company

During the Year, the Supervisory Committee has examined the Company's business and financial situation, audited the annual report and interim report, quarterly reports and other documents submitted by the Board. The Supervisory Committee is of the view that these financial statements truly and fairly represent the Company's financial position and operational results.

**3. Opinion of the Supervisory Committee on the Actual Use of Proceeds from the Latest Fund Raising Exercise**

During the Reporting Period, the actual projects invested with the proceeds from the fund raising exercise are consistent with the commitment, without exceptions.

**4. Opinion of the Supervisory Committee on the Acquisition and Disposal of Assets by the Company**

During the Reporting Period, no insider trading in relation to the acquisition/disposal of assets by the Company was discovered.

**5. Opinion of the Supervisory Committee on Ordinary Related-party Transactions/Continuing Connected Transactions of the Company**

The continuing connected transactions/ordinary related-party transactions between the Company and COSCO SHIPPING Development together with its subsidiaries and associates were entered into in the ordinary course of business and on normal commercial terms or more favorable and the transactions are fair and reasonable and are in the interests of the Company and the shareholders of the Company as a whole. (Supervisor ZHANG Mingwen (張銘文) has abstained from voting on the above resolution due to his service in COSCO SHIPPING Development and its associated companies.)

**6. Opinion of the Supervisory Committee on the Operation of the Internal Control System of the Company and on the Self-assessment Report on the Internal Control of the Company**

Having conducted an adequate verification of the Company's internal control pursuant to the requirements of Basic Norms for Enterprise Internal Controls and the auxiliary guidelines on corporate internal control as well as the Internal Control Guidelines for Companies Listed on the Shenzhen Stock Exchange, the Supervisory Committee is of the view: the Company's existing internal control system complies with the requirements of the applicable laws, regulations and rules and can satisfy all the requirements of effective risk control in all material aspects; Assessment Report on Internal Control of CIMC for 2017 objectively and truly represents how the Company's internal control system was established, operated, examined and supervised.

By Order of the Supervisory Committee  
Zhang Mingwen  
*Chairman of the Supervisory Committee*

Shenzhen, the PRC  
March 2018

## Chapter VIII Significant Events

### I. PROFIT DISTRIBUTION OF ORDINARY SHARES AND SHARE CAPITAL INCREASE BY WAY OF TRANSFER FROM CAPITAL RESERVES OF THE COMPANY

Formulation, implementation or adjustment of profit distribution policy of ordinary shares (especially the cash dividend policy) during the Reporting Period

Applicable     Not applicable

The Company has adopted a stable dividend distribution policy in strict compliance with its relevant commitments in Articles of Association. At present, the Company distributes dividend to Shareholders once a year, namely the final dividend, and the total profit distributed in the form of cash dividend shall not be less than 30% of the average annual distributable profit of the Company in the last three years. The Company's stable and active dividend distribution policy has received welcome from its Shareholders and fully protects the interests of its minority Shareholders. The Articles of Association specifically stipulates the Company's dividend distribution: the Company's final dividend will be determined at the general meeting by way of ordinary resolutions. The Company is in strict compliance with all relevant provisions under the Articles of Association over the years for its decision-making on dividend distribution. The Company strives to achieve outstanding operating results and a good return for its Shareholders.

Both of the Company's plan for profit distribution and plan for conversion of capital reserves into share capital comply with the Company's Articles of Association and other relevant provisions during the Reporting Period.

#### Particulars of Cash Dividend Policy

Was it in compliance with the requirements of the Company's Articles of Association and the resolution of the general meeting:	Yes
Was the dividend distribution criteria and proportion well-defined and clear:	Yes
Was the related decision-making process and mechanism in place:	Yes
Did independent Directors fulfil their duties and play their roles:	Yes
Were the minority Shareholders given opportunities to sufficiently voice their opinions and make requests and were their legal interests fully protected:	Yes
Were conditions and procedures legal and transparent in respect of the cash dividend policy with adjustments or changes:	Yes

The Company's profit distribution plans and the conversion plans of conversion of capital reserves into share capital in the past three years (the Reporting Period inclusive):

- The dividend payment plan for the year of 2017: based on the total share capital of the Company as at the dividend payment record date for the year of 2017, we distributed RMB2.70 in cash (including tax) for every 10 shares. For illustration only, if calculated based on the total share capital of 2,982,889,136 shares of the Company as at 31 December 2017, it is expected that a total dividend of RMB805.380 million will be distributed. The proposed dividend is expected to be payable on or around 20 July 2018. The annual dividend-distribution plan for 2017 shall be submitted to the Company's annual general meeting for consideration and approval.
- The dividend payment plan for the year of 2016: based on the total share capital of the Company as at the dividend payment record date for the year of 2016, we distributed RMB0.6 in cash (including tax) for every 10 shares, amounting to a total dividend of RMB179.837 million.
- The dividend payment plan for the year of 2015: based on the total share capital of the Company as at the dividend payment record date for the year of 2015, we distributed RMB2.20 in cash (including tax) for every 10 shares, amounting to a total dividend of RMB654.822 million.

### Cash dividend payments of ordinary shares of the Company for the past three years (including the Reporting Period)

Unit: RMB thousand

Year	Amount of cash dividend (including tax)	Net profit attributable to ordinary Shareholders and other equity holders of the Company in the consolidated statements of the year declaring	% of net profit attributable to ordinary Shareholders and other equity holders of the Company in the consolidated statements	Amount of cash dividend in other ways	% of cash dividend in other ways
2017 (Proposal)	805,380	2,509,242	32.10%	0	0
2016	179,837	539,660	33.32%	0	0
2015	654,822	2,026,613	32.31%	0	0

The Company recorded a profit during the Reporting Period, and the profit distributable to the ordinary Shareholders of the Company was positive. However, the Company did not propose a cash dividend distribution plan of ordinary shares

Applicable     Not applicable

## II. PROPOSAL OF PROFIT DISTRIBUTION AND SHARE CAPITAL INCREASE BY WAY OF TRANSFER FROM CAPITAL RESERVES DURING THE REPORTING PERIOD

Applicable     Not applicable

Number of bonus shares for every 10 shares (share)	0
Amount of dividend for every 10 shares (RMB) (including tax)	2.70
Number of shares converted for every 10 shares (share)	0
Basis of share capital of distribution plan (share)	2,982,889,136
Total cash dividend (RMB) (including tax)	805,380,067
Distributable profit (RMB thousand)	2,189,653
% of cash dividend in total profit distribution	100%

### Description of cash dividend

Where the Company is in its developing stage with no substantial capital expenditure arrangement, the dividend distributed in the form of cash shall not be less than 80% of the total profit distribution when distributing its profits. Where the Company is in a developed stage with substantial capital expenditure arrangement, the dividend distributed in the form of cash shall not be less than 40% of the total profit distribution when distributing its profits.

### Description of details of profit distribution or share capital increase by way of transfer from capital reserves

Based on the Group's 2017 operation results and taking into account the Group's overall conditions of financial position and cash flows, the Board recommended a final dividend of RMB0.27 per share (including applicable taxes) for the year of 2017. The proposed distribution plan for the final dividend of 2017 is subject to Shareholders' approval at the annual general meeting.

**III. PERFORMANCE OF COMMITMENTS****1. Commitments Performed during the Reporting Period and Not Yet Fulfilled as at the End of the Reporting Period by the Company, Shareholders, the DE Facto Controller, Acquirer, Director, Supervisor, Senior Management or Other Related Parties**✓ Applicable     Not applicable

Commitment	Promisor	Contents of commitment	Date of commitment	Commitment period	Implementation
Other commitments made to minority Shareholders of the Company	The Company	In accordance with the relevant regulations, domestic residents are not eligible to purchase foreign stocks directly, so, domestic residents can only hold or sell its H Shares of the Company of which they legally possess due to the change of listing location of stocks of the Company, they are not eligible to subscribe the shares of the Company and other H shares or other overseas stocks, and also after the sales of H shares of the Company, the sales income must be timely transferred to the mainland. The Company promises domestic residents that before they are free to purchase overseas stocks, the Company will not finance by the means of allotment.	2012/8/15	Before domestic residents are free to buy overseas stocks	In progress
	The Company	Shareholders' bonus return plan (2016 to 2018)	2016/4/8	2016 to 2018	In progress
The commitment is fulfilled in a timely manner or not	Yes				

**2. The Company has Made Profit Forecasts on its Assets or Projects, and the Profit Forecast Period is within the Reporting Period. The Company has To State Whether the Original Profit Forecasts on Assets or Projects are Fulfilled and the Reasons Therefore** Applicable    ✓ Not applicable

**IV. APPROPRIATION OF THE LISTED COMPANY'S FUNDS BY CONTROLLING SHAREHOLDERS AND THEIR RELATED PARTIES FOR NON-OPERATING PURPOSES**

Applicable  Not applicable

There was no appropriation of funds of the listed Company for non-operating purposes by controlling Shareholders and their related parties during the Reporting Period.

**V. STATEMENTS OF THE BOARD, THE SUPERVISORY COMMITTEE AND THE INDEPENDENT DIRECTORS ON THE "NON-STANDARD AUDITING REPORT" ISSUED BY THE ACCOUNTANT DURING THE REPORTING PERIOD**

Applicable  Not applicable

**VI. EXPLANATION OF CHANGES IN ACCOUNTING POLICIES, ACCOUNTING ESTIMATES AND AUDIT METHOD IN COMPARISON WITH THE FINANCIAL REPORT OF THE PREVIOUS YEAR**

Applicable  Not applicable

Significant changes in accounting policy: government grants and non-current assets held for sale, disposal groups and discontinued operation

As considered and approved by the Board and the Supervisory Committee of the Company on 28 August 2017, the Company decided to change its accounting policy in accordance with the requirements of the Notice on Issuing the Revised "Accounting Standards for Business Enterprises No. 16 – Government Grants" (Cai Kuai [2017] No. 15) and the Notice on Issuing the "Accounting Standards for Business Enterprises No. 42 – Non-current Assets Held for Sale, Disposal Groups and Discontinued Operation" (Cai Kuai [2017] No. 13), both issued by the Ministry of Finance. The changes came into force on 12 June 2017 and 28 May 2017 respectively pursuant to related regulations.

Subsequent to the Change in Accounting Policy, (1) the Company will adopt the "Accounting Standards for Business Enterprises No. 16 – Government Grants (Cai Kuai [2017] No. 15)". The government grants relating to the ordinary activities of enterprises shall be included in "other income" based on the nature of economic business; the government grants not relating to the ordinary activities of enterprises shall be included in "non-operating income and expense". For government grants as at 1 January 2017, the prospective application method shall be applied, and for new government grants incurred from 1 January 2017 to the date on which the standards came into force, adjustments shall be made according to the standards. The comparative financial statements for the year of 2016 were not restated. (2) the Company will realize the "Accounting Standards for Business Enterprises No. 42 – Non-current Assets Held for Sale, Disposal Groups and Discontinued Operation". The change in this accounting policy has no material impact on the Group's financial statements for the year of 2017. Please refer to note II. 33, note IV. 8, note IV. 42 and note IV. 59 to "Chapter XIII Financial Statements Prepared in Accordance with CASBE" in this Report for details.

**VII. EXPLANATION OF RETROSPECTIVE RESTATEMENT FOR ADJUSTMENT OF SIGNIFICANT ACCOUNTING ERRORS OCCURRED DURING THE REPORTING PERIOD**

Applicable  Not applicable

During the Reporting Period, there were no retrospective restatements of significant accounting errors occurred to the Company.



**VIII. EXPLANATION OF CHANGES IN THE SCOPE OF CONSOLIDATED STATEMENTS IN COMPARISON WITH FINANCIAL REPORT OF PREVIOUS YEAR**

Applicable     Not applicable

Please refer to note V to “Chapter XIII Financial Statements Prepared in Accordance with CASBE” as set out in this Report for enterprise merger and newly set up companies.

**IX. ENGAGEMENT AND DISENGAGEMENT OF FIRMS OF ACCOUNTANTS**

## The firms of accountants engaged currently

The engaged firm of accountants in the mainland	PricewaterhouseCoopers Zhong Tian LLP
Payment for the accountants	RMB13,460,000 (including: the auditing fees amounting to RMB11,660,000 and the auditing fees for the internal control amounting to RMB1,800,000)
Continuing service year of the accountants	6 years
CPA of the accountants	Zhou Weiran, Cai Zhifeng

## Whether to appoint another accounting firm during the Reporting Period

Yes     No

The Company did not change its auditor over the past five years.

## Particulars on recruitment of accounting firms, financial consultants or sponsors for internal control and auditing purposes

Applicable     Not applicable

During the Reporting Period, the Company engaged PricewaterhouseCoopers Zhong Tian LLP as its accounting firm for internal control and auditing purposes. The auditing fees for internal control for the year 2017 were RMB1.80 million.

**X. SUSPENSION IN TRADING OR DELISTING UPON DISCLOSURE OF ANNUAL REPORT**

Applicable     Not applicable

**XI. BANKRUPTCY OR REORGANISATION RELATED ISSUES**

Applicable     Not applicable

During the Reporting Period, there were no bankruptcy or reorganisation related issues of the Company.

**XII. MATERIAL LAWSUITS AND ARBITRATIONS**

Applicable     Not applicable

During the Reporting Period, there were no material lawsuits or arbitrations of the Company

### XIII. PENALTIES AND REMEDIES

Applicable     Not applicable

During the Reporting Period, there were no penalties or remedies of the Company.

### XIV. THE CREDIT WORTHINESS OF THE COMPANY AND ITS CONTROLLING SHAREHOLDERS AND THE DE FACTO CONTROLLER

During the Reporting Period, there was no effective judgment of the court failed to be satisfied by the Company or relatively large amount of debts due and outstanding.

### XV. IMPLEMENTATION OF THE COMPANY'S SHARE OPTION INCENTIVE SCHEME, EMPLOYEE STOCK OWNERSHIP SCHEME OR OTHER EMPLOYEE INCENTIVE MEASURES

#### 1. A Share(s) Share Option Incentive Scheme of the Company

In order to establish and improve the incentive-constraint mechanism, and effectively combine the interests of the Shareholders, the Company and its employees, the A Share(s) Share Option Incentive Scheme was considered and approved at the extraordinary general meeting of the Company on 17 September 2010. According to such scheme, the first tranche of 54,000,000 share options ("First Tranche of Share Options") were registered on 26 January 2011 and the reserved 6,000,000 share options ("Second Tranche of Share Options") were registered on 17 November 2011.

Upon the consideration and approval at the eighth meeting of the seventh session of the Board in 2015, the second exercisable period for the First Tranche of Share Options has met the exercise conditions on 12 May 2015 and its actual exercisable period was from 2 June 2015 to 27 September 2020 with the total exercisable options amounting to 39,660,000. Upon the consideration and approval at the fourteenth meeting of the seventh session of the Board in 2015, the second exercisable period for the Second Tranche of Share Options has met the exercise conditions on 9 October 2015 and its actual exercisable period was from 24 October 2015 to 27 September 2020 with the total exercisable options amounting to 4,132,500. As at 21 July 2017, upon the consideration and approval at the eighth meeting of the eighth session of the Board in 2017 and the implementation of the annual dividend distribution plan of the Company for 2016 on 20 July 2017, the adjusted adoption exercise price for the First and Second Tranche of Share Options is RMB10.49 and RMB16.02, respectively. For relevant specific information about the beneficiaries, the number of options and the price of options, please refer to the announcements of the Company published on China Securities Journal, Securities Times, Shanghai Securities News, Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)), the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.cimc.com](http://www.cimc.com)) on 13 May 2015, 10 October 2015 and 21 July 2017.

During the Reporting Period, a total of 4,312,150 options were exercised under the A Share(s) Share Option Incentive Scheme, representing 7.37% of the total options (after adjustment), among which 3,821,050 share options of the First Tranche of Share Options were exercised and 491,100 share options of the Second Tranche of Share Options were exercised. The implementation of the A Share(s) Share Option Incentive Scheme had no material impact on the financial conditions and operating results of the Company both during the Reporting Period and in the future.

Movements of the share options granted by the Company in the year as at 31 December 2017 are set out as below:

	Date of grant	Number of underlying shares comprised in A share options							Exercise price per share (RMB)	Exercise period
		Balance as at 1 January 2017 (share)	Exercisable during the year (share)	Transferred to/from other categories during the year (share)	Granted during the year	Exercised during the year (share)	Lapsed during the year (share)	Balance as at 31 December 2017 (share)		
Director Mai Boliang	2010.9.28	2,850,000	2,850,000	-	-	-	-	2,850,000	10.49	2015.6.2 to 2020.9.27
Other senior management (Total)	2010.9.28	5,662,000	5,662,000 (Note)	(351,250)	-	-	-	5,310,750	10.49	2015.6.2 to 2020.9.27
Other employees	2010.9.28	13,051,890	13,051,890 (Note)	351,250	-	3,821,050	-	9,582,090	10.49	2015.6.2 to 2020.9.27
	2011.9.22	3,665,650	3,665,650	-	-	491,100	-	3,174,550	16.02	2015.10.24 to 2020.9.27
<b>Total</b>	-	<b>25,229,540</b>	<b>25,229,540</b>	<b>-</b>	<b>-</b>	<b>4,312,150</b>	<b>-</b>	<b>20,917,390</b>	<b>-</b>	<b>-</b>

Note: On 27 March 2017, as considered at the first meeting of the eighth session of the Board in 2017 of the Company, Mr. Jin Jianlong left office due to the expiration of the term while Mr. Zeng Han was appointed as the general manager of the finance department. During the Reporting Period, the unexercised share options held by Mr. Jin Jianlong has been classified into "Other employees", and the unexercised share options held by Mr. Zeng Han has been classified into "Other senior management".

## 2. Share Option Incentive Scheme of the Subsidiary CIMC Enric:

CIMC Enric approved and adopted a share option plan at its extraordinary general meeting held on 12 July 2006. The plan aimed to reward and give benefit to employees, directors and other eligible persons of CIMC Enric for their contributions to CIMC Enric. On 11 November 2009, CIMC Enric granted share options to several eligible persons according to the plan, in order to subscribe to a total of 43,750,000 ordinary shares ("2009 Enric Share Options"); CIMC Enric granted share options to several eligible persons on 28 October 2011 according to the plan, in order to subscribe to a total of 38,200,000 ordinary shares ("2011 Enric Share Options"); CIMC Enric granted share options to several eligible persons on 5 June 2014 according to the plan, in order to subscribe to a total of 38,420,000 ordinary shares ("2014 Enric Share Options"). Please refer to the related announcements of CIMC Enric as well as the regular reports of the Company published on the website of the Hong Kong Stock Exchange.

During the Reporting Period, no share option of the 2009 Enric Share Options and the 2011 Enric Share Options were lapsed. 1,384,000 share options of the 2014 Enric Share Options were lapsed. The table below sets out the changes in the share options granted under the share option incentive plan of CIMC Enric for the year ended 31 December 2017:

Number of underlying shares comprised in share options									
		Balance	Granted	Exercised	Transferred	Lapsed	Balance	Exercise	Exercise
	Date of	as at	during	during	to/from	during	as at 31	price per	period
	Grant	1 January	the year	the year	other	the year	December	share HK\$	
		2017			categories		2017		
					during				
					the year				
Directors of CIMC Enric									
Gao Xiang	2009.11.11	1,000,000	-	-	-	-	1,000,000	4.00	2010.11.11- 2019.11.10
	2011.10.28	500,000	-	-	-	-	500,000	2.48	2013.10.28- 2021.10.27
	2014.06.05	400,000	-	-	-	-	400,000	11.24	2016.06.05- 2024.06.04
Yang Xiaohu	2009.11.11	164,000	-	-	-	-	164,000	4.00	2010.11.11- 2019.11.10
	2011.10.28	200,000	-	-	-	-	200,000	2.48	2013.10.28- 2021.10.27
	2014.06.05	400,000	-	-	-	-	400,000	11.24	2016.06.05- 2024.06.04
Jin Jian long	2009.11.11	800,000	-	-	-	-	800,000	4.00	2010.11.11- 2019.11.10
	2011.10.28	300,000	-	-	-	-	300,000	2.48	2013.10.28- 2021.10.27
	2014.06.05	300,000	-	-	-	-	300,000	11.24	2016.06.05- 2024.06.04
Yu Yuqun	2009.11.11	698,000	-	-	-	-	698,000	4.00	2010.11.11- 2019.11.10
	2011.10.28	300,000	-	-	-	-	300,000	2.48	2013.10.28- 2021.10.27
	2014.06.05	300,000	-	-	-	-	300,000	11.24	2016.06.05- 2024.06.04
Jin Yongsheng	2009.11.11	500,000	-	-	-	-	500,000	4.00	2010.11.11- 2019.11.10
	2011.10.28	300,000	-	-	-	-	300,000	2.48	2013.10.28- 2021.10.27
	2014.06.05	300,000	-	-	-	-	300,000	11.24	2016.06.05- 2024.06.04
Wong Chun Ho	2009.11.11	500,000	-	-	-	-	500,000	4.00	2010.11.11- 2019.11.10
	2011.10.28	300,000	-	-	-	-	300,000	2.48	2013.10.28- 2021.10.27
	2014.06.05	300,000	-	-	-	-	300,000	11.24	2016.06.05- 2024.06.04

## Number of underlying shares comprised in share options

	Date of Grant	Balance as at 1 January 2017	Granted during the year	Exercised during the year	Transferred to/from other categories during the year	Lapsed during the year	Balance as at 31 December 2017	Exercise price per share HK\$	Exercise period
Tsui Kei Pang	2011.10.28	300,000	-	-	-	-	300,000	2.48	2013.10.28-2021.10.27
	2014.06.05	300,000	-	-	-	-	300,000	11.24	2016.06.05-2024.06.04
Zhang Xueqian	2011.10.28	300,000	-	-	-	-	300,000	2.48	2013.10.28-2021.10.27
	2014.06.05	300,000	-	-	-	-	300,000	11.24	2016.06.05-2024.06.04
Employees of CIMC Enric	2009.11.11	8,422,000	-	(246,000)	-	-	8,176,000	4.00	2010.11.11-2019.11.10
	2011.10.28	22,172,000	-	(3,304,000)	-	-	18,868,000	2.48	2013.10.28-2021.10.27
	2014.06.05	29,254,000	-	-	(1,384,000)	-	27,870,000	11.24	2016.06.05-2024.06.04
Other participants	2009.11.11	8,330,000	-	(2,000,000)	-	-	6,330,000	4.00	2010.11.11-2019.11.10
	2011.10.28	1,882,000	-	(264,000)	-	-	1,618,000	2.48	2013.10.28-2021.10.27
	2014.06.05	4,750,000	-	-	-	-	4,750,000	11.24	2016.06.05-2024.06.04
Total	-	83,572,000	-	(5,814,000)	(1,384,000)	-	76,374,000	-	-

### 3. Implementation of the Equity Trust Scheme of CIMC Vehicle (Group)

An equity trust scheme of CIMC Vehicle (Group) was considered and approved at the general meeting of the Company on 17 October 2007 for implementation. Pursuant to the scheme, the senior management related to the vehicle business of the Company and the key employees of CIMC Vehicle (Group) held 20% equity interests in CIMC Vehicle (Group) by capital increase of RMB220.700 million through China Resources SZITIC Trust Co., Ltd. On 31 May 2016, the 2015 Annual General Meeting of the Company considered and approved the Resolution on Amendment to the Equity Trust Scheme (Draft) of CIMC Vehicle (Group) Co., Ltd.. On 29 December 2017, the Equity Trust Scheme of CIMC Vehicle (Group) has been terminated upon the expiry of the trust period.

## XVI. MATERIAL CONNECTED TRANSACTIONS

### 1. Connected Transactions as Defined by Domestic Laws and Regulations

#### (1) Connected Transactions Relating to Daily Operations

Unit: RMB thousand

Related party	Relationship with the Group	Type of the connected transaction	Details of the connected transaction	Pricing principle	Price	Amount	Proportion to transaction amount of the same category	Approved Cap	Whether approved cap has been exceeded	Settlement Method	Available market price of the same transaction category	Disclosure Date	Disclosure index
Y&C Engine Co., Ltd.	Joint venture	Purchase of goods	Purchase of goods	Regular commercial terms	-	557,315	-	-	-	-	-	-	-
Shaanxi Heavy Duty Automobile Co., Ltd.	Minority shareholder of a subsidiary	Purchase of goods	Purchase of goods	Regular commercial terms	-	236,412	-	-	-	-	-	-	-
Ningguo Guangshen Bamboo Products Co., Ltd.	Associated company	Purchase of goods	Purchase of goods	Regular commercial terms	-	149,041	-	-	-	-	-	-	-
Fujian Qingchen Bamboo Products Co., Ltd.	Associated company	Purchase of goods	Purchase of goods	Regular commercial terms	-	136,819	-	-	-	-	-	-	-
Xuzhou CIMC Wood Co., Ltd.	Associated company	Purchase of goods	Purchase of goods	Regular commercial terms	-	126,447	-	-	-	-	-	-	-
Zhejiang Xinlong Bamboo Industry Co., Ltd.	Associated company	Purchase of goods	Purchase of goods	Regular commercial terms	-	105,467	-	-	-	-	-	-	-
Senju (Shanghai) International Trade Limited	Associated company	Purchase of goods	Purchase of goods	Regular commercial terms	-	66,700	-	-	-	-	-	-	-
Sumitomo Corporation	Minority shareholder of a subsidiary	Purchase of goods	Purchase of goods	Regular commercial terms	-	14,797	-	-	-	-	-	-	-
TSC Group Holdings Limited	Associated company	Purchase of goods	Purchase of goods	Regular commercial terms	-	7,113	-	-	-	-	-	-	-
Asahi Trading Co., Ltd.	Minority shareholder of a subsidiary	Purchase of goods	Purchase of goods	Regular commercial terms	-	6,313	-	-	-	-	-	-	-
Other related parties		Purchase of goods	Purchase of goods	Regular commercial terms	-	20,456	-	-	-	-	-	-	-
Other related parties		Receiving of services	Receiving of services	Regular commercial terms	-	26,151	-	-	-	-	-	-	-
Shaanxi Heavy Duty Automobile Co., Ltd.	Minority shareholder of a subsidiary	Sale of goods	Sale of goods	Regular commercial terms	-	733,497	-	-	-	-	-	-	-
OOS-International B.V.	Associated company	Sale of goods	Sale of goods	Regular commercial terms	-	385,375	-	-	-	-	-	-	-

Related party	Relationship with the Group	Type of the connected transaction	Details of the connected transaction	Pricing principle	Price	Amount	Proportion to transaction amount of the same category	Approved Cap	Whether approved cap has been exceeded	Settlement Method	Available market price of the same transaction category	Disclosure Date	Disclosure index
Florens Container Investment (SPV) Limited	Subsidiary of significant Shareholder	Sale of goods	Sale of goods	Regular commercial terms	-	372,760	-	-	-	-	-	2016.11.12	www.cninfo.com.cn
Florens Container Services Company Limited	Subsidiary of significant Shareholder	Sale of goods	Sale of goods	Regular commercial terms	-	171,003	-	-	-	-	-	2016.11.12	www.cninfo.com.cn
Sumitomo Corporation	Minority shareholder of a subsidiary	Sale of goods	Sale of goods	Regular commercial terms	-	108,475	-	-	-	-	-	-	-
Zhejiang Xinlong Bamboo Industry Co., Ltd.	Associated company	Sale of goods	Sale of goods	Regular commercial terms	-	78,943	-	-	-	-	-	-	-
Dong Fang International Container (Lianyungang) Co., Ltd.	Subsidiary of significant Shareholder	Sale of goods	Sale of goods	Regular commercial terms	-	74,953	-	-	-	-	-	2016.11.12	www.cninfo.com.cn
Florens Maritime Limited	Subsidiary of significant Shareholder	Sale of goods	Sale of goods	Regular commercial terms	-	56,913	-	-	-	-	-	2016.11.12	www.cninfo.com.cn
Dong Fang International Container (Guangzhou) Co., Ltd.	Subsidiary of significant Shareholder	Sale of goods	Sale of goods	Regular commercial terms	-	46,354	-	-	-	-	-	2016.11.12	www.cninfo.com.cn
Ningxia Changming Natural Gas Development Co., Ltd.	Associated company	Sale of goods	Sale of goods	Regular commercial terms	-	44,589	-	-	-	-	-	-	-
Florens Container Corporation S.A.	Subsidiary of significant Shareholder	Sale of goods	Sale of goods	Regular commercial terms	-	40,179	-	-	-	-	-	2016.11.12	www.cninfo.com.cn
Dong Fang International Container (Jinzhou) Co., Ltd.	Subsidiary of significant Shareholder	Sale of goods	Sale of goods	Regular commercial terms	-	22,890	-	-	-	-	-	2016.11.12	www.cninfo.com.cn
NYK Zhenhua Logistics (Tianjin) Co., Ltd.	Joint venture	Sale of goods	Sale of goods	Regular commercial terms	-	602	-	-	-	-	-	-	-
Guangxi Southern CIMC Logistics Equipment Manufacturing Co., Ltd.	Joint venture	Sale of goods	Sale of goods	Regular commercial terms	-	-	-	-	-	-	-	-	-
Other related parties	-	Sale of goods	Sale of goods	Regular commercial terms	-	45,455	-	-	-	-	-	-	-
Other related parties	-	Rendering of services	Rendering of services	Regular commercial terms	-	31,365	-	-	-	-	-	-	-
Total					-	3,666,384	-	-	-	-	-	-	-

Details of substantial sales return

Projected total amount of related-party transactions in the ordinary course of business during the current period by type and actual performance during the reporting period (if any)

Reason for the substantial difference between transaction prices and referential market prices (if applicable)

Nil

In 2017, the actual total amount of continuing connected transactions between the Group and COSCO SHIPPING Development Group was RMB785,052,000, which exceeded the annual caps for the year ended 31 December 2017 of RMB450,000,000 as agreed in the Framework Agreement signed by both parties on 11 November 2016.

Not applicable

**Significant Events**

**(2) Connected Transactions Relating to Assets or Equity Interest Acquisition and Disposal**

Applicable  Not applicable

**(3) Connected Transactions Relating to Joint External Investments**

Applicable  Not applicable

**(4) Claims and Liabilities among the Connected Transactions**

Applicable  Not applicable

Whether there are non-operating claims and liabilities among the connected transactions

Yes  No

Claims receivable from the related party

Unit: RMB thousand

Related party	Relationship with the Group	Reason	Any appropriation of funds for non-operating purposes	Opening Balance	Amount increased during the current period	Amount recovered during the current period	Interest rate	Interest for the current period	Closing balance
Zhenjiang CIMC Embellish Yu Real Estate Co., LTD	Associated company of the Group	Operating borrowings by Shareholders in same ratio	No	824,391	-	496,601	-	3,460	331,250
Shanghai Fengyang Real Estate Development Co., Ltd.	Associated company of the Group	Operating borrowings by Shareholders in same ratio	No	34,204	-	-	-	-	34,204
Nantong New Atlantic Forest Industry Ltd.	Associated company of the Group	Operating borrowings by Shareholders	No	10,629	2,266	-	-	918	13,813
Xinyang Wood Hong Kong Co., Ltd.	Associated company of the Group	Operating borrowings by Shareholders in same ratio	No	4,361	-	286	-	-	4,075
Shanghai Xin Bai Qin Vehicle Co., Ltd.	Joint venture of the Group	Operating borrowings by Shareholders	No	-	12,300	-	-	108	12,408
Other related parties	-	-	-	-	-	-	-	-	-
Effect of claims among the connected transactions on the operating results and financial position of the Company		Nil							



## Liabilities payable to the related party

Unit: RMB thousand

Related party	Relationship with the Group	Reason	Opening Balance	Amount increased during the current period	Amount repaid during the current period	Interest rate	Interest for the current period	Closing balance
Shunde Furi Real Estate Investment Co., Ltd.	Minority shareholder of a subsidiary	Operating borrowings by Shareholders	56,794	-	56,794	-	-	-
Gasfin Investment S.A	Minority shareholder of a subsidiary	Operating borrowings by Shareholders in same ratio	46,990	4,339	-	-	1,040	51,329
Other related parties	-	-	-	-	-	-	-	-
Effect of liabilities among the connected transactions on the operating results and financial position of the Company		Nil						

## (5) Other Material Connected Transactions

Applicable     Not applicable

For relevant information with respect to other connected transactions of the Group, please refer to “2. Connected Transactions Defined in accordance with the Hong Kong Listing Rules” in this chapter.

## 2. Connected Transactions Defined in accordance with the Hong Kong Listing Rules

Pursuant to Chapter 14A of the Hong Kong Listing Rules, the following connected transactions are discloseable in this report:

## (1) Connected Transactions:

On 3 August 2017, Southern CIMC and China Merchants Shekou Industrial Zone Holdings Co., Ltd. (招商局蛇口工業區控股股份有限公司) (“China Merchants Shekou”) entered into the Relocation Compensation Agreement, pursuant to which Southern CIMC will return the Prince Bay Land to China Merchants Shekou and China Merchants Shekou will pay Southern CIMC a compensation based on the appraised value of RMB494,894,588.

China Merchants Shekou is an indirect non-wholly owned subsidiary of China Merchants Group Limited (“China Merchants Group”, holding 24.56% of the issued shares of the Company through its indirect subsidiary, including China Merchants (CIMC) Investment Limited (“China Merchants (CIMC) Investment”), a substantial Shareholder of the Company, and is therefore a connected person of the Company under Chapter 14A of the Hong Kong Listing Rules. The transaction contemplated under the Relocation Compensation Agreement thus constitute a connected transaction of the Company. As all the applicable percentage ratios (other than the profits ratio) are more than 0.1% but less than 5%, the transaction is exempt from the circular and the independent Shareholders’ approval requirements under Chapter 14A of the Hong Kong Listing Rules. The transaction contemplated under the Relocation Compensation Agreement constitutes a related-party transaction of the Company under the Shenzhen Listing Rules, and is therefore subject to the independent Shareholders’ approval requirements. A resolution in respect of the matter was considered and passed at the first extraordinary general meeting of the Company held on 26 September 2017, as a related party, China Merchants (CIMC) Investment abstained from voting on the relevant resolution. For relevant information, please refer to the announcements of the Company published in China Securities Journal, Shanghai Securities News, Securities Times, Cninfo website (www.cninfo.com.cn), the Company’s website (www.cimc.com) and the announcements published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk).

(2) Continuing Connected Transactions/Ordinary Related-Party Transactions

The Company entered into a Sale of Commodities Framework Agreement (the “Framework Agreement”) on 11 November 2016 with China Shipping Container Lines Co., Ltd. (renamed as COSCO SHIPPING Development Co., Ltd., “COSCO SHIPPING Development”), pursuant to which it was agreed that commodities (including but not limited to containers) were to be provided to COSCO SHIPPING Development and its subsidiaries (together the “COSCO SHIPPING Development Group”) and both parties reached an agreement on the annual transaction amount caps for the years ending 31 December 2017, 2018 and 2019.

1) Principal terms of the Framework Agreement are as follows:

Principle of price determination:

The prices of and other fees for the relevant commodities provided by the Group to COSCO SHIPPING Development Group shall be fair and reasonable and be determined according to the following principles: (a) where the bidding process is required, such bidding pricing; (b) where there is no bidding process, the Group will make reference to the market price (including the comparable local, domestic or international market price) based on the commodities’ type and quality. The business department of the Group will collect the market price information through independent industry associations; or (c) where neither of the above prices is applicable or where it is not practicable to apply the above pricing policies, the Group will negotiate the prices with COSCO SHIPPING Development Group on arm’s length basis after considering the cost, technology, quality and purchase amount of the commodities and the historical prices of the relevant commodities. The prices and terms so concluded shall be no less favourable to the Group than those offered by the Group for the supply of similar commodities to independent third parties.

Termination:

The agreement is valid for three years commencing from 1 January 2017 to 31 December 2019 (both dates inclusive). During the term of the agreement, each of the parties can serve a written notice not less than three months in advance to the other party to terminate any specific agreement under the agreement.

2) Total transaction amount for 2017:

In 2017, the actual total amount of continuing connected transactions between the Group and COSCO SHIPPING Development Group was RMB785.052 million, exceeding the annual caps of RMB450.000 million for the year ended 31 December 2017 as agreed in the Frame Agreement.

The main reasons for the annual caps of continuing connected transactions being exceeded are as follows: (i) The continuing connected transactions were carried out according to market basis. During the actual business dealings, there were uncertainties concerning the occurrence and amounts of transactions due to changes in market demand, revision of production plans and changes in market price. It has been hard to estimate a transaction amount accurately in advance especially during the periods of sharp market fluctuations. In 2016, when the Framework Agreement was entered into, the global container transport market and container market were weak as affected by global economic downturn; (ii) The global economy saw strong recovery in 2017 with notable improvement in international trade environment. Global container transport volume grew at a rate much higher than the market had expected and market demand for containers and purchases for containers climbed up sharply. At the same time, prices of containers rose due to the application of environmental-friendly water-based paint

and supply-demand conditions of the container manufacture market. Against this backdrop, COSCO SHIPPING Group's procurement of containers from the Group grew dramatically; and (iii) The collection and review of the historical transaction information of the Continuing Connected Transactions between the Group and its subsidiaries took a large amount of time and growth was mainly recorded in December 2017, therefore, the Company did not find out that the continuing connected transactions under the Framework Agreement for 2017 had exceeded the annual caps for 2017 until during the preparation of this Report.

The sixth meeting in 2018 of the eighth session of the Board of the Company considered and approved the "Resolution for ratifying the execution of ordinary related-party transactions/continuing connected transactions with COSCO SHIPPING Development Co., Ltd. in 2017". It was agreed to ratify the actual amount of ordinary related-party transactions/continuing connected transactions for 2017. Vice Chairman Wang Yuhang and Director Liu Chong, who were deemed to be connected directors by virtue of their positions held in COSCO SHIPPING Development and its related companies, abstained from voting in the said resolution. The remaining six non-connected directors took part in the vote. The independent directors of the Company reviewed the matter in advance and issued their independent opinion. The second meeting in 2018 of the eighth session of the Board of the Company considered and approved the "Resolution for ratifying the execution of ordinary related-party transactions/continuing connected transactions with COSCO SHIPPING Development Co., Ltd. in 2017". It was agreed to ratify the actual amount of ordinary related-party transactions/continuing connected transactions for 2017. Mr. Zhang Mingwen, as an interested supervisor, has abstained from voting on the relevant resolutions.

As one or more of the applicable percentage ratios (other than the profits ratio) (as defined in the Hong Kong Listing Rules) in respect of the annual caps for the year ended 31 December 2017 are less than 5%, the caps overruns for the continuing connected transactions conducted in 2017 are subject to the reporting, announcement and annual review requirements under Chapter 14A of the Hong Kong Listing Rules. The ratification of actual amount of ordinary related-party transactions/continuing connected transactions with COSCO SHIPPING Development for 2017 are not required to be submitted to the general meeting of the Company for consideration and approval.

- 3) The proposed revision to the annual caps of the continuing connected transactions for 2018 and 2019 under the Framework Agreement:

The Resolutions on Adjustment of Annual Caps of the Continuing Connected Transactions/Ordinary Related-Party Transactions for 2018 and 2019 with COSCO SHIPPING Development Co., Ltd. has been considered and approved at the sixth meeting in 2018 of the eighth session of the Board held by the Board on 27 March 2018, in which it was agreed that the annual caps of the continuing connected transactions for 2018 and 2019 would be revised to RMB4.60 billion and RMB5.00 billion, respectively. Vice Chairman Wang Yuhang and Director Liu Chong, who were deemed to be connected directors by virtue of their positions held in COSCO SHIPPING Development and its related companies, abstained from voting in respect of the said resolution. The independent directors of the Company reviewed the matter and issued their independent opinions.

As one or more of the applicable percentage ratios (other than the profits ratio) (as defined in the Hong Kong Listing Rules) in respect of the revision to the annual caps of the continuing connected transactions for the years ending 31 December 2018 and 2019 are more than 5%, under Chapter 14A of the Hong Kong Listing Rules, the revision to the 2018 and 2019 annual caps is subject to the reporting, announcement and annual review requirements, approval from the Board, and a circular related thereto containing an opinion from independent financial advisor is required to be prepared and dispatched in order to seeking shareholders' approval. The Company will perform its obligations concerning necessary approvals and disclosures, including dispatching to shareholders a circular and convening a general meeting for the consideration and approval of the related matters. COSCO SHIPPING Development and its related companies will abstain from voting in respect of the relevant resolution at the general meeting.

- 4) Description of the connected (related) relationship between the parties to the transactions:

COSCO SHIPPING Development is the holding company of Long Honour Investments Limited (“Long Honour”) and COSCO Container Industries Limited (“COSCO Container Industries”) (holding a total of 432,171,843 A Shares and 245,842,181 H Shares, accounting for 22.73% of the total share capital of the Company as at the end of the Reporting Period). Therefore, COSCO SHIPPING Development and its subsidiaries are regarded as connected parties of the Company for the purpose of Chapter 14A of the Hong Kong Listing Rules. The transactions contemplated under the Framework Agreement entered into between the Group and COSCO SHIPPING Development Group constitute continuing connected transactions of the Company under Chapter 14A of the Hong Kong Listing Rules. Pursuant to the Shenzhen Listing Rules, COSCO SHIPPING Development and the Company are related parties to each other and therefore transactions between COSCO SHIPPING Development Group and the Group constitute ordinary related-party transactions.

- 5) Purpose of the transactions:

COSCO SHIPPING Development Group is principally engaged in providing integrated financial services with diversified leasing businesses such as vessel leasing, container leasing and non-shipping finance leasing, and in particular it runs the world’s largest container leasing business. Given the long-term reliable business relationships between the Group and COSCO SHIPPING Development and its subordinate companies, the uninterested Directors (including the independent non-executive Directors) consider that it is beneficial for the Group to contemplate the continuing connected transactions which will facilitate the operation and growth of the Group’s main business. The uninterested Directors (including the independent non-executive Directors) consider that the terms of the Framework Agreement in respect of the continuing connected transactions (including the proposed annual caps) are fair and reasonable, the continuing connected transactions (including the proposed revision to the annual caps) are on normal commercial terms or better and in the ordinary and usual course of business of the Group and are in the interests of the Company and the Shareholders as a whole.

- 6) Further strengthening the internal control regarding continuing connected transactions:

Considering that the actual transaction amount exceeded the forecasted limits in 2017, the Group has established a series of measures and policies, including contract management policies, connected transaction management measures and internal control management measures, in order to ensure that the continuing connected transactions are conducted in accordance with the commodity sales framework agreement. The Company’s auditing and monitoring department will conduct unscheduled internal assessments on the internal control measures of the Company, to ensure that the internal control measures in respect of the continuing connected transactions remain complete and effective. The Company’s external auditors will conduct an annual audit on the Company’s internal control measures, and an annual review on the continuing connected transactions conducted under the Framework Agreement pursuant to the requirements under the Hong Kong Listing Rules. The Group will further enhance the monitoring of the continuing connected transactions, conduct more frequent checks and improve the reporting and documentation system of the Group. The Group will negotiate with COSCO SHIPPING Development for submitting monthly estimates instead of quarterly estimates regarding the continuing connected transactions/ordinary related-party transactions for timely checkout of the transaction amounts involved therein.

7) Independent non-executive Directors' confirmation:

In relation to the continuing connected transactions/ordinary related-transactions between the Group and COSCO SHIPPING Development and its subsidiaries and associated companies during the Reporting Period, the independent non-executive Directors of the Company have reviewed and confirmed that:

- The transactions mentioned above have met requirements of the relevant laws and regulations as well as the Articles of Association, have been conducted on a fair, open and just basis and have been audited through relevant procedures, and no acts have been found which are detrimental to the interests of the Company and the Shareholders, especially the minority Shareholders;
- The transactions mentioned above have been entered into in the ordinary and usual course of business of the Company;
- The transactions mentioned above have been entered into on normal commercial terms or better terms; and
- The transactions mentioned above have been entered into in accordance with the terms of relevant agreements governing them and on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

8) Auditor's confirmation:

In compliance with the requirements of section 14A.56 of the Hong Kong Listing Rules, the auditors of the Company have issued a qualified conclusion on the continuing connected transactions mentioned above and have confirmed with the Board by correspondence in relation thereto that:

- Nothing has come to auditors' attention that causes them to believe that the continuing connected transactions mentioned above have not been approved by the Board;
- In relation to the transactions regarding provision of commodities or services by the Group, nothing has come to auditors' attention that causes them to believe that the continuing connected transactions mentioned above were not, in all material respects, in accordance with the pricing policies of the Group;
- Nothing has come to auditors' attention that causes them to believe that the continuing connected transactions mentioned above were not entered into, in all material respects, in accordance with the agreements in relation to such transactions; and
- For the year ended 31 December 2017, the total amount of continuing connected transactions mentioned above was RMB785,052,000, exceeding the annual cap of RMB450,000,000 for such transactions as disclosed by the Company in the announcement dated 11 November 2016.

**(3) Connected Transactions and Related-Party Transactions**

For details of the Group's connected transactions and related-party transactions during the Reporting Period, please refer to note VIII. 5 to "Chapter XIII Financial Statements Prepared in Accordance with CASBE" in this Report. Except for the connected transactions and continuing connected transactions as disclosed in this section, there are no other connected transactions required to be disclosed pursuant to Chapter 14A of the Hong Kong Listing Rules.

## XVII. MATERIAL CONTRACTS AND THEIR PERFORMANCES

### 1. Trusteeship, Contracting or Leasing

#### (1) Trusteeship

Applicable     Not applicable

During the Reporting Period, there was no trusteeship of the Company generating a profit or loss which contributed to 10% or more of the total profit of the Company during the Reporting Period.

#### (2) Contracting

Applicable     Not applicable

During the Reporting Period, there was no contracting of the Company generating a profit or loss which contributed to 10% or more of the total profit of the Company during the Reporting Period.

#### (3) Leasing

Applicable     Not applicable

During the Reporting Period, there was no leasing of the Company generating a profit or loss which contributed to 10% or more of the total profit of the Company during the Reporting Period.

### 2. Material Guarantees

Applicable     Not applicable

## (1) Description of Guarantees

Unit: RMB thousand

External guarantees undertaken by the Company and its subsidiaries (excluding guarantees for subsidiaries)								
Name of the guaranteed	Disclosure date of the announcement about the guarantee facilities	Guarantee facilities	Actual date (date of the agreement)	Actual amount of guarantee	Type of guarantee	Guarantee period	Fulfilled or not	Related party guarantee or not
Customers and dealers of subsidiaries of CIMC Vehicle (Group)	2017.3.28	2,650,000	2017.1.1	820,271	Warrantice	1-2 years	No	No
Customers and dealers of C&C Trucks and its controlling subsidiaries	2017.3.28	1,600,000	2017.1.1	339,442	Warrantice	1-2 years	No	No
Purchasers of commodity houses of CIMC Skyspace Real Estate and its controlling subsidiaries	2017.3.28	740,000	2017.1.1	627,323	Warrantice	1-2 years	No	No
Customers of CIMC Raffles	2017.3.28	382,000	2017.1.1	258,646	Warrantice	1-2 years	No	No
Total external guarantee facilities approved during the Reporting Period (A1)			1,122,000	Total actual amount of external guarantees during the Reporting Period (A2)				885,969
Total external guarantee facilities approved at the end of the Reporting Period (A3)			5,372,000	Total actual balance of external guarantees at the end of the Reporting Period (A4)				2,045,682

The Company's guarantees for subsidiaries								
Name of the guaranteed	Disclosure date of the announcement about guarantee facilities	Guarantee facilities	Actual date (date of the agreement)	Actual amount of guarantee	Type of guarantee	Guarantee period	Fulfilled or not	Related Party Guarantee or not
Subsidiaries of CIMC	2017.3.28	24,172,570	2017.1.1	7,436,520	Warrantice	1-2 years	No	No
CIMC Fortune Holdings Limited	2017.3.28	30,000,000	2017.1.1	22,358,040	Warrantice	1-2 years	No	No
Total guarantee facilities for subsidiaries approved during the Reporting Period (B1)			35,651,530	Total actual amount of guarantees for subsidiaries during the Reporting Period (B2)				11,738,790
Total guarantee facilities for subsidiaries approved at the end of the Reporting Period (B3)			54,172,570	Total actual balance of guarantees for subsidiaries at the end of the Reporting Period (B4)				29,794,560

Subsidiaries' guarantees for subsidiaries								
Name of the guaranteed	Disclosure date of the announcement about guarantee facilities	Guarantee facilities	Actual date (date of the agreement)	Actual amount of guarantee	Type of guarantee	Guarantee period	Fulfilled or not	Related Party Guarantee or not
Guarantee of one subsidiary for another	2017.3.28	12,573,650	2017.1.1	4,307,420	Warrantice	1-2 years	No	No
Total guarantee facilities for subsidiaries approved during the Reporting Period (C1)			6,731,980	Total actual guarantee amount for subsidiaries during the Reporting Period (C2)				269,960
Total guarantee facilities for subsidiaries approved at the end of the Reporting Period (C3)			12,573,650	Total actual guarantee balance for subsidiaries at the end of the Reporting Period (C4)				4,307,420
Total guarantee of the Company (total of the above three items)								
Total guarantee facilities approved during the Reporting Period (A1+B1+C1)			43,505,510	Total actual guarantee amount during the Reporting Period (A2+B2+C2)				12,894,719
Total guarantee facilities approved at the end of the Reporting Period (A3+B3+C3)			72,118,220	Total actual guarantee balance at the end of the Reporting Period (A4+B4+C4)				36,147,662
% of total actual guarantee amount (A4+B4+C4) in net assets of the Company								111.36%
Of which:								
Guarantee amount provided to Shareholders, the de facto controller and related parties (D)								0
Debit guarantee amount provided directly or indirectly to the guaranteed with a gearing ratio of over 70% (E)								8,809,820
Amount of total guarantee amount in excess of 50% of net assets of the Company (F)								19,917,198
Total amount of the above three guarantees (D+E+F)								28,727,018
Guarantees which are not due but have incurred guarantee liability or are likely to incur joint settlement liability during the Reporting Period (if any)								0
Guarantees provided to the external parties in violation of the procedures (if any)								0

Guarantees provided in a combined manner:

No guarantee was provided in a combined manner during the Reporting Period.

**Significant Events**

(2) **Illegal External Guarantees**

Applicable  Not applicable

**3. Entrusted Cash or Assets Management**

(1) **Entrusted Wealth Management**

Applicable  Not applicable

(2) **Entrusted Loans**

Applicable  Not applicable

Entrusted Loans During the Reporting Period

Unit: RMB thousand

Total amount of entrusted loans	Source of funds for entrusted loans	Remaining balance not yet due	The amount due but not recovered
-	Self-owned funds	3,249	-

The specific circumstances of a high-risk entrusted loan with a single significant amount or low security, poor liquidity, and no guarantee for principal repayment.

Nil

Unable to recover the principal of entrusted loans or other circumstances that may result in impairment

Applicable  Not applicable

**4. Other Material Contracts**

Applicable  Not applicable

**XVIII. SOCIAL RESPONSIBILITY**

**1. Performance of Precise Poverty-alleviation Social Responsibility**

Applicable  Not applicable

During the Reporting period, the Company did not engage in any precise poverty-alleviation activity and had no follow-up plan for precise poverty alleviation.



## 2. Performance of Other Social Responsibilities

The Company published the 2016 Environmental, Social and Governance Report and the 2017 Social Responsibility and Environmental, Social and Governance Report on Cninfo website (www.cninfo.com.cn), the Company's website (www.cimc.com) and the website of the Hong Kong Stock Exchange (www.hkexnews.hk) on 30 June 2017 and 27 March 2018 respectively.

Whether the listed company and its subsidiaries are on the list of critical pollutant dischargers published by the environmental protection authorities

Yes     No     Not Applicable

Name of Company or subsidiary	Name of major and specific pollutants	Emission method	Number of Emission outlets	Distribution of emission outlets	Emission concentration	Pollutant emission standards in effect	Total emission	Approved total emission	Excessive emission
Shenzhen Southern CIMC Eastern Logistics Equipment Manufacturing Co., Ltd	VOCs/sum of methylbenzene and Xylene/benzene	emission complied with standards after treatment	17	All located in the roof of production workshops	Total VOCs:4.57mg/m <sup>3</sup> Sum of methylbenzene and Xylene:0.08 mg/m <sup>3</sup> benzene: 0.039 mg/m <sup>3</sup> (Average from monitoring data in December 2017)	Total VOCs:90mg/m <sup>3</sup> sum of methylbenzene and Xylene: 20 mg/m <sup>3</sup> benzene: 1 mg/m <sup>3</sup> The Standard stipulating the VOC emission limits of container manufacturing companies operating in Guangdong Province* (廣東省集裝箱製造業揮發性有機物排放標準)	VOCs emission 121.2656 tons (calculated based on material balance)	VOCs emission 121.2656tons (calculated based on material balance)	Nil
Nantong CIMC Shunda Containers Co., Ltd. (including Nantong CIMC Special Transportation Equipment Manufacture Co., Ltd.)	Particulate matter	Intermittent emissions	3+6	sanding	Average 2.87mg/m <sup>3</sup>	Integrated Emission Standard of Air Pollutants (GB16297-1996)	-	2.68	Nil
	Methylbenzene (exhaust)	-	3+6	paint spraying	Average 2.639 mg/m <sup>3</sup>	-	-	13.85	Nil
	Xylene (exhaust)	-	-	-	Average 0.7936 mg/m <sup>3</sup>	-	-	24.51	Nil
	Non-methane hydrocarbon	-	-	-	Average 19.902 mg/m <sup>3</sup>	-	-	71.78	Nil
	VOCs	-	-	-	0.0513	"Surface coating" standard in table 2 set out in DB12524-2014 Tianjin City local standard "Emission Control Standard of Volatile Organic Compounds from Industrial Enterprises"	-	58.88	Nil
	COD	Continuous emissions	2	Production wastewater domestic sewage	70	Integrated Wastewater Discharge Standard (GB8978-1996)	-	48.309	Nil
	SS	-	-	-	21	-	-	28.698	Nil
	ammonia nitrogen	-	-	-	19.3	Wastewater Quality Standards for Discharge to Municipal Sewers (CJ343-2010)	-	3.739	Nil
Shenzhen CIMC Special Vehicle Co., Ltd.	Benzene/methylbenzene/xylene	High-altitude emissions were in compliance with standards	8	coating line	Benzene (0mg/m <sup>3</sup> ), methylbenzene (0.01mg/m <sup>3</sup> ), xylene(0.11mg/m <sup>3</sup> )	Requirement under time slot II of DB44/816-2010	Benzene 0kg, methylbenzene 77.76kg, xylene 233.28kg	-	Nil
Nantong CIMC Tank Equipment Co., Ltd.	cod	Intermittent emissions	1	-	-	Level 3	8.5	8.87	Nil

Name of Company or subsidiary	Name of major and specific pollutants	Emission method	Number of Emission outlets	Distribution of emission outlets	Emission concentration	Pollutant emission standards in effect	Total emission	Approved total emission	Excessive emission
SOE	Wastewater	Emissions incorporated into the sewage collection network	1	-	-	-	45000	45360t/a	Nil
	COD(mg/l)	Emissions incorporated into the sewage collection network	1	-	91	500	4.095	4.534t/a	Nil
	NH3-N (mg/l)	Emissions incorporated into the sewage collection network	1	-	7.04	45	0.2	0.2t/a	Nil
	Particulate matter	Concentrated emissions	1	-	7.8mg/m <sup>3</sup>	120 g/m <sup>3</sup>	-	-	-
	Methylbenzene	Concentrated emissions	1	-	0.46 g/m <sup>3</sup>	40 mg/m <sup>3</sup>	-	-	-
	Xylene	Concentrated emissions	1	-	0.34 g/m <sup>3</sup>	70 mg/m <sup>3</sup>	-	-	-
Shenzhen CIMC-Tianda Airport Support Co., Ltd.	Exhaust spray-paint, exhaust from drying paint, - benzene congeners, TVOCs, methylbenzene, xylene, particulate matter	After collection, treatment with specific activated carbon purifier and emission through 15-metre tall exhaust pipes	3	Structure welding workshop, paint workshops	Benzene congeners: 0.102-0.147, sum of methylbenzene and xylene: 6.74-10.6 mg/m <sup>3</sup> , total VOCs: 13-21.6 mg/m <sup>3</sup> , particulate matter: 4.37-4.62 mg/m <sup>3</sup>	Second standard under time slot II of DB44/21-2001, Emission Standard of Volatile Organic Compounds for surface coating (vehicle manufacturing industry)	Benzene: 76.2kg/year, sum of methylbenzene and xylene: 5512kg/year, TVOCs: 9934.8kg/year, Particulate matter: 2782kg/year.	1,528 million standard cubic metres/year (maximum waste gas emission under the sewage permit)	Emissions were in compliance with standards
	Sanding exhaust, sand cleaning-out exhaust - particulate matter	Dust from sand separation in a two-tier dust removal process using bag filters and emission through 15-metre tall exhaust pipes	5	Structure welding workshop, paint workshops	3.52-9.15 mg/m <sup>3</sup>	DB44/21-2001 time slot II Standard Level 2	Particulate matter: 1212kg/year		Emissions were in compliance with standards
	fume from canteens	After flowing through ventilation on the top of buildings, treatment with static purifiers and emission at high altitude	1	Top of the canteens (top of 3-storey building)	Fume emission concentration: 0.6-0.7 mg/m <sup>3</sup>	DB44/21-2001 time slot II Standard Level 2	26.3kg/year		Emissions were in compliance with standards
	Exhaust from backup generator	The generators use 0# light diesel as fuel. Gas combustion will be emitted at high altitude after water bath dust removal process.	1	Backup generator room on the west wing of the office building	Ringelman emittance<1	DB44/21-2001 time slot II Standard Level 2	Ringelman emittance<1		Emissions were in compliance with standards

## Construction and operation of pollution prevention and control facilities

Name of subsidiary	Construction and operation of pollution prevention and control facilities
Shenzhen Southern CIMC Eastern Logistics Equipment Manufacturing Co., Ltd.	<p>Exhaust: treatment mainly adopts "cotton filter+ activated carbon adsorption + desorption+ water spray+UV" technology. Construction is completed and is in normal use.</p> <p>Waste water: treatment mainly adopts "coagulation sedimentation+Fenton method+UASB+MB film" technology. After being treated with water recycling system, the waste water will be reused and thus achieving zero emission. Construction is completed and in normal use.</p>
Nantong CIMC-Special Transportation Equipment Manufacture Co., Ltd.	<p>Dust produced from the sanding process will be gathered by induced fans and put through filters for dust removal.</p> <p>The paint mist and organic exhaust produced by the coating first-line of Special Transportation Equipment company during the coating process are purified and treated by the "water curtain spray + paint mist filter + multi-stage activated carbon adsorption + solvent recovery" devices. The coating second-line of Special Transportation Equipment company uses "water curtain spray + paint mist filter + activated carbon adsorption and desorption with catalytic combustion" devices for exhaust treatment.</p>
CIMC Vehicle (Group) Co., Ltd.	<p>1 set of production waste water treatment facilities which use treatment techniques of chemical precipitation for recycled waste water from water-based paint used in coating lines. The treatment capacity is 5m<sup>3</sup>/hr with zero emission.</p> <p>7 sets of exhaust treatment facilities which use the treatment techniques of water curtain filter+activated carbon adsorption. Total wind volume is 450,000m<sup>3</sup>/hr. Exhaust gas will be emitted at high altitudes after treatment.</p>
Nantong CIMC Tank Equipment Co., Ltd.	<p>Pollution prevention and control facilities for waste gas and water, noise and solid waste produced during the production process of the Company are in place and in normal use.</p>
SOE	<p>The waste water treatment plant was completed and put into operation in 2008. The Company's waste water was integrated into the pipe network of the park's waste water treatment plant in 2012, and online flow meters were installed along with COD monitoring. The separate drainage pipe network was completed in 2008 and is currently still in use and in good working order. Steel plate pre-treatment lines (filter bags, dust removing cartridges, activated carbon in paint mist treatment) are in normal use. Idle mobile welding fume purifiers (3 sets), axial flow pumping ventilators are in good working order. Solid waste collection and storage facilities are in normal use.</p>
Shenzhen CIMC-TianDa Airport Support Ltd.	<p>Equipped with sewage treatment facility (1 set), mainly engaged in the treatment of spray paint rinsing waste water, recycling and use of the treated water and waste water-free production. The equipment is currently in normal use and under regular maintenance. Equipped with spray paint exhaust treatment facilities (3 sets). The equipment is currently in normal use. Equipped with sanding exhaust treatment devices (3 sets). The equipment is currently in normal use.</p> <p>Equipped with sand cleaning-out exhaust treatment devices (2 sets). The equipment is currently in normal use. Equipped with cooking fume purifier device (1 set). The equipment is currently in normal use. Equipped with power generator exhaust treatment device (1 set). The equipment is currently in normal use. Equipped with 1 temporary storage location for hazardous waste, with a surface area of approximately 30 square metres. The facility is currently in normal use.</p>

Environmental impact assessment of construction projects and other environmental protection administrative licensing

Name of subsidiary	Environmental impact assessment of construction projects and other environmental protection administrative licensing
Shenzhen Southern CIMC Logistic Equipment Manufacturing Co., Ltd.	Obtained environmental evaluation approval and sewage permits through environmental acceptance works.
Nantong CIMC Special Transportation Equipment Manufacture Co., Ltd. (including Nantong CIMC Shunda Containers Co., Ltd.)	Obtained the "Comments on the Environmental Impact Report on Technological Transformation Projects for Standard Container Welding and Paint Spraying Line of Nantong CIMC Shunda Containers Co., Ltd." and environmental acceptance works approval on completion of construction.
Shenzhen CIMC Special Vehicle Co., Ltd.	Phase one environmental evaluation approval: approved by the Shenzhen Environmental Protection Bureau. Phase one expansion environmental evaluation approval: approved by the Shenzhen Environmental Protection Bureau.
Nantong CIMC Tank Equipment Co., Ltd.	All of the construction projects of the Company have conducted environmental evaluation procedures and inspection procedures, with all of them obtaining sewage permits awarded by the Environmental Protection Bureau.
SOE	The environmental impact assessment and approval and environmental inspection for the phase one LPG liquid container construction project and wharf construction project are completed. The environmental impact assessment and approval for the phase two special ocean equipment project are completed while individual environmental acceptance works are underway.
Shenzhen CIMC-Tianda Airport Support Co., Ltd.	It received the approval of the draft of Environmental Impact Report on Construction Project of Shenzhen CIMC TAS Science Research Industrial Base issued by the Human Settlements and Environment Commission of Shenzhen Municipality in March 2011 and obtained the consent to construct the project in accordance with the comments on the environmental impact report. It obtained the temporary sewage permit from the Human Settlements and Environment Commission of Shenzhen Municipality. It passed the examination of completed environmental protection facilities in September 2017 and obtained the official sewage permit from the Human Settlements and Environment Commission of Shenzhen Municipality.

**Contingency plans for unexpected environment-related events**

Southern CIMC, Shenzhen CIMC Special Vehicle Co., Ltd. and other subsidiaries of the Group have prepared contingency plans for unexpected environment-related events, environmental risk assessment reports and investigation reports for environmental response resources which have been filed with relevant regulatory institutions.

**Self-monitoring environmental program**

Southern CIMC, Nantong CIMC, CIMC Tianda and other subsidiaries of the Company have engaged qualified inspection agencies to carry out regular inspections on waste gas, waste water and noise. All relevant standards have been met for each indicator.

**Other discloseable environmental information**

None

**Other environment-related information**

None

**Whether the Company publishes social responsibility report**

Yes  No

Nature of the Company	Social responsibility report			Report disclosure standards	
	Whether includes information on environment	Whether includes information on society	Whether includes information on corporate governance	Domestic standards	Foreign standards
Others	Yes	Yes	Yes	GSRI-CHINA2.0 and the Environmental, Social and Governance Reporting Guide included in Appendix 27 to the Hong Kong Listing Rules	GRI

Detailed description:

1. Whether the Company received environmental management system certification (ISO 14001)	A total of 28 subsidiaries of the Company received environmental management system certifications (ISO 14001)
2. The annual expense of the Company in respect of environmental protection (RMB thousand)	540,000
3. The Company's emissions performance of "waste gas, waste water and waste residue"	<ul style="list-style-type: none"> <li>• Container segment: after production was changed from oil-based paint to water-based paint, VOCs emissions were reduced by 60-70%; treated and reused industrial waste water with no discharge into the environment; complied with laws and regulations for storage, transportation and disposal of hazardous waste.</li> <li>• Road transportation vehicle segment: implemented various measures including improving spray painting techniques to achieve zero VOC emission, recirculation and reuse of industrial and domestic wastewater, disposal of hazardous waste; invested more resources in environmental protection and carried out environmental protection-related works; carried out green development and sustainable operations in compliance with relevant requirements.</li> <li>• Energy, chemical and liquid food equipment segment: upgraded and remodeled organic waste gas treatment systems to increase treatment efficiency; reduced VOC emission; carried out energy conservation measures, such as heat treatment, contracting electricity use during peak hours for assembly workshops and installed upgraded power meters in dormitories; reduced waste water treatment and emissions by reusing waste water.</li> <li>• Logistics services segment: installed welding fumes treatment equipment and container cleansing water treatment systems; disposed waste oil and waste paint tanks in compliance with relevant standards.</li> <li>• Heavy truck segment: reduced the amount of sludge produced and organic substance in waste water through improving skills and techniques; entered into disposal or treatment contracts with qualified disposal agencies; established policies for hazardous waste management and accountability; formulated contingency plans for hazardous waste leakage; refined systems for collecting inventory input calculation.</li> <li>• Airport facilities segment: prepared and implemented improvement plans for streamlining and integration of welding operation of boarding bridge components to effectively reduce welding and grinding processes; increased production efficiency and reduced use of raw materials and emission of waste gas; installed collection tanks and temporary storage units designed for domestic and production related waste for sorting and concentration; raised awareness among employees for environmental protection and resource conservation; reduced generation of solid wastes throughout all processes including design and manufacturing.</li> </ul>

## XIX. EXPLANATION ON OTHER MATERIAL EVENTS

1. On 7 April 2017, China Merchants Port Holdings Company Limited, a subsidiary of China Merchants Group, transferred all shares of its wholly-owned subsidiary Soares Limited (indirectly holds shares of the Company through its subsidiary China Merchants (CIMC) Investment) to another subsidiary of China Merchants, China Merchants Industry Holdings Company Limited (“China Merchants Industry Holdings”). Upon completion of the transaction on 9 June 2017, China Merchants Industry Holdings became the sole shareholder of Soares Limited and also the largest shareholder of the Company by indirectly holding 730,557,217 H Shares of the Company (accounting for 24.56% of the total issued shares of the Company) through Soares Limited and China Merchants (CIMC) Investment. China Merchants Group continued to be the largest shareholder of the Company indirectly. For relevant information, please refer to the announcements published by the Company in China Securities Journal, Shanghai Securities News, Securities Times, Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)), the Company’s website ([www.cimc.com](http://www.cimc.com)) (Announcement No.: [CIMC]2017-020 and [CIMC]2017-032) and the announcements published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) on 8 April 2017 and 9 June 2017.
2. On 28 August 2017, as considered at the eleventh meeting in 2017 of the eighth session of the Board and the 2017 of the eighth session of the supervisory committee, respectively, it was approved that the Company change its accounting policies in accordance with the Notice on Issuing the Revised “Accounting Standards for Business Enterprises No. 16 – Government Grants” (Cai Kuai [2017] No. 15) and the Notice on Issuing the “Accounting Standards for Business Enterprises No. 42 – Non-current Assets Held for Sale, Disposal Groups and Discontinued Operation” (Cai Kuai [2017] No.13) issued by the Ministry of Finance, and such changes were effected from 12 June 2017 and 28 May 2017, respectively, pursuant to relevant requirements. For relevant information, please refer to the announcements published by the Company in China Securities Journal, Shanghai Securities News, Securities Times, Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)), the Company’s website ([www.cimc.com](http://www.cimc.com))(Announcement No.: [CIMC]2017-058) and the announcements published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) on 28 August 2017.
3. On 13 September 2017, the Company and S.F. Express Co., Ltd. entered into the Strategic Cooperation Framework Agreement, pursuant to which both parties intend to seek further cooperation in sectors of intermodal transportation, express delivery, “Belt and Road” and China-Europe Railway Express, railway, equipment, technologies, and business. For relevant information, please refer to the announcements published by the Company in China Securities Journal, Shanghai Securities News, Securities Times, Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)), the Company’s website ([www.cimc.com](http://www.cimc.com)) (Announcement No.: [CIMC]2017-064) and the announcements published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) on 13 September 2017.
4. On 8 March 2018, upon consideration and approval at the fourth extraordinary general meeting of the Board in 2018, the Company determined to terminate the Non-public Issuance of A Shares initiated in April 2016 and applied to the CSRC for the withdrawal of the application documents for the Non-public Issuance of A Shares. On 23 March 2018, the Company received the notice in relation to termination of review of the application for administrative permission by the CSRC, pursuant to which, the application to terminate the A Shares has been approved by the CSRC. For more information in relation to the Non-public Issuance of A Shares, please refer to “4. Non-public Issuance of A Shares Plan” of “II. ISSUE AND LISTING OF SECURITIES” under “Chapter IX Changes in Share Capital and Information on Shareholders” in this Report, and also the relevant announcements published by the Company in China Securities Journal, Shanghai Securities News, Securities Times, Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)), the Company’s website ([www.cimc.com](http://www.cimc.com)) (Announcement No.: [CIMC]2016-061, [CIMC]2016-072, [CIMC]2017-002, [CIMC]2017-024, [CIMC]2017-033, [CIMC]2017-084, [CIMC]2018-002, [CIMC]2018-013 and [CIMC] 2018-021) and the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) on 15 October 2016, 22 November 2016, 17 January 2017, 21 April 2017, 9 June 2017, 19 December 2017, 11 January 2018, 9 March 2018 and 26 March 2018.

5. On 12 March 2018, upon consideration at the fifth meeting of the eighth session of the Board in 2018, the issuance of H Shares that the Company intends to issue according to the "Resolution on granting the Board a general mandate to handle matters relating to the issue of shares" considered and approved at the 2016 annual general meeting convened on 9 June 2017 was approved. For relevant information, please refer to the announcement published by the Company in China Securities Journal, Shanghai Securities News, Securities Times, Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)), the Company's website ([www.cimc.com](http://www.cimc.com)) (Announcement No.: [CIMC]2018-015) and the announcements published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) on 12 March 2018.

## **XX. MATERIAL EVENTS OF SUBSIDIARIES OF THE COMPANY**

1. On 5 July 2017, Enric Shenzhen, SOE and SOE Bankruptcy and Liquidation Team entered into relevant agreement to purchase the major assets of SOE through acquiring the entire equity interests in it. On 4 August 2017, the SOE Restructuring Plan was approved at the creditors' meeting of SOE and approved by the court. On 16 August 2017, SOE has become an indirect wholly-owned subsidiary of CIMC Enric and an indirect non wholly-owned subsidiary of the Group. For details, please refer to the announcements disclosed by the Company in China Securities Journal, Shanghai Securities News, Securities Times, Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)) and the Company's website ([www.cimc.com](http://www.cimc.com)) (Announcement No.: [CIMC]2017-036, [CIMC]2017-047 and [CIMC]2017-054) and the announcements published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) on 6 July 2017, 4 August 2017 and 16 August 2017.
2. On 17 July 2017, Country Garden and CIMC Skyspace Real Estate entered into an agreement, pursuant to which Country Garden injected an amount of RMB926,322,300 into the capital of CIMC Skyspace Real Estate. After the completion of the capital injection, Country Garden held 25% of equity interest in CIMC Skyspace Real Estate, while the Company held 61.5% equity interest in CIMC Skyspace Real Estate indirectly. For relevant information, please refer to the announcements disclosed in China Securities Journal, Shanghai Securities News, Securities Times, Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)), the Company's website ([www.cimc.com](http://www.cimc.com)) (Announcement No.: [CIMC]2017-040) and the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) on 17 July 2017.
3. On 3 August 2017, Southern CIMC and China Merchants Shekou entered into an agreement, pursuant to which Southern CIMC will return the Prince Bay Land to China Merchants Shekou, and China Merchant Shekou shall pay the appraised value of RMB494,894,588 as compensation. This transaction has been approved and passed at the first extraordinary general meeting of the Company in 2017 convened on 26 September 2017. For relevant information, please refer to the announcements disclosed by the Company in China Securities Journal, Shanghai Securities News, Securities Times, Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)), the Company's website ([www.cimc.com](http://www.cimc.com)) (Announcement No.: [CIMC]2017-045 and [CIMC]2017-067) and the announcements and the notice of general meeting published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) on 3 August 2017 and 26 September 2017.



4. On 13 September 2017, CIMC Investment, Shenzhen Gangwan Ruishi Equity Investing Partnership (Limited Partnership)\* (深圳港灣睿仕股權投資合夥企業 (有限合夥)) and Shenzhen Hive Box Technology Co., Ltd.\* (深圳市豐巢科技有限公司) (“Hive Box Technology”) entered into relevant agreements, pursuant to which Hive Box Technology acquired 78.236% equity interest in CIMC Electricity Commerce from CIMC Investment at a consideration of RMB633,714,546. Upon completion of the transaction, the Company will no longer hold any equity interest in CIMC Electricity Commerce. On 30 October 2017, this transaction was approved at the second extraordinary general meeting of the Company in 2017. For relevant information, please refer to the announcements disclosed by the Company in China Securities Journal, Shanghai Securities News, Securities Times, Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)), the Company’s website ([www.cimc.com](http://www.cimc.com)) (Announcement No.: [CIMC]2017-063 and [CIMC]2017-078) and the announcements published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) on 13 September 2017 and 30 October 2017.
5. On 9 October 2017, Southern CIMC entered into the Land Preparation Framework Agreement with Urban Planning, Land & Resources Commission of Shenzhen Municipality\* (深圳市規劃和國土資源委員會) and Authority of Qianhai Shenzhen-Hongkong Modern Service Industry Cooperation Zone of Shenzhen\* (深圳市前海深港現代服務業合作區管理局) in respect of the land preparation issues of land parcels T102-0152, T102-0153 and T102-0154 located at Qianhai, Shenzhen. For relevant information, please refer to the announcements of the Company dated 9 October 2017 disclosed in China Securities Journal, Shanghai Securities News, Securities Times, Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)), the Company’s website ([www.cimc.com](http://www.cimc.com)) (Announcement No.: [CIMC]2017-072) and the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).
6. On 18 October 2017, Enric Shenzhen and SESKYC entered into the Energy and Environmental Protection Funds Cooperation Framework Agreement with ZJU Joint Innovation Investment\* (浙江浙大聯合創新投資管理合夥企業 (有限合夥)) (“ZJU Joint Innovation”), pursuant to which the parties have agreed to jointly establish the Energy and Environmental Protection Project Fund with a total size of RMB350 million, with Enric Shenzhen as a limited partner, its total subscribed capital contribution being RMB80 million, and jointly managed by SESKYC and ZJU Joint Innovation as general partners. For relevant information, please refer to the announcements disclosed by the Company in China Securities Journal, Shanghai Securities News, Securities Times, Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)), the Company’s website ([www.cimc.com](http://www.cimc.com)) (Announcement No.: [CIMC]2017-075) and the announcements published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) on 18 October 2017.
7. On 4 December 2017, Sharp Vision Holdings Limited, a wholly-owned subsidiary of the Company, CFE, Wang Sing Technology Limited (a wholly-owned subsidiary of CFE) and Fengqiang Holdings Limited entered into the Pteris Sale and Purchase Agreement, pursuant to which Wang Sing shall acquire 99.41% equity interest in aggregate in Pteris from Sharp Vision and Fengqiang. CFE shall issue Consideration Shares and Convertible Bonds to Sharp Vision and Fengqiang, respectively, to satisfy the consideration for the transaction. The transaction was considered and approved at the first extraordinary general meeting of the Company in 2018 on 9 February 2018 and the extraordinary general meeting of CFE held on 11 April 2018. For relevant information, please refer to the announcements disclosed by the Company in China Securities Journal, Shanghai Securities News, Securities Times, Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)), the Company’s website ([www.cimc.com](http://www.cimc.com)) (Announcement No.: [CIMC]2017-082 and [CIMC]2018-009) and the announcements published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) on 4 December 2017 and 9 February 2018 as well as relevant announcements published by CFE on the website of Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

8. On 12 March 2018, CIMC Transportation, Shouzhong (Hong Kong) Limited (“Shouzhong (Hong Kong)”) and Shougang Concord International Enterprises Company Limited (“Shougang Concord International”) entered into an agreement, pursuant to which Shouzhong (Hong Kong) shall acquire 44.94382% equity interest in Shougang Investment from CIMC Transportation. Shougang Concord International shall issue Consideration Shares to CIMC Transportation or its designated persons to settle the consideration. Upon the completion of the transaction, the Group will indirectly hold 5.526% of the issued shares of Shougang Concord International. For relevant information, please refer to the announcement published by the Company in China Securities Journal, Shanghai Securities News, Securities Times, Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)), the Company’s website ([www.cimc.com](http://www.cimc.com)) (Announcement No.: [CIMC]2018-016) and the announcements published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) on 12 March 2018.

## **XXI. CORPORATE BONDS**

The Company has no publicly issued corporate bonds that are listed on stock exchanges, undue as at the date approving the issue of the annual report or falling due but not fully repaid.

## Changes in Share Capital and Information on Shareholders

## I. CHANGES IN SHAREHOLDINGS DURING THE REPORTING PERIOD

## 1. Changes in Shareholdings

Unit: Shares

	Pre-movement		Increase/decrease (+/-)					Post-movement	
	Numbers of shares	Percentage	New issue	Bonus issue	Conversion from reserves	Others	Sub-total	Numbers of shares	Percentage
I. Shares with selling restrictions	699,526	0.02%	0	0	0	(199,500)	(199,500)	500,026	0.02%
1. State-owned shares	0	0.00%	0	0	0	0	0	0	0.00%
2. Shares held by state-owned companies	0	0.00%	0	0	0	0	0	0	0.00%
3. Shares held by other domestic investors	699,526	0.02%	0	0	0	(199,500)	(199,500)	500,026	0.02%
Including: Shares held by domestic legal persons	0	0.00%	0	0	0	0	0	0	0.00%
Shares held by domestic natural persons	699,526	0.02%	0	0	0	(199,500)	(199,500)	500,026	0.02%
4. Shares held by foreign investors	0	0.00%	0	0	0	0	0	0	0.00%
Including: Shares held by foreign legal persons	0	0.00%	0	0	0	0	0	0	0.00%
Shares held by foreign natural persons	0	0.00%	0	0	0	0	0	0	0.00%
II. Shares without selling restrictions	2,977,877,460	99.98%	4,312,150	0	0	199,500	4,511,650	2,982,389,110	99.98%
1. RMB-denominated ordinary shares	1,261,300,851	42.35%	4,312,150	0	0	199,500	4,511,650	1,265,812,501	42.43%
2. Shares traded in non-RMB currencies and listed domestically	0	0.00%	0	0	0	0	0	0	0.00%
3. Shares traded in non-RMB currencies and listed overseas	1,716,576,609	57.63%	0	0	0	0	0	1,716,576,609	57.55%
4. Others	0	0.00%	0	0	0	0	0	0	0.00%
III. Total shares	2,978,576,986	100.00%	4,312,150	0	0	0	4,312,150	2,982,889,136	100.00%

## Reasons for changes in shares during the Reporting Period:

The Company's senior management Mr. Jin Jianlong resigned on 27 March 2017. Mr. Jin Jianlong has resigned for more than six months, therefore, all of his 157,500 shares subject to selling restriction were all released from the sale restrictions as at the end of the Reporting Period. During the Reporting Period, the Company's vice president Liu Xuebin sold his shares not subject to selling restrictions from the beginning of the year (i.e. 24,000 shares). During the Reporting Period, 3,821,050 options were exercised during the second exercisable period for the First Tranche of Share Option Incentive Scheme, and 491,100 options were exercised during the second exercisable period for the Second Tranche of Share Option Incentive Scheme, 4,312,150 options were exercised in aggregate.

**Changes in Share Capital and Information on Shareholders**

Approval for changes in share capital

Applicable     Not applicable

Transfer for changes in shares

Applicable     Not applicable

Effects of changes in share capital on financial indicators such as the basic earnings per share and diluted earnings per share, or the net assets per share attributable to ordinary Shareholders of the Company of the previous year or latest period

Applicable     Not applicable

Unit: RMB/share

	Item	Pre-movement in shares	Post-movement in shares
2017	Basic earnings per share	0.81	0.81
	Diluted earnings per share	0.81	0.81
	Net assets per share attributable to ordinary Shareholders of the Company	10.88	10.88

Other matters that the Company deemed necessary to or required by the securities regulatory authority to be disclosed

Applicable     Not applicable

## Changes in Share Capital and Information on Shareholders

## 2. Changes in Shares with Selling Restrictions

Applicable     Not applicable

Unit: Shares

Name of Shareholders	Number of shares with selling restrictions at the beginning of the Period	Number of shares with selling restrictions expired in the Period	Increase in number of shares with selling restrictions in the Period	Number of shares with selling restrictions at the end of the Period	Reasons for selling restrictions	Expiry date of selling restrictions
Mai Boliang	371,026	0	0	371,026	Shares are subject to selling restrictions in accordance with relevant provisions of stock exchanges and clearing companies	Nil
Yu Ya	75,000	0	0	75,000	Same as above	Nil
Liu Xuebin	96,000	(42,000)	0	54,000	Same as above	2017.01.03
Jin Jianlong	157,500	(157,500)	0	0	-	2017.09.27
Total	699,526	(199,500)	0	500,026	-	-

Note: In accordance with relevant provisions of stock exchanges and clearing companies, regarding the shares attributable to the executives of the Company, 25% of total shares held by them will be traded freely at the beginning of each year and the unsold part will be included into total shares held by the senior management to calculate the shares with selling restrictions for next year. During the Reporting Period, the Company's CEO and president Mr. Mai Boliang holds 371,026 shares subject to selling restrictions attributable to executives and the Company's vice president Mr. Yu Ya holds 75,000 shares subject to selling restrictions attributable to executives, and there were not changes in this respect. During the Reporting Period, the Company's vice president Mr. Liu Xuebin sold his shares not subject to selling restrictions. On 27 March 2017, the Company's senior management Mr. Jin Jianlong resigned. As at the end of the reporting period, Mr. Jin Jianlong has resigned for more than six months, therefore his 157,500 shares subject to selling restriction were released from trading restrictions.

## II. ISSUE AND LISTING OF SECURITIES

### 1. Issue of Securities (excluding Preferred Shares) during the Reporting Period

Applicable     Not applicable

### 2. Changes in the Total Number of Shares and Shareholder Structure of the Company, and Changes in Asset and Liability Structure of the Company

Applicable     Not applicable

During the Reporting Period, an aggregate of 4,312,150 share options were exercised from the first batch and the second batch of the A Share(s) share options. Please refer to "1. A Share(s) Share Option Incentive Scheme of the Company" of "XV. Implementation of the Company's Share Option Incentive Scheme, Employee Stock Ownership Scheme or Other Employee Incentive Measures" under "Chapter VIII Significant Events" in this Report for details.

### 3. Existing Employee Shares

Applicable     Not applicable

### 4. Non-public Issuance of A Shares Plan

On 8 April 2016, as considered and approved by the third meeting of the seventh session of the Board for 2016 of the Company, the Company proposed to issue no more than 386,263,593 new A Shares (including 386,263,593 shares) at no less than RMB13.86 per share to no more than 10 qualified investors including domestic institutional investors and individual investors that meet the relevant requirements and conditions, with gross proceeds not exceeding RMB6.0 billion ("**Non-public Issuance of A Shares**"). The Non-public Issuance of A Shares was considered and approved at the 2015 annual general meeting, the first 2016 A Shareholders' class meeting and the first 2016 H Shareholders' class meeting of the Company on 31 May 2016. The Company submitted its application for the non-public issuance of A Shares to the CSRC on 30 September 2016 and received the "CSRC's Acceptance Notice of the Application for Administrative Permission\*" (No. 162937) (《中國證監會行政許可申請受理通知書》(162937號)) and the "Notice regarding CSRC's Feedback on the Review of Administrative Permission Items\*" (No.162937) (《中國證監會行政許可項目審查反饋意見通知書》(162937號)) issued by the CSRC on 14 October 2016 and 21 November 2016. Considering that certain matters in the feedback still need to be resolved, the Company applied to the CSRC to cancel it on 17 January 2017. Upon consideration and approval at the 2016 annual general meeting, the first 2017 A Shareholders' class meeting and the first 2017 H Shareholders' class meeting on 9 June 2017, the Company revised its issuance proposal for the Non-public Offering of A Shares and extended the validity period of the resolution by the shareholders' general meeting as well as the validity period of the mandate for the Board. The Company received the "CSRC's Notice Regarding Resuming Its Review of the Application for Administrative Permission\*" (No. 162937) (《中國證監會行政許可申請恢復審查通知書》(162937號)) issued by the CSRC on 18 December 2017, pursuant to which the CSRC determined to resume its review of the application of the Non-public Issuance of A Shares by the Company. On 11 January 2018, the Company and the relevant intermediaries have provided supplementary information and

**Changes in Share Capital and Information on Shareholders**

answers to the questions regarding the questions raised by the Feedback and disclosed. On 9 March 2018, as it has been almost two years since the Company released the announcement in relation to the proposal of the Non-public Offering of A Shares, a number of changes took place in the capital market, industry environment and relevant policies while part of the investment items under the original investment project financed by fundraising has been substantially completed. After repeated studies and discussions with the relevant intermediaries, and upon consideration and approval at the fourth meeting in 2018 of the eighth session of the Board of the Company, the Company has determined to terminate the Non-public Issuance of A Shares and apply to the CSRC for the withdrawal of relevant application documents. On 23 March 2018, the Company received the "Notice in Relation to Termination of Review\*" (No. [2018]119) (《終止審查通知書》) ([2018]119號) by the CSRC, approving the termination of review on the Non-public Issuance of A Shares. For relevant information, please refer to the announcements (Announcement No.: [CIMC] 2016-018, [CIMC] 2016-033, [CIMC] 2016-061, [CIMC] 2016-072, [CIMC] 2017-002, [CIMC]2017-024, [CIMC]2017-033, [CIMC]2017-084, [CIMC]2018-002, [CIMC]2018-013 and [CIMC]2018-021) published in China Securities Journal, Shanghai Securities News, Securities Times, Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)) and the Company's website ([www.cimc.com](http://www.cimc.com)) and the announcements published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) on 9 April 2016, 1 June 2016, 15 October 2016, 22 November 2016, 17 January 2017, 21 April 2017, 9 June 2017, 19 December 2017, 11 January 2018, 9 March 2018 and 26 March 2018. As at the date of the report, the Non-public Issuance of A Shares Plan was terminated.

**III. SHAREHOLDERS AND DE FACTO CONTROLLER****1. Number of Shareholders and Shareholdings of the Company**

The total number of Shareholders of the Company as at 31 December 2017 was 71,384, including 71,371 holders of A Shares and 13 registered holders of H Shares. The total number of Shareholders of the Company as at 28 February 2018 (being the end of the month prior to the publication date of the 2017 annual report of the Company) was 76,311 including 76,298 holders of A Shares and 13 registered holders of H Shares.

Changes in Share Capital and Information on Shareholders

Unit: Shares

Total ordinary Shareholders at the end of the Reporting Period	71,371	Total ordinary Shareholders at the end of the month prior to the publication date of annual report	76,311
----------------------------------------------------------------	--------	----------------------------------------------------------------------------------------------------	--------

Shareholdings of the Shareholders who held above 5% or the top ten Shareholders at the end of the Reporting Period

Name of Shareholders	Nature of Shareholders	Percentage of shareholding	Number of shares held at the end of the Reporting Period	Changes during the Reporting Period	Number of shares held with selling restrictions	Number of shares held without selling restrictions	Pledged or frozen shares	
							Status	Number
HKSCC Nominees Limited (Note 1)	Foreign legal person	58.02%	1,730,538,352	79,225,281	-	1,730,538,352	-	-
COSCO Container Industries Limited (Note 2)	Foreign legal person	14.49%	432,171,843	0	-	432,171,843	-	-
China Securities Finance Corporation Limited	State-owned legal person	2.61%	77,885,620	(8,781,447)	-	77,885,620	-	-
Central Huijin Asset Management Ltd.	State-owned legal person	1.27%	37,993,800	0	-	37,993,800	-	-
National Social Security Fund 413	Domestic non-state-owned legal person	0.34%	9,999,839	9,999,839	-	9,999,839	-	-
ICBC Credit Suisse Fund – Agricultural Bank – ICBC Credit Suisse China Securities and Financial Assets Management Program	Domestic non-state-owned legal person	0.32%	9,566,600	0	-	9,566,600	-	-
Zhong Ou Fund – Agricultural Bank – Zhong Ou China Securities and Financial Assets Management Program	Domestic non-state-owned legal person	0.32%	9,566,600	0	-	9,566,600	-	-
Bosera Funds – Agricultural Bank – Bosera China Securities and Financial Assets Management Program	Domestic non-state-owned legal person	0.32%	9,566,600	0	-	9,566,600	-	-
Dacheng Fund – Agricultural Bank – Dacheng China Securities and Financial Assets Management Program	Domestic non-state-owned legal person	0.32%	9,566,600	0	-	9,566,600	-	-
Harvest Fund – Agricultural Bank – Harvest China Securities and Financial Assets Management Program	Domestic non-state-owned legal person	0.32%	9,566,600	0	-	9,566,600	-	-
Strategic investors or ordinary legal persons who became top ten Shareholders due to placing of new shares (if any)			Nil					
Explanation on the relationship or concerted action of the above mentioned Shareholders			Unknown					



## Changes in Share Capital and Information on Shareholders

## Shareholdings of top ten Shareholders without selling restrictions at the end of the Reporting Period

Name of Shareholders	Number of shares without selling restrictions held at the end of Reporting Period	Type of shares	
		Type of shares	Number
HKSCC Nominees Limited (Note 1)	1,716,411,609	Overseas listed foreign shares	1,716,411,609
	14,126,743	RMB-denominated ordinary shares	14,126,743
COSCO Container Industries Limited (Note 2)	432,171,843	RMB-denominated ordinary shares	432,171,843
China Securities Finance Corporation Limited	77,885,620	RMB-denominated ordinary shares	77,885,620
Central Huijin Asset Management Ltd.	37,993,800	RMB-denominated ordinary shares	37,993,800
National Social Security Fund 413	9,999,839	RMB-denominated ordinary shares	9,999,839
ICBC Credit Suisse Fund – Agricultural Bank – ICBC Credit Suisse China Securities and Financial Assets Management Program	9,566,600	RMB-denominated ordinary shares	9,566,600
Zhong Ou Fund – Agricultural Bank – Zhong Ou China Securities and Financial Assets Management Program	9,566,600	RMB-denominated ordinary shares	9,566,600
Bosera Funds – Agricultural Bank – Bosera China Securities and Financial Assets Management Program	9,566,600	RMB-denominated ordinary shares	9,566,600
Dacheng Fund – Agricultural Bank – Dacheng China Securities and Financial Assets Management Program	9,566,600	RMB-denominated ordinary shares	9,566,600
Harvest Fund – Agricultural Bank – Harvest China Securities and Financial Assets Management Program	9,566,600	RMB-denominated ordinary shares	9,566,600
Explanation on the relationship or concerted action between the top ten Shareholders of circulating shares without selling restrictions, or the top ten Shareholders of circulating shares without selling restrictions and the top ten Shareholders	Unknown		
Explanation on the top ten ordinary Shareholders participating in financing securities business (if any)	Nil		

Note 1: As at 31 December 2017, HKSCC Nominees Limited held 1,730,538,352 shares of the Company, including 14,126,743 A shares and 1,716,411,609 H shares. The H shares registered under HKSCC Nominees Limited include (but not limited to) 732,726,617 H shares held by China Merchants Group through its certain subsidiaries (including China Merchants Industry Holdings, Soares Limited and China Merchants (CIMC) Investment), and the 245,842,181 H shares held by China COSCO Shipping China Merchants Group ("China COSCO Shipping"), through its certain subsidiaries (including 25,322,106 H shares directly held by Long Honour and 220,520,075 H shares directly held by COSCO Container Industries).

Note 2: As at 31 December 2017, COSCO Container Industries held 220,520,075 H shares of the Company which were registered under HKSCC Nominees Limited (see Note 1 above) and 432,171,843 A shares of the Company.

The top ten ordinary Shareholders and the top ten ordinary Shareholders without selling restrictions of the Company haven't conducted any agreed repurchase transactions during the Reporting Period.

## Changes in Share Capital and Information on Shareholders

### 2. Controlling Shareholders of the Company

Applicable  Not applicable

There is no controlling Shareholder in the Company. During the Reporting Period, there was no change.

### 3. De Facto Controller

Applicable  Not applicable

There is no de facto controller in the Company. During the Reporting Period, there was no change.

Whether there are any Shareholders at the ultimate controlling level with shareholdings above 10% in the Company

Yes  No

Name of the corporate Shareholder	Legal representative/ Company leader	Date of establishment	Registered capital	Main business or management activities
China Merchants (CIMC) Investment Limited	Wang Cuijun, Hu Xianfu	17 January 1995	HK\$10,000	Investment, shareholding
COSCO Container Industries Limited	Liu Chong, Zhang Mingwen, Lin Feng, Ming Dong	26 April 2004	US\$50,000	Investment, shareholding

Changes in de facto controller during the Reporting Period

Applicable  Not applicable

De facto controller controls the Company through trust or other asset management

Applicable  Not applicable

### 4. Other Corporate Shareholders with a Shareholding above 10%

Applicable  Not applicable

### 5. Restrictions on Decrease in Shareholding by Controlling Shareholders, De Facto Controller, Reorganising Parties and Other Undertaking Parties

Applicable  Not applicable

## Changes in Share Capital and Information on Shareholders

#### IV. DISCLOSURE OF SHAREHOLDINGS OF THE SUBSTANTIAL SHAREHOLDERS UNDER THE SECURITIES AND FUTURES ORDINANCE OF HONG KONG

So far as the Directors are aware, as at 31 December 2017, the persons other than a Director, Supervisor or chief executive of the Company who have interests or short positions in the shares or underlying shares of the Company which are discloseable under Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance of Hong Kong are as follows:

Name of Shareholder	Nature of shareholding	Number of shares	Capacity	Percentage of such shares in the issued share capital of the same class (%)	Percentage of such shares in the total share capital (%)
China Merchants Group (Note 1)	H Shares	732,726,617 (L)	Interest of corporation controlled by the substantial Shareholder	42.69%	24.56%
China COSCO Shipping (Note 2)	A Shares	432,171,843 (L)	Interest of corporation controlled by the substantial Shareholder	34.13%	14.49%
	H Shares	245,842,181 (L)	Interest of corporation controlled by the substantial Shareholder	14.32%	8.24%
Hony Group Management Limited (Note 3)	H Shares	358,251,896 (L)	Interest of corporation controlled by the substantial Shareholder	20.87%	12.01%
Broad Ride Limited (Note 3)	H Shares	215,203,846 (L)	Beneficial holder	12.54%	7.21%
	H Shares	143,048,050 (L)	Person having security interest in shares	8.33%	4.80%
Promotor Holdings Limited	H Shares	143,048,050 (L)	Beneficial holder	8.33%	4.80%

(L) Long Position

Note 1: China Merchants Group, through its subsidiaries (including China Merchants Industry Holdings, Soares Limited and China Merchants (CIMC) Investment etc.), holds an interest in the H shares of the Company, and all the 732,726,617 H shares (long position) are held in the capacity as interest of corporation controlled by the substantial shareholder.

Note 2: China COSCO Shipping, through its subsidiaries (including China Shipping (Group) Company, COSCO SHIPPING Development, Long Honour and COSCO Container Industries etc.), holds an interest in the A Shares and H Shares of the Company, and 432,171,843 A Shares and 245,842,181 H Shares (long position) are held in the capacity as interest of corporation controlled by the substantial Shareholder.

Note 3: Hony Group Management Limited, through certain subsidiaries (including Broad Ride Limited) holds an interest in the H shares of the Company, and 215,203,846 H shares (long position) are held in the capacity as interest of corporation controlled by the substantial shareholder and 143,048,050 H Shares are held in the capacity as person having security interest in shares.

Save as disclosed above and so far as the Directors are aware, as at 31 December 2017, no other person (other than a Director, Supervisor or chief executive of the Company) had any interests recorded in the register of interests in shares and short positions required to be kept by the Company pursuant to Section 336 of the Securities and Futures Ordinance of Hong Kong.

## **Information on Substantial Shareholders**

The substantial Shareholders of the Company are China Merchants Group and China COSCO Shipping.

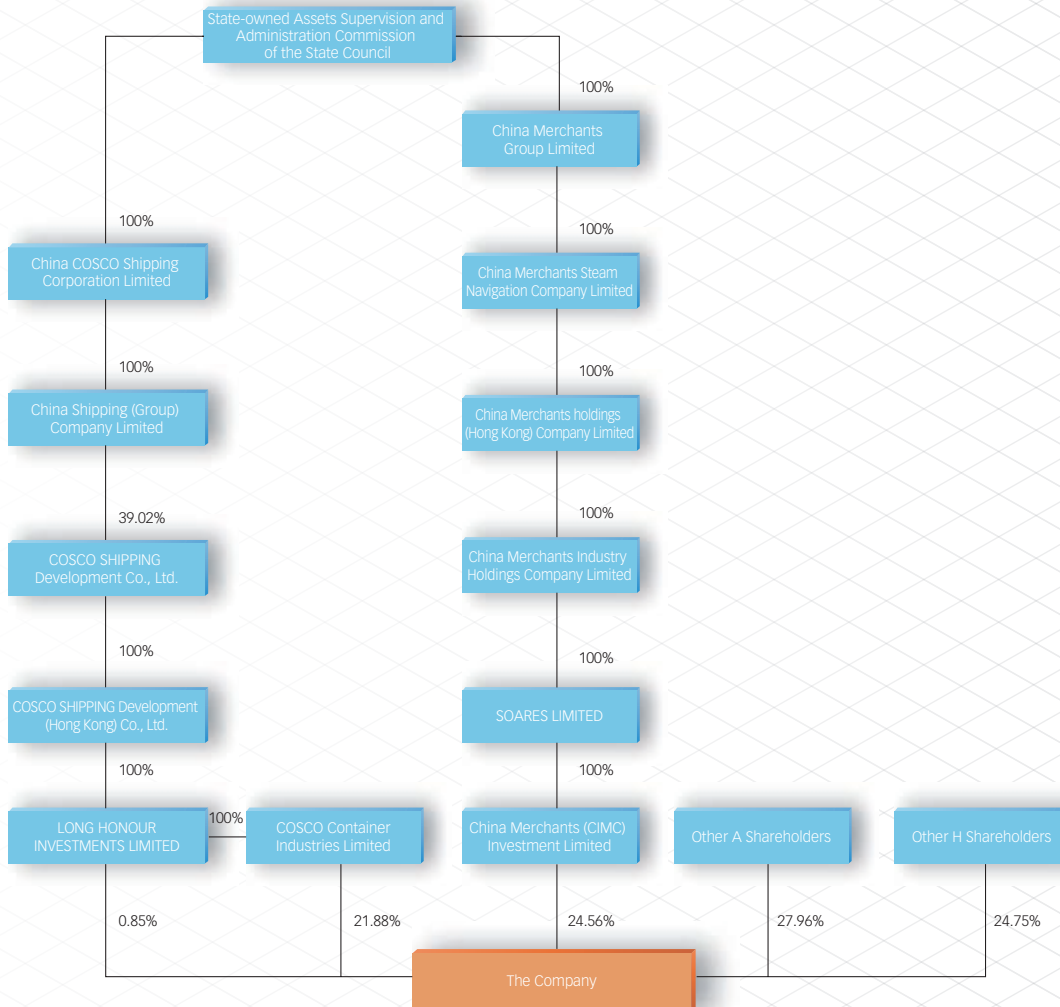
China Merchants Group was incorporated in October 1986 in the PRC. Its registered capital is RMB10.05 billion and its chairman of the board of directors is Mr. Li Jianhong. China Merchants Group's business focuses on three core industries, namely traffic (harbour, highway, shipping and transportation, logistics, ocean engineering and trade), finance (bank, securities, funds and insurance) and real estates (industrial zone development and real estate development). On 9 June 2017, China Merchants Port Holdings Company Limited, a subsidiary of China Merchants Group, completed the transaction of transferring all shares of Soares Limited to China Merchants Industry Holdings, another subsidiary of China Merchants Group. As of the end of the Reporting Period, China Merchants Group through its subsidiaries (including China Merchants Steam Navigation Company Limited, China Merchants Holdings (Hong Kong) Company Limited, China Merchants Industry Holdings, Soares Limited and China Merchants (CIMC) Investment) held 24.56% of the issued shares of the Company and remains as the largest shareholder of the Company indirectly.

China COSCO Shipping was incorporated in February 2016 in the PRC. Its registered capital is RMB11.0 billion and its legal representative is Mr. Xu Lirong. China COSCO Shipping takes shipping, integrated logistics and related financial services as the pillar to provide global integrated logistics supply chain services among various industrial clusters. As of the end of the Reporting Period, China COSCO Shipping, the second largest shareholder of the Company, through its subsidiaries (including China Shipping (Group) Company, COSCO SHIPPING Development, Long Honour and COSCO Container Industries, etc.) held 22.73% of the issued shares of the Company.

Except for the abovementioned China Merchants Group and China COSCO Shipping, no other legal person or individual holds 10% or more of the total issued share capital of the Company (excluding HKSCC Nominees Limited).

Changes in Share Capital and Information on Shareholders

**V. CHART OF SHAREHOLDING STRUCTURE BETWEEN THE COMPANY AND THE SUBSTANTIAL SHAREHOLDERS AS AT THE END OF THE REPORTING PERIOD**



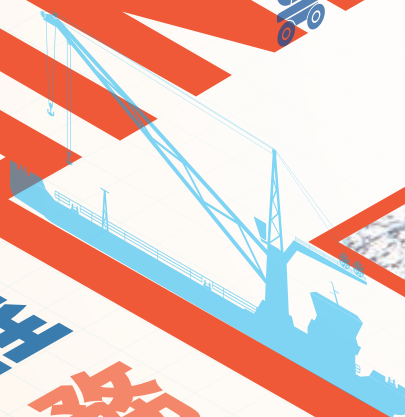
**VI. SUFFICIENCY OF PUBLIC FLOAT**

Based on the information that is publicly available to the Company as of the Latest Practicable Date and within the knowledge of the Directors of the Company, the Directors confirm that, the minimum public float of the Company has satisfied relevant provisions under the Hong Kong Listing Rules.

**VII. RELEVANT INFORMATION ABOUT PREFERRED SHARES**

There were no preferred shares in the Company during the Reporting Period.

# 海洋工程 職業



# MARKET BUSINESS



## Chapter X

# Information on Directors, Supervisors, Senior Management and Employees

### I. BRIEF BIOGRAPHY OF THE DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

#### 1. Directors

Information on the current Directors is set out below:

Name	Gender	Age	Position	Term	Number of shares held in the Company (shares)	
					31 December 2016	31 December 2017
Wang Hong	M	55	Chairman and non-executive Director	from 31 May 2016 to 2018 annual general meeting	Nil	Nil
Wang Yuhang	M	56	Vice chairman and non-executive Director	from 31 May 2016 to 2018 annual general meeting	Nil	Nil
Mai Boliang	M	58	Executive Director, CEO and President	from 31 May 2016 to 2018 annual general meeting	494,702 (A Shares)	494,702 (A Shares)
Hu Xianfu	M	48	Non-executive Director	from 26 September 2017 to 2018 annual general meeting	Nil	Nil
Liu Chong	M	47	Non-executive Director	from 31 May 2016 to 2018 annual general meeting	Nil	Nil
Pan Chengwei	M	71	Independent non-executive Director	from 31 May 2016 to 2018 annual general meeting	Nil	Nil
Pan Zhengqi	M	64	Independent non-executive Director	from 31 May 2016 to 2018 annual general meeting	Nil	Nil
Wong Kwai Huen, Albert	M	66	Independent non-executive Director	from 31 May 2016 to 2018 annual general meeting	Nil	Nil



**Information on Directors, Supervisors, Senior Management and Employees**

## Brief biography of Directors:

**Mr. Wang Hong (王宏)**, aged 55, has been the chairman of the Company since 28 December 2015 and a Director of the Company since April 2007. Mr. Wang Hong has been the deputy general manager of China Merchants Group since March 2015, the general manager of the planning department of China Merchants Group from February 2011 to March 2015, and its chief economist from February 2012 to April 2015. Mr. Wang Hong has also been an executive director of China Merchants Holdings (International) Company Limited (currently renamed as China Merchants Port Holdings Company Limited, the same as below) (Hong Kong stock code: 144) since May 2005, the chairman of the supervisory committee of China Merchants Energy Shipping Co., Ltd from April 2014 to 16 June 2016, a director of China Merchants Shekou Industrial Zone Holdings Co., Ltd. (招商局蛇口工業區控股股份有限公司) from 26 June to 30 December 2015 and an independent director of Guangzhou Shipyard International Company Limited from June to November 2014. Mr. Wang Hong has been a director of China Merchants Energy Shipping Co., Ltd. (招商局能源運輸股份有限公司) (Shanghai stock code: 601872) from May 2010 to April 2014, and a director of China Merchants Property Development Co., Ltd. (Shenzhen stock code: 000024, also a company listed in Singapore) from April 2011 to July 2014. He worked as vice chairman of Shanghai International Port (Group) Co., Ltd. (Shanghai stock code: 600018) from June 2005 to July 2009, chairman of China Merchants Holdings (Pacific) Limited (a company listed in Singapore) from May 2005 to February 2009, deputy managing director of China Merchants Port Holdings Company Limited (Hong Kong stock code: 144) from 2005 to 2009 and its chief operational officer from 2007 to 2009. Prior to that, Mr. Wang Hong worked as a general manager of performance appraisal department, human resources department and strategic research department of China Merchants Group. He also served as managing director of Hoi Tung Marine Machinery Suppliers Limited, general manager of financial department, shipping department and vice manager of China Communications Import & Export Corporation and the marine engineer of COSCO Guangzhou Ocean Shipping Company (中遠廣州遠洋運輸公司). Mr. Wang Hong graduated from turbine management major in Dalian Maritime University in 1982 and obtained a Master Degree of Business Administration from Graduate School of University of Science and Technology Beijing in 1991 and a Ph.D. degree in management from Gradual School of Chinese Academy of Social Sciences in July 1999.

**Mr. Wang Yuhang (王宇航)**, aged 56, is currently a deputy general manager and party committee member of China COSCO Shipping Corporation Limited. He has held positions in China Ocean Shipping (Group) Company including deputy manager of Personnel Department of Human Resources Division, deputy general manager of Development Division, deputy general manager of Human Resources Division, general manager of Supervision Division, deputy director of Discipline Inspection Commission, deputy director of Supervision Division, director of Legal Office, general manager of Human Resources Division, as well as vice president of COSCO Americas Inc., acting president of COSCO Americas Inc., deputy general manager and general manager of COSCO Shipbuilding Industry Company, general manager of COSCO Shipyard Group Co., Ltd. and vice president and party committee member of China COSCO Shipping Corporation Limited. With over 30 years' expertise in shipping industry, Mr. Wang Yuhang has rich experiences in human resources development, discipline inspection and corporate management. He begins his current office in January 2016. Mr. Wang Yuhang obtained his Bachelor's Degree in marine engineering from Dalian Maritime University. He is a senior engineer.

**Information on Directors, Supervisors, Senior Management and Employees**

**Mr. Mai Boliang (麥伯良)**, aged 58, has been the president of the Company since 7 March 1994, CEO and president of the Company since 27 August 2015 and an executive Director of the Company since 8 March 1994. Mr. Mai joined the Company in 1982 and served as manager of production technical department and the deputy manager. Mr. Mai graduated from mechanical engineering of South China University of Technology in July 1982 with a bachelor degree.

**Mr. Hu Xianfu (胡賢甫)**, aged 48, currently serves as general manager of China Merchants Industry Holdings Co., Ltd. Mr. Hu joined China Merchants Group in July 1992 and served successively as financial manager of China Merchants Heavy Industry, deputy manager and manager of China Merchants Industry Holdings Co., Ltd., deputy general manager and chief financial officer of Yiu Lian Dockyards (Shekou) Limited and China Merchants Heavy Industry (Shenzhen) Co., Ltd., and deputy general manager and chief financial officer of China Merchants Industry Holdings Co., Ltd. Mr. Hu graduated from the department of engineering management of Wuhan University of Water Transportation Engineering, with a degree in finance and accounting before obtaining his master's degree in business administration (MBA) from Shanghai University of Finance and Economics and later qualified as an international accountant.

**Mr. Liu Chong (劉沖)**, aged 47, is now a managing director of COSCO SHIPPING Development CO., Ltd. From July 1990 to March 2016, Mr. Liu Chong served successively as a staff in audit office of Guangzhou Shipping (Group) Company, deputy chief accountant of Bao'an Branch of China Merchants Bank, staff in audit department of Guangzhou Shipping (Group) Company, auditor and deputy chief of planning and financial office of Guangzhou Maritime Transport Group Real Estate Company, deputy section chief of the finance section of the finance department of Guangzhou Shipping (Group) Company, vice president of the internal bank of Guangzhou Shipping (Group) Company Limited, deputy officer of the Guangzhou Branch of the Settlement Centre of China Shipping (Group) Company, deputy general manager of China Shipping Investment Co., Ltd., chief financial officer and deputy general manager of China Shipping Logistics Co., Ltd., chief accountant of China Shipping (Hainan) Haisheng Co., Ltd., secretary of Party general branch and officer of China Shipping Finance Co., Ltd. and the Group's capital management department, chief accountant of China Shipping Container Lines Company Limited, general manager of China Shipping Investment Co., Ltd. and general manager of COSCO SHIPPING Development. He holds a bachelor's degree and is a senior accountant.

**Information on Directors, Supervisors, Senior Management and Employees**

**Mr. Pan Chengwei (潘承偉)**, aged 71, graduated from The Ministry of Transportation Management Cadre Institute with an associate bachelor degree and is an accountant. Mr. Pan started his career in 1965 and retired in November 2008. He had served as the head of finance department of China Ocean Shipping Company, the general manager of finance department of China Ocean Shipping (Group) Company, the general manager of finance department of COSCO (Hong Kong) Group Limited, the general manager of COSCO (H.K.) Property Development Limited, the general manager of COSCO (H.K.) Industry & Trade Holdings Ltd., the chief representative of Shenzhen representative office of COSCO (Hong Kong) Group Limited and the chief financial officer of Shenzhen Guangju Energy Co., Ltd., the general manager of COSCO (Cayman) Fortune Holding Co., Ltd. and its Hong Kong branch, and the compliance manager of the fuel & oil futures department of China Ocean Shipping (Group) Company. He has been an independent director of Shenzhen Nanshan Power Co., Ltd. since May 2011 to 17 November 2017 and China Merchants Bank Co., Ltd. since July 2012, respectively.

**Mr. Pan Zhengqi (潘正啟)**, aged 64, holds a master degree and the qualifications of senior economist and senior political worker. Mr. Pan successively served as seaman, secretary of Party Committee Office, section head, deputy director, director, manager of Enterprise Planning Division and concurrently director and secretary of Party Committee of No. 2 Ship Management Division and No. 4 Ship Management Division in Shanghai Ocean Shipping Company. He served as deputy general manager in Qingdao Ocean Shipping Company and concurrently general manager and secretary of Party Committee of Lianyungang Ocean Shipping Company; deputy general manager of COSCO Asia Company. He served as general manager of COSCO Asia Company and concurrently general manager of COSCO International City Development Company; vice president of COSCO Australia Company and concurrently general manager of COSCO New Zealand Company; party committee secretary of Shenzhen Ocean Shipping Company; deputy general manager of COSCO Hong Kong Shipping Company/Shenzhen Ocean Shipping Co., Ltd.

**Mr. Wong Kwai Huen, Albert (王桂壘)**, aged 66, BBS/JP. He holds a bachelor degree of art from Chinese University of Hong Kong, a bachelor of laws degree from University of London and graduated from the College of Law, U.K. He is a practising solicitor in Hong Kong and UK, Hua Hong Semiconductor Limited, China Oilfield Services Limited and Vinda International Holdings Limited. He had once been the Managing Partner of China region for 15 years in two international large law firms in aggregate, and also worked for the Lands Department, Department of Justice and Legislative Council of the Hong Kong SAR for 10 years in total. He was appointed as committee member of Hong Kong International Airport Authority, Hospital Authority and Competition Commission successively. He is the honorary chairman of Hong Kong International Arbitration Centre. He is also the vice-chairman of Hong Kong Inland Revenue Board of Review, chairman of Hong Kong Copyright Tribunal, a director of The Hong Kong Mortgage Corporation Limited.

## 2. Supervisors

Information on the current Supervisors is set out below:

Name	Gender	Age	Position	Term	Number of shares held in the Company (shares)	
					31 December 2016	31 December 2017
Zhang Mingwen	M	39	Chairman of the Supervisory Committee	from 31 May 2016 to 2018 annual general meeting	0	0
Wang Hongyuan	M	42	Supervisor	from 26 September 2017 to 2018 annual general meeting	0	0
Xiong Bo	M	58	Supervisor	from 31 May 2016 to the date of the general staff meeting to be held in 2018 for electing Supervisors	0	0

Brief biography of the Supervisors:

**Mr. Zhang Mingwen (張銘文)**, aged 39, currently serves as the chief accountant and a member of the Party committee of COSCO SHIPPING Development. Mr. Zhang began his career in 1999. He served as the officer and vice supervisor of the settlement centre of China Shipping (Group) Company, the vice supervisor and deputy chief of the capital center of the financial planning department of China Shipping (Group) Company, the assistant to the general manager of the financial planning department of China Shipping (Group) Company and the assistant to the general manager of the financial capital department of China Shipping (Group) Company. Mr. Zhang Mingwen joined COSCO SHIPPING Development in November 2012 and served as the deputy chief accountant of COSCO SHIPPING Development and member of the Party committee from November 2012 to January 2014. He has served as the finance representative of COSCO SHIPPING Development since April 2013 and the chief accountant and a member of the Party committee since January 2014 till now. Mr. Zhang Mingwen graduated from Faculty of Finance of the Shanghai University of Finance and Economics, majoring in investment economics and obtaining a bachelor's degree in economics, and the Antai College of Economics & Management of Shanghai Jiao Tong University, majoring in business administration and receiving a MBA degree. He is a chartered financial analyst (CFA) and a senior accountant.

**Information on Directors, Supervisors, Senior Management and Employees**

**Mr. Wang Hongyuan (王洪源)**, age 42, graduated from the Institute of Navigation of Dalian Maritime University and obtained a bachelor's degree in ocean vessel driving in July 1997. He started his career in July 1997 and obtained a master's degree from Transportation Management College of Dalian Maritime University as a full-time postgraduate student from August 2001 to June 2003. From July 1997 to August 2001, Mr. Wang successively worked as third officer, second officer, and practice officer of the vessel assigned to Panama of Shandong Shipping Group. From June 2003 to July 2005, he worked as senior project manager of the business development department (the former of gulf project group secretariat\* (前海灣項目組秘書處)) of China Merchants Group. From July 2005 to August 2008, he was a senior project manager of the business management department of China Merchants Holdings (International) Company Limited. From August 2008 to October 2011, he served as the deputy general manager and general manager of China Merchants International Cold Chain Co., Ltd.\* (招商局國際冷鏈有限公司) while also served as business director of China Merchants Maritime & Logistics (Shenzhen) Ltd. (Bonded Logistics), as well as, executive vice president of China Merchants Meileng Logistics Holdings Limited\* (招商美冷物流控股有限公司). From October 2011 to December 2012, Mr. Wang worked as the deputy general manager of the enterprise strategic operations management department of China Merchants Holdings (International) Company Limited. From January 2013 to December 2013, he served as deputy general manager of China Merchants Port Services (Shenzhen) Company Limited\* (招商港務(深圳)有限公司). From January 2014 to January 2015, Mr. Wang was the general manager assistant of China Merchants Food Supply Chain Management Co., Ltd. From January 2015 to December 2016, he served as director assistant of the capital management department of China Merchants Group Limited. From December 2016 to present, Mr. Wang has been the general manager of the strategic development department and the general manager of China Merchants Industry Holdings Company Limited\* (招商局工業集團有限公司). From August 2017 to present, he has also been serving as the general manager of China Merchants Great Wall Ocean Technology Strategic Development Industry Fund\* (招商局長城海洋科技戰略發展產業基金).

**Mr. Xiong Bo (熊波)**, aged 58, joined the Company in 1991. He currently serves as the tax manager of Finance Management Department of the Company. Mr. Xiong has been the chairman of the Labour Union of the Company since 1996. He graduated from Heilongjiang Radio and TV University in 1982 with major in electronics and received a bachelor's degree.

### 3. Senior Management

Information on current members of the senior management is set out below:

Name	Gender	Age	Position	Term	Number of shares held in the Company (shares)	
					31 December 2016	31 December 2017
Mai Boliang	M	58	CEO and president	from 28 March 2016 to 2019 annual Board meeting	494,702 (A Shares)	494,702 (A Shares)
Liu Xuebin	M	58	Vice president	from 28 March 2016 to 2019 annual Board meeting	96,000 (A Shares)	72,000 (A Shares)
					2,400 (H Shares)	2,400 (H Shares)
Wu Fapei	M	59	Vice president	from 28 March 2016 to 2019 annual Board meeting	0	0
Li Yinhui	M	50	Vice president	from 28 March 2016 to 2019 annual Board meeting	0	0
Yu Ya	M	62	Vice president	From 24 March 2015 to 31 March 2018	100,000 (A Shares)	100,000 (A Shares)
Zhang Baoqing	M	61	Vice president	three years from 24 March 2015	0	0
Gao Xiang	M	52	Vice president	three years from 1 April 2015	0	0
Yu Yuqun	M	52	Secretary to the Board, Company Secretary	from 28 March 2016 to 2019 annual Board meeting	0	0
Zeng Han	M	42	General manager of financial department	from 27 March 2017 to 2020 annual Board meeting	0	0
Yang Rong	F	42	General manager of capital management department	from 28 March 2016 to 8 January 2018 (note)	0	0

Note : On 8 January 2018, Ms. Yang Rong resigned as General manager of capital management department for personal reasons. On 15 January 2018, after due consideration of first meeting in 2018 of the eighth session of the board of the Company, consolidated the original financial management department and the capital management department as the new financial management department, and appointed Mr. Zeng Han as the general manager of the financial management department.

**Information on Directors, Supervisors, Senior Management and Employees**

Brief biography of the senior management:

**Mr. Mai Boliang (麥伯良)**, is an executive Director, CEO and president of the Company. For details of Mr. Mai Boliang, please refer to "1. Directors" of "Brief Biography of the Directors, Supervisors and Senior Management" in this Chapter.

**Mr. Liu Xuebin (劉學斌)**, aged 58, has been a vice president of the Company since March 2004. He joined the Group in 1982, and once worked in the Company's Procurement Department from 1982 to 1990, deputy general manager of Nantong Shunda Container Co., Ltd. (南通順達集裝箱有限公司) from 1990 to 1994, deputy general manager of the Container Branch of the Company from 1994 to 1995, and general manager of Xinhui CIMC Container Co., Ltd. (新會中集集裝箱有限公司) from 1995 to 1997. From 1997 to 2013, he was appointed as general manager of Shenzhen Southern CIMC Containers Manufacture Co., Ltd. (深圳南方中集集裝箱製造有限公司) and in December 1998, he held the positions of the assistant to the president of the Company and chairman of Xinhui CIMC Container Co., Ltd. (新會中集集裝箱有限公司). Since January 2011, he was appointed as deputy general manager of CIMC Containers Holding Co., Ltd. (中集集裝箱控股有限公司). Mr. Liu graduated from Shenzhen University with a bachelor degree in business administration in August 1990.

**Mr. Wu Fapei (吳發沛)**, aged 59, has been a vice president of the Company since March 2004. He joined the Company in 1996, was appointed as the manager of Information Management Department in December 1996, then the assistant to the president in December 1998 and further the secretary of the Board from December 1999 to March 2004. Before that, he used to be a teacher and associate professor of School of Business Administration in South China University of Technology and the deputy general manager of Zhaoqing Nanhua Bicycle Ronghui Co., Ltd. in Guangdong. Mr. Wu graduated from South China University of Technology with a bachelor degree in mechanical manufacturing in July 1982 and a master degree in engineering in July 1989.

**Mr. Li Yinhui (李胤輝)**, aged 50, has been a vice president of the Company since March 2004. He has been the chairman or director of a number of subsidiaries of the Company since 2004. He worked with us as part-time vice president from October 2002 to October 2003. Mr. Li worked in Ministry of Commerce from March 2003. Between May 1993 and March 2003, he worked in State Commission of Foreign Trade and Economic Cooperation. Prior to that, Mr. Li worked in Central Committee of Chinese Communist Youth League. He received his bachelor degree in history from Jilin University in July 1991, an MBA degree from School of Business in Nanjing University in December 1997 and Ph.D. in economics from Jilin University in June 2001. Mr. Li successfully completed a three years' research at the postdoctoral centre of China Centre for International Economic Exchanges in September 2016.

**Information on Directors, Supervisors, Senior Management and Employees**

**Mr. Yu Ya (于亞)**, aged 62, has been a vice president of the Company since March 2010. Mr. Yu has been working with the Company since August 2007, serving as vice secretary of the Party Committee and general manager of Public affairs department. He has also been the chairman or a director of a number of subsidiaries of the Company since October 2009. He once worked for central ministries as deputy director, for China Light Industry Corporation as vice president and for Capgemini as executive director and executive vice president in Greater China Region. Mr. Yu graduated from the Mechanical Engineering Department of Tianjin Light Industry Vocational Technical College in July 1984 and obtained a MBA degree from Nanjing University in June 1997.

**Mr. Zhang Baoqing (張寶清)**, aged 61, was appointed as a vice president of the Company in March 2012. Since May 1995, Mr. Zhang has been the general manager of Xinhui CIMC Wood Co., Ltd. From June 1995 to May 2016, Mr. Zhang was the deputy general manager and then the general manager of Xinhui CIMC Containers Co., Ltd. (新會中集集裝箱有限公司), and from January 2003 to May 2016, he was also the general manager of Guangdong Xinhui CIMC Special Transportation Equipment Co., Ltd. (廣東新會中集特種運輸設備有限公司). Mr. Zhang once acted as the assistant to the president of the Group from March 2004 to March 2012, the general manager of CIMC Wood Development Co., Ltd from February 2009 to March 2013, the deputy general manager of CIMC Container Holding Co., Ltd. (中集集團集裝箱控股有限公司) under the Group since June 2011 and the general manager of CIMC Modular Building Investment Company Limited (中集模塊化建築投資有限公司) under the Group since March 2014. Before that, he once worked as assistant to the general manager and manager of technical department of Nantong Shunda Containers Co., Ltd. (南通順達集裝箱有限公司). Mr. Zhang is a senior engineer. He graduated from South China University of Technology with a bachelor degree in mechanical design and automation science in July 1982.

**Mr. Gao Xiang (高翔)**, aged 52, has been a vice president of the Company since 1 April 2015. Mr. Gao graduated from Tianjin University majoring in marine and shipbuilding engineering. He is also a senior engineer. Mr. Gao acted as the general manager of Tianjin CIMC North Ocean Container Co., Ltd., Tianjin CIMC Containers Co., Ltd., Tianjin CIMC Logistics Equipments Co., Ltd., Tianjin CIMC Vehicle Logistics Equipments Co., Ltd. and Tianjin CIMC Special Vehicles Co., Ltd., respectively, from 1999 to 2008. He worked as the assistant to the president of CIMC from 2004 to 2008. He served as the executive director and general manager of CIMC Enric Holdings Limited in 2009 and then the chairman of this company since 1 April 2015. Mr. Gao is also the chairman of certain subsidiaries of CIMC Enric Holdings Limited.



**Information on Directors, Supervisors, Senior Management and Employees**

**Mr. Yu Yuqun (于玉群)**, aged 52, has been the secretary to the Board of the Company since March 2004 and has been the Company Secretary since 25 October 2012. He joined the Company in 1992 and subsequently worked as deputy manager, manager of Financial Affairs Department and manager of the office of secretary to the Board, responsible for shareholder relationship, investor relationship and fund management. Mr. Yu became the representative for securities affairs of the Company since its listing on the Shenzhen Stock Exchange in 1994. Mr. Yu has been appointed as an executive director of CIMC Enric (Hong Kong stock code: 3899) since September 2007 and was re-designated as a non-executive director in 5 September 2016. He was a non-executive director of TSC Group Holdings Limited (formerly known as TSC Offshore Group Limited and whose shares are listed on the Main Board of the Stock Exchange) from 2011 to 2016. Mr. Yu is currently a non-executive director of CFE (whose shares are listed on the Main Board of the Stock Exchange), a non-executive director of Pteris Global Limited and the chairman of Shenzhen Sky Capital Co., Ltd. Mr. Yu is the member of the Appeal and Review Committee of the Shenzhen Stock Exchange and the member of the first session of Merger and Acquisition Finance Committee of China Association for Public Companies. From July 1987 to October 1989, he worked in the State Price Control Bureau. Mr. Yu graduated from Beijing University and obtained a bachelor's degree in economics in July 1987 and a master's degree in economics in July 1992.

**Mr. Zeng Han (曾邗)**, aged 42, has been the general manager of the Financial Management Department of the Company since March 2017. Mr. Zeng joined the Company in 1999 and has successively served as manager of the Accounting Division of the Financial Management Department, assistant to the general manager of the Financial Management Department, deputy general manager and executive deputy general manager of the Financial Management Department. He also held a concurrent post as manager of the Financial Department of CIMC Enric (Hong Kong Stock Code: 3899) from 2009 to 2010. Since 2015, he has been appointed as directors of a number of subsidiaries and was appointed as the chairman of the Financial Informationization Decision-making Committee of the Group in 2016. Mr. Zeng graduated from Hangzhou Institute of Electronic Engineering with a bachelor's degree in economics in July 1996, and later graduated from Jiangsu University of Science and Technology with a master's degree in management in June 1999. Mr. Zeng Han is a certified public accountant in China.

**Ms. Yang Rong (楊榕)**, aged 42, has been the general manager of Capital Management Department of the Company since March 2016. Ms. Yang served as the finance manager both for Overseas Business Division and Information Network Business Division of Konka Group Co., Ltd. in addition to her positions as the general manager of Finance Department from April 1999 to December 2004. From January 2005 to November 2009, she served as the deputy director of Finance Department of OCT Enterprises Co., and chief financial officer (part-time) and deputy director of Audit Department of OCT (HK) Company Limited. Ms. Yang served as the chief financial officer of Konka Group Co., Ltd. from November 2009 to May 2014 and has served as the deputy general manager of Capital Management Department of the Company since June 2014. Graduated from Northwestern Polytechnical University, Ms. Yang obtained a bachelor degree in management engineering and a master degree in financial management in July 1996 and April 1999, respectively.

## II. CHANGES ON SHAREHOLDINGS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Name	Position	Job state	Gender	Age	Start of term of office	End of term of office	Number of shares held at the beginning of the Reporting Period (shares)	Number of added shares held for the current period (shares)	Number of reduced shares held for the current period (shares)	Other changes in the number of shares (shares)	Number of shares held at the end of the Reporting Period (shares)
Liu Xuebin	Vice president	Current	M	58	2016.3.28	until the date of annual Board meeting for 2019	96,000 (A Shares) 2,400 (H Shares)	0 0	24,000 0 (A Shares)	0 0	72,000 (A Shares) 2,400 (H Shares)
Jin Jianlong	general manager of the financial management department	Retirement	M	64	2016.3.28	until 27 March 2017	210,000 (A Shares)	124,000 (A Shares)	30,000 (A Shares)	0	304,000 (A Shares)

## III. INTERESTS OF DIRECTORS, SUPERVISORS AND CHIEF EXECUTIVES IN THE SHARE CAPITAL OF THE COMPANY AND ASSOCIATED CORPORATION THEREOF

As at 31 December 2017, the interests or short positions held by the Directors, Supervisors and chief executives of the Company in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of SFO) pursuant to Part XV of the SFO which are required to be notified to the Company and the Hong Kong Stock Exchange under Divisions 7 and 8 of Part XV of the SFO, including interests and short positions which the Directors or Supervisors of the Company are taken or deemed to have under such provisions of the SFO, or which are required to be recorded in the register kept by the Company under Section 352 of the SFO, or otherwise required to be notified by the Directors, Supervisors and chief executives to the Company and the Hong Kong Stock Exchange in accordance with the Model Code contained in Appendix 10 of the Hong Kong Listing Rules, was as follows:

### 1. Interest in the Shares of the Company

Name	Nature of interest	Number of shares (shares)	Nature of the shares
Mai Boliang	Beneficial interest	494,702	A Shares

**Information on Directors, Supervisors, Senior Management and Employees****2. Interest in the Underlying Shares of the Company**

For details of the interests in the underlying shares of the Company held by any Director, Supervisor and chief executive of the Company as at 31 December 2017, please refer to “XV. Implementation of the Company’s Share Option Incentive Scheme, Employee Stock Ownership Scheme or Other Employee Incentive Measures” of “Chapter VIII Significant Events” in this Report.

**3. Interest in the Associated Corporation of the Company**

Name	Name of associated corporation	Nature of interest	Number of Shares (shares)
Mai Boliang	CIMC Enric	Beneficial interest	7,260,000

**IV. CHANGES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT OF THE COMPANY**

Name	Position	Type	Date	Reasons
Jin Jianlong	General Manager of the Finance Management Department	Retirement upon expiry of the term	2017.3.27	Retirement upon expiry of the term
Zeng Han	General Manager of the Finance Management Department	Appointment	2017.3.27	Appointment
Wang Zhixian	Non-executive Director	Resignation	2017.8.7	Resignation
Hu Xianfu	Non-executive Director	Election	2017.9.26	Election
Lv Shengzhou	Supervisor	Resignation	2017.9.25	Resignation
Wang Hongyuan	Supervisor	Election	2017.9.26	Election

## V. JOB STATUS OF CURRENT DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

For the professional background and major working experience of current Directors, Supervisors and Senior Management and their main responsibility in the Company, please refer to "I. Brief Biography of the Directors, Supervisors and Senior Management" in this Chapter.

### 1. Job Status in Shareholders' Company

Name	Name of Shareholders' company	Position in Shareholders' company	Start of term of office	End of term of office	With compensation allowance from Shareholders' company or not
Wang Hong	China Merchants Group Limited	Deputy general manager	March 2015	-	Yes
Wang Yuhang	China COSCO Shipping China Merchants Group	Deputy general manager	January 2016	-	Yes
Hu Xianfu	China Merchants Industry Holdings Limited	General manager	December 2017	-	Yes
Liu Chong	COSCO SHIPPING Development Co., Ltd.	Managing director	March 2016	-	Yes
Zhang Mingwen	COSCO SHIPPING Development Co., Ltd.	Chief accountant	January 2014	-	Yes
Wang Hongyuan	China Merchants Industry Holdings Limited	Deputy general manager and general manager of Strategy and Development Department	December 2016	-	Yes

## Information on Directors, Supervisors, Senior Management and Employees

## 2. Job Status in Other Companies

Name	Name of other company	Position in other company	Start of term of office	End of term of office	With compensation allowance from other company or not
Wang Hong	China Merchants Port Holdings Company Limited	Director	2005.05.11	-	No
Liu Chong	Cinda Asset Management Co., Ltd.	Director	August 2017	-	No
Pan Chengwei	China Merchants Bank Co., Ltd.	Independent Director	2012.07.09	-	Yes
	Shenzhen Nanshan Power Co., Ltd.	Independent Director	2011.05.25	2017.11.17	Yes
Wong Kwai Huen, Albert	Fried, Frank, Harris, Shriver & Jacobson LLP	Principal of Hong Kong and Shanghai Offices	2006	-	Yes
Zhang Mingwen	Shanghai Life Insurance Co., Ltd.	Director	January 2017	-	No
	China Shipping Finance Company Limited	Director	May 2016	-	No
Wang Hongyuan	China Merchants Great Wall Ocean Technology Strategic Development Industry Fund* (招商局長城海洋科技戰略發展產業基金).	General manager	August 2017	-	No

Penalties on the current and resigned Directors, Supervisors and Senior Management of the Company during the Reporting Period by the securities regulatory authority for the recent three years

Applicable     Not applicable

## **VI. REMUNERATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

### **1. Decision-making Process, Basis for Determination and Actual Payment of Remuneration of Directors, Supervisors and Senior Management**

In accordance with the provisions of the Articles of Association, remuneration of the Company's Directors and Supervisors shall be determined by the General Meeting, while remuneration of the Senior Management shall be determined by the Board. During the Reporting Period, the Directors (apart from independent non-executive Directors) and Supervisors of the Company shall not receive remuneration due to holding the relevant positions of directors and supervisors. Senior Management shall receive remuneration from the Company or its subsidiaries. The Company has established complete salary system and remuneration regulations, and the Company adopts annual salary system. The Board of the Company shall pay remuneration to the Senior Management according to the "Regulations for Annual Performance Assessment and Incentive for the Personnel Employed by the CIMC Board".

Upon consideration and approval of the Board and the General Meeting, the independent non-executive Director was awarded with RMB200,000 per year as independent directors allowance during the Reporting Period. In addition, independent Directors did not receive other remuneration during the Reporting Period. The staff representative Supervisor Mr. Xiong Bo received remuneration from the Company due to the other position he held at the Company.

The details of remuneration (pre-tax) of current Directors, Supervisors and Senior Management are described in the following remuneration table for Directors, Supervisors and Senior Management.

## Information on Directors, Supervisors, Senior Management and Employees

## 2. Remuneration of Directors, Supervisors and Senior Management during the Reporting Period

Unit: RMB thousand

Name	Position	Gender	Age	Status	Total remuneration before tax from the Company	Remuneration Received from related parties of the Company
Wang Hong	Chairman and non-executive Director	M	55	Current	-	-
Wang Yuhang	Vice chairman and non-executive Director	M	56	Current	-	-
Mai Boliang (Note 1)	Executive Director, CEO and president	M	58	Current	4,675	-
Wang Zhixian	Non-executive Director	M	52	Retirement	-	-
Hu Xianfu	Non-executive Director	M	48	Current	-	-
Liu Chong	Non-executive Director	M	47	Current	-	-
Pan Chengwei	Independent non-executive Director	M	71	Current	200	-
Pan Zhengqi	Independent non-executive Director	M	64	Current	200	-
Wong Kwai Huen, Albert	Independent non-executive Director	M	66	Current	200	-
Zhang Mingwen	Chairman of the Supervisory Committee	M	39	Current	-	-
Lv Shengzhou	Supervisor	M	54	Retirement	-	-
Wang Hongyuan	Supervisor	M	42	Current	-	-
Xiong Bo (Note 2)	Supervisor	M	58	Current	348	-
Liu Xuebin	Vice president	M	58	Current	2,183	-
Wu Fapei	Vice president	M	59	Current	2,169	-
Li Yinhui	Vice president	M	50	Current	1,472	-
Yu Ya	Vice president	M	62	Current	1,834	-
Zhang Baoqing	Vice president	M	61	Current	2,222	-
Gao Xiang	Vice president	M	52	Current	2,455	-
Yu Yuqun	Secretary to the Board	M	52	Current	2,131	-
Jin Jianlong (Note 3)	General Manager of Financial Management Department	M	64	Retirement	330	-
Zeng Han (Note 3)	General Manager of Financial Management Department	M	42	Current	1,033	-
Yang Rong (Note 3)	General Manager of Capital Management Department	F	42	Retired on 8 January 2018	1,846	-
Total	-	-	-	-	23,298	-

Note 1: As the executive Director of the Company, Mr. Mai Boliang has received the remuneration from the Company due to his position of CEO and president in the Company.

Note 2: Mr. Xiong Bo has received remuneration from the Company due to his position held in the Company other than the Supervisor.

Note 3: Approved by the first meeting in 2017 of the eighth session of the Board of the Company, Mr. Jin Jianlong, left office due to the expiration of the term while Mr. Zeng Han was appointed as the general manager of finance management department. On 8 January 2018, Ms. Yang Rong resigned as general manager of capital management department for personal reasons. On 15 January 2018, after due consideration of first meeting in 2018 of the eighth session of the board of the Company, consolidated the original financial management department and the capital management department as the new financial management department, and appointed Mr. Zeng Han as the general manager of the consolidated financial management department.

The top five people who received the highest remuneration from the Group in 2017 have been listed in the above table.

### 3. Options Granted to Directors, Supervisors and Senior Management during the Reporting Period

Name	Position	Exercisable during the Reporting Period (shares)	Exercised during the Reporting Period (shares)	Exercise price of Exercised during the Reporting Period (RMB/share)	Market price at the end of the Reporting Period (RMB/share)	Number of Restricted shares at the beginning of the Period (shares)	Number of newly granted restricted shares during the Reporting Period (shares)	Grant price of restricted Shares (RMB/share)	Number of restricted shares held at the end of the Period (shares)
Mai Boliang	Executive Director, CEO and president	2,850,000	0	10.49	22.85	0	0	0	0
Liu Xuebin	Vice president	997,000	0	10.49	22.85	0	0	0	0
Wu Fapei	Vice president	750,000	0	10.49	22.85	0	0	0	0
Li Yinhui	Vice president	750,000	0	10.49	22.85	0	0	0	0
Yu Ya	Vice president	650,000	0	10.49	22.85	0	0	0	0
Zhang Baoqing	Vice president	750,000	0	10.49	22.85	0	0	0	0
Gao Xiang	Vice president	375,000	0	10.49	22.85	0	0	0	0
Yu Yuqun	Secretary to the Board	750,000	0	10.49	22.85	0	0	0	0
Zeng Han	General Manager of Financial Management Department	288,750	0	10.49	22.85	0	0	0	0
Total	—	8,160,750	0	—	—	0	0	0	0

Note: On 27 March 2017, the Company's senior management Mr. Jin Jianlong retired. As at 31 December 2017, Mr. Jin Jianlong still had 516,000 unexercised A share options of the Company and 140,000 unexercised options of CIMC Enric.

### 4. Remuneration Policy of the Senior Management

The remuneration policy of the Senior Management of the Company shall be subject to the "Regulations for Annual Performance Assessment and Incentive for the Personnel Employed by the CIMC Board". The Company's senior management remuneration policy links financial interests of the senior management with the Group's operating results and the performance of its shares in the market.



**Information on Directors, Supervisors, Senior Management and Employees****VII. EMPLOYEES OF THE COMPANY****1. Number of Domestic Employees, Professional Composition and Education Background**

Number of in-service employees of the Company	265
Number of in-service employees of principal subsidiaries	50,424
Total number of in-service employees	50,689
Total number of employees who received salaries during the Reporting Period	50,689
Number of retired employees whose expense should be assumed by the Company and principal subsidiaries	98

Professional composition		Education background	
Professional composition	Number of employees	Education degree	Number of employees
Production personnel	33,384	PHD	32
Sales personnel	2,544	Master	1,108
Technical personnel	9,086	Bachelor	8,347
Financial personnel	1,161	College	7,477
Administration personnel	4,514	Senior high school and below	33,725
Total	50,689	Total	50,689

**2. Remuneration Policies**

For details of the Company's remuneration policies, please refer to "Employees and Remuneration Policies" of "Chapter VI Management Discussion and Analysis Prepared in Accordance with the Hong Kong Securities Regulatory Rules" in this Report.

**3. Training Programme**

The Group sticks to its core cultural philosophy of "people-oriented and mutual business" and constantly develops talents for the industry through building a talent training system with CIMC characteristics. The multilevel and composite talent training system of the Group includes new employees training, general skills training, professional training, leadership training programme and international talent training programme.

**4. Labour Outsourcing**

Applicable     Not applicable

## Chapter XI

# Corporate Governance and Corporate Governance Report

The Company has prepared the “Corporate Governance Work Report” and the “Corporate Governance Report” in accordance with different requirements in form and content of PRC securities regulatory authorities and the Hong Kong Listing Rules, respectively. To keep the presentation lucid and to avoid undue repetitions, a cross-referencing approach has been adopted.

## **Part I: CORPORATE GOVERNANCE WORK REPORT (PREPARED IN ACCORDANCE WITH PRC SECURITIES REGULATORY REQUIREMENTS)**

### **1. SITUATION OF CORPORATE GOVERNANCE**

During the Reporting Period, the Company continued to enhance and improve the Company’s corporate governance and standardised operation in strict compliance with the requirements of laws and regulations including the PRC Company Law, Corporate Governance Guidelines for Listed Companies, Guidance Opinion on Establishing a System of Independent Directors in Listed Companies, Rules of General Meetings of Listed Companies and Guidelines on the Articles of Association of Listed Companies as well as the requirements of the Listing Rules. The Company has established a corporate governance structure which is in line with the requirements of management of modern enterprise and ensures the full and balanced performance of all functions. In accordance with a series of rules and regulations of the Company such as the Rules of Procedure for Shareholders’ Meeting, the Rules of Procedure for Board, the Rules of Procedure for Supervisory Committee and the Working rules for the President, the Company implemented effective corporate governance by giving full play to the role of Board committees. The functions and responsibility of the general meeting, the Board and the Supervisory Committee were thus fully performed and balanced, which safeguarded the interests of the Shareholders and the Company effectively ensured the sustainable and healthy development of the Company. In November 2017, as one of the pilot units to the international standard of ISO 37001 Anti-bribery Management Systems, the Company was invited to participate in the Global Summit for Best Practice of Anti-bribery Management, and our subsidiary CIMC Tianda was the first to be awarded the ISO 37001 Anti-bribery Management Systems accreditation certificate in China.

In accordance with standards for the corporate governance of listed companies by CSRC, CSRC Shenzhen Bureau, Shenzhen Stock Exchange and the Hong Kong Stock Exchange, the Company positively and timely completed corporate governance rectification, special inspection and system establishment as required by relevant regulatory authorities. In 2017, the Company was awarded the National Science and Technology Progress Award by the State Council and was ranked 37th among the Top 500 Enterprises in Guangdong Province by the Guangdong Provincial Enterprise Confederation.

In 2017, the Company continued to place emphasis on and was committed to improving investor relations management. According to relevant laws and regulations such as the Company Law, the Securities Law, and the Manual for Investor Relations Management of Listed Companies and the requirements of the Articles of Association, the Company followed the principles of “full and compliance disclosure of information, equal opportunity for all investors, honesty and integrity, and interactive communication” throughout management of the investor relations. In the interests of medium and small investors, the Company adopted effective and convenient measures in daily work and settlement of major issues to strengthen all-around and effective communication with Shareholders and investors. Selective disclosure was avoided to ensure the interests of medium and small Shareholders in respect of obtaining corporate information in a fair and just manner. It earnestly conducted daily reception, patiently answered inquiries of investors through phone calls, participated in annual investment conferences and thematic meetings held by domestic and international securities brokers and conducted “one to one” or “one to many” communications with institutional investors. In respect of the

## Corporate Governance and Corporate Governance Report

newsworthy events or emergencies concerned by Shareholders and investors, the Company replied the online inquiries on the "Interaction Easy" and "Interactive Platform for Investor Relations" of the Shenzhen Stock Exchange to achieve timely, patient and objective communications with medium and small investors. In 2017, the Company received visits, researches and plant visits from various institutional investors of fund and investment companies, securities companies and individual investors of approximately 35 times in total. CIMC arranged for institutional investors such as securities brokers and funds to conduct field researches to the Company several times to visit the operational bases or projects of automation logistics, containers, automobile and airport businesses, enabling them to deeply understand the development of strategically emerging industries and new business expansion of the Company. Through demonstration of technological research results and development objectives of various business segments, the Company enabled its investors and Shareholders to further recognise their investment value, enhanced the confidence of its investors, safeguarded the rights to know of medium and small investors, strengthened the sense of belonging of Shareholders in the Company and created good Shareholders' culture. In addition, the Company held the Disclosure Meeting of Annual Results of 2016 at the end of March and Disclosure Meeting of Interim Results of 2017 at the end of August respectively, and provided live broadcast of the meetings to domestic investors through the live webcasting platform. Further, the Company distributed in 2017 the contents of the official website of the Company through the mobile platform in a timely manner, with a view to enrich information sources for medium and small investors.

**Any difference between corporate governance and the standards of the normative documents regarding corporate governance of listed companies issued by the CSRC**

Yes     No

### Formulation and implementation of registration and management system of insiders

The Company has established an Insider Registration and Management System according to various securities regulatory requirements. The above system, which specifies the scope of inside information and insiders, the approval, registration and filing system of inside information and confidentiality obligation, has become an important part of the Company's internal control system. In respect of implementation of inside information and insider management system, the Company carried out an effective supervision on internal circulation and disclosure of inside information in accordance with the various systems and requirements on a strict basis. Self examination result shows that no insiders have used any inside information to trade the Company's shares before disclosure of major sensitive information affecting the Company's share price in 2017.

## **2. INDEPENDENCE OF THE COMPANY FROM ITS CONTROLLING SHAREHOLDERS IN RESPECT OF BUSINESS, PERSONNEL, ASSET, ORGANISATIONAL STRUCTURE AND FINANCE**

The direct substantial Shareholders of the Company are China Merchants (CIMC) Investment (its controlling shareholder is China Merchants Group) and COSCO Container Industries (its controlling shareholder is China COSCO Shipping). The Company has an independent and complete business system and has the capacity for independent operation in the market. The Company is fully independent from its substantial Shareholders in respect of our business, personnel, asset, organisational structure and finance, and they independently proceed with audit and assume responsibilities and risks. (1) Business: The production system, purchase system, auxiliary production system and sales system of the Group are independent. The Company owns intangible assets such as industrial property, trademark, non-patent technology independently. (2) Personnel: The labour, personnel and salary management institutions of the Company are independent. The system is complete. The Company and the substantial Shareholders do not share staff or senior management. All of the Company's senior management are paid by listed companies. The financial personnel of the Company do not hold any other positions in affiliated companies. (3) Assets: The property rights between the Company and the substantial Shareholders are clear, with complete procedures. The property rights are managed by the Company independently. The substantial Shareholders do not occupy or govern the assets of the Company nor interfere with its operational management of the assets. (4) Organisational structure: The Board, the Supervisory Committee and other internal institutions of the Company are complete and operate independently. The substantial Shareholders perform their rights according to the law and assume corresponding obligations without directly or indirectly interfering with the business activities of the Company by overstepping the general meeting. (5) Finance: The finance department, financial accounting system, financial management system and bank account of the Company are independent and pay taxes independently.

During the Reporting Period, the Company has not provided undisclosed information to the substantial Shareholders and the de facto controllers, and there was no other non-compliance governance problem.

**Corporate Governance and Corporate Governance Report****3. HORIZONTAL COMPETITIONS**

Applicable     Not applicable

China Merchants (CIMC) Investment, a direct Shareholder of the Company, is a wholly-owned subsidiary of China Merchants Industry Holdings and its de facto controller is China Merchants Group. So far as the Company is aware, China Merchants (CIMC) Investment is not engaged in any business related to the principal businesses of the Group, but horizontal competition relationship exists between the Company and other subsidiaries of China Merchants Group, namely, the offshore engineering business of the Group is the same or similar to that of the subsidiaries under China Merchants Group, which constitutes a horizontal competition relationship. The Company has tapped into the offshore engineering business market through acquisition of Yantai CMIC Raffles Offshore Ltd. and treats the offshore engineering business as one of the core businesses of the Company. Other than this, there is no horizontal competition relationship between the controlling Shareholder and the de facto controller of China Merchants (CIMC) Investment and the Group.

The de facto controller of COSCO Container Industries and Long Honour, a direct Shareholder of the Company, is China COSCO Shipping. So far as the Company is aware, COSCO Container Industries and Long Honour is not engaged in any business related to the principal businesses of the Group, but horizontal competition relationship exists between the Company and other subsidiaries of China COSCO Shipping, namely, the container manufacturing business, the logistics service business and the financing lease business under the financial business of the Company are the same or similar to those of the subsidiaries under China COSCO Shipping, which constitutes a horizontal competition relationship. Other than this, there is no horizontal competition relationship between the controlling Shareholder and the de facto controller of COSCO Container Industries and Long Honour and the Group.

#### 4. RELEVANT SITUATIONS OF ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING CONVENED DURING THE REPORTING PERIOD

##### (1) General Meetings Convened during the Reporting Period

Session of meeting	Type of meeting	Proportion of investors' participation (note)	Date	Notification Date	Disclosure date	Disclosure index
2016 annual general meeting	Annual general meeting	57.25%	2017.6.9	2017.4.21	2017.6.9	
First 2017 A Shareholders' class meeting	Extraordinary general meeting	34.61%	2017.6.9	2017.4.21	2017.6.9	
First 2017 H Shareholders' class meeting	Extraordinary general meeting	73.92%	2017.6.9	2017.4.21	2017.6.9	www.cninfo.com.cn www.hkexnews.hk
2017 first extraordinary general meeting	Extraordinary general meeting	57.46%	2017.9.26	2017.8.11	2017.9.26	
2017 second extraordinary general meeting	Extraordinary general meeting	52.71%	2017.10.30	2017.9.13	2017.10.30	

Note: The proportion of investors' participation represents the shareholding proportion of the total share capital of the Company held by the participating investors.

##### (2) The Extraordinary General Meetings Requested by the Shareholders of Preference Shares who Regained the Voting Right

Applicable     Not applicable

#### 5. THE DUTY PERFORMANCE OF THE INDEPENDENT DIRECTORS DURING THE REPORTING PERIOD

In 2017, the independent non-executive Directors of the Company were committed to strictly and diligently performing their duties in accordance with relevant domestic and overseas laws and regulations and the Articles of Association. During the Reporting Period, they reviewed the proposals and relevant documents presented by the Company and actively participated in the meetings of the Board and special committees of the Board. They expressed their views objectively and independently protected the interests of the independent Shareholders and played a part in the balancing of decision-making process of the Board. Independent non-executive Directors reviewed regular reports of the Company diligently. They had discussions with external auditors in regular and special meetings before and after their year-end auditing works. Such meetings were held prior to the Board meetings. During the Reporting Period, the independent Directors of the Company did not object to any motions, resolutions and other matters discussed at the meetings of the Board.

**Corporate Governance and Corporate Governance Report****(1) Independent Directors' Attendance to the Board Meetings and the General Meetings**

Independent Directors' Attendance to the Board Meetings							
Name of independent Director	Required number of Board meetings to attend during the Reporting Period	Attendance in person	Attendance by means of telecommunication	Attendance by proxy	Absence	Not attending in person for two consecutive meetings	
Pan Chengwei	21	3	18	0	0	No	
Pan Zhengqi	21	3	18	0	0	No	
Wong Kwai Huen, Albert	21	3	18	0	0	No	
Times of attendance of independent Directors at the general meetings	Please refer to "(2) Attendance of the Directors at the general meetings" of "4. Shareholders and General Meetings" under "Part II: Corporate Governance Report (Prepared in Accordance with the Requirements of the Hong Kong Listing Rules)" in this chapter for details.						

**(2) Independent Directors' Opposition to Relevant Proposals of the Company**

During the Reporting Period, the independent Directors did not present any opposition to relevant proposals of the Company.

**(3) Other Descriptions to Duty Performance of Independent Directors**

None

**6. DUTY PERFORMANCE OF SPECIAL COMMITTEES OF THE BOARD DURING THE REPORTING PERIOD**

The Board has set up five special committees, i.e. Audit Committee, Remuneration and Appraisal Committee, Strategic Development Committee, Nomination Committee and Risk Management Committee. These special committees conscientiously performed their duties in accordance with the Governance Guidelines of Listed Company, the Hong Kong Listing Rules, the Articles of Association, the Rules of Procedures of the Board, and the authorities and obligations mandated by the implementation rules of each special committee. For the meetings of each special committee under the Board during the Reporting Period, please refer to "3. Special Committees of the Board" under "Part II: Corporate Governance Report (Prepared in Accordance with the Requirements of the Hong Kong Listing Rules)" in this chapter.

## 7. OPERATION OF THE SUPERVISORY COMMITTEE

Any risk of the Company discovered by the Supervisory Committee in its supervision during the Reporting Period

Yes  No

## 8. APPRAISAL AND INCENTIVES OF SENIOR MANAGEMENT

In order to promote the Company's development in a standardised, sound and orderly manner, to attract more talents and to maintain the stability of the senior management, the Board has formulated the Regulations for Annual Performance Assessment and Incentive for the Personnel Employed by the CIMC Board, and established the performance appraisal and incentive and restraint mechanisms which link the remuneration of senior management with both the Company's performance and individual performance.

On 17 September 2010, as considered and approved at the first extraordinary general meeting in 2010 of the Company, the Company launched and implemented an incentive scheme of the share option of A Shares. For relevant information, please refer to "XV. Implementation of the Company's Share Option Incentive Scheme, Employee Stock Ownership Scheme or Other Employee Incentive Measures" of "Chapter VIII Significant Events" in this Report. The A Share(s) share option incentive scheme is conducive to the interest sharing and restriction mechanism between the Shareholders, the management and key staff. The management can better balance short-term and long-term targets; attract and retain excellent management personnel and business backbones; continue to create incentive value, ensure long-term stable development of the Company and reinforce competitiveness of the Company.

## 9. INTERNAL CONTROL

### (1) Details of Material Defects of Internal Control Detected during the Reporting Period

Yes  No

According to the findings in identifying the Company's significant deficiency in internal controls over financial reporting, as at the baseline date of the internal controls assessment report (31 December 2017), the Company has no significant deficiency in internal controls over financial reporting. The Board is of the opinion that the Company has duly complied with the criteria benchmarks for enterprise internal controls and the requirements of other relevant provisions to maintain effective internal controls over financial reporting in all material aspects.

According to the findings in identifying the Company's significant deficiency in internal controls over non-financial reporting, as at the baseline date of the internal controls assessment report (31 December 2017), the Company has not found any significant deficiency in internal controls over non-financial reporting.



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## (2) Self-Assessment Report on Internal Control

Disclosure date of full text of internal control assessment report	27 March 2018
Disclosure index of full text of internal control assessment report	www.cninfo.com.cn
Proportion of total assets of the units incorporated in the assessment scope in the Company's total assets in the consolidated financial statements	95%
Proportion of revenue of the units incorporated in the assessment scope in the Company's revenue in the consolidated financial statements	95%

Category	Deficiency identification criteria	
	Financial reporting	Non-financial reporting
Qualitative benchmark	<p>Significant deficiency:</p> <ol style="list-style-type: none"> <li>Discovery of acts of irregularity by Directors, Supervisors or the management that caused significant impacts in financial reporting;</li> <li>Amendment to published financial statements to reflect correction to significant reporting errors due to mistakes or irregularities;</li> <li>The presence of significant reporting errors affecting the current financial statements remaining undetected by the assessed entity's internal controls systems, but was discovered by auditors;</li> <li>Significant deficiency that has been reported to the management and the Board but remains uncorrected after a reasonable period of time; alternatively, although the assessed entity has adjusted its significantly deficient internal controls prior to the baseline date, however, the new controls have not been in operation for a sufficiently long period;</li> <li>Ineffective monitoring on internal controls by the Audit Committee and the internal auditing unit.</li> </ol>	<p>Significant deficiency:</p> <ol style="list-style-type: none"> <li>The assessed entity's business activities are in serious violation of the laws and regulations of the State;</li> <li>Non-compliance in major policy decisions, substantive matters, appointment and dismissal of key personnel, as well as the decision processes for large sum payments.</li> </ol> <p>Important deficiency:</p> <ol style="list-style-type: none"> <li>Important deficiencies remain un-rectified after being reported to the management and after lapse of a reasonable period;</li> <li>Patented technology or proprietary technology is infringed upon or confidentiality is compromised thus undermining market competitiveness of the assessed entity's one or more products; but this has not affected the assessed entity's market position.</li> </ol>

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Category	Deficiency identification criteria	
	Financial reporting	Non-financial reporting
	<p>Important deficiency:</p> <p>Deficiency in internal controls in the following areas, which after general analysis still cannot ensure the authenticity, accuracy and reliability of the financial statements should be determined to be important deficiency:</p> <ul style="list-style-type: none"> <li>• Internal controls on the choice and application of accounting policies according to generally accepted accounting standards;</li> <li>• Anti-fraud procedures and controls;</li> <li>• Internal controls on unconventional or non-systematic transactions;</li> <li>• Internal controls on end-period financial reporting processes;</li> <li>• Internal controls on information systems relating to financial reporting;</li> <li>• Failure in compliance with supervisory functions that can have a major impact on the reliability of financial reporting;</li> <li>• Penalty sanctions by the state authorities which have not impacted negatively on the assessed entity's regular reporting disclosure;</li> <li>• For companies that are required to put in place internal auditing or risk assessment functions for effective monitoring, the failure of such functions.</li> </ul> <p>General deficiency:</p> <p>Penalty sanctions by provincial (inclusive) or lower level authorities which have not impacted negatively on the assessed entity's regular reporting disclosure.</p>	<p>General deficiency:</p> <p>Patented technology or proprietary technology is infringed upon or confidentiality is compromised thus undermining market competitiveness of the assessed entity's one or more products; but the effect is minimal.</p>

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Category	Deficiency identification criteria	
	Financial reporting	Non-financial reporting
Quantitative benchmark	<p>(The erroneously reported amounts (X) in financial statements falls between the following range)</p> <p>Significant deficiency:</p> <ol style="list-style-type: none"> <li>1. <math>x \geq 0.5\%</math> of total sales revenues;</li> <li>2. <math>x \geq 5\%</math> of total profits;</li> <li>3. <math>x \geq 1\%</math> of total assets;</li> <li>4. <math>x \geq 1\%</math> of total stakeholders' interests.</li> </ol> <p>Important deficiency:</p> <ol style="list-style-type: none"> <li>1. <math>0.1\%</math> of total sales revenues <math>\leq x &lt; 0.5\%</math> of total sales revenues;</li> <li>2. <math>1\%</math> of total profits <math>\leq x &lt; 5\%</math> of total profits;</li> <li>3. <math>0.2\%</math> of total assets <math>\leq x &lt; 1\%</math> of total assets;</li> <li>4. <math>0.2\%</math> of total stakeholders' interests <math>\leq x &lt; 1\%</math> of total stakeholders' interests.</li> </ol>	<p>Significant deficiency:</p> <ol style="list-style-type: none"> <li>1. Failure to maintain and/or update documentation contents for the internal controls systems for 3 years and more in succession, and failure to retain a full set of working papers for internal controls sampling checks;</li> <li>2. Continuous interruption of normal services for a period of over 48 hours in such important public IT systems or platforms as corporate communication systems (including network, correspondence, telephone), ERP system, financial information system, PDM system, OA system and so on.</li> </ol> <p>Important deficiency:</p> <ol style="list-style-type: none"> <li>1. Failure to maintain and/or update documentation contents for the internal controls systems for 2 years in succession, and failure to retain a full set of working papers for internal controls sampling checks;</li> <li>2. Continuous interruption of normal service for a period of over 24 hours but less than 48 hours, in such important public IT systems or platforms as corporate communication systems (including network, correspondence, telephone), ERP system, financial information system, PDM system, OA system and so on.</li> </ol> <p>General deficiency:</p> <ol style="list-style-type: none"> <li>1. Failure to perform annual maintenance and update of internal controls system documentation, and failure to retain a full set of working papers for internal controls sampling checks;</li> <li>2. Instabilities with occasional service interruption of such important public IT systems or platforms as corporate communication systems (including network, correspondence, telephone), ERP system, financial information system, PDM system, OA system and so on; but normal operation can be recovered within a period of 24 hours.</li> </ol>

Category	Deficiency identification criteria	
	Financial reporting	Non-financial reporting
	General deficiency:	
	1. $x < 0.1\%$ of total sales revenues;	
	2. $x < 1\%$ of total profits;	
	3. $x < 0.2\%$ of total assets;	
	4. $x < 0.2\%$ of total stakeholders' interests.	
Number of significant deficiency of financial reporting		0
Number of significant deficiency of non-financial reporting		0
Number of important deficiency of financial reporting		0
Number of important deficiency of non-financial reporting		0

## 10. INTERNAL CONTROL AUDIT REPORT

Applicable     Not applicable

The paragraphs of opinions on approval in the internal control audit report

In our opinion, CIMC has maintained effective internal controls in respect of financial reporting in all material aspects in accordance with the Basic Norms for Enterprise Internal Controls and relevant requirements on 31 December 2017.

Disclosure of internal control audit report	Disclosed
Disclosure date of full text of internal control audit report	27 March 2018
Disclosure index of full text of internal control audit report	<a href="http://www.cninfo.com.cn">www.cninfo.com.cn</a>
Category of opinions in internal control audit report	Unqualified opinions
Whether there are material deficiencies in non-financial reporting	None

Whether the accountants firm prescribes internal control audit report of non-standard views

Yes     No

Whether the internal control audit report prescribed by accountants firm is consistent with the self-evaluation report of the Board

Yes     No

## Part II: CORPORATE GOVERNANCE REPORT (PREPARED IN ACCORDANCE WITH THE REQUIREMENTS OF THE HONG KONG LISTING RULES)

The Company has been committed to enhancing its corporate governance standards. Through strict corporate governance practices, the Company strives to enhance corporate value and ensure our long-term sustainable development, and to fulfil corporate responsibility as a listed company as well as maximise long-term Shareholders value. The Company has complied with the code provisions under the Corporate Governance Code set out in Appendix 14 of the Hong Kong Listing Rules during the Reporting Period, except for deviation of code provisions A.1.1, A.2.7, A.6.7 and E.1.2. The details of deviation from the code provisions of Corporate Governance Code and its considerations are disclosed in relevant paragraphs below.

### 1. COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted the provisions in relation to dealing in shares of the Company by Directors and Supervisors as set out in Appendix 10 of the Hong Kong Listing Rules. Having made enquiries to all Directors and Supervisors, each Director and Supervisor has confirmed to the Company that each of them has complied with the requirements set out in the Model Code during the Reporting Period.

### 2. THE BOARD

#### (1) Authorities of the Board

The Board of the Company is elected by the general meeting of the Company through voting and is held accountable to the general meeting. The primary responsibilities of the Board are to provide strategic guidance to the Company, exercise effective supervision over the senior management, ensure that the Company's interests are protected and are accountable to the Shareholders. As considered and approved at the first meeting in 2017 of the eighth session of the Board held on 27 March 2017, the Company has issued the Insider Registration and Management System of China International Marine Containers (Group) Co., Ltd. and the Implementation Rules of the Risk Management Committee of the Board of Directors of China International Marine Containers (Group) Co., Ltd.. The full text of the which were published on Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)), the Hong Kong Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.cimc.com](http://www.cimc.com)) on 28 March 2017.

**Corporate Governance and Corporate Governance Report**

In accordance with the Articles of Association and the Rules of Procedures of the Board, the authorities of the Board include: (1) to convene general meetings and report to the meetings; (2) to implement the resolutions passed at general meetings; (3) to determine the Company's business plans and investment schemes; (4) to prepare the Company's annual financial budget and final accounts; (5) to formulate the Company's profit distribution plan and loss recovery plan; (6) to formulate proposals for increases or reductions of the Company's registered capital and for the issuance and listing of corporate bonds or other securities; (7) to draft plans for material acquisition, share repurchase, merger, division, dissolution or change in corporate form; (8) to determine matters relating to the Company's external investment, asset acquisition and disposal, asset mortgage, and external guarantee within the authorisation of the general meeting; (9) to determine the establishment of the Company's internal management structure; (10) to appoint or dismiss the Company's president and the secretary of the Board; and pursuant to the president's nominations, to appoint or dismiss senior officers including vice presidents and chief financial officer of the Company and to decide on their remuneration, rewards and penalties; (11) to formulate the Company's basic management system; (12) to formulate the proposed amendments to the Articles of Association; (13) to deal with information disclosures of the Company; (14) to propose to the general meeting for appointment or replacement of the accounting firms serving as the auditors of the Company; (15) to receive work report submitted by the president and to review his performance; (16) to evaluate and determine the nature and extent of risks the Company is willing to take in achieving its strategic objectives, and to ensure that the Company establishes and maintains appropriate and effective risk management and internal control systems; (17) to supervise the management on the design, implementation and monitoring of the risk management and internal control systems; and (18) to exercise other duties and powers specified in the laws, administrative regulations, rules of regulatory authorities or the Articles of Association.

During the Reporting Period, the Directors and the Board of the Company carried out corporate governance duties in respect of the Company in a serious and responsible manner. The Directors were elected by strictly following the procedures for election and appointment of Directors provided for in the Articles of Association. All Directors attended Board meetings in a serious and responsible manner, performed their duties as Directors seriously and diligently, made important decisions concerning the Company, appointed and removed and supervised the members of the operation units of the Company.

## Corporate Governance and Corporate Governance Report

### (2) Composition of the Board

According to the Articles of Association, the Board consists of eight Directors, including one chairman, one vice chairman and three independent non-executive Directors.

During the Reporting Period, on 7 August 2017, Mr. Wang Zhixian, a non-executive Director, resigned from the position of non-executive Director of the Company and all positions in the Risk Management Committee and the Remuneration and Appraisal Committee of the Board due to the change in job assignments. On 26 September 2017, upon approval by Shareholders at the first extraordinary general meeting in 2017, Mr. Hu Xianfu has been appointed as a non-executive Director of the eighth session of the Board of the Company, and upon the fourteenth meeting in 2017 of the eighth session of the Board of the Company, Mr. Hu Xianfu has been elected as the chairman of the Risk Management Committee and a member of the Remuneration and Appraisal Committee. For details, please refer to “IV. Changes of Directors, Supervisors and Senior Management of the Company” of “Chapter X Information on Directors, Supervisors and Senior Management and Employees” in this Report.

Among the current Directors, the four non-executive Directors have vast and extensive experience in business and management; the three independent non-executive Directors also own profound academic and professional qualifications and rich industry experience in shipping, finance, legal and management. Especially, Mr. Pan Chengwei, an independent non-executive Director, has appropriate accounting and financial management expertise. The professional qualifications and abundant experience of current Directors help the Board rigorously review and monitor management procedures to ensure the interests of all Shareholders, including minority Shareholders. Profiles of Directors of the Company are set out in the section headed “Brief Biography of the Directors” under “Chapter X Information on Directors, Supervisors, Senior Management and Employees” of this Report. The personnel qualification and composition of the Board of the Company comply with Rule 3.10 and Rule 3.10A of the Hong Kong Listing Rules.

There are three independent non-executive Directors in the Board of the Company, exceeding one third of the total number of Directors of the Board, which satisfied the requirements regarding the number of independent non-executive directors under the Hong Kong Listing Rules. The three independent non-executive Directors perform their duties seriously according to the Articles of Association and the relevant requirements under the applicable laws and regulations, and do not hold other positions in the Company. The Company has received annual confirmation of independence for 2017 from each of the three independent non-executive Directors pursuant to Rule 3.13 of the Hong Kong Listing Rules. The Company considers that the three independent non-executive Directors are completely independent of the Company, its substantial Shareholders and its connected persons and comply with the requirements under the Hong Kong Listing Rules.

There are no financial, business, family or other significant/related relationships among the Board members, chairman and CEO and president.

(3) Board Meeting

a. Attendance

Pursuant to the Articles of Association, the Board shall convene at least four meetings each year. In 2017, the Board convened 21 meetings, including 3 on-site meetings and 18 meetings voting in written form. The attendance of all Directors to the meetings is as follows:

Name	Position	Board Meeting		Rate of attendance in person (%)
		Time of attendance in person	Time of attendance by proxy	
Wang Hong	Chairman, non-executive Director	21	0	100%
Wang Yuhang	Vice chairman, non-executive Director	19	2	90.5%
Mai Boliang	Executive Director	21	0	100%
Hu Xianfu	Non-executive Director	8	0	100%
Liu Chong	Non-executive Director	21	0	100%
Pan Chengwei	Independent non-executive Director	21	0	100%
Pan Zhengqi	Independent non-executive Director	21	0	100%
Wong Kwai Huen, Albert	Independent non-executive Director	21	0	100%
Wang Zhixian	Independent non-executive Director (resigned)	9	0	100%



**Corporate Governance and Corporate Governance Report****b. The Convening of the Board Meetings and the Resolutions Considered**

The Board convened 21 Board meetings and 16 meetings of special committees of the Board and passed 35 resolutions of the Board and 27 letters of opinions from Board committees during the Reporting Period.

Session of meeting of the Board	Date	Resolutions of the Board considered
The 1st meeting in 2017 of the 8th session	27 March 2017	<ol style="list-style-type: none"> <li>1. Resolutions of the first meeting in 2017;</li> <li>2. Resolution on the financing scheme for 2017;</li> <li>3. Resolution regarding banking facility and project guarantee for the subsidiaries of the Company in 2017;</li> <li>4. Resolution regarding the credit guarantee on mortgage loans provided by Shenzhen CIMC Skyspace Real Estate Development Co., Ltd. and its controlled subsidiaries for purchasers of commodity houses;</li> <li>5. Resolution regarding the credit guarantee provided by CIMC Vehicle (Group) Co., Ltd. and its controlled subsidiaries to their distributors and customers;</li> <li>6. Resolution regarding the application of external guarantee provided by CIMC Finance Company Ltd. to members of the Group;</li> <li>7. Resolution regarding the credit guarantee provided by C&amp;C Trucks Co., Ltd. and its controlled subsidiaries to their distributors and customers;</li> <li>8. Resolution regarding the execution of ordinary related-party transactions/continuing connected transactions in 2016;</li> <li>9. Resolution regarding the authorisation of investment management to the CEO and president;</li> <li>10. Resolution regarding the management of exchange rate risks in 2017.</li> </ol>
The 2nd meeting in 2017 of the 8th session	21 April 2017	Resolutions of the second meeting in 2017 of the eighth session of the Board
The 3rd meeting in 2017 of the 8th session	27 April 2017	Resolution on the first quarterly report of 2017
The 4th meeting in 2017 of the 8th session	8 June 2017	Resolution on electing a Director to chair the 2016 annual general meeting and the first 2017 A shareholders'/H shareholders' class meeting
The 5th meeting in 2017 of the 8th session	29 June 2017	Resolution on the CIMC Environmental, Social and Governance Report 2016
The 6th meeting in 2017 of the 8th session	14 July 2017	Resolution on adjusting the fixed remuneration of Mr. Mai Boliang, the Company's CEO and president for 2017
The 7th meeting in 2017 of the 8th session	14 July 2017	Resolution regarding the introduction of strategic investors to Shenzhen CIMC Skyspace Real Estate Development Co., Ltd
The 8th meeting in 2017 of the 8th session	20 July 2017	Resolution in relation to the adjustments to the exercise price for the A Share Options Incentive Scheme
The 9th meeting in 2017 of the 8th session	3 August 2017	Resolution on leasehold evacuation and relocation compensation with China Merchants Shekou in relation to the Prince Bay Land
The 10th meeting in 2017 of the 8th session	11 August 2017	Resolution on the tenth meeting in 2017
The 11th meeting in 2017 of the 8th session	28 August 2017	<ol style="list-style-type: none"> <li>1. Resolution on the eleventh meeting in 2017</li> <li>2. Resolution on the approval of the fixed asset disposal</li> </ol>

Session of meeting of the Board	Date	Resolutions of the Board considered
The 12th meeting in 2017 of the 8th session	13 September 2017	1. Resolution on the acquisition of the equity interest in Shenzhen CIMC Electricity Commerce and Logistics Technology Co., Ltd. 2. Resolution on the transfer of the equity interest in Shenzhen CIMC Electricity Commerce and Logistics Technology Co., Ltd. 3. Resolution on the approval of entering into the strategic cooperation framework agreement with S.F. Express Co., Ltd.
The 13th meeting in 2017 of the 8th session	22 September 2017	Resolution on electing a Director to chair the first extraordinary general meeting in 2017
The 14th meeting in 2017 of the 8th session	26 September 2017	Resolution on determining members of the Remuneration and Appraisal Committee and the Risk Management Committee
The 15th meeting in 2017 of the 8th session	9 October 2017	Resolution on entering into the Qianhai Land Preparation Framework Agreement
The 16th meeting in 2017 of the 8th session	27 October 2017	Resolution on the third quarterly report of 2017
The 17th meeting in 2017 of the 8th session	4 December 2017	Resolution on injection of 78.15% equity interest in Pteris Global Limited., into China Fire Safety Enterprise Group Limited
The 18th meeting in 2017 of the 8th session	5 December 2017	Resolution on waiver of other shareholders of pre-emptive rights in the transfer of equity interests in CIMC Vehicle (Group) Co., Ltd.
The 19th meeting in 2017 of the 8th session	11 December 2017	No resolution
The 20th meeting in 2017 of the 8th session	18 December 2017	Nil
The 21st meeting in 2017 of the 8th session	22 December 2017	Resolution on the convening of the first extraordinary general meeting in 2018

Corporate Governance Code A.1.1 requires that “The board should meet regularly and board meetings should be held at least four times a year at approximately quarterly intervals”. During the Reporting Period, the Company held 21 Board meetings, of which 3 meetings were held on-site. The executive Directors of the Company manage and monitor the business operation and propose to hold Board meetings to have discussions and make decisions on the Group’s major business or management affairs from time to time. Accordingly, certain relevant decisions were made by all Directors by way of written resolutions. The Directors are of the opinion that, the fairness and validity of the decisions made for the business had adequate assurance. The Company will strive to put effective corporate governance practices into practice in the future.

Code provision A.2.7 of the Corporate Governance Code requires that “The chairman of the board should at least annually hold meetings with the non-executive directors (including independent non-executive directors) without the executive directors present”. The Company has only one executive Director and the Company’s daily business operation is managed and monitored by the executive Director. The Directors consider that during the Reporting Period there was no meeting in which the executive Director needs to be avoided. Therefore, the Company has not held a board meeting without the executive Director present during the year.

## Corporate Governance and Corporate Governance Report

### (4) Responsibilities and Authorities of the Board and the Management

Responsibilities and authorities of the Board and the management are clearly defined. For details of responsibilities of the Board, please refer to the Articles of Association and the Rules of Procedures of the Board, and for the brief overview, please refer to “(1) Authorities of the Board” of “2. The Board” in this chapter of this Report. The management is responsible for the daily operation and accountable to the Board by timely providing adequate data to it and its special committees to ensure their informed decision-making.

### (5) Chairman and President

The chairman and the president of the Company are two different positions with different duties and responsibilities. Mr. Wang Hong is the chairman of the Company and Mr. Mai Boliang is the CEO and president of the Company.

Pursuant to the Articles of Association, the primary duties and responsibilities of the chairman of the Company include: (1) chairing the general meetings and convening and chairing meetings of the Board; (2) urging and inspecting the implementation of Board resolutions; (3) signing share certificates, debentures and other quoted securities of the Company; (4) signing important documents of the Board and other documents which should be signed by the Company's legal representative; (5) exercising the authorities and powers of a legal representative; (6) exercising special discretionary power on corporate affairs in accordance with laws and in the Company's interests in case of emergency situations such as the occurrence of natural disasters of an exceptional scale and other force majeure events, and providing aftermath reports to the Board and general meeting; and (7) performing other duties and powers authorised by the Board.

Pursuant to the Articles of Association, the primary duties and responsibilities of the president of the Company include: (1) managing production and operation and reporting to the Board; (2) organising the implementation of Board resolutions, annual business plans and investment plans of the Company; (3) formulating plans for the establishment of internal management institutions of the Company; (4) devising the basic management system of the Company; (5) formulating specific rules and regulations of the Company; (6) advising the Board to appoint or dismiss vice presidents and the chief financial officer; (7) appointing or dismissing management staff other than those to be appointed or dismissed by the Board; (8) developing salary, benefits, rewards and punishments of employees of the Company, deciding on appointing or dismissing of employees of the Company; (9) being responsible for designing, implementing and monitoring the risk management and internal control systems of the Company; (10) being accountable to the Board for ensuring the effectiveness of the risk management and internal control systems; (11) proposing to hold extraordinary meeting of the Board; and (12) performing other duties and powers authorised by the Articles of Association or the Board.

**(6) Term of Office and Service Contracts of Directors and Supervisors**

Pursuant to the Articles of Association, the Directors of the Company shall be elected at the general meeting and serve a term of office three years. Upon the expiry of their term of office, the Directors may be re-elected for another session, provided that independent non-executive Directors shall not be re-elected for more than two sessions. Directors' service contracts shall be signed between the Company and relevant Directors upon the election of Directors considered and approved at the general meeting. During this year, the changes of Directors and Supervisors of the Company are listed in "IV. Changes of Directors, Supervisors and Senior Management of the Company" of "Chapter X Information on Directors, Supervisors, Senior Management and Employees" in this Report.

Chairman Wang Hong and executive Director Mai Boliang signed service contracts with the Company on 5 December 2012. Principal terms of such service contracts include: (1) the service contracts shall be valid from the listing date (19 December 2012) to the 2012 annual general meeting convened in June 2013. Upon the expiry, both contracts can be renewed for another three years; and (2) the service contracts may be terminated in accordance with respective terms stipulated therein. Wang Yuhang, Wang Zhixian (resigned on 7 August 2017) and Liu Chong, all being non-executive Directors, signed service contracts with the Company on 31 May 2016. Principal terms of such service contracts include: (1) the service contracts shall be valid from the 2015 annual general meeting (31 May 2016) to the 2018 annual general meeting. Upon expiry, the contracts can be renewed for another three years; and (2) the service contracts may be terminated in accordance with respective terms stipulated therein. Hu Xianfu, a non-executive Director, signed a service contract with the Company on 26 September 2017. Principal terms of such service contract include: (1) the service contract shall be valid from the 2017 first extraordinary general meeting (26 September 2017) to the 2018 annual general meeting. Upon expiry, the contract can be renewed for another three years; and (2) the service contract may be terminated in accordance with respective terms stipulated therein. The service contracts can be updated according to the Articles of Association and applicable laws, rules and regulations.

Mr. Pan Chengwei and Mr. Wong Kwai Huen, Albert, both being independent non-executive Directors, signed service contracts with the Company on 28 June 2013, with major terms including: (1) the service contracts shall be valid from the 2012 annual general meeting (28 June 2013) to the 2015 annual general meeting of the Company. Upon expiry, the contracts can be renewed for another three years; and (2) the service contracts may be terminated in accordance with respective terms stipulated therein. Pan Zhengqi, an independent non-executive Director, signed a service contract with the Company on 31 May 2016, with details including: (1) the service contract shall be valid from the 2015 annual general meeting (31 May 2016) to the 2018 annual general meeting of the Company. Upon expiry, the contract can be renewed for another three years; and (2) the service contract may be terminated in accordance with the respective terms stipulated therein.

## Corporate Governance and Corporate Governance Report

The Company entered into service contracts with Zhang Mingwen (the chairman of the Supervisory Committee), Lv Shengzhou (Supervisor, resigned on 25 September 2017), Wang Hongyuan (Supervisor) and Xiong Bo (Supervisor) on 31 May 2016, 20 December 2016, 26 September 2017 and 4 December 2013, respectively.

For details of the term of current Directors and Supervisors, please refer to "I. Brief Biography of the Directors, Supervisors and Senior Management" of "Chapter X Information on Directors, Supervisors, Senior Management and Employees" of this Report.

Apart from disclosed above, no Director or Supervisor has a service contract or attempt to enter into a service contract (which is not terminable by the Company within one year without payment of compensation, save for statutory compensation) with any member of the Group.

### (7) Directors' Remuneration

Among the eight Directors of the Company, Mr. Mai Boliang was paid by the Company due to his position as both CEO and president. The Company did not pay any remuneration to any of the non-executive Directors during the Reporting Period. As considered and approved by the Board and the general meeting, each of the independent non-executive Directors was entitled to an allowance of RMB200,000 per annum. Other than that, the Company did not provide other remuneration to the independent non-executive Directors during the Reporting Period. Details of remuneration paid to the Directors by the Company during this year are listed in "VI. Remuneration of Directors, Supervisors and Senior Management" of "Chapter X Information on Directors, Supervisors, Senior Management and Employees" in this Report. In the review and determination of specific remuneration packages for the Directors, the Company's Remuneration and Appraisal Committee may consider factors such as salaries paid by comparable companies, time of commitment and responsibilities of the Directors. For details of the specific appraisal procedures and remuneration determination scheme for the Directors, please refer to "(1) Remuneration and Appraisal Committee" of "3. Special Committees of the Board" under "Part II: Corporate Governance Report (Prepared in Accordance with the Requirements of the Hong Kong Listing Rules)" in this chapter of this Report.

During the Reporting Period, the Company didn't make any payments nor provide any benefit in respect of the termination of the service of Directors (whether rendered in the capacity of Directors or in any other capacity during term of office as Directors).

**(8) Interests of Directors**

**a. Interests of Directors and Supervisors in Contracts**

During the Reporting Period, none of the Directors or Supervisors of the Company had any material personal interests, either directly or indirectly, in any transaction, arrangement or contract of significance where the Company or any of its subsidiaries was a party.

**b. Competing Interests of Directors and Supervisors**

Mr. Wang Hong, a non-executive Director of the Company, serves as the deputy general manager of China Merchants Group. Mr. Hu Xianfu serves as the general manager of China Merchants Industry Holdings. Mr. Wang Hongyuan, a supervisor of the Company, serves as the deputy general manager of China Merchants Industry Holdings and the general manager of the strategic development department. China Merchants Industry Holdings and its controlling shareholder China Merchants Group are the largest Shareholder of the Company. The offshore engineering business of China Merchants Group competes with that of the Group. For details, please refer to "3. Horizontal Competitions" of "Chapter XI Corporate Governance and Corporate Governance Report" in this Report.

Mr. Wang Yuhang, a non-executive Director of the Company, serves as the deputy general manager of China COSCO Shipping Corporation. Mr. Liu Chong serves as the managing director of COSCO SHIPPING Development. Mr. Zhang Mingwen, a supervisor of the Company, serves as the chief accountant of COSCO SHIPPING Development and its controlling shareholders China COSCO Shipping are the second largest Shareholder of the Company. Their container manufacturing, logistics service and financial leasing business compete with those of the Group. For details, please refer to "3. Horizontal Competitions" of "Chapter XI Corporate Governance and Corporate Governance Report" in this Report.

Save as disclosed above, none of the Directors or Supervisors, nor any entity related to such Directors/Supervisors, have or have ever had any interests in a business that competes or may compete directly or indirectly with the business of the Group.

**Corporate Governance and Corporate Governance Report****(9) Measures to Ensure Director's Fulfilment of Responsibilities**

- a. Upon assumption of duty by the Directors, the Company shall provide relevant instruction materials. Information about the Company's business and operation shall be provided on a regular basis as well. The dynamic information on relevant new laws and regulations and internal publications shall be given from time to time. Relevant continuous professional training shall be organised at the Company's cost to help Directors fully understand their responsibilities prescribed in the Hong Kong Listing Rules and other relevant laws and regulations, and comprehensively understand the operation of the Company in a timely manner. In order to ensure the fulfilment of responsibilities by independent non-executive Directors, the Company will also arrange independent non-executive Directors to conduct field visits and to develop ample communication with the senior management (including the general manager of the financial management department) and the auditors of the Company.
- b. To ensure their continued development and update of knowledge and skills for better performance of their duties, the Directors attended the training provided by lawyers and auditors. According to records kept by the Company, in 2017, the Directors of the Company received the following trainings:

Name	Position	Laws, regulations and rules and other reading materials
Wang Hong	Chairman and non-executive Director	Speech on China's Cybersecurity Law by PricewaterhouseCoopers
Wang Yuhang	Vice Chairman and non-executive Director	
Mai Boliang	Executive Director, CEO and president	
Liu Chong	Non-executive Director	
Wang Zhixian	Non-executive Director (resigned)	
Hu Xianfu	Non-executive Director	
Pan Chengwei	Independent non-executive Director	
Pan Zhengqi	Independent non-executive Director	
Wong Kwai Huen, Albert	Independent non-executive Director	

- c. The Company shall engage auditors, independent financial advisers, lawyers and other relevant independent professionals for independent professional advice as required when commenting on matters such as external guarantees, capital occupation and connected transactions of the Company by the Directors, in order to assist the Directors in fulfilling their responsibilities.
- d. Concerning possible legal risks that the Directors, Supervisors and senior management of the Company might face during their fulfilment of responsibilities, on 5 June 2017, the Company contracted with Ping An Property & Casualty Insurance Company of China, Ltd. on "Ping An liability insurance for Directors and senior management" with a term of one year and a compensation limit of RMB300 million per year

### 3. SPECIAL COMMITTEES OF THE BOARD

Under the Board, there are Remuneration and Appraisal Committee, Nomination Committee, Audit Committee, Strategy Committee and Risk Management Committee. Their main responsibility is to support the decision-making of the Board. Directors who participate in the special committees focus on the research of certain issues based on the division of work and provide suggestions that would help improve and enhance the management of the Company.

#### (1) Remuneration and Appraisal Committee

##### a. Duties and Responsibilities of the Remuneration and Appraisal Committee

The main duties and responsibilities of the Remuneration and Appraisal Committee of the Company are: (1) to study and formulate evaluation criteria for senior management, to perform evaluation and propose remuneration policies and plans; (2) to make recommendations regarding the evaluation criteria and remuneration policies for Directors; (3) to formulate share option incentive schemes pursuant to provisions of relevant laws, regulations and normative documents; (4) to be responsible for the management of share incentive schemes, including but not limited to reviews on the qualification of grantees, grant condition and condition for exercising the same; and (5) to carry out other matters authorised by the Board.

##### b. Members of the Remuneration and Appraisal Committee and the Attendance Rate

The Remuneration and Appraisal Committee comprises five Directors, including three independent non-executive Directors and two non-executive Directors. Current members include chairman, namely, Mr. Pan Zhengqi and members, namely, Mr. Pan Chengwei, Mr. Wong Kwai Huen, Albert, Mr. Hu Xianfu and Mr. Liu Chong.

Members of the Remuneration and Appraisal Committee	Time of attendance in person	Time of attendance by proxy
Mr. Pan Zhengqi (chairman)	4	0
Mr. Pan Chengwei (member)	4	0
Mr. Wong Kwai Huen, Albert (member)	4	0
Mr. Hu Xianfu (member, succeeded on 26 September 2017)	0	0
Mr. Wang Zhixian (resigned on 7 August 2017)	4	0
Mr. Liu Chong (member)	4	0



**Corporate Governance and Corporate Governance Report****c. Work of the Remuneration and Appraisal Committee during the Reporting Period**

The Remuneration and Appraisal Committee held 4 meetings during the Reporting Period, and the proposals deliberated are as follows:

Session of meeting	Date	Resolutions considered
The 1st meeting in 2017 of the 8th session	27 March 2017	Review opinion on the first meeting in 2017
The 2nd meeting in 2017 of the 8th session	8 May 2017	Review opinion on the 2016 appraisal of appointed personnel (excluding CEO and President Mai Boliang) by the Board of Directors
The 3rd meeting in 2017 of the 8th session	12 May 2017	Review opinion on the 2016 appraisal of CEO and President Mai Boliang
The 4th meeting in 2017 of the 8th session	10 July 2017	Opinion on the 2016 performance bonus distribution plan and the 2017 fixed remuneration adjustment plan for personnel appointed by the Board

**d. Decision Procedures for Remuneration**

The appraisal procedures of the Remuneration and Appraisal Committee for the directors and senior management include: (1) the Remuneration and Appraisal Committee determines the list of staff to be appraised and submits to the Board for consideration and approval; (2) the staff to be appraised submit a work report and provide self-evaluation to the Remuneration and Appraisal Committee of the Board; (3) the Remuneration and Appraisal Committee evaluates the performance of the staff based on the evaluation criteria and procedures; and (4) the Remuneration and Appraisal Committee proposes the remuneration scheme or recommendation for each staff member based on their results of performance evaluation and the remuneration distribution policy, and reports it to the Board after passing the vote.

According to the Implementation Rules of the Remuneration and Appraisal Committee, the remuneration plan of the Company's Directors proposed by the Remuneration and Appraisal Committee shall be submitted to the Board for discussion and consent, and then submitted to the general meeting for consideration and approval before implementation; the remuneration distribution plan for senior management shall be submitted to the Board for examination and approval before implementation. Model (ii) of Rule B.1.2(c) in Appendix 14 of the Hong Kong Listing Rules is adopted for the procedures that determine the remuneration.

(2) **Nomination Committee**

**a. Duties and Responsibilities of the Nomination Committee**

The main duties and responsibilities of the Nomination Committee are: (1) to review the structure, size and composition of the Board annually on a regular basis (including the aspects of skills, knowledge and experience) and make recommendations on any proposed changes to the Board to keep in line with the Company's strategy; (2) to identify individuals qualified to become Board members and select and make recommendations to the Board on the selection of individuals nominated for directorships; (3) to assess the independence of independent non-executive Directors; (4) to make recommendations to the Board on relevant matters relating to the appointment or reappointment of Directors, and succession plan for Directors (especially the chairman of the Board and president); (5) to evaluate the Directors' work and make suggestions or recommendations on the replacement of Directors based on the evaluation results (if applicable); (6) to fully consider the Company's policy on diversity of Board members when fulfilling responsibilities, i.e. the selection of candidates for the Board will be based on a diverse range of criteria, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge; on top of the above conditions, qualities such as the candidate's comprehensive value to the Company's business and development, his/her potential contribution to the Board and requirements on diversity of the Board members will be taken into account when the final decision is made; (7) to review, where appropriate, the Company's policy on diversity of Board members as well as the measurable goals and progress of policy implementation to ensure its efficiency; and (8) to perform other duties authorised by the Board.

**b. Members of the Nomination Committee and the Attendance Rate**

The Nomination Committee comprises three Directors, including two independent non-executive Directors and one non-executive Director. Current members include chairman, namely, Mr. Wong Kwai Huen, Albert and members, namely, Mr. Wang Hong and Mr. Pan Chengwei.

Member of the Nomination Committee	Time of attendance in person	Time of attendance by proxy
Mr. Wong Kwai Huen, Albert (chairman)	2	0
Mr. Wang Hong (member)	2	0
Mr. Pan Chengwei (member)	2	0

**c. Work of the Nomination Committee during the Reporting Period**

The Nomination Committee held 2 meetings during the Reporting Period, and the proposals deliberated are as follows:

Session of meeting	Date	Resolutions considered
The 1st meeting in 2017 of the 8th session	27 March 2017	Opinion on matters concerning the 1st meeting in 2017
The 2nd meeting in 2017 of the 8th session	11 August 2017	Opinion on the nomination of Mr. Hu Xianfu as a candidate for directorship of the 8th session of the Board

**Corporate Governance and Corporate Governance Report****d. Policy of Diversity of the Board Members**

The Implementation Rules for the Nomination Committee of the Company clarified the policy of diversity of the Board members, i.e. the selection of candidates for the Board will be based on a diverse range of criteria, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. On top of the above conditions, qualities such as the candidate's comprehensive value to the Company's business and development, his/her potential contribution to the Board and requirements on diversity of the Board members will be taken into account when the final decision is made. The Board considers that the Company's existing practices are in line with the requirements of the Hong Kong Listing Rules on diversity of the Board members.

**e. Procedures and Criteria of Nomination of Directors**

According to the Implementation Rules of the Nomination Committee, the procedures of nomination and selection of Directors should include: (1) the Nomination Committee shall proactively exchange views with relevant departments of the Company to study the need of the Company for new Directors, and formulate written materials; (2) the Nomination Committee may conduct extensive search for candidates for directorship among employees of the Company, its Shareholders and in the open recruitment market; (3) information including the profession, education, professional titles, detailed work experience and all part-time jobs etc. of the preliminary candidates shall be collected, and written materials shall be formulated; (4) the nominee's consent to nomination shall be sought, failing which such nominee shall not be named as a candidate for directorship; (5) a meeting of the Nomination Committee shall be convened, at which qualification-vetting of the preliminary candidates shall be carried out based on the terms of appointment for Directors; (6) the Nomination Committee shall submit its recommendations for candidates for directorship together with relevant materials to the Board one to two months prior to the election of new Directors; and (7) other subsequent tasks to be undertaken pending on the decision and feedback of the Board.

Pursuant to the Articles of Association, election and replacement of Directors shall be proposed to a general meeting for approval. The Nomination Committee of the Board (the Board), the Supervisory Committee and the Shareholders whose shareholding represents 1% or more of the voting shares of the Company are entitled to raise proposals. The Office of the Secretary to the Board is responsible for preparing relevant procedural documents, including but not limited to recommendation letters, resumes of candidates, tables of basic information and letters of resignation, which shall be submitted to the Board for consideration, and then to the general meeting for approval upon the consent of the Director candidates and qualification review of the Board's Nomination Committee. At the same time, resigning Directors are requested to sign resignation letters. Pursuant to the Articles of Association, the Company is required to give notice of the general meeting to the Shareholders in writing 45 days in advance and send a circular to the Shareholders. Pursuant to the Hong Kong Listing Rules, information concerning the name list, resumes and emoluments of the candidates for directorship must be set out in the circular to Shareholders to facilitate voting by Shareholders. The new Directors must be approved by more than half of the total voting shares held by the Shareholders present in person or by proxy at the general meeting.

(3) **Audit Committee**

**a. Duties and Responsibilities of the Audit Committee**

The main duties and responsibilities of the Audit Committee include: to handle the relationship with the external auditing body of the Company, to review the financial information of the Company and to monitor the Company's financial reporting system and internal control procedures. For details, please refer to "The Implementation Rules of the Audit Committee under the Board of China International Marine Containers (Group) Co., Ltd." published on the website of the Shenzhen Stock Exchange, Cninfo website (www.cninfo.com.cn), the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company's website on 9 April 2016.

**b. Members of the Audit Committee and the Attendance Rate**

The Audit Committee comprises three independent non-executive Directors. Current members include, chairman, Mr. Pan Chengwei and members, Mr. Pan Zhengqi and Mr. Wong Kwai Huen, Albert.

Member of the Audit Committee	Time of attendance in person	Time of attendance by proxy
Mr. Pan Chengwei (chairman)	8	0
Mr. Pan Zhengqi (member)	8	0
Mr. Wong Kwai Huen, Albert (member)	8	0

**c. Work of the Audit Committee during the Reporting Period**

During the Reporting Period, the Audit Committee held 8 meetings, 6 of which were held by way of written resolution.

Session of meeting	Date	Resolutions considered
The 1st meeting in 2017 of the 8th session	10 March 2017	Nil
The 2nd meeting in 2017 of the 8th session	26 March 2017	Opinion on matters concerning the 2nd meeting in 2017 of the Audit Committee of the Board
The 3rd meeting in 2017 of the 8th session	26 April 2017	Opinion on auditing the first quarterly financial report of 2017
The 4th meeting in 2017 of the 8th session	3 August 2017	Opinion on auditing the return of leasehold land and relocation compensation for the Prince Bay Project Land with China Merchants Shekou
The 5th meeting in 2017 of the 8th session	27 August 2017	Opinion on matters concerning the 5th meeting in 2017
The 6th meeting in 2017 of the 8th session	27 October 2017	Opinion on auditing the third quarterly financial report of 2017
The 7th meeting in 2017 of the 8th session	16 November 2017	Opinion on auditing the injection of 78.15% equity interest in Pteris Global Limited held into CFE
The 8th meeting in 2017 of the 8th session	18 December 2017	Nil

## Corporate Governance and Corporate Governance Report

### (4) Strategy Committee

The main duties and responsibilities of the Strategy Committee of the Company are: to study and make recommendations on the Company's long-term strategic development plan, on the major investment programme that is subject to the approval of the Board, and on the major capital operations and asset management projects that shall be subject to the approval of the Board; and to perform other duties authorised by the Board.

Members of Strategy Committee comprise two non-executive Directors and one executive Director. Current members are: chairman of the committee, Mr. Wang Hong, and members, Mr. Wang Yuhang and Mr. Mai Boliang.

During the Reporting Period, the Strategy Committee of the Company held meetings through interviews, telephone, email, electronic communications and other methods to discuss important matter of the Company, kept close and effective communication and ensured the performance of its duties and responsibilities. Meanwhile, the investment and M&A leading group of CIMC under the Strategy Committee also held 5 meetings on investment projects to fully evaluate the Company's major investments, which provided a strong basis for the decision of the Board.

### (5) Corporate Governance Functions

The Board has responsibilities of corporate governance, which are to urge the management to establish compliant organisational structure and systems, and to abide by the Corporate Governance Code and other laws and regulations in its daily management. According to the Corporate Governance Code, during the Reporting Period, the Board audited the compliance of the Company's corporate governance policies and guidelines, and was responsible for and performed the following corporate governance functions during the Reporting Period:

- a. To formulate and review the Company's corporate governance policies and practices;
- b. To review and monitor the training and continuous professional development of the Directors and senior management;
- c. To review and monitor the policies and practices in terms of the Company's compliance with laws and regulations;
- d. To formulate, review and monitor the code of conduct for employees and Directors; and
- e. To review the Company's compliance with the Corporate Governance Code set out in Appendix 14 of the Hong Kong Listing Rules and the disclosure in the Corporate Governance Report.

**(6) Risk Management Committee**

In order to further strengthen the risk management and internal control system, enhance the risk control capability and optimise the corporate governance structure of the Company, the Risk Management Committee was established by the Board.

**a. Duties and Responsibilities of the Risk Management Committee**

The main duties and responsibilities of the Risk Management Committee include: (1) to supervise and provide guidance on strengthening the risk management and internal control system of the Company; (2) to consider the planning for the risk management and internal control system of the Company, the annual work plan and annual report; (3) to consider the establishment of administrative organisations of the risk management and internal control system of the Company and proposals on their responsibilities; (4) to consider the relevant rules and regulations and work flows of the risk management and internal control system of the Company; (5) to consider the Company's strategies on risk management and its risk management solutions for significant risks; (6) to study the risks and risks control of significant issues in major investment & financing activities and operation management, making recommendations to the Board in respect thereof; (7) to study the significant findings of investigations on major risk emergency events or other risk management and internal control related issues as well as the feedback from the management; and (8) to handle other affairs as authorised by the Board concerning comprehensive risk management.

**b. Members of the Risk Management Committee and the Attendance Rate**

During the Reporting Period, the Risk Management Committee comprised five Directors. Current members include: chairman, Mr. Hu Xianfu, and members, Mr. Liu Chong, Mr. Pan Chengwei, Mr. Pan Zhengqi and Mr. Wong Kwai Huen, Albert.

Member of the Risk Management Committee	Time of attendance in person	Time of attendance by proxy
Mr. Hu Xianfu (chairman)	1	0
Mr. Liu Chong (member)	3	0
Mr. Pan Chengwei (member)	3	0
Mr. Pan Zhengqi (member)	3	0
Mr. Wong Kwai Huen, Albert (member)	3	0
Mr. Wang Zhixian (resigned on 7 August 2017)	2	0

**Corporate Governance and Corporate Governance Report****c. Work of the Risk Management Committee during the Reporting Period**

During the Reporting Period, the Risk Management Committee held 3 meetings. 2 of the meetings of the Risk Management Committee were held by way of written resolution.

Session of meeting	Date	Resolutions considered
The 1st meeting in 2017 of the 8th session	26 March 2017	Opinion on matters concerning the 1st meeting in 2017
The 2nd meeting in 2017 of the 8th session	27 August 2017	Nil
The 3rd meeting in 2017 of the 8th session	26 September 2017	Resolution on the election of chairman

**4. SHAREHOLDERS AND GENERAL MEETINGS****(1) Shareholders' Rights**

To ensure that all Shareholders of the Company enjoy equal rights and exercise their rights effectively, the Company convenes the general meetings every year pursuant to the Articles of Association.

The Company has always kept good communication with the Shareholders by reporting the performance and operations of the Group to the Shareholders through the disclosures of annual reports, interim reports and quarterly reports, as well as several other formal communication channels. At the same time, the hotline and e-mail services are available for the Shareholders to express their views or to exercise their rights. The materials on the website are regularly updated to keep the Shareholders and the public posted on the recent developments of the Company in a timely manner.

The dates, content, delivery methods, announcement methods and the Shareholders' voting procedures of the Company's circulars and notices of general meetings strictly comply with the relevant provisions of the PRC Company Law, the Articles of Association and the Hong Kong Listing Rules to ensure the exercise of the Shareholders' rights to attend the general meetings. Pursuant to the Articles of Association, the Shareholder(s) is (are) entitled to supervise the operation of the Company, raise recommendations or enquiries to the Company.

During the Reporting Period, the Company held a total of 5 general meetings, including: 3 general meetings, 1 A Shareholders' class meeting and 1 H Shareholders' class meeting.

## (2) Attendance of the Directors at the General Meetings

Position	Name	General meeting attended	5 general meetings convened in this year	
			Time of attendance	Attendance rate(%)
Chairman	Wang Hong	Second extraordinary general meeting for 2017	1	25
Vice chairman	Wang Yuhang	–	0	0
Director	Mai Boliang	Annual general meeting for 2016, first A Shareholders' class meeting for 2017, first H Shareholders' class meeting for 2017, second extraordinary meeting for 2017	4	80
Director (took office on 26 September 2017)	Hu Xianfu	–	0	0
Director (resigned on 7 August 2017)	Wang Zhixian	–	0	0
Director	Liu Chong	Annual general meeting for 2016, first A Shareholders' class meeting for 2017, first H Shareholders' class meeting for 2017, first extraordinary meeting for 2017	4	80
Independent director	Pan Chengwei	Annual general meeting for 2016, first A Shareholders' class meeting for 2017, first H Shareholders' class meeting for 2017	3	60
Independent director	Pan Zhengqi	Annual general meeting for 2016, first A Shareholders' class meeting for 2017, first H Shareholders' class meeting for 2017, first extraordinary meeting for 2017	4	80
Independent director	Wong Kwai Huen, Albert	Annual general meeting for 2016, first A Shareholders' class meeting for 2017, first H Shareholders' class meeting for 2017	3	60

Details on resolutions passed at the above general meetings have been set out in the relevant announcements published on the website of the Shenzhen Stock Exchange, Cninfo website ([www.cninfo.com.cn](http://www.cninfo.com.cn)), the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website.

Corporate Governance Code A.6.7 requires that "independent non-executive directors and other non-executive directors should also attend general meetings and develop a balanced understanding of the views of shareholders". During the Reporting Period, the Company held 5 general meetings. Due to other substantial affairs during the same period, not all directors were able to attend every general meeting. For Directors' attendance, please refer to the table above.



**Corporate Governance and Corporate Governance Report**

Code provision E.1.2 of the Corporate Governance Code requires that “The chairman of the board should attend the annual general meeting. He should also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend”. The three independent non-executive Directors of the Company all attended the general meetings convened during the Reporting Period. The non-executive Directors Wang Hong, (the Chairman of the Board), Wang Yuhang (Vice-chairman of the Board) and Wang Zhixian (the Chairman of the Risk Management Committee of the Board, resigned on 7 August 2017) failed to attend the aforesaid general meetings due to other important affairs.

**(3) Implementation of Resolutions of Annual General Meeting by the Board**

All members of the Board have seriously and diligently performed their duties, implemented the resolutions passed at the annual general meeting and accomplished all tasks as authorised by the annual general meeting according to the relevant laws and regulations of the respective jurisdictions where the Company’s shares are listed and the provisions as set out in the Articles of Association.

**(4) Procedures for Requisition to Convene a General Meeting and Proposals by Shareholders**

Pursuant to the Articles of Association, the Shareholder(s) individually or jointly holding a total of 10% or more of the shares of the Company is(are) entitled to request the Board in writing to convene an extraordinary general meeting or a class general meeting. Two or more Shareholders holding a total of 10% or more of the shares carrying voting right of the Company may sign one or more written requests of identical form and substance requesting the Board to convene a class general meeting or an extraordinary general meeting and stating the subject of the meeting. If the Board disagrees with the proposal of convening an extraordinary general meeting requested by such Shareholders, such Shareholders shall make a written resolution to the Supervisory Committee for convening such an extraordinary general meeting. If the Supervisory Committee agrees to convene such a meeting, a notice of such meeting shall be issued within five days upon receipt of the proposal. Changes made to the original proposal shall be approved by the original proposer. If the Supervisory Committee fails to dispatch a notice of the general meeting within a prescribed period of time, it shall be deemed that the Supervisory Committee fails to convene and preside over the general meeting. In that case, the Shareholder(s) individually or jointly holding 10% or more of the shares of the Company for a continuous period of 90 days may convene and preside over a general meeting by himself/themselves, provided that prior to the announcement of the resolutions of the general meeting the shares held by such convening Shareholder(s) shall not be less than 10% of the shares of the Company. The reasonable expenses incurred by such Shareholder(s) for general meeting or a class general meeting shall be borne by the Company and shall be deducted from the remuneration paid by the Company to the negligent Director(s).

Pursuant to the Articles of Association, the Shareholder(s) individually or jointly holding more than 3% of the Company’s shares is(are) entitled to submit extraordinary resolutions in writing to the Board 10 days prior to the general meeting.

The Company values feedbacks from its Shareholders, investors and the public. Shareholders may submit their inquiries and questions to the Board in writing via the Company Secretary. For the contact information of the Company Secretary, please refer to the "Chapter I Corporate Profile" in this Report. Shareholders may also submit enquiries and proposals to the Company through the following:

By phone:	(86 755) 2680 2706
By fax:	(86 755) 2682 6579
By post:	CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, PRC
Postal code:	518067
By email:	shareholder@cimc.com

## **5. SUPERVISORS AND THE SUPERVISORY COMMITTEE**

The Supervisory Committee of the Company is accountable to the general meeting. All of the Supervisors have discharged their duties seriously in accordance with the provisions of the Articles of Association, attended all Board meetings and persistently reported their work to the general meeting. In line with the spirit of accountability to all Shareholders, the Supervisory Committee monitored the financial affairs and internal control of the Company and the performance of duties and responsibilities by the Directors, presidents and other senior management personnel of the Company to ensure that they have performed their duties in compliance with applicable laws and regulations. For details of the work of the Supervisory Committee during the Reporting Period, please refer to "Chapter VII Report of the Supervisory Committee" in this Report.

On 26 September 2017, as approved by the first extraordinary general meeting of the Company for 2017, Mr. Lv Shengzhou resigned due to change in work arrangements, while Mr. Wang Hongyuan was appointed as the supervisor representing Shareholders for the 8th session of the Supervisory Committee.

## **6. ACCOUNTABILITY, AUDIT AND CONTINUING OPERATIONS**

Directors confirm that they have the responsibility to prepare the financial statements for each financial year to truly and fairly report the Group's performance and accounts regarding its results and cash flows within relevant period. The Directors audited the financial statements for the year ended 31 December 2017 prepared by the Company with the support from the finance department of the Company, and ensured that the relevant accounting practices and policies are observed and CASBE are complied with in the compilation of the financial statements in order to report the financial position of the Company in a true and fair manner. After due enquiry, the Board considers that the Group has adequate resources to continue operations for the foreseeable future, so it is suitable to adopt an on-going concern basis for the preparation of the financial statements. The Directors were not aware or discover any major uncertain events or situations that may have a material impact on the sustainable operation capability of the Company.

For details of the Auditors' reporting responsibilities and the statements of their feedbacks to the financial statements of the Company for the year ended 31 December 2017, please refer to "Chapter XII Auditor's Report" of this Report.

## Corporate Governance and Corporate Governance Report

### 7. REMUNERATION OF THE AUDITORS

The Company has not changed its auditors within the past five years. For information relating to the remuneration received by the auditors for their services to the Company during the Reporting Period, please refer to “IX. Engagement and Disengagement of Firms of Accountants” of “Chapter VIII Significant Events” in this Report.

### 8. COMPANY SECRETARY

The Company Secretary, Mr. Yu Yuqun, shall be responsible for facilitating the Board procedures of the Company and the communications among Directors, between the Directors and the Shareholders, and among the management. The resume of Mr. Yu is set out in “I. Brief Biography of the Directors, Supervisors and Senior Management of the Company” of “Chapter X Information on Directors, Supervisors, Senior Management and Employees” of this Report. In 2017, Mr. Yu received trainings of more than 15 hours to advance his professional skills and knowledge.

### 9. INVESTOR RELATIONS

For the number of Shareholders and nature of shares of the Company as at the end of 2017, please refer to “1. Number of Shareholders and Shareholdings of the Company” of “III. Shareholders and De Facto Controller” under “Chapter IX Changes in Share Capital and Information on Shareholders” of this Report.

In 2017, the Company continued to place emphasis on and committed to improving investor relations management by, in the interest of minority investors, adopting effective and innovative measures in daily work and settlement of major issues to strengthen all-around communication with Shareholders and investors. Regarding the Company’s reception of investors in 2017, please refer to “X. Reception of Research, Communications and Interviews” under “Chapter V Operation Discussion and Analysis Prepared in Accordance with the Domestic Securities Regulatory Rules” of this Report. In the coming year, the Company will further improve its communication with the investors and endeavour to enhance the investors’ understanding to the Company. Meanwhile, it is expected that more support and attention from the investors can be earned.

## **10. RISK MANAGEMENT AND INTERNAL CONTROL**

### **(1) The Risk Management and Internal Control System of the Company and its Characteristics**

In 2017, the Company established a comprehensive risk management and internal control system in strict compliance with the requirements of China Securities Regulatory Commission, the CSRC Shenzhen Bureau and the Hong Kong Stock Exchange. According to the Criteria Benchmarks for Enterprise Internal Controls and its guidance issued by five ministries and departments of China, the requirements of the Corporate Governance Code and the Corporate Governance Report under the Hong Kong Listing Rules and by referring to guiding documents such as COSO "Corporate Risk Management – Overall Framework" and ISO31000 "Risk Management – Principles and Guidelines", the Company has designed, implemented and monitored the risk management and internal control system. This system consists of five parts, namely risk management strategy, working system of risk management, security system of risk management, information system of risk management and risk management culture. The interdependence and synergy among each part assure the effectiveness of the risk management and internal control system. Featured by distinct division of powers and responsibilities, comprehensive coverage, prevention and control with focus, full involvement of employees and effective management and control, the system accords with the actual business conditions of the Company.

The Board of the Company attaches great importance to the construction of the risk management and internal control system of the Company. The Board optimises the risk management strategy of the Company according to the strategic planning, formulates the work policy for risk management and the risk tolerance for the year, and circulates these strategies and policies to each business department for refinement and implementation. The Audit Committee of the Board is responsible for monitoring the design, implementation and supervision of the risk management and internal control system of the Company and reports to the Board in this regard. In addition, in order to enhance the risk management level of the Company and control operating risks, the Board established the Risk Management Committee. The management is responsible for the design, implementation and supervision of the risk management and internal control system. Under the authorisation of the management, the audit and supervision department of the Company is responsible for monitoring the construction, implementation and supervision of the risk management and internal control system of the Group.

During the Reporting Period, for new companies that have been acquired or established over one year, the Group continued to persist on promoting full coverage of internal control system establishment. At the same time, the Group continued to further facilitate four internal control priorities, i.e. construction to reach internal control standards, compilation of internal control manuals for different levels, cultivation of internal control talents and construction of digitalisation project for internal control work. Since 2016, the Company upgraded the internal control system into the risk management system in accordance with the requirements of the Listing Rules of the Stock Exchange. In 2017, the Group formulated and updated 27 amendments and additions related to the risk control system, completed 63 training sessions on risk control, implemented the accountability mechanism for significant events and imposed stricter penalties on companies and officers that have been involved in certain issues. Under active deployment and organisational enforcement by all levels of organisation of the Group, as at the date of issuance of the 2017 Annual Assessment Report on Internal Control of the Company, the coverage of corporate internal control system within the Group is over 95% and the Group's major risks are under control.

## Corporate Governance and Corporate Governance Report

### (2) Identification, Assessment and Response Procedures for Major Risks

The Company places importance on identification and assessment of major risks, screens for major risks timely and promotes the response to major or prominent risks. Therefore, the Company established a risk identification procedure based on both historical experience and scientific forecast. The procedure requires that the head office and members of the Company shall collect various risk loss events occurred across the members annually on a periodic and irregular basis and identify other risks that the Company may confront by conducting research and forecast on the markets and economic conditions in order to adjust and update the risk database and risk sorting structure of the Company and sort out the risk databases of the members of the Company, thus formulating an overall risk database of the Group. The Group established mechanism for periodic and irregular sharing of resources from the risk database as well as communication and training in relation to risk identification measures and experiences aiming at continuously refining the risk identification procedure of the Company.

The Company promotes assessment on major risks of the Company annually on a periodic basis. To carry out the risk assessment procedure, risk management institutions draw up a risk assessment questionnaire according to the risk database and risk evaluation criteria of the Company and distribute it to the management of the Company and the members of the Company for appraisal and rating in order to determine the nature of the risks and formulate an initial risk sequence. The key management of the Company including the CEO carries out interviews and communication so as to determine the risk sequence. The risk management team conducts research and interview on the top five risks in the confirmed risk sequence in order to determine the reason, influence and solutions of the risks and prepare an annual risk assessment report. The report will be submitted to the Board for approval.

The Company established a comprehensive response procedure for major risks. For identified major risks, the responsible business department shall formulate a response plan promptly and implement the plan as approved by the Board and the management. The risk management team shall be responsible for monitoring the execution of the response plan and report the execution to the management periodically. In addition, the Company established a risk monitoring and warning system. For identified major risks, the responsible risk department shall put in place relevant monitoring indicators and track down the monitoring indicators for major risks periodically. The abnormal indicators and risks monitored shall be reported to the management promptly and the management shall guide the active response by the responsible risk department.

In 2017, in accordance with the management requirement from the Board regarding “taking risk control as top priority”, all enterprises under the Group must actively identify major risk factors and establish relevant control measures. The internal control system has a coverage rate of over 95% on the enterprises under the Group.

**(3) Procedures for Reviewing the Effectiveness of Risk Management and Internal Control System and Solving the Serious Deficiency in Internal Control**

The Company has carried out reviews on the effectiveness of risk management and internal control system. The review procedure includes annual risk assessment, supervision on the construction of risk management and internal control system, the up-to-standard evaluation on risk management and internal control system, audit on economic responsibility during the term of office, separate audit on projects, separate audit on procurement, supervision on the management, handling of complaints and reports, annual self-assessment on internal control.

During the Reporting Period, the Company completed over 180 reviews. The targets of the reviews were the domestic and overseas members of the Group. Through the reviews on the system, the Company has continuously improved the risk management and internal control system. During the Reporting Period, in respect of CIMC Enric, a subsidiary of the Group, terminating the acquisition of the equity interest in SOE in 2016, which resulted in a major risk incident of significant impairment provision for assets, the Company carried out post-investment evaluations, in-depth inquiry into the causes and implemented accountability to further improve the prevention and handling mechanism of major risk incidents.

**(4) The Board's Statement on the Effectiveness of the Risk Management and Internal Control System**

The Board acknowledges that it is responsible for the effectiveness of the risk management and internal control system. During the Reporting Period, the Company has completed at least three reviews on the effectiveness of the system and the Board considers that the risk management and internal control system of the Company is effective and that the Company has duly complied with the criteria benchmarks for enterprise internal controls and the requirements of other relevant provisions to maintain effective financial statement internal controls in all material aspects. Meanwhile, the Board acknowledges that the risk management and internal control system of the Company is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

**(5) Procedures and Internal Control Measures for Handling and Disclosing Inside Information**

In respect of inside information disclosure procedures and internal control, the Company has promulgated the Information Disclosure Management System (《信息披露管理制度》) and the Insider Registration and Management System (《關於內幕信息知情人登記管理制度》), set up a supervision regime, specified the scope of inside information and developed the insider registration and archival-filing system. Please refer to "1. Situation of Corporate Governance" of "Part I: Corporate Governance Work Report (Prepared in Accordance with the PRC Securities Regulatory Requirements)" in this chapter hereof for details.

## **11. OTHERS**

Information on Corporate Governance can be accessed on the Company's website at [www.cimc.com](http://www.cimc.com). You may access such information by following these steps:

1. Go to the Company's homepage, find and click "Investor relationship";
2. Click "Corporate Governance"; and
3. Finally, click on the information you are looking for.

## Chapter XII Auditor's Report



普华永道

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To the Shareholders of China International Marine Containers (Group) Co., Ltd.

### OPINION

#### What we have audited

We have audited the accompanying financial statements of China International Marine Containers (Group) Co., Ltd. (hereinafter "CIMC", "the Group"), which comprise:

- the consolidated and company balance sheets as at 31 December 2017;
- the consolidated and company income statements for the year then ended;
- the consolidated and company cash flow statements for the year then ended;
- the consolidated and company statements of changes in shareholders' equity for the year then ended; and
- notes to the financial statements.

#### Our Opinion

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated and company's financial position of CIMC as at 31 December 2017, and their financial performance and cash flows for the year then ended in accordance with the requirements of Accounting Standards for Business Enterprises ("CASs").

#### BASIS FOR OPINION

We conducted our audit in accordance with China Standards on Auditing ("CSAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

We are independent of CIMC in accordance with the Code of Ethics for Professional Accountants of the Chinese Institute of Certified Public Accountants ("CICPA Code"), and we have fulfilled our other ethical responsibilities in accordance with the CICPA Code.

#### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters identified in our audit are summarised as follows:

- Impairment of long-term receivables
- Impairment of goodwill allocated to the offshore engineering asset group, the heavy truck asset group and Energy, Chemicals and Liquid Food Equipment asset group
- Impairment of fixed assets
- Impairment of vessels under construction
- Purchase price allocation for acquisition of Nantong CIMC SinoPacific Offshore & Engineering Co., Ltd. ("SOE")

## KEY AUDIT MATTERS (Continued)

Key Audit Matters	How our audit addressed the Key Audit Matter
<p><b>1. Impairment of long-term receivables</b></p> <p>Refer to Note II.10 – Accounting policy of receivables, Note II.34 (1) – Critical accounting estimates and judgements on impairment of receivables, Note IV.9 – Current proportion of non-current assets and Note IV.12 – Long-term receivables to the financial statements.</p> <p>As at 31 December 2017, the net value of financial lease receivables in net long-term receivables (including those due within one year) on the Group's consolidated balance sheet was amounted to RMB16,807,361,000. In 2017, the Group made an impairment provision towards long-term receivables (including those due within one year) of RMB123,659,000 in the consolidated income statement.</p> <p>The management performed the credit review of financial lease receivables in long-term receivables to identify impairments, taking into account the lessees' payment records, the solvency of the lessees and the guarantors, the recoverable value of the leased assets and the industry prosperity of the lessees' business. Specific provision is made for financial leasing receivables in long-term receivables with objective evidence of impairment, while financial lease receivables in long-term receivables for which no specific provision should be classified according to similar credit risk, and are collectively assessed for impairment using the model analysis method.</p> <p>The specific provision is measured as the difference between the long-term receivables' carrying amount and the present value of the estimated future cash flow. The key assumptions involved include: the future payment ability of the lessees and the payment time, disposal value of the leased assets and the disposal time.</p> <p>Under model analysis method, the estimated value of the impairment provision determined by historical loss rate, and loss emergence period.</p> <p>We focused on this area due to the fact that significant judgments were involved during impairment identification and assessment process of financial leasing receivables in long-term receivables.</p>	<p>We have performed the following procedures to address this key audit matter:</p> <ul style="list-style-type: none"> <li>We understood, evaluated and validated the effectiveness of the management's internal controls towards identifying impairment events of financial lease receivables in long-term receivables and assessing impairment provision, including management's credit review and the review and approval of key assumptions.</li> <li>We have obtained management's assessment of the provision for impairment of finance lease receivables in long-term receivables. We performed independent credit reviews on a samples basis, to identify impairment events. We focus on lessees whose business are in high-risk industries or whose debts are overdue but have not been recognized as impairment, by checking their payment and overdue records, the latest financial statements of the lessees and their guarantors, and assessing the management's judgments on the recoverable value of the leased assets.</li> <li>For the financial lease receivables in long-term receivables with identified impairment events, we have obtained the management's specific impairment provision worksheets and, on a sample basis, checked accuracy of the calculations and examined the management's analysis of the financial condition of the lessee, the value of the leased property, and analyze the reasonableness of the amount and timing of future cash flow projections prepared by the management. Based on the market value and realizable rate of similar assets of the relevant leased property, it is evaluated whether the realizable value of the leased property assessed by management is within a reasonable range.</li> <li>For the long-term receivables with collective assessment provision, we have obtained management's worksheets and tested the accuracy of the calculations. We also analyzed the internal historical loss data of the Group and the reasonableness of economic environment of the industry in which the lessee is located, combined with key assumptions used in the model analysis, including similar credit risks, historical loss rates, and loss emergence period.</li> </ul> <p>Based on our work performed, we found that management's key assumptions on impairment test of financial lease receivables in long-term receivables was supported by the evidence we gathered.</p>



## KEY AUDIT MATTERS (Continued)

Key Audit Matters	How our audit addressed the Key Audit Matter
<p>2. Impairment of goodwill allocated to the offshore engineering asset group, the heavy truck asset group and Energy, Chemicals and Liquid Food Equipment asset group</p> <p>Refer to Note II.20 – Accounting policy of impairment of long-term assets, Note II.34 (2) – Critical accounting estimates and judgements on impairment of long-term assets and Note IV.19 – Goodwill to the financial statements.</p> <p>As at 31 December 2017, the net value of goodwill of the Group on the consolidated balance sheet was amounted to RMB2,112,445,000, among which RMB229,460,000 was allocated to offshore engineering asset group while RMB38,815,000 was allocated to heavy truck asset group, and RMB1,036,235,000 was allocated to energy, chemicals and Liquid food equipment asset group. In 2017, the Group made a provision of nil, nil and RMB38,000,000 towards the goodwill allocated to the offshore engineering asset group, heavy truck asset group and energy, chemicals and Liquid food equipment asset group respectively, in the consolidated income statement.</p> <p>In 2017, the operation performance of the asset groups in these industries were below expectation and there was a risk of impairment. The management made the corresponding impairment provision based on the difference between recoverable amount and carrying amount of relevant asset groups or combination of asset groups those include the allocated goodwill. The key assumptions applied include future revenue growth rates, gross margins, expense rates and discount rates.</p> <p>We focused on this area due to the fact that significant judgements were involved in key assumption of assessing the goodwill impairment.</p>	<p>We have performed the following procedures to address this key audit matter:</p> <ul style="list-style-type: none"> <li>• We understood, evaluated and validated the effectiveness of the internal controls regarding goodwill impairment test, including the adoption of key assumptions and the review and approval of impairment provision.</li> <li>• We obtained management's worksheets of impairment of goodwill allocated to the offshore engineering asset group, the heavy truck asset group and Energy, Chemicals and Liquid Food Equipment asset group.</li> <li>• We assessed whether the goodwill is allocated to the relevant asset groups or combination of asset groups in a reasonable way.</li> <li>• We tested the mathematical accuracy of the calculations.</li> <li>• We compared management's forecast in 2016 Goodwill Impairment worksheets against the actual performance in 2017 to check whether there is management bias in the goodwill impairment assessment process.</li> <li>• We analyzed the rationality of management's assumptions of future revenue growth rates, gross margins and expense rates by considering the historical operations of the relevant asset groups, the industry trends, emerging market opportunities and cost savings due to economies of scale.</li> <li>• We evaluated the discount rates by utilizing the expertise of specialist.</li> <li>• We performed sensitivity test on gross margins and discount rates.</li> </ul> <p>Based on our work performed, we found that management's key assumptions on goodwill impairment test was supported by the evidence we gathered.</p>

## KEY AUDIT MATTERS (Continued)

Key Audit Matters	How our audit addressed the Key Audit Matter
<p><b>3. Impairment of fixed assets</b></p> <p>Refer to Note II.20 – Accounting policy of impairment of long-term assets, Note II.34 (2) – Critical accounting estimates and judgements on impairment of long-term assets and Note IV.15 – Fixed assets to the financial statements.</p> <p>As at 31 December 2017, the net value of fixed assets of the Group in the consolidated financial statements was RMB22,941,021,000. In 2017, the Group made a provision for impairment of fix assets of RMB20,252,000 in the consolidated income statement.</p> <p>At the balance sheet date, the Group assessed whether there was any indication that the fixed assets were impaired and further impairment test would be performed for those with impairment indicators. If the result of the impairment test indicates the recoverable amount of a fixed asset or asset group is less than its book value, the difference shall be accounted for as impairment loss and included in the impairment loss. The recoverable amount is the higher of an asset or asset group's fair value less cost to sell and the present value of the future cash flows expected to be derived from the asset or asset group.</p> <p>In 2017, the impairment indicators existed for those fixed assets from the subsidiaries of the Group that suffered from losses, few profits or even production halts. The management assessed the impairment based on asset usage plans by using the fair value less cost to sell method and the present value of the future cash flows method, respectively. The key assumptions in estimating the recoverable amount include the determination of asset group, the prediction of disposed value and expense of disposal; the key assumptions in the present value of the future cash flows method include future revenue growth rates, gross margins, expense rates and discount rates.</p> <p>We focused on this area due to the fact that significant judgements were involved in key assumptions of assessing the impairment of fixed assets.</p>	<p>We have performed the following procedures to address this key audit matter:</p> <ul style="list-style-type: none"> <li>• We understood, evaluated and validated the effectiveness of internal controls regarding fixed assets impairment test, including the adoption of key assumptions and the review and approval of impairment provision.</li> <li>• We performed independent assessment, on a sample basis, to determine whether the group of assets is the smallest group of assets that is able to generate independent cash inflows.</li> <li>• We obtain the fixed assets impairment test worksheets for those with impairment indicators. For those adopted the present value of the future cash flows method, we tested the accuracy of the calculation, on a sample basis, further performed the following procedures: <ul style="list-style-type: none"> <li>– Compared management's forecast in 2016 fixed assets impairment test worksheet against the actual performance in 2017 to check whether there is management bias in the fixed assets impairment assessment process.</li> <li>– Analysed the rationality of management's assumptions of future revenue growth rates, gross margins and expense rates by considering the historical operations of the relevant asset groups, the industry trends, emerging market opportunities and cost savings due to economies of scale.</li> <li>– Evaluated the appropriateness of discount rates by utilizing the expertise of specialist.</li> <li>– Performed sensitivity test on gross margins and discount rates.</li> </ul> </li> <li>• For the fair value less cost to sell method, we assessed the rationality by comparing the estimated disposal value of the fixed assets and realisation rate against the market price of similar assets.</li> </ul> <p>Management's key assumptions adopted in the fixed assets impairment test are in the acceptable range.</p>

## KEY AUDIT MATTERS (Continued)

Key Audit Matters	How our audit addressed the Key Audit Matter
<p><b>4. Impairment of vessels under construction</b></p> <p>Refer to Note II.20 – Accounting policy of impairment of long-term assets, Note II.34(2) – Critical accounting estimates and judgements on impairment of long-term assets and Note IV.16 – Construction in progress to the financial statements.</p> <p>As at 31 December 2017, the net value of vessels under construction of the Group on the consolidated balance sheet was amounted to RMB18,723,948,000. The Group did not make any provision for vessels under construction in 2017.</p> <p>At the balance sheet date, the Group assessed whether there was any indication that the construction in progress was impaired and further impairment test would be performed for those with impairment indicators. If the result of the impairment test indicates the recoverable amount of a construction in progress or asset group is less than its carrying amount, a provision for impairment would be provided at the excess amount of a construction in progress or asset group's carrying amount over its recoverable amount. The recoverable amount is the higher of an asset or asset group's fair value less cost to sell and the present value of the future cash flows expected to be derived from the asset or asset group.</p> <p>As at 31 December 2017, due to the depression of oil development industry which the vessels serve for, five vessels under construction had no lease agreements. The management has used the present value of future cash flow method for impairment test. The key assumptions used by the management for impairment test include future rentals, utilisation rates, future cost and discount rates.</p> <p>We focused on this area due to that significant judgements were involved in key assumptions of assessing the impairment of the vessels under construction.</p>	<p>We have performed the following procedures to address this key audit matter:</p> <ul style="list-style-type: none"> <li>• We understood, evaluated and validated the effectiveness of internal controls regarding the vessels under construction impairment test, including the adoption of key assumptions and the review and approval of impairment provision.</li> <li>• We obtained the impairment test worksheets for the five vessels under construction provided by the management and performed the following procedures: <ul style="list-style-type: none"> <li>– Tested the mathematical accuracy of the calculations.</li> <li>– Compared management's forecast in 2016 vessels under construction impairment test worksheet against the actual performance in 2017 to check whether there is management bias in the vessels under construction impairment assessment process.</li> <li>– Assessed the rationality by comparing management's assumptions on the rentals, utilisation rates and maintenance cost against market demand, the peak and lowest levels of historical rent levels in the current open market.</li> <li>– Checked the construction contracts to assess the rationality of future capital cost.</li> <li>– Evaluated the discount rates by utilizing the expertise of specialist.</li> <li>– Performed sensitivity test for future rentals, utilisation rates and discount rates.</li> </ul> </li> </ul> <p>Based on our work performed, we found that management's key assumptions on vessels under construction impairment test was supported by the evidence we gathered.</p>

## KEY AUDIT MATTERS (Continued)

Key Audit Matters	How our audit addressed the Key Audit Matter
<p><b>5. Purchase price allocation for acquisition of SOE</b></p> <p>Refer to Note II.5 – Accounting policy of Business Combinations, Note V.1 – Business combinations involving enterprises not under common control</p> <p>On 4 August 2017, an indirect wholly-owned subsidiary of the Group, CIMC Enric Investment Holdings (Shenzhen) Ltd. (“EIHL”) acquired 100% of the issued shares in SOE at a cash consideration of RMB799,800,000. The transaction fell under the scope of Business Combinations according to Accounting Standards for Business Enterprises.</p> <p>Management has engaged an independent external valuer to perform a valuation on the identifiable assets and liabilities of SOE on the acquisition date. Based on the valuation results, the Group recognized a gain on bargain purchase of RMB68,701,000 and included in the consolidated income statement for the year ended 31 December 2017.</p> <p>We focused on this area because significant judgements were involved relating to the valuation of identifiable assets and liabilities.</p>	<p>We have performed the following procedures to address this key audit matter:</p> <ul style="list-style-type: none"> <li>• We understood, evaluated and validated the Group’s controls over business combinations.</li> <li>• We obtained and examined the documents (including the Restructuring Plan) entered into between EIHL and SOE in connection with the acquisition.</li> <li>• We evaluated the competency, professionalism and objectivity of the independent valuer.</li> <li>• We compared the assumptions regarding future operating and financial performance of SOE against the historical operating results and latest market conditions.</li> <li>• We engaged our internal valuation specialist to evaluate the reasonableness of the methodology and parameters including discount rate as adopted in the valuation report for the identifiable assets and liabilities.</li> </ul> <p>Based on our work performed, we found that management’s assessment on the purchase price allocation was properly supported by the available evidence.</p>

## OTHER INFORMATION

Management of CIMC is responsible for the other information. The other information comprises all of the information included in 2017 annual report of CIMC other than the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

Management of CIMC is responsible for the preparation and fair presentation of these financial statements in accordance with the CASS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing these financial statements, management is responsible for assessing CIMC's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intend to liquidate CIMC or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing CIMC's financial reporting process.

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether these financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with CSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with CSAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on CIMC's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in these financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause CIMC to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the CIMC to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of CIMC audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS (Continued)

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

PricewaterhouseCoopers Zhong Tian LLP

Certified Public Accountant

\_\_\_\_\_  
Zhou Weiran  
(Engagement Partner)

Shanghai, the People's Republic of China  
27 March 2018

Certified Public Accountant

\_\_\_\_\_  
Cai Zhifeng

## Chapter XIII

## Financial Statements Prepared in Accordance with CASBE

As at 31 December 2017  
 (All amounts in RMB'000 unless otherwise stated)  
 (English Translation for Reference Only)

## CONSOLIDATED BALANCE SHEET

	Note	31 December 2017	31 December 2016
<b>ASSETS</b>			
<b>Current assets:</b>			
Cash at bank and on hand	IV.1	5,596,314	6,325,998
Financial assets at fair value through profit or loss	IV.2	194,880	141,160
Notes receivable	IV.3	1,376,864	1,536,191
Accounts receivable	IV.4	16,396,726	11,526,075
Advances to suppliers	IV.6	2,147,721	2,165,982
Interest receivable		19,092	9,250
Dividends receivable		4,408	41,959
Other receivables	IV.5	8,259,736	9,347,887
Inventories	IV.7	19,258,327	17,409,515
Assets held for sale	IV.8	235,309	203,847
Current portion of non-current assets	IV.9	4,314,250	3,941,689
Other current assets	IV.10	1,198,296	702,478
<b>Total current assets</b>		<b>59,001,923</b>	<b>53,352,031</b>
<b>Non-current assets:</b>			
Financial assets at fair value through profit or loss	IV.2	318,534	325,187
Available-for-sale financial assets	IV.11	441,581	442,726
Long-term receivables	IV.12	12,880,540	13,220,242
Long-term equity investments	IV.13	2,398,495	2,162,217
Investment properties	IV.14	1,679,189	1,752,608
Fixed assets	IV.15	22,941,021	22,037,261
Construction in progress	IV.16	22,194,585	22,769,189
Disposal of fixed assets	IV.17	147,661	130,050
Intangible assets	IV.18	4,711,244	4,654,757
Development costs	IV.18	67,399	49,990
Goodwill	IV.19	2,112,445	2,127,893
Long-term prepaid expenses	IV.20	205,239	246,574
Deferred tax assets	IV.21	1,416,637	1,257,670
Other non-current assets	IV.22	87,886	86,353
<b>Total non-current assets</b>		<b>71,602,456</b>	<b>71,262,717</b>
<b>TOTAL ASSETS</b>		<b>130,604,379</b>	<b>124,614,748</b>



## Financial Statements Prepared in Accordance with CASBE

As at 31 December 2017  
(All amounts in RMB'000 unless otherwise stated)  
(English Translation for Reference Only)

## CONSOLIDATED BALANCE SHEET (CONTINUED)

	Note	31 December 2017	31 December 2016
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>Current liabilities:</b>			
Short-term borrowings	IV.25	15,317,347	15,729,787
Financial liabilities at fair value through profit or loss	IV.26	3,025	141,806
Notes payable	IV.27	1,785,456	1,551,582
Accounts payable	IV.28	12,216,311	10,160,951
Advances from customers	IV.29	4,624,088	3,780,694
Employee benefits payable	IV.30	2,713,482	2,115,108
Taxes payable	IV.31	1,363,986	1,092,030
Interest payable	IV.32	377,793	303,375
Dividends payable	IV.33	254,434	16,746
Other payables	IV.34	6,854,541	5,154,073
Liabilities held for sale	IV.8	14,906	-
Provisions	IV.35	1,214,904	847,429
Current portion of non-current liabilities	IV.36	4,085,579	3,667,872
Other current liabilities	IV.37	595,907	1,687,762
<b>Total current liabilities</b>		<b>51,421,759</b>	<b>46,249,215</b>
<b>Non-current liabilities:</b>			
Financial liabilities at fair value through profit or loss	IV.26	37,807	61,235
Long-term borrowings	IV.38	24,140,168	27,023,222
Debentures payables	IV.39	7,986,500	7,986,500
Including: Perpetual bonds		1,986,500	1,986,500
Long-term payables	IV.40	347,269	529,372
Payables for specific projects	IV.41	14,127	9,704
Deferred income	IV.42	846,232	839,738
Deferred tax liabilities	IV.21	801,337	657,414
Other non-current liabilities	IV.43	1,771,746	2,123,556
<b>Total non-current liabilities</b>		<b>35,945,186</b>	<b>39,230,741</b>
<b>Total liabilities</b>		<b>87,366,945</b>	<b>85,479,956</b>
<b>Shareholders' equity</b>			
Share capital	IV.44	2,982,889	2,978,577
Other equity instruments	IV.45	2,033,043	2,049,035
Including: Perpetual bonds		2,033,043	2,049,035
Capital surplus	IV.46	4,209,663	3,126,585
Other comprehensive income	IV.47	219,303	357,341
Surplus reserve	IV.48	3,281,535	3,279,379
Undistributed profits	IV.49	19,734,494	17,495,053
Total equity attributable to shareholders and other equity holders of the Company		32,460,927	29,285,970
Minority interests		10,776,507	9,848,822
<b>Total shareholders' equity</b>		<b>43,237,434</b>	<b>39,134,792</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>130,604,379</b>	<b>124,614,748</b>

The accompanying notes form an integral part of these financial statements.

Legal representative's  
authorised person: Mai Boliang

The person in charge of  
accounting affairs: Zeng Han

The head of the accounting  
department: Zeng Han

As at 31 December 2017  
 (All amounts in RMB'000 unless otherwise stated)  
 (English Translation for Reference Only)

## BALANCE SHEET

	Note	31 December 2017	31 December 2016
<b>ASSETS</b>			
<b>Current assets:</b>			
Cash at bank and on hand	XVI.1	1,366,876	2,660,222
Dividends receivable	XVI.2	4,918,369	4,755,818
Other receivables	XVI.3	13,197,142	13,131,416
Other current assets		5,771	9,272
<b>Total current assets</b>		<b>19,488,158</b>	<b>20,556,728</b>
<b>Non-current assets:</b>			
Available-for-sale financial assets	XVI.4	388,905	388,905
Long-term equity investments	XVI.5	9,583,886	9,375,276
Fixed assets	XVI.6	143,131	102,372
Construction in progress		56,326	844
Disposal of fixed assets		1,117	–
Intangible assets		14,207	14,466
Long-term prepaid expenses		29,627	40,730
Deferred tax assets	XVI.15	73,140	52,280
<b>Total non-current assets</b>		<b>10,290,339</b>	<b>9,974,873</b>
<b>TOTAL ASSETS</b>		<b>29,778,497</b>	<b>30,531,601</b>

## Financial Statements Prepared in Accordance with CASBE

As at 31 December 2017  
(All amounts in RMB'000 unless otherwise stated)  
(English Translation for Reference Only)

## BALANCE SHEET (CONTINUED)

	Note	31 December 2017	31 December 2016
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>Current liabilities:</b>			
Short-term borrowings	XVI.7	350,000	2,710,000
Financial liabilities at fair value through profit or loss	XVI.8	614	65
Employee benefits payable		291,949	205,760
Taxes payable	XVI.9	3,094	3,646
Interest payable	XVI.10	89,295	75,755
Other payables	XVI.11	4,650,581	2,990,804
Provisions		102,524	79,104
Current portion of non-current liabilities	XVI.12	1,095,000	800,000
<b>Total current liabilities</b>		<b>6,583,057</b>	<b>6,865,134</b>
<b>Non-current liabilities:</b>			
Financial liabilities at fair value through profit or loss	XVI.8	–	3,296
Long-term borrowings	XVI.13	1,322,000	1,621,000
Debentures payable	XVI.14	7,986,500	7,986,500
Including: Perpetual bonds		1,986,500	1,986,500
Deferred income		25,171	37,429
<b>Total non-current liabilities</b>		<b>9,333,671</b>	<b>9,648,225</b>
<b>Total liabilities</b>		<b>15,916,728</b>	<b>16,513,359</b>
<b>Shareholders' equity</b>			
Share capital	IV.44	2,982,889	2,978,577
Other equity instruments	IV.45	2,033,043	2,049,035
Including: Perpetual bonds		2,033,043	2,049,035
Capital surplus	XVI.16	3,330,895	3,287,149
Other comprehensive income	XVI.17	43,754	43,754
Surplus reserve	IV.48	3,281,535	3,279,379
Undistributed profits	XVI.18	2,189,653	2,380,348
<b>Total equity attributable to shareholders and other equity holders</b>		<b>13,861,769</b>	<b>14,018,242</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>29,778,497</b>	<b>30,531,601</b>

The accompanying notes form an integral part of these financial statements.

Legal representative's  
authorised person: Mai Boliang

The person in charge of  
accounting affairs: Zeng Han

The head of the accounting  
department: Zeng Han

## Financial Statements Prepared in Accordance with CASBE

For the year ended 31 December 2017  
(All amounts in RMB'000 unless otherwise stated)  
(English Translation for Reference Only)

# CONSOLIDATED INCOME STATEMENT

Item	Note	2017	2016
<b>I. Revenue</b>	IV.50	76,299,930	51,111,652
Less: Cost of sales	IV.50	62,292,715	41,482,017
Taxes and surcharges	IV.51	516,723	503,099
Selling and distribution expenses	IV.52	2,926,718	2,156,980
General and administrative expenses	IV.53	5,482,054	4,208,598
Financial expenses-net	IV.54	1,446,321	719,109
Asset impairment losses	IV.60	671,341	2,089,634
Add: Profit arising from changes in fair value	IV.56	111,316	613,913
Investment Income	IV.57	510,351	234,410
Including: Share of profit of associates and joint ventures		30,675	87,266
Gains on disposals of assets	IV.58	113,334	402,346
Other income	IV.59	472,626	-
<b>II. Operating profit</b>		4,171,685	1,202,884
Add: Non-operating income	IV.61	622,421	761,241
Less: Non-operating expenses	IV.62	384,865	262,074
<b>III. Total profit</b>		4,409,241	1,702,051
Less: Income tax expenses	IV.63	1,250,826	967,068
<b>IV. Net profit</b>		3,158,415	734,983
<b>Classified by business continuity</b>			
Net profit from continuing operations		3,158,415	734,983
Net profit from discontinued operations		-	-
<b>Classified by ownership</b>			
Owners of the company		2,509,242	539,660
Non-controlling interests		649,173	195,323
<b>V. Other comprehensive income, net of tax</b>	IV.47	(195,798)	967,346
Attributable to shareholders and other equity holders of the Company		(138,038)	871,818
Items that may be reclassified subsequently to profit or loss		(138,038)	871,818
Change in value of available-for-sale financial assets-after tax		568	(104)
Gain of cash flow hedges-after tax		3,654	4,154
The amount greater than the book value on the conversion date when the self-use real estate is converted to investment properties using fair value measurement		5,011	477,398
The share of other comprehensive income that will be reclassified into profit or loss in the equity method		16,448	-
Transfer of other comprehensive income from the sale of investment properties		(39,086)	-
Currency translation differences		(124,633)	390,370
Minority interests		(57,760)	95,528
<b>VI. Total comprehensive income</b>		2,962,617	1,702,329
Attributable to shareholders and other equity holders of the Company		2,371,204	1,411,478
Minority interests		591,413	290,851
<b>VII. Earnings per share</b>			
(1) Basic earnings per share (RMB)	IV.64	0.81	0.14
(2) Diluted earnings per share (RMB)	IV.64	0.81	0.14

The accompanying notes form an integral part of these financial statements.

Legal representative's  
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The person in charge of  
accounting affairs: Zeng Han

The head of the accounting  
department: Zeng Han

## Financial Statements Prepared in Accordance with CASBE

For the year ended 31 December 2017  
(All amounts in RMB'000 unless otherwise stated)  
(English Translation for Reference Only)

# INCOME STATEMENT

Item	Note	2017	2016
<b>I. Revenue</b>	XVI.19	331,166	156,526
Less: Cost of sales	XVI.19	1,452	24,006
Taxes and surcharges		1	3,373
General and administrative expenses		385,532	(285,476)
Financial expenses-net	XVI.20	690,060	(353,608)
Add: Profit arising from changes in fair value	XVI.21	2,747	10,895
Investment income	XVI.22	959,649	1,259,065
Gains on disposals of assets		30	116
Other income		33,855	-
<b>II. Operating profit</b>		250,402	2,038,307
Add: Non-operating income	XVI.23	7,408	33,057
Less: Non-operating expenses	XVI.24	199,564	79,573
<b>III. Total profit</b>		58,246	1,991,791
Less: Income tax (income)/expenses	XVI.25	(20,860)	164,168
<b>IV. Net profit</b>		79,106	1,827,623
Classified by business continuity			
Net profit from continuing operations		79,106	1,827,623
Net profit from discontinued operations		-	-
<b>V. Other comprehensive income, net of tax</b>	XVI.17	-	-
<b>VI. Total comprehensive income</b>		79,106	1,827,623

The accompanying notes form an integral part of these financial statements.

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## Financial Statements Prepared in Accordance with CASBE

For the year ended 31 December 2017  
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## CONSOLIDATED CASH FLOW STATEMENT

Item	Note	2017	2016
<b>I. Cash flows from operating activities</b>			
Cash received from sales of goods or rendering of services		76,044,774	49,660,627
Refund of taxes and surcharges		2,743,233	1,996,152
Cash received relating to other operating activities	IV.65(1)	1,691,926	475,604
<b>Sub-total of cash inflows</b>		<b>80,479,933</b>	<b>52,132,383</b>
Cash paid for goods and services		61,590,642	37,875,868
Cash paid to and on behalf of employees		6,210,535	6,052,008
Payments of taxes and surcharges		2,585,689	1,292,403
Cash paid relating to other operating activities	IV.65(2)	5,817,688	4,570,485
<b>Sub-total of cash outflows</b>		<b>76,204,554</b>	<b>49,790,764</b>
<b>Net cash inflows from operating activities</b>	IV.66(1)	<b>4,275,379</b>	<b>2,341,619</b>
<b>II. Cash flows from investing activities</b>			
Cash received from disposal of investments		9,728,843	227,461
Cash received from returns on investments		58,824	224,760
Net cash received from disposal of fixed as sets, intangible assets and other long-term assets		986,733	904,597
Net cash received from disposal of subsidiaries	IV.66(3)	475,629	206,421
Cash received relating to other investing activities	IV.65(3)	189,452	446,920
<b>Sub-total of cash inflows</b>		<b>11,439,481</b>	<b>2,010,159</b>
Cash paid to acquire fixed assets intangible assets and other long-term assets		1,707,232	7,239,592
Cash paid to acquire investments		10,748,209	886,860
Net cash paid to acquire subsidiaries	IV.66(2)	564,145	738,362
<b>Sub-total of cash outflows</b>		<b>13,019,586</b>	<b>8,864,814</b>
<b>Net cash outflows from investing activities</b>		<b>(1,580,105)</b>	<b>(6,854,655)</b>

## Financial Statements Prepared in Accordance with CASBE

For the year ended 31 December 2017  
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## CONSOLIDATED CASH FLOW STATEMENT (CONTINUED)

Item	Note	2017	2016
<b>III. Cash flows from financing activities</b>			
Cash received from capital contributions		2,803,150	1,768,906
Including: Cash received from capital contributions by minority shareholders of subsidiaries		2,771,957	1,760,575
Cash received from borrowings		59,930,549	54,548,656
Cash received from issuing bonds		–	7,986,500
Cash received relating to other financing activities	IV.65(4)	16,474	3,755
<b>Sub-total of cash inflows</b>		<b>62,750,173</b>	<b>64,307,817</b>
Cash repayments of borrowings		62,807,109	52,820,203
Cash payments for distribution of dividends or profits and interest expenses		2,866,790	3,228,079
Including: Cash payments for dividends or profit to minority shareholders of subsidiaries		396,376	161,253
Cash payments relating to other financing activities	IV.65(5)	613,427	748,489
<b>Sub-total of cash outflows</b>		<b>66,287,326</b>	<b>56,796,771</b>
<b>Net cash (outflows)/inflows from financing activities</b>		<b>(3,537,153)</b>	<b>7,511,046</b>
<b>IV. Effect of foreign exchange rate changes on cash and cash equivalents</b>		<b>(53,931)</b>	<b>81,534</b>
<b>V. Net (decrease)/increase in cash and cash equivalents</b>	IV.66(1)	<b>(895,810)</b>	<b>3,079,544</b>
Add: Cash and cash equivalents at the beginning of the year		6,338,667	3,259,123
<b>VI. Cash and cash equivalents at the end of the year</b>	IV.66(4)	<b>5,442,857</b>	<b>6,338,667</b>

The accompanying notes form an integral part of these financial statements.

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## Financial Statements Prepared in Accordance with CASBE

For the year ended 31 December 2017  
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## CASH FLOW STATEMENT

Item	Note	2017	2016
<b>I. Cash flows from operating activities</b>			
Cash received from sales of goods or rendering of services		274,870	156,526
Cash received relating to other operating activities		2,036,017	257,702
<b>Sub-total of cash inflows</b>		<b>2,310,887</b>	<b>414,228</b>
Cash paid for goods and services		–	39,842
Cash paid to and on behalf of employees		120,634	219,452
Payments of taxes and surcharges		2,787	16,698
Cash paid relating to other operating activities		658,489	4,933,042
<b>Sub-total of cash outflows</b>		<b>781,910</b>	<b>5,209,034</b>
<b>Net cash inflows/(outflows) from operating activities</b>	XVI.26	<b>1,528,977</b>	<b>(4,794,806)</b>
<b>II. Cash flows from investing activities</b>			
Cash received from disposal of investments		9,500,000	–
Cash received from returns on investments		511,092	245,460
Net cash received from disposal of fixed assets		74	3,037
Net Cash received from disposal of subsidiaries		50	8,944
<b>Sub-total of cash inflows</b>		<b>10,011,216</b>	<b>257,441</b>
Cash paid to acquire fixed assets, intangible assets and other long-term assets		110,485	41,191
Cash paid to acquire investments		9,500,000	–
Net cash paid to acquire subsidiaries		81,616	77,991
Cash paid for other investment activities		58,000	–
<b>Sub-total of cash outflows</b>		<b>9,750,101</b>	<b>119,182</b>
<b>Net cash inflows from investing activities</b>		<b>261,115</b>	<b>138,259</b>
<b>III. Cash flows from financing activities</b>			
Cash received from investment		31,193	8,331
Cash received from borrowings		9,970,000	8,176,000
Cash received from issuing bonds		–	7,986,500
<b>Sub-total of cash inflows</b>		<b>10,001,193</b>	<b>16,170,831</b>
Cash repayments of borrowings		12,334,000	9,319,881
Cash payments for distribution of dividends or profits and interest expenses		806,492	1,126,037
Cash payments relating to other financing activities		30,960	6,189
<b>Sub-total of cash outflows</b>		<b>13,171,452</b>	<b>10,452,107</b>
<b>Net cash (outflows)/inflows from financing activities</b>		<b>(3,170,259)</b>	<b>5,718,724</b>
<b>IV. Effect of foreign exchange rate changes on cash and cash equivalents</b>		<b>427</b>	<b>428</b>
<b>V. Net (decrease)/increase in cash and cash equivalents</b>	XVI.26	<b>(1,379,740)</b>	<b>1,062,605</b>
Add: Cash and cash equivalents at the beginning of the year		1,715,470	652,865
<b>VI. Cash and cash equivalents at the end of the year</b>	XVI.26	<b>335,730</b>	<b>1,715,470</b>

The accompanying notes form an integral part of these financial statements.

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## Financial Statements Prepared in Accordance with CASBE

For the year ended 31 December 2017  
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# CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

Item	Note	2017							2016								
		Attributable to shareholders and other equity holders of the Company							Attributable to shareholders and other equity holders of the Company								
		Share capital	Other equity instruments	Capital surplus	Other comprehensive income	Surplus reserve	Undistributed profits	Minority interest	Total shareholders' equity	Share capital	Other equity instruments	Capital surplus	Other comprehensive income	Surplus reserve	Undistributed profits	Minority interest	Total shareholders' equity
I. Balance at 31 December 2016		2,978,577	2,049,035	3,128,585	357,341	3,279,379	17,495,053	9,846,822	39,134,792	2,977,820	2,033,043	3,181,863	(514,477)	3,203,578	17,805,808	7,033,280	35,720,915
II. Movements for the year		-	87,808	-	-	2,421,434	649,173	3,158,415	-	119,792	-	-	-	419,888	195,323	734,980	
(i) Total comprehensive income		-	-	-	(138,038)	-	(57,760)	(195,798)	-	-	-	871,818	-	-	95,528	967,346	
1. Net profit		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
2. Other comprehensive income	IV.47	-	87,808	-	(138,038)	-	(57,760)	(195,798)	-	119,792	-	871,818	-	419,888	95,528	967,346	
Sub-total of I & 2		-	87,808	-	(138,038)	-	(57,760)	(195,798)	-	119,792	-	871,818	-	419,888	95,528	967,346	
(ii) Capital contribution and withdrawal by owners		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
1. Increase in capital surplus resulted from share option exercised by company	IV.44	4,312	-	43,746	-	-	-	-	48,058	-	7,574	-	-	-	-	8,331	
2. Contributions by minority shareholders	IV.45	-	-	1,001,904	-	-	-	995,173	1,997,077	-	227,441	-	-	-	3,330,875	3,558,316	
3. Increase in minority interests resulted from acquisition or establishment of subsidiary		-	-	-	-	-	-	91,931	91,931	-	-	-	-	-	29,565	29,565	
4. Decrease in capital surplus resulted from acquisition of minority interest	IV.46	-	-	(280,185)	-	-	-	(212,453)	(492,638)	-	(22,239)	-	-	-	(726,230)	(748,469)	
5. Disposal of subsidiaries without loss control	IV.46	-	-	4,869	-	-	-	7,131	12,000	-	903	-	-	-	8,097	9,000	
6. Disposal of subsidiaries (loss control)		-	-	-	-	-	-	75,746	75,746	-	-	-	-	-	(7,762)	(7,762)	
7. Increase in capital surplus resulted from share option exercised by subsidiary	IV.46	-	-	(799)	-	-	-	-	16,474	-	1,692	-	-	-	2,063	3,755	
8. Increase in shareholders' equity resulted from state-based payments	IV.2	-	-	10,789	-	-	-	5,535	16,324	-	22,316	-	-	-	10,068	32,384	
9. Redemption (issuance) right granted to minority shareholders	IV.46	-	-	300,000	-	-	-	-	300,000	-	(300,000)	-	-	-	-	(300,000)	
10. Others	IV.46	-	-	2,754	-	-	-	-	2,754	-	7,055	-	-	-	-	7,055	
(iii) Profit distribution		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
1. Appropriation to surplus reserves	IV.48	-	-	-	-	2,156	(2,156)	-	-	-	-	-	-	75,801	(75,801)	-	
2. Profit distribution to shareholders	IV.49	-	-	-	-	(179,837)	(634,064)	(813,901)	(813,901)	-	-	-	-	(654,822)	(121,946)	(776,787)	
3. Interest paid on other equity instruments	IV.45	-	(103,800)	-	-	-	-	-	(103,800)	-	-	-	-	-	-	(103,800)	
III. Balance at 31 December 2017		2,982,889	2,033,043	4,209,643	219,303	3,281,535	19,734,494	10,716,507	43,237,434	2,978,577	2,049,035	3,126,385	357,341	3,279,379	17,495,053	9,948,822	39,134,792

The accompanying notes form an integral part of these financial statements.

Legal representative's authorised person:

Mai Boliang

The person in charge of accounting affairs:

Zeng Han

The head of the accounting department:

Zeng Han

For the year ended 31 December 2017  
(All amounts in RMB'000 unless otherwise stated)  
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## STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

Item	2017							2016						
	Share capital	Other Equity instruments	Capital surplus	Other comprehensive income	Surplus reserve	Undistributed profits	Total shareholders' equity	Share capital	Other Equity instruments	Capital surplus	Other comprehensive income	Surplus reserve	Undistributed profits	Total shareholders' equity
I. Balance at 31 December 2016	2,978,577	2,049,035	3,287,149	43,754	3,279,379	2,380,348	14,018,242	2,977,820	2,033,043	3,279,575	43,754	3,203,578	1,403,140	12,940,910
II. Movements for the year														
(I) Total comprehensive income														
1. Net profit	-	87,808	-	-	-	(8,702)	79,106	-	119,792	-	-	-	1,707,831	1,827,623
2. Other comprehensive income	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sub-total of I & 2	-	87,808	-	-	-	(8,702)	79,106	-	119,792	-	-	-	1,707,831	1,827,623
(II) Capital contribution and withdrawal by owners														
1. Increase in shareholders' equity resulted from share-based payment	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2. Increase in capital surplus resulted from share option exercised by company	4,312	-	43,746	-	-	-	48,058	757	-	7,574	-	-	-	8,331
(III) Profit distribution														
1. Appropriation to surplus reserves	-	-	-	-	2,156	(2,156)	-	-	-	-	-	75,801	(75,801)	-
2. Profit distribution to shareholders	-	-	-	-	-	(179,837)	(179,837)	-	-	-	-	-	(654,822)	(654,822)
3. Interest paid on other equity instruments	-	(103,800)	-	-	-	-	(103,800)	-	(103,800)	-	-	-	-	(103,800)
III. Balance at 31 December 2017	2,982,889	2,033,043	3,330,895	43,754	3,281,535	2,189,653	13,861,769	2,978,577	2,049,035	3,287,149	43,754	3,279,379	2,380,348	14,018,242

The accompanying notes form an integral part of these financial statements.

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## Financial Statements Prepared in Accordance with CASBE

For the year ended 31 December 2017  
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# NOTES TO THE FINANCIAL STATEMENTS

## I. GENERAL INFORMATION

China International Marine Containers (Group) Co., Ltd. (the "Company"), formerly "China International Marine Containers Co., Ltd.", was a Sino-foreign joint venture set up by China Merchants Group, the East Asiatic Company (Denmark) and Ocean Containers Inc. (USA). In December 1992, as approved by "Shen Fu Ban Fu [1992] 1736" issued by the General Office of the People's Government of Shenzhen and "Shen Ren Yin Fu Zi (1992) 261" issued by Shenzhen Special Economic Zone Branch of People's Bank of China, the Company was restructured as an incorporated company set up by directional subscription and was renamed as "China International Marine Containers Co., Ltd." by the original corporate shareholders of the Company. On 31 December 1993 and 17 January 1994 respectively, the Company issued ordinary shares denominated in Renminbi for domestic investors (A Shares) and for foreign shares issued domestically (B Shares), and commenced trading on Shenzhen Stock Exchange. Pursuant to "Shen Fu Ban Fu [1993] 925" issued by the General Office of the People's Government of Shenzhen and "Shen Zheng Ban Fu [1994] 22" issued by Shenzhen Securities Administration Office On 1 December 1995, as approved by the State Administration of Industry and Commerce, the Company changed its name to "China International Marine Containers (Group) Co., Ltd.". The Registered Address and Address of Head Office of the company is 8th Floor, CIMC R&D Centre, 2 Gangwan Avenue, Shekou, Nanshan District, Shenzhen, Guangdong, PRC.

On 19 December 2012, the Company's domestically listed foreign shares (B shares) changed listing location and went publication on the main market of the Stock Exchange of Hong Kong through the way of introduction. Henceforth, all the company's B shares converted to overseas listed foreign shares (H shares).

The principal activities of the Company and its subsidiaries (together referred to as the "Group") are the manufacturing of modern transportation facilities, facilities for energy, food, chemistry and rendering of relative services. Detailed activities are the manufacturing and repairing of containers and other relevant business; utilizing the Group's equipment to process and manufacture various parts, structure components and relevant machines; providing cutting, punching, moulding, riveting surface treatment (including sand/paint spraying, welding and assembly) and other processing services; developing, manufacturing and selling of various high-tech and high performance special vehicles, heavy truck, airport equipment, fire-engine and semi-trailers; leasing of containers; developing, production and sales of high-end fuel gas equipments such as pressure container and compressor; providing integrated services for natural gas distribution; production of static container and pot-type wharf equipments and providing EP+CS (engineering procurement and construction supervision) technical service for the storage and processing of LNG, LPG and other petrochemical gases. Apart from the above, the Group is also engaged in financial equity investment, manufacturing of logistic equipment and related services, marine projects, railway trucks production and property development, etc.

CIMC Enric Holdings Limited, the subsidiary of the Group, is listed in the Main Board of the Stock Exchange of Hong Kong Limited. The principal activities of Enric are the design, development, manufacturing, engineering and sales of, and the provision of technical maintenance service for, a wide spectrum of transportation, storage and processing equipment that is widely used in energy, chemical and liquid food industries.

## **Financial Statements Prepared in Accordance with CASBE**

For the year ended 31 December 2017  
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### **I. GENERAL INFORMATION (CONTINUED)**

Please refer to Note VI for details of subsidiaries included in the scope of consolidation and also refer to Note V.1 for the details of subsidiaries newly included in the scope of consolidation. Please refer to Note V.2 for the details of subsidiaries excluded from the scope of consolidation.

This financial statements have been approved for announcement by the Company's Board of Directors on 27 March 2018.

### **II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES**

The Group makes specific accounting policies and accounting estimates according to characteristics of its business operations, which include provision of bad debt of receivables (Note II.10), the cost of inventories (Note II.11), the criteria for determining impairment of non-current assets (Note II.20), depreciation policy of fixed assets and amortisation policy of intangible assets (Note II.14 and 17), measurement of provisions (Note II.21), measurement model of investment properties (Note II.13) and revenue recognition (Note II.23), etc.

Key judgments applied for critical accounting policies by the Group are disclosed in Note II.34.

#### **1. Basis of preparation**

The financial statements were prepared in accordance with the Basic Standard and specific standards of the Accounting Standards for Business Enterprises issued by the Ministry of Finance on 15 February 2006, the Application Guidance for Accounting Standards for Business Enterprises, the Interpretations of Accounting Standards for Business Enterprises and other relevant regulations issued (hereafter collectively referred to as 'the Accounting Standards for Business Enterprises' or 'CAS') and the disclosure requirements in the Preparation Convention of Information Disclosure by Companies Offering Securities to the Public No.15 – General Rules on Financial Reporting (2010 revised) issued by the China Securities Regulatory Commission.

The financial statements are prepared on a going concern basis.

The new "Companies Ordinance" of Hong Kong has commenced operation in 2015. Some notes in this financial statement have been adjusted according to requirements the ordinance.

#### **2. Statement of compliance with the Accounting Standards for Business Enterprises**

The financial statements of the Company for the year ended 31 December 2017 are in compliance with the Accounting Standards for Business Enterprises, and truly and completely present the financial position of the Consolidated and the Company as at 31 December 2017 and of their financial performance, cash flows and other information for the year then ended.

#### **3. Accounting year**

The Company's accounting year starts from 1 January to 31 December.

**Financial Statements Prepared in Accordance with CASBE**

For the year ended 31 December 2017  
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## II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 4. Recording currency

Functional currency is determined by the Company and its subsidiaries on the basis of the currency in which major income and costs are denominated and settled.

The functional currency of the Company and its subsidiaries domiciled in PRC are Renminbi. Hong Kong and the overseas subsidiaries use local currencies as their functional currencies. Foreign currencies are defined as currency other than functional currency.

Financial statements of the Company are presented in Renminbi. For subsidiaries using currencies other than Renminbi as their functional currencies, the Company translates the financial statements of these subsidiaries into Renminbi (see Note II.8).

### 5. Business combinations

#### (1) Business combinations involving enterprises under common control

A business combination involving enterprises under common control is a business combination in which all of the combining enterprises are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory. The assets and liabilities obtained are measured at the carrying amounts as recorded by the enterprise being combined at the combination date. If the company to be merge is acquired by the absorbing party from a third party in previous years, the assets and liabilities of the company (including the goodwill formed by the acquisition by the absorbing party) are included in the final consolidated financial statement and are based on book value. The difference between the carrying amount of the net assets obtained and the carrying amount of consideration paid for the combination (or the total face value of shares issued) is adjusted to capital premium in the capital reserve. If the balance of the capital premium is insufficient, any excess is adjusted to retained earnings. Any costs directly attributable to the combination shall be recognised in profit or loss for the current period when occurred. The combination date is the date on which one combining enterprise effectively obtains control of the other combining enterprises.

#### (2) Business combinations involving enterprises not under common control

A business combination involving enterprises not under common control is a business combination in which all of the combining enterprises are not ultimately controlled by the same party or parties both before and after the business combination. Where 1) the aggregate of the fair value at the acquisition date of assets transferred (including the acquirer's previously held equity interest in the acquiree), liabilities incurred or assumed, and equity securities issued by the acquirer, in exchange for control of the acquiree, exceeds 2) the acquirer's interest in the fair value at the acquisition date of the acquiree's identifiable net assets, the difference is recognised as goodwill (see Note II.18). When 1) is less than 2), the difference is recognised in profit or loss for the current period. The costs of the issuance of equity or debt securities as a part of the consideration paid for the acquisition are included as a part of initial recognition amount of the equity or debt securities. Other direct acquisition-related costs arising from the business combination are recognised as expenses in the periods in which the costs are incurred. The difference between the fair value and the carrying amount of the assets transferred is recognised in profit or loss. The acquiree's identifiable asset, liabilities and contingent liabilities, if satisfying the recognition criteria, are recognised by the Group at their fair value at the acquisition date. The acquisition date is the date on which the acquirer effectively obtains control of the acquiree.

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## **II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)**

### **6. Preparation of consolidated financial statements**

The scope of consolidated financial statements is based on control and the consolidated financial statements comprise the Company and its subsidiaries. Control means the group has rights in the invested entity, and could gain returns through its involvement with the entity as well as has the ability to affect those returns through its power over the entity. The financial position, financial performance and cash flows of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Where a subsidiary was acquired during the reporting period, through a business combination involving enterprises under common control, the financial statements of the subsidiary are included in the consolidated financial statements as if the combination had occurred at the date that the ultimate controlling party first obtained control. The opening balances and the comparative figures of the consolidated financial statements are also restated. In the preparation of the consolidated financial statements, the subsidiary's assets and liabilities based on their carrying amounts are included in the consolidated balance sheet, and financial performance is included in the consolidated income statement, respectively, from the date that the ultimate parent company of the Company obtains the control of the subsidiary to be consolidated.

Where a subsidiary was acquired during the reporting period, through a business combination involving enterprises not under common control, the identifiable assets and liabilities of the acquired subsidiaries are included in the scope of consolidation from the date that control commences, base on the fair value of those identifiable assets and liabilities at the acquisition date.

For a business combination not involving enterprises under common control and achieved in stages, the Group remeasures its previously-held equity interest in the acquiree to its fair value at the acquisition date. The difference between the fair value and the carrying amount is recognised as investment income for the current period; the amount recognised in other comprehensive income relating to the previously-held equity interest in the acquiree is reclassified as investment income for the current period.

Where the Company acquires a minority interest from a subsidiary's minority shareholders or disposes of a portion of an interest in a subsidiary without a change in control, the difference between the amount by which the minority interests are adjusted and the amount of the consideration paid or received is adjusted to the stock premium (capital surplus) in capital reserve in the consolidated balance sheet. If the credit balance of stock premium (capital surplus) in capital reserve is insufficient, any excess is adjusted to retained earnings.

When the Group loses control of a subsidiary due to the disposal of a portion of an equity investment, the Group derecognises assets, liabilities, minority interests and other related items in owners' equity in relation to that subsidiary. The remaining equity investment is remeasured at its fair value at the date when control is lost. Any gains or losses therefore incurred are recognised as investment income for the current period when control is lost.

When the amount of loss for the current period attributable to the minority shareholders of a subsidiary exceeds the minority shareholders' portion of the opening balance of shareholders' equity of the subsidiary, the excess is allocated against the minority interests.

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## II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 6. Preparation of consolidated financial statements (Continued)

When the accounting period or accounting policies of a subsidiary are different from those of the Company, the Company makes necessary adjustments to the financial statements of the subsidiary based on the Company's own accounting period or accounting policies.

All significant inter-group balances, transactions and unrealised profits are eliminated in the consolidated financial statements. The portion of a subsidiary's equity and the portion of a subsidiary's net profit and loss for the period as well as comprehensive income not attributable to Company are recognised as minority interests, net profit and loss attributable to minority interests as well as and comprehensive income attributable to minority interests presented separately in the consolidated financial statements within equity and net profit as well as total comprehensive income respectively. The unrealised profit and loss arising from sales of assets to subsidiaries by the Company are fully eliminated against net profit attributable to owners of the Company. The unrealised profit and loss arising from sales of assets to the Company by subsidiaries are eliminated against net profit attributable to owners of the Company as well as net profit attributable to minority interests respectively according to the Company and minority interests' shareholding on the subsidiaries. The unrealised profit and loss arising from sales of between subsidiaries are eliminated against net profit attributable to owners of the Company as well as net profit attributable to minority interests respectively according to the Company and minority interests' share holdings on the subsidiary who sold.

The difference on recognising a same transaction between on the accounting subjects of the Group and of the Company or its subsidiaries would be adjusted on the accounting subject of the Group.

### 7. Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, deposits that can be readily drawn on demand, and short-term and highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### 8. Foreign currency transactions and translation of financial statements denominated in foreign currency

When the Group receives capital in foreign currencies from investors, the capital is translated to functional currency at the spot exchange rate at the date of the receipt. Other foreign currency transactions are, on initial recognition, translated to functional currency at the rates that approximate the spot exchange rates at the dates of the transactions.

A spot exchange rate is an exchange rate quoted by the People's Bank of China. A rate that approximates the spot exchange rate is a rate determined under a systematic and rational method. Normally the average exchange rate of the current period or the weighted average exchange rate.

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### II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

#### 8. Foreign currency transactions and translation of financial statements denominated in foreign currency (Continued)

Monetary items denominated in foreign currencies are translated to functional currency at the spot exchange rate at the balance sheet date. The resulting exchange differences, except for those arising from the principal and interest of specific foreign currency borrowings for the purpose of acquisition, construction or production of qualifying assets (see Note II.16), are recognised in profit or loss. Non-monetary items denominated in foreign currencies that are measured at historical cost are translated to functional currency using the foreign exchange rate at the transaction date. Non-monetary items denominated in foreign currencies that are measured at fair value are translated using the foreign exchange rate at the date the fair value is determined; the resulting exchange differences are recognised in profit or loss, except for the differences arising from the translation of available-for-sale financial assets, which are recognised as other comprehensive income. The effect of exchange rate changes on cash presented separately in the cash flow statement.

The assets and liabilities of foreign operation are translated to functional currency at the spot exchange rates at the balance sheet date. The equity items, excluding "Retained earnings", are translated to functional currency at the spot exchange rates at the transaction dates. The income and expenses of foreign operation are translated to functional currency at the rates that approximate the spot exchange rates at the transaction dates. The resulting translation differences are recognised in a separate component of equity. Upon disposal of a foreign operation, the cumulative amount of the translation differences recognised in equity which relates to that foreign operation is transferred to profit or loss in the period in which the disposal occurs. The cash flows of overseas operations are translated at the spot exchange rates on the dates of the cash flows. The effect of exchange rate changes on cash presented separately in the cash flow statement.

#### 9. Financial instruments

Financial instruments include cash at bank and on hand, financial assets at fair value through profit or loss, receivables, available-for-sale financial assets, investments in equity securities other than long-term equity investments, payables, loans, borrowings and debentures payables.

##### (1) Financial Assets

###### (a) Classification of financial assets

Financial assets are classified into the following categories at initial recognition: financial assets at fair value through profit or loss, receivables, available-for-sale financial assets and held-to-maturity investments. The classification of financial assets depends on the Group's intention and ability to hold the financial assets.

###### a. Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for the purpose of selling in short term.



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**II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)****9. Financial instruments (Continued)****(1) Financial Assets (Continued)****(a) Classification of financial assets (Continued)****b. Receivables**

Receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market.

**c. Available-for-sale financial assets**

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period.

**(b) Recognition and measurement**

Financial assets are recognised at fair value on the balance sheet when the Group becomes a party to the contractual provisions of the financial instrument. In the case of financial assets at fair value through profit or loss, the related transaction costs incurred at the time of acquisition are recognised in profit or loss for the current period. For other financial assets, transaction costs that are attributable to the acquisition of the financial assets are included in their initial recognition amounts.

Financial assets at fair value through profit or loss are subsequently measured at fair value. Investments in equity instruments are measured at cost when they do not have a quoted market price in an active market and whose fair value cannot be reliably measured. Receivables are measured at amortised cost using the effective interest method.

Gain or loss arising from change in the fair value of financial assets at fair value through profit or loss is recognised in profit or loss. Interests and cash dividends received during the period in which such financial assets are held, as well as the gains or losses arising from disposal of these assets are recognised in profit or loss for the current period.

Accumulated fair value adjustments of available-for-sale financial assets are recognised in equity except impairment and exchange gains and losses of foreign currency financial assets. When available-for-sale financial assets are derecognised, the accumulated fair value adjustments recognised in equity are included in the income statement. Interest on available-for-sale securities calculated using the effective interest method and cash dividends on available-for-sale equity instruments when the group's right to receive payments is established are recognised in the income statement as part of other income.

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## II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 9. Financial instruments (Continued)

#### (1) Financial Assets (Continued)

##### (c) *Impairment of financial assets*

The Group assesses the carrying amounts of financial assets other than those at fair value through profit or loss at each balance sheet date. If there is objective evidence that a financial asset is impaired, the Group determines the amount of impairment loss.

Objective evidence indicating a financial asset is impaired represents matters actually happen subsequently to the initial recognition of the financial assets and exert influences the financial assets' estimated future cash flows which can be reliably measured by the Group.

Evidence of held-to-maturity equity instrument is impaired comprises a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost. The Group assesses all available-for-sale financial assets on an individual basis at each balance sheet date. Impairment loss should be recognised if the fair value of an equity instrument has is than 50% (50% inclusive) of its initial investment cost or in the case that the fair value has been less than the initial investment cost for more than one year(one year inclusive). The Group will consider other relevant factors, such as the price volatility, to determine whether an impairment loss should be recognised for the equity instrument if the decline in the fair value of an equity instrument is more than 20% (20% inclusive) but less than 50% of its initial investment cost. The initial investment cost of held-to-maturity equity instrument is calculated using the weighted average method.

When an impairment loss on a financial asset carried at amortised cost has occurred, the amount of loss is measured at the difference between the asset's carrying amount and the present value of its estimated future cash flows (excluding future credit losses that have not been incurred). If there is objective evidence that the value of the financial asset recovered and the recovery is related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed and the amount of reversal is recognised in profit or loss.

When an available-for-sale financial asset is impaired, the cumulative loss arising from decline in fair value that has been recognised directly in equity is reclassified to profit or loss. If, after an impairment loss has been recognised on an available-for-sale debt instrument, the fair value of the debt instrument increases in a subsequent period and the increase can be objectively related to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. An impairment loss recognised for an investment in an equity instrument classified as available-for-sale is reversed through equity.

When an impairment loss on an available-for-sale financial asset has occurred, the amount of loss is measured at the difference between the asset's carrying amount and the present value of its estimated future cash flows determined according to the market yield of similar financial assets and recognised in profit or loss. Once the above asset impairment loss is recognised, it will not be reversed in the subsequent periods.

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**II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)****9. Financial instruments (Continued)****(1) Financial Assets (Continued)****(d) Derecognition of financial assets**

A financial assets is derecognised when one of the below criteria is met:

- the contractual rights to receive the cash flows from the financial asset expire;
- the financial asset has been transferred and the Group transfers substantially all the risks and rewards of ownership of the financial asset to the transferee;
- the financial asset has been transferred and the Group has not retained control of the financial asset, although the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset.

On derecognition of a financial asset, the difference between the carrying amount and the consideration received and the cumulative changes in fair value that had been recognised directly in equity, is recognised in profit or loss.

Finance lease receivables are regarded as ordinary receivables when derecognised and impaired.

**(2) Financial liabilities**

Financial liabilities are classified into the following categories at initial recognition: financial liabilities at fair value through profit or loss and other financial liabilities.

Payables, including accounts payable and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Borrowings and debentures payable are recognised initially at fair value, net of transaction costs incurred and subsequently measured at amortised cost using the effective interest method.

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Subsequently, the liabilities are measured at the higher of the initial fair value less cumulative amortisation recognised in the statement of income, and the amount of provision based on the principle of contingencies (see Note II.21).

Other financial liabilities with maturities no more than one year are classified as current liabilities. Other financial liabilities with maturities over one year but are due within one year(inclusive) at the balance sheet date are classified as the current portion of non-current liabilities. Others are classified as non-current liabilities.

A financial liability is derecognised or partly derecognised when the current obligation is discharged or partly discharged. The difference between the carrying amount of the financial liability or the derecognised part of the financial liability and the consideration paid is recognised in profit or loss.

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## II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 9. Financial instruments (Continued)

#### (3) Determination of fair value

The fair value of a financial instrument that is traded in an active market is determined at the quoted price in the active market. The fair value of a financial instrument that is not traded in an active market is determined by using an appropriate valuation technique that is applicable to current circumstances and supported by sufficient available data and other information. Valuation techniques mainly include market approach and income approach. When applying valuation techniques, inputs used by market participants in the transactions of the assets or liabilities with similar characteristics would be used and observable inputs would be given priority to the extent possible. Unobservable inputs would only be used when it is impossible or impracticable to obtain relevant observable inputs.

#### (4) Equity instrument

An equity instrument is a contract that proves the ownership interest of the assets after deducting all liabilities in the Group.

The perpetual capital instrument is recognised as part of the equity when there is no contractual obligation to repay the principal or pay any interest or dividend.

The consideration received from the issuance of equity instruments net of transaction costs which belong to equity transactions directly is recognised in shareholders' equity. Where other equity instruments distribute dividends or interest during the period of existence are treated as profit distribution.

Consideration and transaction costs paid by the Group for repurchasing self-issued equity instruments are deducted from shareholders' equity.

### 10. Receivables

Receivables comprise of accounts receivable other receivables and notes receivable. Accounts receivable arising from sale of goods or rendering of services are initially recognised at fair value of the contractual payments from the buyers or service recipients.

Receivables are assessed for impairment both on an individual basis and on a collective group basis.

Where impairment is assessed on an individual basis, an impairment loss in respect of a receivable is calculated as the excess of its carrying amount over the present value of the estimated future cash flows (exclusive of future credit losses that have not been incurred) discounted at the original effective interest rate. All impairment losses are recognised in profit or loss.

The assessment is made collectively where receivables share similar credit risk characteristics (including those having not been individually assessed as impaired), based on their historical loss experiences, and adjusted by the observable figures reflecting present economic conditions.

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## II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 10. Receivables (Continued)

If, after an impairment loss has been recognised on receivables, there is objective evidences of a recovery in value of the financial asset which can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss. A reversal of an impairment loss will not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

#### (1) Receivables that are individually significant and impairment provided on an individual basis

Criteria of provision for receivable that are individually significant and impairment provided on an individual basis.

Individually significant receivables are the receivables with the individual amount over RMB10 million (inclusive) or accounting to 5% or more of the total receivables.

Method of provision for receivable that are individually significant and impairment provided on an individual basis.

An impairment loss is calculated as the excess of its carrying amount over the present value of the estimated future cash flows (exclusive of future credit losses that have not been incurred) discounted at the original effective interest rate.

#### (2) Receivable that are individually insignificant but impairment provided on an individual basis

Criteria of provision for receivables that are individually insignificant but impairment provided on an individual basis.

Within the receivables whose amounts are individually insignificant, impairment is assessed on an individual basis for the overdue receivables unpaid after collection efforts or with unique characteristics.

Method of provision for receivable that are individually insignificant but impairment provided on an individual basis.

An impairment loss is calculated as the excess of its carrying amount over the present value of the estimated future cash flows (exclusive of future credit losses that have not been incurred) discounted at the original effective interest rate.

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**II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)**

**10. Receivables (Continued)**

**(3) Receivables that are assessed for impairment on a collective group basis**

For receivables that have not been individually assessed as impaired in (1) and (2), further assessment is made collectively on a group basis with receivables that share similar credit risk characteristics.

Determination method of the group based on credit risk characteristics

Accounts receivable are divided into seven groups of containers, vehicles, energy, chemistry and liquid food equipment, offshore engineering, airport facilities, other business and amounts due from related parties, land lease prepayments and operating deposits according to the industry and business nature of customers and the characteristics of the receivables. As for Offshore engineering groups, the relevant receivables within credit period have lower credit risk after the grouping based on credit risk characteristics according to individual credit risk assessment and historical data. As to other groups like due from related parties, land lease prepayments operating deposits, and etc, if the credit risk is assessed low after grouping based on the assessment on credit risk and their historical loss experience, no impairment loss is recognised for those groups.

Group 1	Containers
Group 2	Road transportation vehicles
Group 3	Energy, chemical and liquid food equipment
Group 4	Airport facilities
Group 5	Logistics services
Group 6	Other business
Group 7	Financial leasing
Bank acceptance notes	Banks with lower credit risk

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## II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 10. Receivables (Continued)

#### (3) Receivables that are assessed for impairment on a collective group basis (Continued)

Methods of provision for receivables assessed on a collective group basis (based on an ageing analysis, a percentage of the total balance and others).

Containers	Provision is determined based on an aging analysis (Overdue aging)
Road transportation vehicles	Provision is determined based on an aging analysis (Overdue aging)
Energy, chemical and liquid food equipment	Provision is determined based on an aging analysis (Overdue aging)
Airport facilities	Provision is determined based on an aging analysis (Overdue aging)
Logistics service	Provision is determined based on an aging analysis (Overdue aging)
Other business	Provision is determined based on an aging analysis (Overdue aging)
Finance lease receivables	Provision is determined based on model analysis
Bank acceptance notes	No provision is determined.

For the above groups, provision is made based on their respective ageing analysis follows:

Ageing	Percentage of total accounts receivable (%)	
	Group 1,2,4,5,6	Group 3
Within 1 year (inclusive)	5%	0%-5%
1 to 2 years (inclusive)	30%	30%
Over 2 years	100%	100%

- (4) When the Group transfers the accounts receivable to the financial institutions without recourse, the difference between the proceeds received from the transaction and their carrying amounts and the related taxes is recognised in profit or loss for the current period.

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## II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 11. Inventories

#### (1) Classification

Inventories include raw materials, work in progress, semi-finished goods, finished goods and reusable materials. Reusable materials include low-value consumables, packaging materials and other materials, which can be used repeatedly but do not meet the definition of fixed assets.

#### (2) Cost of inventories

Cost of inventories is calculated using the weighted average method.

#### (3) The underlying factors in the determination of net realisable values of inventories and basis of provision for decline in value of inventories

Inventories are initially measured at cost. Cost of inventories comprises all costs of purchase, costs of conversion and other expenditures incurred in bringing the inventories to their present location and condition. Borrowing costs directly related to the production of qualifying inventories are also included in the cost of inventories (see Note II.16). In addition to the purchasing cost of raw materials, work in progress and finished goods include direct labour costs and an appropriate allocation of production overheads.

At the balance sheet date, inventories are carried at the lower of cost and net realisable value.

Net realisable value is the estimated selling price in the normal course of business less the estimated costs to completion and the estimated expenses and related taxes necessary to make the sale. The net realisable value of materials held for use in the production of inventories is measured based on the net realisable value of the finished goods in which they will be incorporated. The net realisable value of the quantity of inventory held to satisfy sales or service contracts is based on the contract price. If the quantities of inventories specified in sales contracts are less than the quantities held by the Group, the net realisable value of the excess portion of inventories shall be based on general selling prices.

Any excess of the cost over the net realisable value of each class of inventories is recognised in profit or loss as a provision for diminution in the value of inventories.

#### (4) Inventory system

The Group maintains a perpetual inventory system.

#### (5) Amortisation of reusable material including low-value consumables and packaging material

Reusable materials including low-value consumables and packaging materials are amortised in full when received for use. The amounts of the amortisation are included in the cost of the related assets or profit or loss.



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## II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 12. Long-term equity investments

Long-term equity investments comprise the Company's long-term equity investments in its subsidiaries and the Group's long-term equity investments in its joint ventures and associates.

Subsidiaries are the investees over which the Company is able to exercise control. Joint ventures are the investees over which the Group is able to exercise joint control together with other ventures and the Group enjoys the rights only on the net assets of investees. Associates are the investees that the Group has significant influence on their financial and operating policies.

Investments in subsidiaries are presented in the Company's financial statements using the cost method, and are adjusted for preparing the consolidated financial statements using the equity method. Investments in joint ventures and associates are accounted for using the equity method.

#### (1) Determination of investment cost

For long-term equity investments acquired through a business combination: for long-term equity investments acquired through a business combination involving enterprises under common control, the investment cost shall be the absorbing party's share of the carrying amount of owners' equity of the party being absorbed at the combination date; for long-term equity investment acquired through a business combination involving enterprises not under common control, the investment cost shall be the combination cost.

For long-term equity investments acquired not through a business combination: for long-term equity investment acquired by payment in cash, the initial investment cost shall be the purchase price actually paid; for long-term equity investments acquired by issuing equity securities, the initial investment cost shall be the fair value of the equity securities issued.

#### (2) Subsequent measurement

For long-term equity investments accounted for using the cost method, they are measured at the initial investment costs, and cash dividends or profit distribution declared by the investees are recognised as investment income in profit or loss.

For long-term equity investments accounted for using the equity method, where the initial investment cost of a long-term equity investment exceeds the Group's share of the fair value of the investee's identifiable net assets at the acquisition date, the long-term equity investment is measured at the initial investment cost; where the initial investment cost is less than the Group's share of the fair value of the investee's identifiable net assets at the acquisition date, the difference is included in profit or loss and the cost of the long-term equity investment is adjusted upwards accordingly.

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## **II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)**

### **12. Long-term equity investments (Continued)**

#### **(2) Subsequent measurement (Continued)**

For long-term equity investments accounted for using the equity method, the Group recognises the investment income according to its share of net profit or loss of the investee. If the accounting policies and the accounting periods are inconsistent between the Company and investees, the financial statements of investees are adjusted in accordance with the accounting policies and accounting period of the Company. The Group discontinues recognising its share of net losses of an investee after the carrying amount of the long-term equity investment together with any long-term interests that, in substance, form part of the investor's net investment in the investee are reduced to zero. However, if the Group has obligations for additional losses and the criteria with respect to recognition of provisions under the accounting standards on contingencies are satisfied, the Group continues recognising the investment losses and the provisions. For changes in owners' equity of the investee other than those arising from its net profit or loss, the Group records its proportionate share directly into capital surplus, provided that the Group's proportion of shareholding in the investee remains unchanged. The carrying amount of the investment is reduced by the Group's share of the profit distribution or cash dividends declared by an investee. The unrealised profits or losses arising from the intra-group transactions amongst the Group and its investees are eliminated in proportion to the Group's equity interest in the investees, and then based on which the investment gains or losses are recognised. For the loss on the intra-group transaction amongst the Group and its investees attributable to asset impairment, any unrealised loss is not eliminated.

#### **(3) Basis for determining the existence of joint control or significant influence over an investee**

Control is the power over the investee to enjoy variable returns by participating in related activities of the investee and the ability to affect the return amount by executing the power over the investee.

Joint control is the sharing of control over an arrangement according to related agreement, and exists only when the decisions relating to the activity of the arrangement require the unanimous consent of the parties sharing control.

Significant influence is the power to participate in the determination of financial and operating policies of the investee, but is not control or joint control over those policies.

#### **(4) Impairment of the long term equity investment**

The carrying amount of long-term equity investments in subsidiaries, joint ventures and associates is reduced to the recoverable amount if the recoverable amount is below the carrying amount (Note II.20).

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## II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 13. Investment properties

Investment properties, including land use rights that have already been leased out, buildings that are held for the purpose of leasing and buildings that are being constructed or developed for future use for leasing, are measured initially at cost. Subsequent expenditures incurred in relation to an investment properties are included in the cost of the investment properties when it is probable that the associated economic benefits will flow to the Group and their costs can be reliably measured; otherwise, the expenditures are recognised in profit or loss for the period in which they are incurred.

The Group adopts fair value model to subsequently measure investment properties and don't provide depreciation or amortisation. The carrying amount of investment properties is adjusted based on their fair value at the balance sheet date, and the difference between the fair value and the original carrying amount is recognised in profit or loss for the current period.

When an investment properties is transferred to owner-occupied property, it is reclassified to fixed asset or intangible asset with the carrying amount determined at the fair value of the investment properties at the date of the transfer, and the difference between the fair value and the original carrying amount of the investment properties is recognised in profit or loss for the current period. When an owner-occupied property is transferred out for earning rentals or for capital appreciation, the fixed asset or intangible asset is transferred to investment properties with the carrying amount determined at the fair value at the date of the transfer. If the fair value at the date of the transfer is less than the original carrying amount of the fixed asset or the intangible asset, the difference is recognised in profit or loss for the current period; otherwise, it is included in other comprehensive income.

An investment properties is derecognised on disposal or when the investment properties is permanently withdrawn from use and no future economic benefits are expected from its disposal. The net amount of proceeds from sale, transfer, retirement or damage of an investment properties net of its carrying amount and related taxes and expenses is recognised in profit or loss for the current period.

### 14. Fixed assets

#### (1) Recognition

Fixed assets represent the tangible assets held by the Group for use in the production of goods or supply of services, for rental to others or for operation and administrative purposes with useful lives over one year.

The cost of a purchased fixed asset comprises the purchase price, related taxes, and any directly attributable expenditure for bringing the asset to working condition for its intended use. The cost of self-constructed assets is measured in accordance with the policy set out in Note II.15.

Where parts of an item of fixed asset have different useful lives or provide benefits to the Group in different patterns thus necessitating use of different depreciation rates or methods, each part is recognised as a separate fixed asset.

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## II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 14. Fixed assets (Continued)

#### (1) Recognition (Continued)

The subsequent costs including the cost of replacing part of an item of fixed assets are recognised in the carrying amount of the item if the to recognise fixed assets criteria are satisfied, and the carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of fixed assets are recognised in profit or loss as incurred.

Fixed assets are stated in the balance sheet at cost less accumulated depreciation and impairment losses.

#### (2) Depreciation

Fixed assets are depreciated using the straight-line method to allocate the cost of the assets to their estimated residual values over their estimated useful lives, unless the fixed asset is classified as held for sale (see Note II.28). For the fixed assets that have been provided for impairment loss, the related depreciation charge is prospectively determined based upon the adjusted carrying amounts over their remaining useful lives. The estimated useful lives, residual values and depreciation rates of each class of fixed assets are as follows:

Classes	Residual Period (years)	Depreciation value rate (%)	Depreciation rate (%)
Plants and buildings	20-30	10%	3-4.5%
Machinery and equipment	10-12	10%	7.5-9%
Office and other equipment	3-5	10%	18-30%
Motor vehicles	5	10%	18%
Dock, wharf	50	10%	1.8%
Offshore engineering equipment	15-30	10%	3-6%

Estimated useful lives, estimated residual value and depreciation methods are reviewed and adjusted at least at each year-end.

#### (3) For the method of impairment testing and measuring, refer to Note II.20.

#### (4) Basis for identification of fixed assets held under finance leases and related measurement

For criteria of recognition and method of measuring for fixed assets under a finance lease, refer to Note II 27(3).

#### (5) Disposal

A fixed asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The amount of proceeds from disposal on sale, transfer, retirement or damage of a fixed asset net of its carrying amount and related taxes and expenses is recognised in profit or loss for the current period.

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**II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)****15. Construction in progress**

Construction in progress is measured at actual cost. The cost of self-constructed assets includes the cost of materials, direct labour, capitalised borrowing costs (see Note II.16), and any other costs directly attributable to bringing the asset to working condition for its intended use.

A self-constructed asset is included in construction in progress before it is transferred to fixed asset when it is ready for its intended use. No depreciation is provided against construction in progress. Construction in progress is stated in the balance sheet at cost less impairment losses (see Note II.20).

**16. Borrowing costs**

Borrowing costs incurred directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of the asset.

Except for the above, other borrowing costs are recognised as financial expenses in the income statement when incurred.

During the capitalisation period, the amount of interest (including amortisation of any discount or premium on borrowing) to be capitalised in each accounting period is determined as follows:

- Where funds are borrowed specifically for the acquisition, construction or production of a qualifying asset, the amount of interest to be capitalised is the interest expense calculated using effective interest rates during the period less any interest income earned from depositing the borrowed funds or any investment income on the temporary investment of those funds before being used on the asset.
- Where funds are borrowed generally and used for the acquisition, construction or production of a qualifying asset, the amount of interest to be capitalised on such borrowings is determined by applying a capitalisation rate to the weighted average of the excess amounts of cumulative expenditures on the asset over the above amounts of specific borrowings. The capitalisation rate is the weighted average of the interest rates applicable to the general-purpose borrowings.

The effective interest rate is determined as the rate that exactly discounts estimated future cash flow through the expected life of the borrowing or, when appropriate, a shorter period to the initially recognised amount of the borrowings.

During the capitalisation period, exchange differences related to the principal and interest on a specific-purpose borrowing denominated in foreign currency are capitalised as part of the cost of the qualifying asset. The exchange differences related to the principal and interest on foreign currency borrowings other than a specific-purpose borrowing are recognised as a financial expense in the period in which they are incurred.

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## II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 16. Borrowing costs (Continued)

The capitalisation period is the period from the date of commencement of capitalisation of borrowing costs to the date of cessation of capitalisation, excluding any period over which capitalisation is suspended. Capitalisation of borrowing costs commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities of acquisition, construction or production that are necessary to prepare the asset for its intended use or sale are in progress, and ceases when the assets become ready for their intended use or sale. Capitalisation of borrowing costs is suspended when the acquisition, construction or production activities are interrupted abnormally and the interruption lasts over three months.

### 17. Intangible assets

Intangible assets are stated in the balance sheet at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see Note II.20). For an intangible asset with finite useful life, its cost less residual value and impairment loss is amortised on the straight-line method or other more appropriate methods that can reflect the pattern in which the asset's economic benefits are expected to be realised over its estimated useful life, unless the intangible asset is classified as held for sale (see Note II.28).

The respective amortisation periods for such intangible assets are as follows:

	Amortisation periods (years)
Land use rights	20-50
Maritime space use rights	40-50
Technological know-how and trademarks	3-15
Timber concession rights	20
Customer relationships	4-10
Customer contracts	3-4
Franchise rights	10-18

For an intangible asset with a finite useful life, review of its useful life and amortisation method is performed at each year-end, with adjustment made as appropriate.

An intangible asset is regarded as having an indefinite useful life and is not amortised when there is no foreseeable limit to the period over which the asset is expected to generate economic benefits for the Group. At balance sheet date, an impairment test will be conducted.

Expenditures on an internal research and development project are classified into expenditures on the research phase and expenditures on the development phase. Research is original and planned investigation undertaken with the prospect of gaining new scientific or technical knowledge and understanding. Development is the application of research findings or other knowledge to a plan or design for the production of new or substantially improved materials, devices, products or processes before the start of commercial production or use.

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## II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 17. Intangible assets (Continued)

The expenditure on an internal research and development project is classified into expenditure on the research phase and expenditure on the development phase based on its nature and whether there is material uncertainty that the research and development activities can form an intangible asset at end of the project.

Expenditure on the research phase, such as expenditure on planned research, assessment and selection for manufacturing technique, is recognised in profit or loss in the period in which it is incurred. Before mass production, expenditure on the development phase, such as expenditure on design and test for finalised application, is capitalised only if all of the following conditions are satisfied:

- it is technically feasible to complete the intangible asset so that it will be available for use or sale;
- management intends to complete the intangible asset, and to use or sell it;
- it can be demonstrated how the intangible asset will generate economic benefits;
- there are adequate technical, financial and other resources to complete the development and the ability to use or sell the intangible asset; and
- the expenditure attributable to the intangible asset during its development phase can be reliably measured.

Other development expenditures that do not meet the conditions above are recognised in profit or loss in the period in which they are incurred. Development costs previously recognised as expenses are not recognised as an asset in a subsequent period. Capitalised expenditure on the development phase is presented as development costs in the balance sheet and transferred to intangible assets at the date that the asset is ready for its intended use.

### 18. Goodwill

Goodwill represents the excess of cost of acquisition over the acquirer's interest in the fair value of the identifiable net assets of the acquiree under the business combination involving entities not under common control.

Goodwill is not amortised and is stated at cost less accumulated impairment losses (see Note II.20). On disposal of an asset group or combination of asset groups, any attributable amount of purchased goodwill is written off and included in the calculation of the profit or loss on disposal.

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**II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)**

**19. Long-term prepaid expenses**

Long-term prepaid expenses are amortised on a straight-line method within the beneficial period.

The amortisation periods for expensed are as follows:

Item	Amortisation period (years)
Rental	2-10
Others	3-5

**20. Impairment of long-term assets**

Fixed assets, construction in progress, intangible assets with finite useful lives and long-term equity investments in subsidiaries, joint ventures and associates are tested for impairment if there is any indication that the assets may be impaired at the balance sheet date. If the result of the impairment test indicates that the recoverable amount of an asset is less than its carrying amount, a provision for impairment and an impairment loss are recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and the present value of the future cash flows expected to be derived from the asset. Provision for asset impairment is determined and recognised on the individual asset basis. If it is not possible to estimate the recoverable amount of an individual asset, the recoverable amount of a group of assets to which the asset belongs is determined. A group of assets is the smallest group of assets that is able to generate independent cash inflows.

Goodwill that is separately presented in the financial statements is tested at least annually for impairment, irrespective of whether there is any indication that it may be impaired. In conducting the test, the carrying value of goodwill is allocated to the related asset groups or combination of asset groups which are expected to benefit from the synergies of the business combination. If the result of the test indicates that the recoverable amount of an asset group or combination of asset groups, including the allocated goodwill, is lower than its carrying amount, the corresponding impairment loss is recognised. The impairment loss is first deducted from the carrying amount of goodwill that is allocated to the asset group or combination of asset groups, and then deducted from the carrying amounts of other assets within the asset groups or combination of asset groups in proportion to the carrying amounts of assets other than goodwill.

Once an impairment loss is recognised, it is not reversed in a subsequent period.



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## II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 21. Provisions and contingent liabilities

Provisions for product warranties, onerous contracts etc. are recognised when the Group has a present obligation, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be measured reliably.

A provision is initially measured at the best estimate of the expenditure required to settle the related present obligation. Factors surrounding a contingency, such as the risks, uncertainties and the time value of money, are taken into account as a whole in reaching the best estimate of a provision. Where the effect of the time value of money is material, the best estimate is determined by discounting the related future cash outflows. The increase in the discounted amount of the provision arising from passage of time is recognised as interest expense.

The carrying amount of provisions is reviewed at each balance sheet date and adjusted to reflect the current best estimate.

Provisions which is expected to be paid within one year from the balance sheet date are disclosed as current liabilities.

In terms of a possible obligation resulting from a past transaction or event, whose existence will only be confirmed by the occurrence or non-occurrence of uncertain future events or a present obligation resulting from a past transaction or event, where it is not probable that the settlement of the above obligation will cause an outflow of economic benefits, or the amount of the outflow cannot be estimated reliably, the possible or present obligation is disclosed as a contingent liability.

### 22. Share-based payments

#### (1) Classification

Share-based payment transactions in the Group are classified as equity-settled share-based payments and cash-settled share-based payments.

#### (2) Method to determine the fair value of equity instruments

Fair value of stock option is estimated based on binomial lattice model. Contract term of the stock option is used as the input variable of this model. And the binomial lattice model includes estimation of early execution of the option. The following factors are taken into account when using the binomial lattice model: (1) exercise price of the option; (2) vesting period; (3) current price of basic stocks; (4) expected fluctuation of stocks; (5) expected dividends of stocks; (6) risk-free rate within the option term.

#### (3) Basis of the best estimate of the number of equity instruments expected to vest

At each balance sheet date during the vesting period, the Group makes the best estimation according to the latest information of the number of employees who are granted to vest and revises the number of equity instruments expected to vest. On vesting date, the estimate shall be equal to the number of equity instruments that ultimately vested.

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## II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 22. Share-based payments (Continued)

#### (4) Accounting treatment for share-based payment

##### (a) *Equity-settled share-based payments*

Where the Group uses shares or other equity instruments as consideration for services received from the employees, the payment is measured at the fair value of the equity instruments granted to the employees at the grant date. If the equity instruments granted to employees vest immediately, the fair value of the equity instruments granted is, on grant date, recognised as relevant cost or expenses with a corresponding increase in capital reserve. If the equity instruments granted to employees do not vest until the completion of services for a vesting period, or until the achievement of a specified performance condition, the Group, at each balance sheet date during the vesting period, makes the best estimation according to the latest information of the number of employees who are granted to vest and revises the number of equity instruments expected to vest. Based on the best estimation, the Group recognises the services received for the current period as related costs or expenses, with a corresponding increase in capital reserve, at an amount equal to the fair value of the equity instruments at the grant date.

##### (b) *Cash-settled share-based payments*

Where the Group receives services from employees by incurring a liability to deliver cash or other assets for amounts that are determined based on the price of shares or other equity instruments, the service received from employees is measured at the fair value of the liability incurred. If the rights under a cash-settled share-based payment do not vest until the completion of services for a vesting period, or until the achievement of a specified performance condition, the Group, at each balance sheet date during the vesting period, recognises the services received for the current period as related costs or expenses, with a corresponding increase in liability, at an amount equal to the fair value of the liability based on the best estimate of the outcome of vesting.

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**II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)****23. Revenue recognition**

Revenue is the gross inflow of economic benefit in the periods arising in the course of the Group's ordinary activities when the inflows result in increase in shareholders' equity, other than increase relating to contributions from shareholders. Revenue is recognised in profit or loss when it is probable that the economic benefits will flow to the Group, the revenue and costs can be measured reliably and the following respective conditions are met.

**(1) Sale of goods**

Revenue from sale of goods is recognised when all of the general conditions stated above and following conditions are satisfied:

- (a) The significant risks and rewards of ownership of goods have been transferred to the buyer;
- (b) The Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold.

Revenue from the sale of goods is measured at the fair value of the considerations received or receivable under the sales contract or agreement.

**a. Containers and airport facilities sales revenue**

The Group recognises revenue after receive acceptance certificates from customers.

**b. Road transportation vehicles and heavy truck sales revenue**

Sales of Road transportation vehicles are divided into sales to domestic customers and sales to overseas customers. As to sales to domestic customers, the Group recognises revenue after customers pick up and accept the vehicles. As to sales to overseas customers, the Group recognises revenue after vehicles are loaded to specified ship in specific port assigned by the customer pursuant to contracts.

**c. Real estate sales revenue**

The Group recognises revenue when the purchase and sell agreement is performed. When the property is sold in advance before completion, the revenue is recognised only when the construction is completed and delivered to the buyer. The deposits and installment received before revenue recognition are regarded as advance from customers.

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## **II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)**

### **23. Revenue recognition (Continued)**

#### **(2) Revenue from construction contracts**

Where the outcome of a construction contract can be estimated reliably, contract revenue and contract expenses associated with the construction contract are recognised at the balance sheet date using the percentage of completion method.

The stage of completion of a contract is determined based on completion of a physical proportion of the contract work.

When the outcome of a construction contract cannot be estimated reliably:

- (a) If the contract costs can be recovered, revenue is recognised to the extent of contract costs incurred that can be recovered, and the contract costs are recognised as contract expenses when incurred;
- (b) If the contract costs cannot be recovered, the contract costs are recognised as contract expenses immediately when incurred, and no contract revenue is recognised.

Construction contract revenue includes initial revenue stipulated by contract and increased amount generated by contract alteration.

Increased amount cannot be recognised as contract revenue unless the following contract alteration terms are all satisfied:

- (c) Client accepts and confirms the increased amount generated by contract alteration;
- (d) Increased amount can be reliably measured.

Contract anticipated loss is recognised when estimated total construction contract cost exceeds contract revenue. Provision should be made for contract anticipated loss and charged into profit and losses for the current period.

#### **(3) Rendering of services**

Revenue from rendering of services is measured at the fair value of the considerations received or receivable under the contract or agreement.

At the balance sheet date, where outcome of a transaction involving the rendering of services can be estimated reliably, revenue from the rendering of services is recognised by reference to the stage of completion of the transaction based on the progress of work performed.

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**II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)****23. Revenue recognition (Continued)****(3) Rendering of services (Continued)**

Where outcome of rendering of services cannot be estimated reliably, if the costs incurred are expected to be recoverable, revenues are recognised to the extent that the costs incurred that are expected to be recoverable, and an equivalent amount is charged to profit or loss as service cost; if the costs incurred are not expected to be recoverable, the costs incurred are recognised in profit or loss and no service revenue is recognised.

For freight agencies, revenues are recognised at the ship departure date (export) or the arrival date (import). As to land freight agencies, revenues are recognised when goods have arrived at the specified location. For shipping agency: revenues are recognised at the day that ship departures.

**24. Employee benefits**

Employee benefits represent all kinds of allowances and compensations paid by the Group for services rendered by employees or for termination of employment relationship, which mainly include short-term wages, pension benefits and termination of employment benefits.

**(1) short-term wages**

Short-term wages include wages or salaries, bonuses, allowances and subsidies, staff welfare, medical insurance, work injury insurance, maternity insurance, housing funds, labour union funds, employee education funds and short term paid absence and etc. Actual short-term wages are recognised as liabilities in the periods when the employees render services and are charged into profit or loss or capitalised in costs of related assets. The non-monetary welfare is measured at fair value.

**(2) pension benefits**

During the reporting period, the Group's pension benefits are basic pension insurance and unemployment insurance which are all defined contribution plans.

**Basic pension insurance**

The Group's employees participated in the basic social pension insurance organised and implemented by local labour and social security bureau. The Group paid the basic pension issuance expenses monthly to designated insurance companies for its employees according to the basis amounts and rates determined by the local regulations. After retirement, local labour and social security bureau is responsible for paying the pension benefit to the retired employees. The amounts of pension insurance payable calculated according to the above regulations are recognised as liabilities during the periods when the employees render services and are charged to profit or loss or capitalised in costs of related assets.

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## II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 24. Employee benefits (Continued)

#### (3) Enterprise annuities plan

The Group provides compensation for the termination of employment relationship before the expiry of employment contracts or compensation to encourage employees' voluntary layoffs, which is recognised as a liability and charged to profit or loss on the earlier one when the Group is unable to unilaterally withdraw the plan on the termination of employment relationship or the layoff proposal and costs and expenses in relation to the payment of compensation to the termination of employment relationship are recognised.

The Enterprise annuities plan with payment within one year at the balance sheet date are classified as current liabilities.

### 25. Government grants

Government grants are transfers of monetary assets or non-monetary assets from the government to the Group at nil consideration except for the capital contribution from the government as an investor in the Group, including refund of taxes and financial subsidies, etc.. Special funds such as investment grants allocated by the government, if clearly defined in official documents as part of "capital reserve" are dealt with as capital contributions, and not regarded as government grants.

A government grant is recognised when the conditions attached to it can be complied with and the government grant can be received. If a government grant in the form of transfer of monetary assets, the grant is measured at the amount received or receivable. For a government grant in the form of transfer of non-monetary assets, it is measured at fair value; if the fair value is not reliably determinable; the grant is measured at nominal amount.

Government grants related to assets represent grants obtained from government which are to compensate long-term assets purchased or other ways. Government grants related to income represent those government grants other than related to assets.

A government grant related to an asset is recognised as deferred income, and evenly amortised to profit or loss over the useful life of the related asset by the reasonable and systematic method. For government grants related to income, where the grant is a compensation for related costs or losses to be incurred by the Group in the subsequent periods, the grant is recognised as deferred income, and included in profit or loss over the periods in which the related costs are recognised; where the grant is a compensation for related expenses or losses already incurred, the grant is recognised immediately in profit or loss for the current period or reduces the related costs. The group uses the same method to disclosure government grants in same category.

Government grants related to daily activities are included in operating profits. Government grants that are not related to daily activities are included in non-operating income and expenditure.

For the policy-based preferential interest rate loans received by the Group, the entry value of the borrowings shall be the borrowing amount actually received, and the relevant borrowing costs shall be calculated based on the principal of the borrowings and the policy preferential interest rate. The financial interest subsidy directly received by the Group reduces the relevant borrowing costs.

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## II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 26. Deferred tax assets and deferred tax liabilities

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases, which include the deductible losses and tax credits carry forward to subsequent periods. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax is not recognised for the temporary differences arising from the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting profit nor taxable profit (or tax loss). No deferred tax liability is recognised for a temporary difference arising from the initial recognition of goodwill.

At the balance sheet date, the amount of deferred tax recognised is measured based on the expected manner of recovery or settlement of the carrying amount of the assets and liabilities, using tax rates that are expected to be applied in the period when the asset is recovered or the liability is settled in accordance with tax laws.

The carrying amount of a deferred tax asset is reviewed at each balance sheet date. The carrying amount of a deferred tax asset is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefit of the deferred tax asset to be utilised. Such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Deferred tax liabilities are recognised for temporary differences arising from investments in subsidiaries, associates and joint ventures, except where the Group is able to control the timing of reversal of the temporary difference, and it is probable that the temporary difference will not reverse in the foreseeable future. When it is probable that the temporary differences arising from investments in subsidiaries, associates and joint ventures will be reversed in the foreseeable future and that the taxable profit will be available in the future against which the temporary differences can be utilised, the corresponding deferred tax assets are recognised.

At the balance sheet date, deferred tax assets and liabilities are offset if all the following conditions are met:

- the taxable entity has a legally enforceable right to set off current tax assets against current tax liabilities;
- the deferred income tax assets and deferred income tax liabilities are related to the income tax imposed by the same tax collection and management department on the same tax subject or are related to the income tax collected by different taxpayers, but the subject is intended to be involved in the period of the return of every important deferred income tax assets and liabilities in the future. Net income, assets and liabilities, or assets at the same time.

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## **II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)**

### **27. Operation and finance leases**

A lease is classified as either a finance lease or an operating lease. A finance lease is a lease that transfers substantially all the risks and rewards incidental to ownership of a leased asset to the lessee, irrespective of whether the legal title to the asset is eventually transferred. An operating lease is a lease other than a finance lease.

#### **(1) Assets acquired under operating leases**

Rental payments under operating leases are recognised as costs or expenses on a straight-line basis over the lease term.

#### **(2) Assets leased out under operating leases**

Fixed assets leased out under operating leases, except for investment properties (see Note II.13) are depreciated in accordance with the Group's depreciation policies described in Note II.14(2). Impairment losses are provided for in accordance with the accounting policy described in Note II.20. Other leased out assets under operating leases are amortised using the straight-line method. Income derived from operating leases is recognised in the income statement using the straight-line method over the lease term. If initial direct costs incurred in respect of the assets leased out are material, the costs are initially capitalised and subsequently amortised in profit or loss over the lease term on the same basis as the lease income. Otherwise, the costs are charged to profit or loss immediately.

#### **(3) Assets acquired under finance leases**

When the Group acquires an asset under a finance lease, the asset is measured at an amount equal to the lower of its fair value and the present value of the minimum lease payments, each determined at the inception of the lease. At the commencement of the lease term, the minimum lease payments are recorded as long-term payables. The difference between the value of the leased assets and the minimum lease payments is recognised as unrecognised finance charges. Initial direct costs that are attributable to a finance lease incurred by the Group are added to the amounts recognised for the leased asset. Depreciation and impairment losses are accounted for in accordance with the accounting policies described in Notes II.14(2) and II.20, respectively.

If there is a reasonable certainty that the Group will obtain ownership of a leased asset at the end of the lease term, the leased asset is depreciated over its estimated useful life. Otherwise, the leased asset is depreciated over the shorter of the lease term and its estimated useful life.

Unrecognised finance charge under finance lease is amortised using an effective interest method over the lease term. The amortisation is accounted for in accordance with principles of borrowing costs (see Note II.16).

At the balance sheet date, long-term payables arising from finance leases, net of the unrecognised finance charges, are presented as long-term payables or non-current liabilities due within one year, respectively, in the balance sheet.



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**II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)****27. Operation and finance leases (Continued)****(4) Assets leased out under finance leases**

At the commencement of the lease term, the Group recognises the aggregate of the minimum lease receipts determined at the inception of a lease and the initial direct costs as finance lease receivable. The difference between the aggregate of the minimum lease receipts, the initial direct costs, and the aggregate of their present value is recognised as unearned finance income.

Unearned finance income is allocated to each accounting period during the lease term using the effective interest method. At the balance sheet date, finance lease receivables, net of unearned finance income, are presented as long-term receivables or non-current assets due within one year, respectively in the balance sheet. Please refer to Notes II.9 for accounting policy on the derecognition and impairment of finance lease receivables.

**28. Held for sale and discontinued operations**

A non-current asset or a disposal group is classified as held for sale when all of the following conditions are satisfied:

- a. The non-current asset or the disposal group is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such non-current asset or disposal group;
- b. The Group has entered a legally enforceable sales agreement with other party and obtained relevant approval, and the sales transaction is expected to be completed within one year.

Non-current assets (except for financial assets, investment properties measured at fair value and deferred tax assets) that meet the recognition criteria for held for sale are recognised at the amount equal to the lower of the fair value less costs to sell and the carrying amount. Any excess of the original carrying amount over the fair value less costs to sell is recognised as asset impairment losses.

Such non-current assets and assets and liabilities included in disposal groups classified as held for sale are classified as current assets and current liabilities respectively, and are separately presented in the balance sheet.

A discontinued operation is a component of the Group that either has been disposed of or is classified as held for sale, and is separately identifiable and satisfies one of the following conditions:

- (a) It represents a separate major line of business or geographical area of operations;
- (b) It is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations;
- (c) It is a subsidiary acquired exclusively with a view to resale.

The net profit from discontinued operations in the income statement includes operating profit or loss and disposal gains or losses of discontinued operations.

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## II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 29. Hedge accounting

Hedge accounting is a method which recognises the offsetting effects of fair value and cash flow of the hedging instruments and the hedged items on current profit or loss in the same accounting period(s).

Hedged items are the items that expose the Group to risks of changes in fair value or future cash flows and that are designated as being hedged. The Group's hedged item include a forecast transaction that is settled with a fixed amount of foreign currency and expose the Group to foreign currency risk.

A hedging instrument is a designated derivative whose changes in fair value or cash flows are expected to offset changes in the fair value or cash flows of the hedged item. For a hedge of foreign currency risk, a non-derivative financial asset or non-derivative financial liability may also be used as a hedging instrument.

The hedge is assessed by the Group for effectiveness on an ongoing basis and judged whether it has been highly effective throughout the accounting periods for which the hedging relationship was designated. A hedge is regarded as highly effective if both of the following conditions are satisfied:

- at the inception and in subsequent periods, the hedge is expected to be highly effective in achieving offsetting changes in fair value or cash flows attributable to the hedged risk during the period for which the hedge is designated;
- the actual results of offsetting are within a range of 80% to 125%.

#### Cash flow hedges

A cash flow hedge is a hedge of the exposure to variability in cash flows. The portion of the gain or loss on the hedging instrument that is determined to be an effective hedge is recognised directly in shareholders' equity as a separate component. That effective portion is adjusted to the lower of the following in absolute amounts:

- the cumulative gain or loss on the hedging instrument from inception of the hedge;
- The cumulative change in present value of the expected future cash flows on the hedged item from inception of the hedge.

The portion of the gain or loss on the hedging instrument that is determined to be an ineffective hedge is recognised in profit or loss.

If a hedge of a forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability, the associated gain or loss is removed from shareholders' equity and recognised in profit or loss in the same period during which the financial asset or financial liability affects profit or loss. However, if the Group expects that all or a portion of a net loss recognised directly in shareholders' equity will not be recovered in future accounting periods, it reclassifies into profit or loss the amount that is not expected to be recovered.

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**II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)****29. Hedge accounting (Continued)**

If a hedge of a forecast transaction subsequently results in the recognition of a financial asset or a financial liability, the associated gain or loss is removed from equity and recognised in profit or loss in the same period during which the financial asset or financial liability affects profit or loss. However, if the Group expects that all or a portion of a net loss recognised directly in shareholders' equity will not be recovered in future accounting periods, it reclassifies into profit or loss the amount that is not expected to be recovered.

For cash flow hedges, other than those covered by the preceding two policy statements, the associated gain or loss is removed from shareholders' equity and recognised in profit or loss in the same period or periods during which the hedged forecast transaction affects profit or loss.

When a hedging instrument expires or is sold, terminated or exercised, or the hedge no longer meets the criteria for hedge accounting, the Group will discontinue the hedge accounting treatments prospectively. In this case, the gain or loss on the hedging instrument that remains recognised directly in shareholders' equity from the period when the hedge was effective shall not be reclassified into profit or loss and is recognised in accordance with the above policy when the forecast transaction occurs. If the forecast transaction is no longer expected to occur, the gain or loss on the hedging instrument that remains recognised directly in shareholders' equity from the period when the hedge was effective shall be reclassified into profit or loss immediately.

**30. Dividend distribution**

Cash dividend is recognised as a liability for the period in which the dividend is approved by the shareholders' meeting.

Dividends or distributions of profits proposed in the profit appropriation plan which will be authorised and declared after the balance sheet date, are not recognised as a liability at the balance sheet date but disclosed in the notes separately.

**31. Related parties**

If a party has the power to control, jointly control or exercise significant influence over another party, or vice versa, or where two or more parties are subject to common control or joint control from another party, they are considered to be related parties. Related parties may be individuals or enterprises. Enterprises with which the Company is under common control only from the State and that have no other related party relationships are not regarded as related parties of the Group. Related parties of the Group and the Company include, but are not limited to:

- (a) the Company's parent;
- (b) the Company's subsidiaries;
- (c) enterprises that are controlled by the Company's parent;

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## II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 31. Related parties (Continued)

- (d) investors that have joint control or exercise significant influence over the Group;
- (e) enterprises or individuals if a party has control, joint control over both the enterprises or individuals and the Group;
- (f) joint ventures of the Group, including subsidiaries of joint ventures;
- (g) associates of the Group, including subsidiaries of associates;
- (h) principal individual investors and close family members of such individuals;
- (i) key management personnel of the Group and close family members of such individuals;
- (j) key management personnel of the Company's parent and close family members of such individuals;
- (k) close family members of key management personnel of the Company's parent; and
- (l) other enterprises that are controlled or jointly controlled by principal individual investors, key management personnel of the Group, and close family members of such individuals.

Besides the related parties stated above determined in accordance with the requirements of CAS, the following enterprises and individuals are considered as (but not restricted to) related parties based on the disclosure requirements of Administrative Procedures on the Information Disclosures of Listed Companies issued by the CSRC:

- (m) enterprises or persons that act in concert that hold 5% or more of the Company's shares;
- (n) individuals and close family members of such individuals who directly or indirectly hold 5% or more of the Company's shares, supervisors for listed companies and their close family members;
- (o) enterprises that satisfy any of the aforesaid conditions in (a), (c) and (m) during the past 12 months or will satisfy them within the next 12 months pursuant to a relevant agreement;
- (p) individuals who satisfy any of the aforesaid conditions in (i), (j) and (n) during the past 12 months or will satisfy them within the next 12 months pursuant to a relevant agreement; and
- (q) enterprises, other than the Company and subsidiaries controlled by the Company, which are controlled directly or indirectly by an individual defined in (i), (j), (n) or (p), or in which such an individual assumes the position of a director or senior executive.

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## II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 32. Segment reporting

Reportable segments are identified based on operating segments which are determined based on the structure of the Group's internal organisation, management requirements and internal reporting system. An operating segment is a component of the Group that meets the following conditions:

- It engages in business activities from which it may earn revenues and incur expenses;
- Its financial performance are regularly reviewed by the Group's management to make decisions about resource to be allocated to the segment and assess its performance;
- The Group is able to obtain its financial information regarding financial position, financial performance and cash flows, etc.

Two or more operating segments may be aggregated into a single operating segment if the segments have same or similar economic characteristics, and are similar in respect of the following aspects:

- the nature of each product and service;
- the nature of production processes;
- the type or class of customers for the products and services;
- the methods used to distribute the products or provide the services;
- the legal and regulatory impact on manufacturing of products and rendering of services.

Inter-segment revenues are measured on the basis of actual transaction price for such transactions for segment reporting, and segment accounting policies are consistent with those for the consolidated financial statements.

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## II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)

### 33. Significant changes in accounting policies

In 2017, the Ministry of Finance released the 'Accounting Standard for Business Enterprises No. 42-Non-current Assets or Disposal Groups Held for Sale and Discontinued Operations', revised 'Accounting Standard for Business Enterprises No. 16-Government Grants' and the 'Circular on Amendment to Formats of Financial Statements of General Industry' and its interpretation (Cai Kuai [2017] 30). The 2017 financial statements are prepared in accordance with the above standards and circular, and impacts are as follows:

The nature and the reasons of the changes in accounting policies	The line items affected	The amounts affected
The group classified the refund of the value-added tax obtained in 2017 into other income. The 2016 comparative financial statements have not been restated.	Not applicable	Not applicable
The Group and the Company included government grants related to revenue and related to the daily activities in 2017 in other income or wrote down the related costs; The group include government grants related to assets in deferred income, During the service life, the amount shall be calculated in stages according to a reasonable and systematic method into other income. The 2016 comparative financial statements have not been restated.	Not applicable	Not applicable
		2016
The Group recorded the gains or losses on disposals of fixed assets and intangible assets, occurred in 2017, in gains on disposals of assets. The comparatives as at 31 December 2016 were restated accordingly.	Gains on disposals of assets Non-operating income Non-operating expenses	402,346 (451,565) 49,219
The Company recorded the gains or losses on disposals of fixed assets and intangible assets, occurred in 2017, in gains on disposals of assets. The comparatives as at 31 December 2016 were restated accordingly.	Gains on disposals of assets Non-operating income Non-operating expenses	116 (116) -

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**II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)****34. Critical accounting estimates and judgements**

The preparation of financial statements requires management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Notes IV.19, IX and XIV contain information about the assumptions and their risk factors relating to impairment of goodwill, share-based payments and fair value of financial instruments. Other key sources of estimation uncertainty are as follows:

**(1) Impairment of receivables**

As described in Note II.10, receivables that are measured at amortised cost are reviewed at each balance sheet date to determine whether there is objective evidence of impairment. If any such evidence exists, impairment loss is recognised. Objective evidence of impairment includes observable data that comes to the attention of the Group about loss events such as a significant decline in the estimated future cash flow of an individual debtor or the portfolio of debtors, and significant changes in the financial condition that have an adverse effect on the debtor. If there has been a change in the factors used to determine the provision for impairment which indicates that the value of the receivables has recovered, the impairment loss recognised in prior years can be reversed.

**(2) Impairment of long-term assets**

As described in Note II.20, long-term assets (including goodwill, fixed assets and vessels under construction) are reviewed at each balance sheet date to determine whether the recoverable amount of the assets is lower than carrying amount. If any indication shows that the carrying amount of the assets may not be fully recovered, the assets is deemed to have been impaired and an impairment loss is recognised.

The recoverable amount of an asset (asset group) is the greater of its fair value less costs to sell and its present value of expected future cash flows. Since a market price of the asset (the asset group) cannot be obtained reliably, the fair value of the asset cannot be estimated reliably. In assessing value in use, significant judgements are exercised over the asset's production, selling price, related operating expenses and discounting rate to calculate the present value. All relevant materials which can be obtained are used for estimation of the recoverable amount, including the estimation of the production, selling price and related operating expenses based on reasonable and supportable assumption.

If the management revised the gross profit margin used in the future cash flow calculation of the asset (asset group) and the revised gross profit margin is lower than the gross profit margin currently used, the Group is required to make provision for impairment of long-term assets.

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## **II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)**

### **34. Critical accounting estimates and judgements (Continued)**

#### **(2) Impairment of long-term assets (Continued)**

If the management revised the discount rate before tax applied to the cash flow discount and the revised discount rate before tax is higher than the discount rate currently used, the Group is required to make provision for impairment of long-term assets.

If the actual gross margin or discount rate before tax is higher or lower than the management's estimate, the Group can not reverse previously recognised provision for impairment of long-term asset.

#### **(3) Provision for diminution in value of inventories**

As described in Note II.11, the net realisable value of inventories is under management's regular review, and as a result, provision for diminution in value of inventories is recognised for the excess of inventories' carrying amounts over their net realisable value. When making estimates of net realisable value, the Group takes into consideration the use of inventories held on hand and other information available to form the underlying assumptions, including the inventories' market prices and the Group's historical operating costs. The actual selling price, the costs of completion and the costs necessary to make the sale and relevant taxes may vary based on the changes in market conditions and product saleability, manufacturing technology and the actual use of the inventories, resulting in the changes in provision for diminution in value of inventories. The net profit or loss may then be affected in the period when the provision for diminution in value of inventories is adjusted.

#### **(4) Depreciation and amortisation of assets such as fixed assets and intangible assets**

As described in Note II.14 and 17, fixed assets and intangible assets are depreciated and amortised over their useful lives after taking into account residual value. The useful lives of the assets are regularly reviewed to determine the depreciation and amortisation costs charged in each reporting period. The useful lives of the assets are determined based on historical experiences of similar assets and the estimated technical changes. If there have been significant changes in the factors used to determine the depreciation or amortisation, the rate of depreciation or amortisation is revised prospectively.

#### **(5) Warranty provisions**

As described in Note IV.35, the Group makes provisions under the warranties it gives on the sale of its products based mainly on the Group's recent claim experience. Because it is possible that the recent claim experience may not be indicative of future claims that the Group will receive in respect of past sales, a considerable level of management's judgement is required and exercised to estimate the provision. Any increase or decrease in the provision will affect profit or loss in future years.



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**II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (CONTINUED)****34. Critical accounting estimates and judgements (Continued)****(6) Construction contract**

As described in Note II.23, contract revenue and contract profit are recognised based on the stage of completion of a contract which is determined with reference to the proportion of the physical construction work completed to the total estimated construction work. Where a contract is completed substantially and its contract revenue and contract expenses to completion can be reliably measured, the Group estimates contract revenue and contract expenses with reference to its recent construction experience and the nature of the construction contracts. For a contract that is not completed substantially, contract revenue that should be recognised based on its stage of completion, is not recognised and disclosed in the financial statements. Therefore, at the balance sheet date, actual total contract revenue and total contract cost may be higher or lower than the estimated total contract revenue and total contract cost and any change of estimated total contract revenue and total contract cost may have financial impact on future profit or loss.

**(7) Income taxes**

The Group is subject to income taxes in numerous jurisdictions. There are some transactions and events for which the ultimate tax determination is uncertain during the ordinary course of business. Significant judgment is required from the Group in determining the provision for income taxes in each of these jurisdictions. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Determining income tax provisions involves judgement on the future tax treatment of certain transactions. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislations. Deferred tax assets are recognised for tax losses not yet used and temporary deductible differences. As those deferred tax assets can only be recognised to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilised, management's judgment is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

**(8) Estimation of fair value of investment properties**

The Group recognised the fair value of the investment properties based on the valuation assessed by the independent professional valuer or the quotation from the potential independent third party purchaser. To assess the fair value of investment properties, as stated in Note XIV, 6, several significant judgments and assumptions are used.

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III. TAXATION

1. Main taxes categories and rates

Types of tax	Tax basis	Tax rate
Value added tax (VAT)(a)	The output VAT calculated based on taxable income from sales of goods and rendering of service, after subtracting the deductible input VAT of the period, is VAT payable	6%, 11% and 17%
Business tax (a)	Taxable revenue	3% and 5%
Urban maintenance and construction tax	Business tax payable and VAT payable	7%
Income tax	Taxable income	Note 1
The Netherlands/Australia service tax rate	Calculated based on revenue arising from sales of goods and rendering of service, less deductible or refundable taxes for purchase of goods	10-19%

- (a) Pursuant to “Circular on comprehensively pushing off the pilot projects for replacing the Business Tax with a Value-Added Tax” issued by the Ministry of Finance and the State Administration of Taxation (Cai Shui [2016] No.36) some relevant incomes of the subsidiaries of the Group which operate in modern service industries (including logistics service and logistics support service), financial leasing, container yard service and tangible movable property leasing are applicable to Value-Added Tax (VAT). The VAT rates of modern service industries (including logistics service and logistics support service), container yard services and financial services is 6%; financial leasing and tangible movable property leasing, immovable property leasing and selling business are 17% and 11% respectively. Before 1 May 2016, the service industry, the financial industry and the real estate industry applied a 5% business tax rate, and the construction industry applied a 3% business tax rate.

Note 1: The income tax rates applicable to the Group for the year are as follows:

	2017	2016
The Company	25%	25%
Subsidiaries registered in China	15-25%	15-25%
Subsidiaries registered in Hong Kong	16.5-25%	16.5-25%
Subsidiaries registered in British Virgin Islands	–	–
Subsidiary registered in US	15-36.65%	15-35%
Subsidiary registered in Germany	15.83-31.6%	15.83-31.6%
Subsidiary registered in Britain	19%	20%
Subsidiary registered in Australia	30%	30%
Subsidiary registered in the Netherlands	25%	25%
Subsidiary registered in Belgium	34%	34%
Subsidiary registered in Denmark	22%	22%
Subsidiary registered in Poland	19%	19%
Subsidiary registered in Thailand	20%	20%
Subsidiary registered in Singapore	17%	17%
Subsidiary registered in Sweden	22%	26.3%
Subsidiary registered in Cayman Islands	–	–
Subsidiary registered in Malaysia	24%	24%
Subsidiary registered in Luxembourg	27.08%	27.08%

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## III. TAXATION (CONTINUED)

## 2. Preferential tax treatments

The Group's subsidiaries that are entitled to preferential tax treatments are as follows:

	Name of subsidiaries	Local statutory tax rate	Preferential rate	Reasons
1	Nantong CIMC Special Transportation Equipment Manufacture Co., Ltd.	25%	15%	Continue to be recognised as high-tech enterprises in 2015 entitled to 15% preferential rate
2	Xinhui CIMC Special Transportation Equipment Co., Ltd.	25%	15%	Continue to be recognised as high-tech enterprises in 2016 entitled to 15% preferential rate
3	Yangzhou Runyang Logistic Equipment Co., Ltd	25%	15%	Continue to be recognised as high-tech enterprises in 2017 entitled to 15% preferential rate
4	Yangzhou Tonglee Reefer Container Co., Ltd.	25%	15%	Continue to be recognised as high-tech enterprises in 2015 entitled to 15% preferential rate
5	Shenzhen CIMC Special Vehicle Co., Ltd.	25%	15%	Continue to be recognised as high-tech enterprises in 2017 entitled to 15% preferential rate
6	Zhumadian CIMC Huajun Vehicle Trading Co., Ltd.	25%	15%	Continue to be recognised as high-tech enterprises in 2015 entitled to 15% preferential rate
7	Wuhu CIMC Ruijiang Automobile CO LTD	25%	15%	Continue to be recognised as high-tech enterprises in 2017 entitled to 15% preferential rate
8	Luoyang CIMC Lingyu Automobile CO., LTD.	25%	15%	Continue to be recognised as high-tech enterprises in 2016 entitled to 15% preferential rate
9	Zhangjiagang CIMC Sanctum Cryogenic Equipment Machinery Co., Ltd.	25%	15%	Continue to be recognised as high-tech enterprises in 2017 entitled to 15% preferential rate
10	Enric (Bengbu) Compressor Co., Ltd.	25%	15%	Continue to be recognised as high-tech enterprises in 2017 entitled to 15% preferential rate
11	Shijiazhuang Enric Gas Equipment Co., Ltd.	25%	15%	Continue to be recognised as high-tech enterprises in 2017 entitled to 15% preferential rate

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III. TAXATION (CONTINUED)

2. Preferential tax treatments (Continued)

	Name of enterprises	Local statutory tax rate	Preferential rate	Reasons
12	Enric (Lang fang) Energy Equipment Integration Co., Ltd.	25%	15%	Continue to be recognised as high-tech enterprises in 2015 entitled to 15% preferential rate
13	Jingmen Hongtu Special Aircraft Manufacturing Co., Ltd	25%	15%	Continue to be recognised as high-tech enterprises in 2015 entitled to 15% preferential rate
14	Jingmen Hongtu Special Aircraft Manufacturing Co., Ltd	25%	15%	Continue to be recognised as high-tech enterprises in 2015 entitled to 15% preferential rate
15	Liaoning CIMC Hashenleng Gas Liquefaction Plant Co., Ltd.	25%	15%	Continue to be recognised as high-tech enterprises in 2015 entitled to 15% preferential rate
16	Nantong CIMC Energy Equipment Co, Ltd	25%	15%	Continue to be recognised as high-tech enterprises in 2017 entitled to 15% preferential rate
17	Enric (Nantong) CIMC Food Equipment Co., Ltd.	25%	15%	Continue to be recognised as high-tech enterprises in 2016 entitled to 15% preferential rate
18	Shenzhen CIMC – Tianda Airport Support Co., Ltd.	25%	15%	Continue to be recognised as high-tech enterprises in 2017 entitled to 15% preferential rate
19	Xinfa Airport Equipment Ltd.	25%	15%	Continue to be recognised as high-tech enterprises in 2015 entitled to 15% preferential rate
20	Shenzhen CIMC Tianda Logistics Systems Engineering Co., Ltd	25%	15%	Continue to be recognised as high-tech enterprises in 2016 entitled to 15% preferential rate
21	Shenzhen CIMC Intelligent Technology Co., Ltd.	25%	15%	Continue to be recognised as high-tech enterprises in 2017 entitled to 15% preferential rate
22	Hunan CIMC Bamboo Industry Development Co., Ltd.	25%	15%	Continue to be recognised as high-tech enterprises in 2017 entitled to 15% preferential rate

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Please refer to Notes VI.1 and IV.13 for the definition of subsidiaries, associates and joint ventures.

## 1. Cash at bank and on hand

	31 December 2017	31 December 2016
Cash on hand	4,406	157,493
Bank deposits	4,863,666	5,711,162
Other cash balances	728,242	457,343
Total	5,596,314	6,325,998
Including: cash abroad	3,149,051	1,938,284

As at 31 December 2017, restricted cash at bank and on hand of the Group amounted to 1,353,836,000 (31 December 2016: 987,257,000), refer to Note IV.24 for details.

As at 31 December 2017, restricted cash at bank and on hand of the Group mentioned above included deposits of Finance Company in the People's Bank of China, amounting to 484,672,000 (31 December 2016: 504,795,000). Finance Company is a finance institution authorised by the People's Bank of China.

## 2. Financial assets at fair value through profit or loss

## (1) Classification

	Note	31 December 2017	31 December 2016
<b>Current Portion</b>			
1. Investments in equity instrument held for trading			
– Listed companies	(3)	183,303	138,072
2. Derivative financial assets			
– Forward foreign exchange contracts	(4)	8,078	1,782
– Foreign exchange option contracts	(5)	2,135	–
– Interest rate swap	(6)	4	–
3. Hedging Instrument		1,360	1,306
Total		194,880	141,160
<b>Non-current Portion</b>			
Derivative financial assets			
– Interest rate swap	(6)	318,534	325,187
Total		318,534	325,187

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#### **IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

##### **2. Financial assets at fair value through profit or loss (Continued)**

(2) As at 31 December 2017 and 31 December 2016, there is no material restriction of the investment in financial assets at fair value through profit or loss.

(3) The equity instruments held for trading are securities listed on the Stock Exchange of Hong Kong Limited and Singapore Exchange Limited, the fair value of securities is determined at the closing price of the Stock Exchange of Hong Kong Limited, Shanghai Stock Exchange and Singapore Exchange Limited on the last trading day of the year.

##### **(4) Forward foreign exchange contracts**

As at 31 December 2017, the Group had certain unsettled forward contracts, mainly denominated in US dollars, Japanese yen, Great Britain pound and Euro. The nominal value of these contracts amounted to US dollar (USD) 26,000,000, Japanese Yen (JPY) 696,890,000, Great Britain Pound (GBP) 5,600,000 and Euro (EUR) 7,100,000, respectively. Pursuant to these forward contracts, the Group are required to buy/sell foreign currencies, such as USD, Japanese yen, Great Britain pound, Euro of contracted nominal value at agreed rates in exchange of RMB at the contract settlement dates. These forwards contracts will be settled on a net basis by comparing the market rates at the settlement dates and the agreed rates. The settlement dates of the aforesaid forwards contracts range from 1 January 2018 to 7 December 2018.

##### **(5) Foreign exchange option contracts**

As at 31 December 2017, the Group had certain unsettled forward contracts, mainly denominated in US dollars, Japanese yen, Great Britain pound and Euro. The nominal value of these contracts amounted to US dollar (USD) 41,400,000. Pursuant to these future contracts, the Group are required to buy/sell USD of contracted nominal value at agreed rates in exchange of RMB at the contract settlement dates. These future contracts will be settled on a net basis by comparing the market rates at the settlement dates and the agreed rates. The settlement dates of the aforesaid forwards contracts range from 11 January 2018 to 15 November 2018.

##### **(6) Interest rate swap**

As at 31 December 2017, the Group had 19 unsettled interest swap contract denominated in US dollars, with a nominal value amounted to USD1,452,170,000 and a fair value of 317,924,000. The settlement dates of the aforesaid interest swap contracts ranges from 1 June 2018 to 28 June 2021.

##### **(7) Currency swap**

As at 31 December 2017, the Group had 1 unsettled currency swap denominated in US dollars, with a nominal value amounted to USD10,000,000 and a fair value of negative 1,351,000. The settlement dates of the aforesaid currency swap is 29 June 2018.

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 3. Notes receivable

## (1) Classification of Notes receivable

	31 December 2017	31 December 2016
Bank acceptance notes	1,241,308	1,374,487
Trade acceptance notes	135,556	161,704
Less: Provision for bad debts (i)	–	–
<b>Total</b>	<b>1,376,864</b>	<b>1,536,191</b>

(i) As at December 31, 2017 and December 31, 2016, the Group did not consider the notes receivable to be impaired and no provision for bad debts was recorded.

No amount due from shareholders who hold 5% (including 5%) or more of the voting rights of the Company is included in the above balance of bills receivable.

All of the above bills receivable are due within one year.

## (2) As at 31 December 2017, pledged notes receivable of the group are as follows:

	31 December 2017
Bank acceptance notes	72,475

(3) As at 31 December 2017, there was no transferred from notes to accounts receivable due to failure of performance by the issuers (31 December 2016: 200,000).

## (4) As at 31 December 2017, outstanding notes receivable endorsed by the Group are as follows:

	Derecognised	Not Derecognised
Bank acceptance notes	4,529,687	21,060
Trade acceptance notes	12,709	–
<b>Total</b>	<b>4,542,396</b>	<b>21,060</b>

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**IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**4. Accounts receivable**

(1) Accounts receivable analysed by customer categories is as follows:

Category	31 December 2017	31 December 2016
Containers	6,761,566	2,540,433
Road transportation vehicles	2,265,036	2,396,644
Energy, chemical and liquid food equipment	3,346,180	3,220,025
Offshore engineering	699,837	244,655
Airport facilities	1,334,724	1,255,195
Logistics services	1,287,373	1,159,172
Heavy truck	772,761	769,250
Others	686,426	569,937
Sub-total	17,153,903	12,155,311
Less: provision for doubtful debts	(757,177)	(629,236)
Total	16,396,726	11,526,075

(2) The aging analysis of account receivables is as follows:

	31 December 2017	31 December 2016
Within 1 year (inclusive)	15,136,840	10,329,997
1 to 2 years (inclusive)	1,045,390	989,469
2 to 3 years (inclusive)	796,015	548,922
Over 3 years	175,658	286,923
Sub-total	17,153,903	12,155,311
Less: provision for doubtful debts	(757,177)	(629,236)
Total	16,396,726	11,526,075



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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 4. Accounts receivable (Continued)

(3) Accounts receivable analysed by categories is as follows:

		31 December 2017				31 December 2016			
		Book balance		Provision for doubtful debts		Book balance		Provision for doubtful debts	
		Amount	% of total balance	Amount	Ratio (%)	Amount	% of total balance	Amount	Ratio (%)
Accounts receivable provisions individually assessed for those with individual significant value	(4)	6,949,240	40.51%	348,984	5.02%	2,987,769	24.58%	142,565	4.77%
Accounts receivable provisions individually assessed for those with individual small value	(5)	2,688,879	15.68%	121,257	4.51%	599,213	4.93%	63,181	10.54%
Provision for doubtful debts collectively assessed*									
Group- containers		2,857,910	16.66%	21,281	0.74%	1,733,265	14.26%	14,762	0.85%
Group- Road transportation vehicles		1,010,433	5.89%	85,529	8.46%	1,315,102	10.82%	100,810	7.67%
Group- energy, chemical and liquid food equipment		1,461,753	8.52%	57,610	3.94%	2,911,678	23.95%	201,187	6.91%
Group- airport facilities		628,918	3.67%	49,255	7.83%	944,708	7.77%	54,025	5.72%
Group- logistics services		1,001,137	5.84%	36,742	3.67%	1,002,835	8.25%	34,573	3.45%
Group- heavy truck		375,382	2.19%	24,352	6.49%	303,664	2.50%	6,020	1.98%
Group- offshore engineering and Others		180,251	1.04%	12,167	6.75%	357,077	2.94%	12,113	3.39%
Group sub-total	(6)	7,515,784	43.81%	286,936	3.82%	8,568,329	70.49%	423,490	4.94%
Total		17,153,903	100.00%	757,177	4.41%	12,155,311	100.00%	629,236	5.18%

Note\*: This category includes accounts receivable that is individually tested but not impaired.

As at 31 December 2017, the Group did not hold any collateral for accounts receivable that were made impairment aforesaid.

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 4. Accounts receivable (Continued)

- (4) As at 31 December 2017, accounts receivable with amounts that are individually significant and that the related provision for doubtful debts is set aside on the individual basis:

Category	Book balance	Provision for doubtful debt	Ratio (%)	Reason
Containers	2,996,383	87,420	2.92%	Provision is set aside based on the estimated recoverable amount according to assessment of credit risk and historical data
Road transportation vehicles	931,393	51,023	5.48%	
Energy and chemical & liquid food equipment	1,005,159	139,150	13.84%	
Offshore engineering	398,363	60	0.01%	
Airport facilities	691,753	31,278	4.52%	
Logistics services	145,769	871	0.60%	
Heavy truck	397,379	38,603	9.71%	
Others	383,041	579	0.15%	
Total	6,949,240	348,984	5.02%	

- (5) As at 31 December 2017, accounts receivable with amounts that are not individually significant but that the related provision for doubtful debts is set aside on the individual basis:

Category	Book balance	Provision for doubtful debt	Ratio (%)	Reason
Containers	907,273	6,913	0.76%	Provision is set aside based on the estimated recoverable amount according to assessment of credit risk and historical data
Road transportation vehicles	323,210	42,038	13.01%	
Energy and chemical & liquid food equipment	879,268	65,354	7.43%	
Offshore engineering	301,464	2,207	0.73%	
Logistics services	140,467	4,081	2.91%	
Airport facilities	14,053	304	2.16%	
Others	123,144	360	0.29%	
Total	2,688,879	121,257	4.51%	

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 4. Accounts receivable (Continued)

(6) The aging analysis of provision for doubtful debts collectively assessed:

	31 December 2017			31 December 2016		
	Book balance	Provision for doubtful debt		Book balance	Provision for doubtful debt	
	Amount	Amount	Ratio (%)	Amount	Amount	Ratio (%)
Within 1 year	7,004,393	74,436	1.06%	7,386,617	77,585	1.05%
1 to 2 years	216,514	24,193	11.17%	604,679	59,829	9.89%
2 to 3 years	181,915	87,559	48.13%	368,380	151,792	41.21%
Over 3 years	112,962	100,748	89.19%	208,653	134,284	64.36%
Total	7,515,784	286,936	3.82%	8,568,329	423,490	4.94%

The aging is calculated from the date that the accounts receivable is recognised.

(7) Reversal or recovery of provision for the year

The provision for doubtful debt this year amounted to 229,452,000 (2016: 204,596,000), A provision for doubtful debt amounted to 89,260,000 has been collected or reversed (2016: 29,642,000).

(8) Accounts receivable that are written off in current year

The accounts receivable amounted to 465,000 was written off in current year (2016: 10,774,000).

(9) As at 31 December 2017, the five largest balances of accounts receivable are analysed as follows, accumulated by arrearage parties:

	Book balance	Provision for doubtful debt	% of total accounts receivable
Total of the five largest accounts receivable	3,869,278	81	22.56%

As of December 31 2016, the total amount of the top five accounts receivable of the Group was 1,132,622,000, accounting for 9.32% of the total accounts receivable.

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IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

4. Accounts receivable (Continued)

(10) Accounts receivable from related parties:

As at 31 December 2017, the Group's accounts receivable due from related parties amounted to 541,748,000 (31 December 2016: 254,396,000), accounting for 3.16% of the total accounts receivable (31 December 2016: 2.09%).

Company name	Relationship with the Group	31 December 2017			31 December 2016		
		Amount	% of total balance	Provision for doubtful debts	Amount	% of total balance	Provision for doubtful debts
Florens Container Investment (SPV) Limited ("FCI")	Subsidiary of significant shareholder	130,145	0.76%	-	-	-	-
Florens Container Services Company Limited ("FCS")	Subsidiary of significant shareholder	99,973	0.58%	-	-	-	-
Shanxi Heavy Duty Auto-mobile Co., Ltd. ("SHDA")	Minority shareholders of subsidiaries	72,974	0.43%	-	27,987	0.23%	-
Ningxia Changming Natural Gas Development Co., Ltd. ("Ningxia Changming")	Associate	60,750	0.35%	-	78,389	0.64%	-
SUMITOMO CORPORATION ("SUMITOMO")	Minority shareholders of subsidiaries	49,292	0.29%	-	56,538	0.46%	-
Florens Container Corporation S.A. ("FCC")	Subsidiary of significant shareholder	40,100	0.23%	-	1,543	0.01%	-
DongFan International Container (LianYunGang) Co., Ltd ("DongFan International")	Subsidiary of significant shareholder	24,129	0.14%	-	27,650	0.23%	-
Zhejiang Xinlong Bamboo Industry Co., Ltd (Zhejiang Xinlong)	Associate	21,874	0.13%	-	-	-	-
DongFan International Container (GuangZhou) Co., Ltd ("DongFan International (GuangZhou)")	Subsidiary of significant shareholder	12,417	0.07%	-	-	-	-
Gasfin Investment S.A. ("Gasfin")	Minority shareholders of subsidiaries	9,819	0.06%	-	8,183	0.07%	-
NYK Zhenhua logistics (Tianjin) Co. Ltd. ("NKY Zhenhua")	Joint venture	2,914	0.02%	-	5,795	0.05%	-
Sichuan Zhongyixinwei Energy Co., Ltd ("Zhongyixinwei")	Associate	-	-	-	27,400	0.23%	-
Florens Maritime Limited ("FML")	Subsidiary of significant shareholder	-	-	-	7,311	0.06%	-
Other related parties		17,361	0.10%	-	13,600	0.11%	-
<b>Total</b>		<b>541,748</b>	<b>3.16%</b>	<b>-</b>	<b>254,396</b>	<b>2.09%</b>	<b>-</b>

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 4. Accounts receivable (Continued)

## (11) Accounts receivable derecognised due to transfer of financial assets

As at 31 December 2017, accounts receivable derecognised due to transfer of financial asset amounted to 204,979,000 with relative loss amounted to 144,000 (31 December 2016: Nil).

## (12) Amount of assets and liabilities recognised due to the continuing involvement of securitised accounts receivable

There has been no securitised accounts receivable as at 31 December 2017 and 31 December 2016.

## (13) As at 31 December 2017, the Group has no restricted accounts receivable (31 December 2016: Nil).

## 5. Other receivables

## (1) Other receivables analysed by categories are as follows:

	31 December 2017	31 December 2016
Receivables arising from financing related parities	395,750	873,585
Receivables from share capital increase/share capital transfer	4,312,910	4,020,057
Advanced payment of equity transfer and financial grants (i)	178,634	1,658,985
Loans (ii)	363,518	1,011,616
Assets purchased under reverse repurchase agreements (iii)	1,200,379	999,926
Security deposits	974,064	663,995
Receivables from demolition compensation (iv)	74,212	572,258
Tax refund receivables	210,685	167,099
Others	946,127	960,805
Sub-total	8,656,279	10,928,326
Less: provision for doubtful debts	(396,543)	(1,580,439)
Total	8,259,736	9,347,887

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**IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**5. Other receivables (Continued)**

**(1) Other receivables analysed by categories are as follows (Continued):**

- (i) An indirect wholly-owned subsidiary of Enric, a subsidiary of the Group, Enric Investment Holdings, entered into an agreement ("Agreement") on 27 August 2015 with SOEG PTE LTD ("SOEG"), Jiangsu Pacific Shipbuilding Group Co., Ltd. ("Jiangsu Pacific") and Evergreen Group Co., Ltd ("Evergreen") (collectively, the "Vendors"), pursuant to which the Vendors agreed to sell and EIHL agreed to purchase 100% equity interest in SinoPacific Offshore & Engineering Co., Ltd ("SOE"). Afterwards, the Company, SOE and Evergreen entered into a financial assistance framework agreement ("Financial Assistance Agreement") which governed the financial assistance provided by the Group to SOE in the form of loans and guarantees.

As at 1 June 2016, Enric announced that the Board considered certain conditions precedent in the Agreement could not be fulfilled and the Vendors had breached certain material terms of the Agreement. EIHL delivered termination notices to the Vendors for termination of the Agreement. Enric assessed the prepayments due from the seller and the recoverability of the receivables from Nantong Pacific. As of December 31, 2016, Enric provided a bad debt provision of RMB178,634,000 for the full amount of prepaid consideration paid by the seller and a corresponding provision for bad debts of RMB1,184,281,000 for the amount received from SOE.

As far as Enric knows well, based on the solvency analysis report provided by the administrator, it is estimated that the recoverable amount of the receivables from SOE is approximately RMB190,521,000. Therefore, Enric further accrued impairment provision of approximately RMB105,549,000 and recorded the provision for impairment in the consolidated income statement for the year ended December 31, 2017.

SOE was taken over by the Nantong Pacific Bankruptcy Liquidation Group (the "Manager") appointed by the Chinese court. On July 5, 2017, Enric Investment Holdings, SOE and the Manager entered into a restructuring investment agreement ("Reorganization Plan"), pursuant to which Enric Investment Holdings (as a restructured investor) submitted an offer. Through the acquisition of the entire equity interest in Nantong Pacific, Nantong Pacific purchased a major asset with a cash consideration of RMB799,800,000. Subsequently, the reorganization plan was officially approved by the SOE creditors at the creditors' meeting on July 22, 2017 and was officially approved by the Chinese court on August 4, 2017. SOE became a wholly-owned subsidiary of Enric Investment Holdings on August 4, 2017 (Note V. 1).

- (ii) The borrowings mainly contained Car loan compensation with an amount of 136,742,000, interbank borrowings of the Finance Company with an amount of 71,876,000 which expired on January 2, 2018; third party borrowings and petty cash fund for staff.
- (iii) Assets purchased under reverse repurchase agreements mainly contained the interbank pledge-style repo transactions of Finance company, one of the subsidiary of the Group.

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**IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****5. Other receivables (Continued)****(1) Other receivables analysed by categories are as follows (Continued):**

- (iv) In order to meet the construction needs of Luo Dian Large-Scale Residential Community project in Baoshan District, Shanghai, Shanghai Reefer Container Co. Ltd, one of the non-wholly-owned subsidiary of the Group, decided to demolish the land, housing, facilities and auxiliary equipment which is located in 6888 Hutai Road, Baoshan District, Shanghai (Land area of 290.55 acres). As at 20 December 2016, a contract named "The demolition compensation agreement of the housing demolition of large residential community in Luo Dian Base" (hereinafter referred to as "compensation agreement") was signed between the SCRC and the Land Reserve Center of Baoshan district, Shanghai (hereinafter referred to as "Baoshan District Land Reserve Center") and the compensation amount agreed was 572,258,000. "Property Certificate" and other relevant ownership certificates which are required during the demolition have been signed and submitted on the date of the contract to the relevant departments of Baoshan District Land Reserve Center for them to go through the financial supervision and approval, land acquisition and property rights cancellation procedures. Besides, other substantive obligations agreed have been completed in 2016. As of December 31, 2017, the amount of RMB28,612,000 had not been recovered.

On June 1, 2017, Tianjin Binhai High-tech Industrial Development Zone Land Reserve Center and the wholly-owned subsidiary of the Group, CIMC Beiyang, signed the "Tianjin Land Consolidation Reserve Project Compensation Contract." CIMC Beiyang needs to submit this demolition. The "Real Estate Ownership Certificate" or other relevant ownership certificate of the demolished house was handed over to the Tianjin Binhai Hi-Tech Industrial Development Zone Land Reserve Center on the date of signing of the contract and submitted to the relevant department for financial supervision and approval, land acquisition and storage, and property rights cancellation procedures. The substantive obligations stipulated in the compensation agreement have also been completed in 2017. As of December 31, 2017, the amount of RMB45,600,000 had not been recovered.

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IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

5. Other receivables (Continued)

(2) Aging analysis of other receivables is as follows:

	31 December 2017	31 December 2016
Within 1 year (Inclusive)	4,265,567	9,667,565
1 to 2 years (Inclusive)	4,018,531	999,143
2 to 3 years (Inclusive)	245,522	95,819
Over 3 years	126,659	165,799
Sub-total	8,656,279	10,928,326
Less: provision for doubtful debts	(396,543)	(1,580,439)
Total	8,259,736	9,347,887

The aging is calculated from the date that other receivables are recognised.

As at 31 December 2017 and 31 December 2016, the Group has no other material receivables overdue without impairment.

(3) Other receivables analysed by categories are as follows:

Note	31 December 2017				31 December 2016				
	Book balance		Provision for doubtful debt		Book balance		Provision for doubtful debt		
	% of total balance		Ratio (%)		% of total balance		Ratio (%)		
	Amount	% of total balance	Amount	Ratio (%)	Amount	% of total balance	Amount	Ratio (%)	
Other receivables with amounts that are individually significant	(4)	6,939,712	80.17%	323,538	4.66%	9,379,989	85.83%	1,503,143	16.02%
Other receivables with amounts that are not individually significant		1,716,567	19.83%	73,005	4.25%	1,548,337	14.17%	77,296	4.99%
Total		8,656,279	100.00%	396,543	4.58%	10,928,326	100.00%	1,580,439	14.46%

The Group did not hold any collateral for other receivables with provisions for bad debts.



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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 5. Other receivables (Continued)

(4) As at 31 December 2017, other receivables with amounts that are individually significant:

	Book balance	Provision for doubtful debt	Ratio (%)	Reason
Receivables arising from financing related parties	379,267	–	0.00%	
Receivables from share capital increase/share capital transfer	4,305,070	–	0.00%	
Advanced payment of equity transfer and financial grants	178,634	178,634	100.00%	Note 1
Redemptory monetary capital for sale	1,200,379	–	0.00%	
Loan	300,807	88,672	29.48%	
Receivables from demolition compensation	74,212	–	0.00%	
Tax refund receivables	113,568	–	0.00%	
Others	387,775	56,232	14.50%	
<b>Total</b>	<b>6,939,712</b>	<b>323,538</b>		

Note 1: The provision for doubtful debts is individually assessed based on the recoverability of individual balance.

## (5) Reversal or recovery of provision for the year

The provision for doubtful debt this year amounted to 147,281,000. A provision for doubtful debt amounted to 28,699,000 has been recovered or reversed.

## (6) Other receivables that are written off in current year

Other receivables written off in current year amounted to 1,295,238,000 (2016: 8,866,000).

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IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

5. Other receivables (Continued)

(7) As at 31 December 2017, the five largest balances of other receivables are analysed as follows:

	Note	Nature	Book balance	Aging	% of total balance	Provision for doubtful debt
Tianjin Lanshui Offshore Engineering Limited Partnership ("Tianjin Lanshui")	(i)	Receivables from capital increase	3,575,000	1 to 2 years	41.30%	–
Zhenjiang CIMC Embellish Yu Real Estate Co., Ltd ("Embellish Yu Real Estate")	(ii)	Receivables from Associates	331,250	1 to 2 years	3.83%	–
Changjiang Securities Co., Ltd.		Bond pledge reverse repurchase	204,330	within 1 year	2.36%	–
Shenzhen Fengchao Technology Co., Ltd.		Equity transfer receivables	126,743	within 1 year	1.46%	–
Chuangjin Hexin Fund Management Co., Ltd.		Bond pledge reverse repurchase	119,970	within 1 year	1.39%	–
<b>Total</b>			<b>4,357,293</b>		<b>50.34%</b>	<b>–</b>

As at 31 December 2016, the total amount of the Group's five largest other receivables amounted to 7,130,634,000, accounting for 65.25% of the total balance.

- (i) As at 23 December 2016, Qianhai leasing and TianJin YongWang and TianJin BlueWater signed capital increase agreement and industrial and commercial registration was changed on 28 December 2016. As at 31 December 2017, there was still 3.575 billion that has not received. According to the contract, after the date of capital increase, TianJin BlueWater should guarantee there will be an annual expected earning yields of no less than 4.9853% from 2017 to 2019 which will be paid from the year of 2018. After assessment, the dividend policy was confirmed as other non-current liability with total amount of 487,632,000 while the difference of total capital increase and other non-current liability mentioned above was recorded as equity.
- (ii) As at 14 October, 2016, 80% shares of Embellish Yu Real Estate, the wholly-owned subsidiary of the Group, was transferred to Nanjing Gaochun Country Garden Real Estate Development Co., Ltd (referred to as "Country Garden") by the Group and the industrial and commercial registration was changed then. The inter-group fund lending from the Group to Embellish Yu Real Estate was turned into related party fund lending from the Group to Country Garden. As of December 31, 2017, the amount of RMB331,250,000 had not been recovered.

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 5. Other receivables (Continued)

- (8) Other receivables from shareholders holding more than 5% (including 5%) of the voting rights of the Company are analysed as follows:

As at 31 December 2017 and 31 December 2016, no amount due from shareholders holding more than 5% (including 5%) of the voting rights of the Company is included in the above balance of other receivables.

- (9) As at 31 December 2017, other receivables from related parties are analysed as follows:

Company name	Relationship with the Group	31 December 2017				31 December 2016			
		Amount	Nature	% of total balance	Provision for doubtful debts	Amount	Nature	% of total balance	Provision for doubtful debts
Embellish Yu Real Estate	Associate	331,250	Funding	3.83%	–	824,391	Funding	7.54%	–
Shenzhen China Merchants Real Estate Holding Co., Ltd	Subsidiary of significant shareholder	70,650	Transfer of equity	0.82%	–	70,650	Transfer of equity	0.65%	–
Shanghai Fengyang Real Estate Development Co., Ltd.	Associate	34,204	Funding	0.40%	–	34,204	Funding	0.31%	–
(Shanghai Fengyang)									
Nantong Xinyang Environmental Protection Panel Co., Ltd. Company ("Nantong Xinyang")	Associate	13,813	Funding	0.16%	–	10,629	Funding	0.10%	–
Other related parties		19,328		0.22%	–	6,270		0.06%	–
<b>Total</b>		<b>469,245</b>		<b>5.43%</b>	<b>–</b>	<b>946,144</b>		<b>8.66%</b>	<b>–</b>

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 6. Advances to suppliers

(1) Advances to suppliers analysed by categories are as follows:

	31 December 2017	31 December 2016
Raw material (including equipments for ship under construction)	2,382,879	2,313,829
Cost of ship under construction	311	553
Others	46,948	78,567
Sub-total	2,430,138	2,392,949
Less: provision for doubtful debts	(282,417)	(226,967)
Total	2,147,721	2,165,982

(2) Aging analysis of advances to suppliers is as follows:

	31 December 2017		31 December 2016	
	Amount	% of total balance	Amount	% of total balance
Within 1 year (inclusive)	1,392,338	57.29%	1,201,088	50.19%
1 to 2 years (inclusive)	111,465	4.59%	285,595	11.94%
2 to 3 years (inclusive)	197,438	8.12%	619,004	25.87%
Over 3 years	728,897	30.00%	287,262	12.00%
Sub-total	2,430,138	100.00%	2,392,949	100.00%
Less: provision for doubtful debts	(282,417)	11.62%	(226,967)	9.48%
Total	2,147,721	88.38%	2,165,982	90.52%

The aging is calculated from the date that advances to suppliers is recognised.

Other advances to suppliers aged over a year mainly represented prepayment of raw materials and equipment for Offshore business engineering projects by the Group. Since the production cycle of the offshore engineering project is usually more than one year, the prepayment has not yet been settled.

(3) As at 31 December 2017, the five largest balances of advances to suppliers are analysed as follows, accumulated by arrearage parties:

	Amount	% of total balance
Total of the five largest advances to suppliers	891,767	36.70%

As of December 31, 2016, the total amount of the top five prepayments of the Group was amounted of 969,601,000, which accounted 40.52% of the total prepayments.

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 6. Advances to suppliers (Continued)

- (4) The condition of the companies whose shareholders hold 5% (including 5%) or more of the voting shares of the Company in the prepayments at the end of the year.

As at 31 December 2017 and 31 December 2016, there is no advances to suppliers to those company, shareholders of which hold more than 5% (including 5%) of the voting rights of the Company.

- (5) Advances to suppliers to related parties are analysed as follows:

Company name	Relationship with the Group	31 December 2017			31 December 2016		
		Amount	% of total balance	Provision for doubtful debts	Amount	% of total balance	Provision for doubtful debts
Jiangsu Baojing Auto Parts Co., Ltd. ("Jiangsu Baojing")	Associate	8,000	0.33%	-	-	-	-
Shaanxi Heavy Truck	Minor shareholders of the Group's subsidiaries	3,922	0.16%	-	3,005	0.13%	-
TSC Group Holdings Limited ("TSC")	Associate	41	0.00%	-	19,274	0.81%	-
Other related parties		-	-	-	1,045	0.04%	-
<b>Total</b>		<b>11,963</b>	<b>0.49%</b>	<b>-</b>	<b>23,324</b>	<b>0.98%</b>	<b>-</b>

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 7. Inventories

(1) Inventories are summarised by categories as follows:

	31 December 2017			31 December 2016		
	Book balance	Provision for decline in the value of inventories	Net book value	Book balance	Provision for decline in the value of inventories	Net book value
Raw materials	3,971,003	(193,787)	3,777,216	3,252,604	(163,944)	3,088,660
Work in progress	3,001,600	(11,537)	2,990,063	2,223,924	(27,978)	2,195,946
Finished goods	4,485,352	(108,174)	4,377,178	3,713,285	(125,107)	3,588,178
Consignment stocks	240,432	(184)	240,248	113,302	(242)	113,060
Spare parts	204,266	(7,700)	196,566	213,712	(1,538)	212,174
Low-valued consumables	30,433	(164)	30,269	35,951	(72)	35,879
Materials in transit	38,228	–	38,228	22,887	–	22,887
Completed properties held for sale	824,295	(14,900)	809,395	852,395	–	852,395
Properties under development	1,211,786	(4,992)	1,206,794	1,400,761	–	1,400,761
Offshore engineering equipment	4,540,022	(207)	4,539,815	4,658,377	(123)	4,658,254
Amount due from customer for contract work (4)	1,085,269	(32,714)	1,052,555	1,241,321	–	1,241,321
<b>Total</b>	<b>19,632,686</b>	<b>(374,359)</b>	<b>19,258,327</b>	<b>17,728,519</b>	<b>(319,004)</b>	<b>17,409,515</b>

As at 31 December 2017, the Group's closing balances of inventories included capitalised borrowing cost amounting to 143,787,000 (31 December 2016: 187,359,000). The interest rate per annum at which the borrowing costs were capitalised was 3.85% (2016: 3.16%).

As at 31 December 2017, there is no restricted inventories (31 December 2016: Nil).

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 7. Inventories (Continued)

(2) Analysis of book balance movement of inventories for the year is as follows:

	31 December 2016	Increase in current year	Decrease in current year	31 December 2017
Raw materials	3,252,604	53,176,247	(52,457,848)	3,971,003
Work in progress	2,223,924	42,305,344	(41,527,668)	3,001,600
Finished goods	3,713,285	63,308,678	(62,536,611)	4,485,352
Consignment stocks	113,302	2,958,416	(2,831,286)	240,432
Spare parts	213,712	431,631	(441,077)	204,266
Low-valued consumables	35,951	282,070	(287,588)	30,433
Materials in transit	22,887	62,459	(47,118)	38,228
Completed properties held for sale	852,395	671,795	(699,895)	824,295
Properties under development	1,400,761	652,515	(841,490)	1,211,786
Offshore engineering equipment	4,658,377	7,284,484	(7,402,839)	4,540,022
Amount due from customer for contract work	1,241,321	16,434,036	(16,590,088)	1,085,269
<b>Total</b>	<b>17,728,519</b>	<b>187,567,675</b>	<b>(185,663,508)</b>	<b>19,632,686</b>

(3) Provision for decline in the value of inventories are as follows:

Category	31 December 2016	Increase in current year Increase	Decrease in current year		Exchange Differences arising from translating foreign operations	31 December 2017
			Reversal	Write-off		
Raw materials	163,944	95,418	(40,757)	(24,999)	181	193,787
Work in progress	27,978	7,343	(22,108)	(2,299)	623	11,537
Finished goods	125,107	85,659	(11,162)	(91,866)	436	108,174
Consignment stocks	242	–	(58)	–	–	184
Spare parts	1,538	7,636	(1,576)	–	102	7,700
Low-valued consumables	72	115	(24)	–	1	164
Real estate completed development products	–	14,900	–	–	–	14,900
Real estate under construction development products	–	4,992	–	–	–	4,992
Offshore engineering equipment	123	100	–	(7)	(9)	207
Amount due from customer for contract work	–	33,454	–	–	(740)	32,714
<b>Total</b>	<b>319,004</b>	<b>249,617</b>	<b>(75,685)</b>	<b>(119,171)</b>	<b>594</b>	<b>374,359</b>

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 7. Inventories (Continued)

## (3) Provision for decline in the value of inventories are as follows (continued):

- (a) The provision for decline in value of the Group's inventories during the year was recognised mainly for the price drop of certain products and the slow-moving or waste materials.

Written off/reversal of provision for decline in value of the Group's inventories during the year is as follows:

Category	Basis for provision	Reason for reversal/write-off
Raw materials	The net realisable value is lower than the net book value	Increase in net realisable value/usage or sales of inventories
Work in progress	The net realisable value is lower than the net book value	Increase in net realisable value/usage or sales of inventories
Finished goods	The net realisable value is lower than the net book value	Increase in net realisable value/usage or sales of inventories
Outside processing materials	The net realisable value is lower than the net book value	Increase in net realisable value/usage or sales of inventories
Spare parts	The net realisable value is lower than the net book value	Increase in net realisable value/usage or sales of inventories
Consignment stocks	The net realisable value is lower than the net book value	Increase in net realisable value/usage or sales of inventories
Real estate completed development products	The net realisable value is lower than the net book value	Increase in net realisable value/usage or sales of inventories
Real estate under construction development products	The net realisable value is lower than the net book value	Increase in net realisable value/usage or sales of inventories
Offshore engineering equipment	The net realisable value is lower than the net book value	Increase in net realisable value/usage or sales of inventories
Amount due from customer for contract work	The net realisable value is lower than the net book value	Increase in net realisable value/usage or sales of inventories

## (4) Amount due from customer for contract work

	31 December 2017	31 December 2016
Aggregate contract costs incurred and profit recognised to date (Less foreseeable losses)	10,263,318	6,293,908
Less: progress billings received and receivable	(9,290,348)	(5,131,718)
	972,970	1,162,190
Including:		
Construction work-in-progress in excess of progress billings	1,085,269	1,241,321
Progress billings in excess of construction work-in-progress	(112,299)	(79,131)
	972,970	1,162,190



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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 8. Assets and liabilities held for sale

	31 December 2017		
	Carrying amount immediately before the classification	Provision for impairment of assets held for sale	Carrying amount
Assets held for sale –			
Cash at bank and on hand	106	–	106
Investment properties	26,401	–	26,401
Fixed assets	91,825	–	91,825
Construction in progress	14,312	–	14,312
Intangible assets	102,665	–	102,665
<b>Total</b>	<b>235,309</b>	<b>–</b>	<b>235,309</b>
Liabilities held for sale –			
Other payables	14,906		14,906
<b>Total</b>	<b>14,906</b>		<b>14,906</b>

The Group decided to sell Beijing CIMC Vehicle Logistics Equipment Co., Ltd. (“Beijing Vehicle”) in the operating segment of Road transport vehicles due to changes in its production and operation plans. On November 20, 2017, the Board of Directors approved the vehicle group and Beijing Dejun Real Estate Co., Ltd. signed a transfer agreement to transfer the entire equity of Beijing Vehicle held by Vehicle Group to Beijing Dejun Real Estate Co., Ltd. The transfer price of the agreement was RMB42,282,000. The equity transfer transaction is expected to be completed within 2018. The assets and liabilities of the above-mentioned subsidiaries to be transferred are eligible to be held for sale, and are separately presented in the current assets and current liabilities of the balance sheet. Please refer to Note X IV. 6(2) for the fair value of the assets held for sale above.

As of December 31, 2017, the balance of other comprehensive income related to the above-mentioned subsidiaries to be disposed of was RMB4,900,000.

	31 December 2016		
	Book value	Fair value	Expected disposal costs
Investment properties	26,401	26,401	–
Fixed assets	92,269	115,743	6,768
Intangible assets	85,177	97,563	4,614
<b>Total</b>	<b>203,847</b>	<b>239,707</b>	<b>11,382</b>

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**IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**8. Assets classified as available for sale (Continued)**

On November 11, 2016, with the approval of the board of directors, Qinhuangdao Vehicle, a subsidiary of the Group, entered into an irrevocable asset transfer agreement with the Qinhuangdao Economic and Technological Development Zone Land Acquisition and Purchase Center to sell fixed assets amounted 36,377,000 and intangible assets amounted to 74,954,000 and the transfer transaction is expected to be completed in 2017. On November 16, 2016, with the approval of the board of directors, Xinjiang Vehicles, a subsidiary of the Group, signed an irrevocable agreement with the People's Government of Urumqi High-Tech Industrial Development Zone (New City) and the Management Committee of Urumqi New and High-Tech Industrial Development Zone (New City) to sell of investment properties amounted to 26,401,000, fixed assets amounted to 55,892,000 and intangible assets amounted to 10,223,000. The transaction is expected to be completed within 2017. Due to uncontrollable reasons, the above transaction could not be completed within 2017, but the subsidiary will still sell non-current assets. Therefore, it will continue to be classified as held for sale on December 31, 2017, and presented in the current assets of the balance sheet separately.

**9. Current portion of non-current assets**

	31 December 2017	31 December 2016
Finance leases receivable	6,260,716	5,467,492
Less: unrealised financing income	(1,299,850)	(1,252,505)
Finance leases receivable-net	4,960,866	4,214,987
Sales of goods by instalments	30,440	33,378
Others	2,930	518
Sub-total	4,994,236	4,248,883
Less: provision for impairment	(679,986)	(307,194)
Total	4,314,250	3,941,689

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 9. Current portion of non-current assets (Continued)

As at 31 December 2017, the balance of the long-term receivables from related parties due within one year of the Group was 128,736,000 (31 December 2016: 108,990,000).

Company Name	Relationship	31 December 2017	31 December 2016
LiHua gas storage and transportation Co., Ltd. ("LiHua Energy")	Associate	77,192	90,752
NingXia Changming	Associate	21,045	–
Y&C Engine Co., Ltd ("Y&C Engine")	Joint Venture	15,488	18,238
Zhongyi Xinwei	Associate	11,273	–
New Horizon Shipping UG	Joint Venture	3,738	–
<b>Total</b>		<b>128,736</b>	<b>108,990</b>

Current portion of non-current assets are summarised by categories as follows:

	31 December 2017				31 December 2016			
	Ending balance		Provision for bad debts		Ending balance		Provision for bad debts	
	Amount	% of total balance	Amount	% of total balance	Amount	% of total balance	Amount	% of total balance
Current portion of non-current assets with individually significant values and independent provision for bad debts	836,045	16.74%	418,612	50.07%	143,170	3.37%	49,775	34.77%
Current portion of non-current assets with combined provision for bad debts*	4,158,191	83.26%	261,374	6.29%	4,105,713	96.63%	257,419	6.27%
<b>Total</b>	<b>4,994,236</b>	<b>100.00%</b>	<b>679,986</b>	<b>13.62%</b>	<b>4,248,883</b>	<b>100.00%</b>	<b>307,194</b>	<b>7.23%</b>

Note\*: This category includes non-current assets due within one year that are free of impairment in individual test

## 10. Other current assets

	31 December 2017	31 December 2016
Tax deductible/withheld	753,612	656,847
Available-for-sale financial assets (Note IV.11)	408,000	–
Others	36,684	45,631
<b>Total</b>	<b>1,198,296</b>	<b>702,478</b>

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 11. Available-for-sale financial assets

	31 December 2017	31 December 2016
Measured at fair value		
– Available-for-sale equity instruments – Listed	3,995	2,441
– Trust plan	408,000	–
– Bonds	28,661	30,803
Measured at historical cost		
– Available-for-sale equity instruments (1) – Unlisted	411,980	412,240
– Others	10	307
Less: provision for impairment	(3,065)	(3,065)
Available-for-sale financial assets listed in other current assets (Note IV.10)	(408,000)	–
	441,581	442,726

(1) Because the equity investments of these companies have no quoted price in active market and their fair value cannot be reliably measured, such investments are stated at cost less any impairment losses.

## (2) Detailed information of the available-for-sale financial assets:

Available-for-sale equity instruments measured at fair value:

	31 December 2017	31 December 2016
Available-for-sale equity instruments		
– Fair value	3,995	2,441
– Historical cost	4,582	4,582
– Accumulated net change in fair value of available-for-sale financial assets recognised in other comprehensive income	(587)	(2,141)
Trust plan		
– Fair value	408,000	–
– Historical cost	408,000	–
– Accumulated net change in fair value of available-for-sale financial assets recognised in other comprehensive income	–	–
Bonds		
– Fair value	28,661	30,803
– Historical cost	31,709	31,914
– Accumulated net change in fair value of available-for-sale financial assets recognised in other comprehensive income	(3,048)	(1,111)

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 11. Available-for-sale financial assets (Continued)

## (2) Detailed information of the available-for-sale financial assets: (Continued)

Available-for-sale equity instruments measured at historical cost:

	31 December 2016	Increase in current year	Decline in current year	31 December 2017	Shareholding ratio of investee	Cash dividend in current year
Available-for-sale equity instruments						
– Historical cost						
– China United International Rail Containers Co., Ltd. (“CR Intermodal”)	380,780	–	–	380,780	10.00%	–
– Bank of Communications Schroder Fund Management Co., Ltd. (“BOCM Schroder”)	8,125	–	–	8,125	5.00%	4,000
– Beihai Yinjian Co., Ltd. (“Beihai Yinjian”)	1,700	–	–	1,700	1.01%	–
– Guangdong Samsung Enterprise Group Co., Ltd. (“Guangdong Samsung”)	1,365	–	–	1,365	0.09%	–
– Donghua Container Transportation Service Co., Ltd. (“SDET”).	270	–	(270)	–	0.00%	–
– Zhuhai yunzhou-tech Co., Ltd. (“Yunzhou-Tech”)	20,000	–	–	20,000	2.00%	–
– Xiangshan Huakin Equity Investment Partnership (Limited Partnership)	–	10	–	10	0.00%	–
Sub-total	412,240	10	(270)	411,980		4,000
– Provision for impairment	(3,065)	–	–	(3,065)		
Total	409,175	10	(270)	408,915		

Available-for-sale equity instruments measured at historical cost mainly consists of equity investment of non-listed companies, which do not have quoted price in active market. The variation of reasonable estimate of fair value is large, and the probabilities used to determine the estimation can not be reasonably confirmed. Thus, the fair value can not be evaluated reliably. The Group so far do not have plan to dispose these investments.

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 12. Long-term receivables

	31 December 2017	31 December 2016
Finance leases receivable	20,223,046	21,814,831
Less: unrealised financing income	(7,514,064)	(8,593,181)
Finance leases receivable-net	12,708,982	13,221,650
Sales of goods by instalments	83,048	325,592
Others	273,516	158,052
Sub-total	13,065,546	13,705,294
Less: provision for impairment	(185,006)	(485,052)
Total	12,880,540	13,220,242

At at 31 December 2017, there is no long-term receivables due from shareholders holding more than 5% (inclusive) of the voting rights of the company or related parties. (31 December 2016: Nil)

The total future minimum lease receipts under finance leases after the balance sheet date, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the balance sheet date), are receivables as follows:

	31 December 2017	31 December 2016
Minimum lease receipts		
Within 1 year (inclusive)	6,260,716	5,467,492
1 and 2 years (inclusive)	3,240,272	3,608,636
2 and 3 years (inclusive)	2,254,953	2,261,810
Over 3 years	14,727,821	15,944,385
Sub-total	26,483,762	27,282,323
Less: unrealised finance income	(8,813,914)	(9,845,686)
Total	17,669,848	17,436,637

As at 31 December 2017, the long-term receivables derecognised due to transferring of financial assets in current year amounted 526,780,000 (31 December 2016: 1,255,723,000):

	The derecognised amount	The income from derecognition
Finance lease receivables	526,780	11,719

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 12. Long-term receivables (Continued)

The analysis of long-term receivables due from related parties is as follows:

Company name	Relationship with the Group	31 December 2017	31 December 2016
New Horizon Shipping UG	Joint Venture	138,335	–
LiHua Energy	Associate	63,873	75,484
Y&C Engine	Joint Venture	16,326	31,814
Ningxia Huaming	Associate	3,661	–
Zhongyi Xinwei	Associate	4,148	–
Total		226,343	107,298

Long-term receivables is analysed by categories as follows:

	31 December 2017				31 December 2016			
	Book balance		Provision for doubtful debts		Book balance		Provision for doubtful debts	
	Amount	% of total balance	Amount	Ratio (%)	Amount	% of total balance	Amount	Ratio (%)
Long-term receivables provisions individually assessed for those with individual significant value	–	–	–	–	664,270	4.85%	310,302	46.71%
Provision for doubtful debts collectively assessed*	13,065,546	100.00%	185,006	1.42%	13,041,024	95.15%	174,750	1.34%
Total	13,065,546	100.00%	185,006	1.42%	13,705,294	100.00%	485,052	3.54%

Note\*: This category includes long-term receivable that is individually tested but not impaired.

## 13. Long-term equity investments

## (1) Classification of long-term equity investments:

		31 December 2017	31 December 2016
Joint ventures	(2)	525,312	500,501
Associates	(3)	1,873,185	1,661,718
		2,398,497	2,162,219
Less: provision for impairment		(2)	(2)
Total		2,398,495	2,162,217

There is no substantial restriction of the realisation of long-term equity investments.

No substantial restriction exists which prohibits the transfer of funds between the Group and the joint ventures and associates.

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IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

13. Long-term equity investments (Continued)

(2) Long-term equity investments in joint ventures:

	31 December 2016	Movement in current year					31 December 2017	Provision for impairment	
		Increase/ Decrease in investment	Net profit or loss adjusted by equity method	Adjustment of other Comprehensive income	Other equity movement	Cash dividend declared			Change in foreign exchange rates
Guangxi Southern CIMC Logistics Equipment Manufacturing Co., Ltd. ("Guangxi Southern Logistics")	36,294	-	9,034	-	-	-	45,328	-	
Supercool (Shanghai) Refrigeration Equipment Co. Ltd	2,171	-	(357)	-	-	-	1,814	-	
Shanghai Shenyi Special Vehicle Parts Co., Ltd	11,340	-	457	-	-	(665)	11,132	-	
NKY Zhenhua	75,432	-	145	-	-	(9,443)	66,134	-	
Kawasaki Zhenghua logistics (Tianjin) Co. Ltd.	22,330	-	2,781	-	-	-	25,111	-	
Qingdao Jiefeng Baijian Container Maintenance Co., Ltd.	14,531	1,693	3,435	-	-	(4,113)	15,060	-	
Dalian Jilong&Baijian Logistics Co., Ltd.	5,678	-	866	-	-	(1,000)	5,200	-	
Shanghai Baijian Dewei Container Maintenance Co., Ltd.	23,888	3,648	4,606	-	-	-	30,925	-	
Tianjin Jinshi Baijian Container Maintenance Co., Ltd.	7,933	-	1,598	-	-	(1,826)	7,226	-	
Y&C Engine	195,777	-	16,999	-	-	-	212,776	-	
Shenzhen Cimc Mobile International Service Co., Ltd	1,630	-	(1,552)	-	-	-	78	-	
Ningbo Meishan Bonded Port Area Chuangzhi Lian-cheng Investment Management Partnership	50,100	3,000	(1,027)	-	-	-	52,073	-	
Hangzhou Xinwei Investment Management Partnership	20,100	1,200	(217)	-	-	-	21,083	-	
New Horizon Shipping UG	33,287	-	-	-	-	(1,915)	31,372	-	
Hangzhou Xinwei Investment Management Partnership	10	(10)	-	-	-	-	-	-	
<b>Total</b>	<b>500,501</b>	<b>9,531</b>	<b>36,768</b>	<b>-</b>	<b>-</b>	<b>(16,382)</b>	<b>(5,106)</b>	<b>525,312</b>	<b>-</b>

Refer to Note VI.2 for equity in joint ventures



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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 13. Long-term equity investments (Continued)

## (3) Long-term equity investments in joint ventures

	31 December 2016	Movement in current year							31 December 2017	Provision for impairment	
		Increase/ Decrease in investment	Net profit or loss adjusted by equity method	Adjustment of other Comprehensive income	Other equity movement	Cash dividend declared	Change in foreign exchange rates	Recognised impairment provision Others			
Xinyang Wood Hong Kong Co., Ltd. ("XYW")	7,071	-	-	-	-	-	895	-	-	7,966	-
Ningbo Beilun Donghua Container Service Co., Ltd.	1,200	(1,200)	-	-	-	-	-	-	-	-	-
Xiamen CIMC Haitou Container Service Co., Ltd.	23,350	-	2,299	-	-	(2,043)	(372)	-	-	23,234	-
Dalian Jilong Logistics Co., Ltd.	47,615	-	1,922	-	-	-	(1,490)	-	-	48,047	-
Senju (Jiangmen) Technology Material Co., Ltd.	45,684	-	1,014	-	-	(2,632)	-	-	-	44,066	-
Eurotank Oy	8,374	-	2,021	-	-	-	(1,524)	-	-	8,871	-
Shanghai Fengyang	104,191	-	7,242	-	-	-	-	-	-	111,433	-
TSC	212,905	-	(6,614)	-	-	-	(13,225)	-	-	193,066	-
MSC	2	-	-	-	-	-	-	-	-	2	(2)
Tianzhu (Shanghai) International Freight Agency Co., Ltd.	1,900	-	93	-	-	(216)	-	-	-	1,777	-
LiHua Energy	102,176	-	7,407	-	2,647	-	-	-	-	112,230	-
Jiangsu Ruicheng Machinery Co., Ltd ("Jiangsu Ruicheng")	28,123	-	5,333	-	-	-	-	-	-	33,456	-
Jiuquan Enric Kunlun Cryogenic Machinery Co., Ltd.	2,608	-	-	-	-	-	-	-	-	2,608	-
Optton Inc (Shanghai)	16,589	-	(167)	-	-	-	-	-	-	16,422	-
Xuzhou CIMC Wood Co., Ltd ("Xuzhou CIMC Wood")	27,519	-	792	-	-	-	-	-	-	28,311	-
Tianjin Shounong Dongjiang Animal Husbandry Co., Ltd.	30,436	-	(4,760)	-	107	-	-	-	-	25,783	-
Qingdao Port International Trade and Logistics Co., Ltd.	43,400	-	1,751	-	-	-	-	-	-	45,151	-
ZPMC-Red Box Energy Services Limited	14,567	-	(14,567)	-	-	-	-	-	-	-	-

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#### IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

##### 13. Long-term equity investments (Continued)

##### (3) Long-term equity investments in joint ventures (Continued):

	31 December 2016	Movement in current year								31 December 2017	Provision for impairment
		Increase/Decrease in investment	Net profit or loss adjusted by equity method	Adjustment of Other comprehensive income	Other equity movement	Cash dividend declared	Change in foreign exchange rates	Recognised impairment provision	Others		
Tianjin Shouong Import & Export Trading Co. Ltd.	21,110	-	-	-	-	-	-	-	-	21,110	-
Jiahua Shipping Co., Ltd. ("Jiahua Shipping")	126,454	-	-	-	-	-	(7,208)	-	-	119,246	-
Xindu Freight Co., Ltd.	688	-	444	-	-	-	-	-	-	1,132	-
Chifeng Lvtianyuan Farm Co., Ltd.	6,296	-	-	-	-	-	-	-	-	6,296	-
CIMC Arabia Factory Company Limited	5,227	-	(2,256)	-	-	-	-	-	-	2,971	-
Shanghai Xiangtuo Auto parts Co., Ltd.	679	(600)	(79)	-	-	-	-	-	-	-	-
North searigas ltd	14,633	(1,852)	-	-	-	-	-	-	-	12,781	-
Ningxia Changming Chengdu To Communication Equipment Co., Ltd	18,331	-	(41)	-	-	-	-	-	-	18,290	-
Shenzhen Road Network Technology Co., Ltd (Shenzhen Road Network)	2,637	-	(411)	-	-	-	-	-	-	2,226	-
Beijing Boxcool Exhibition Co., Ltd.	7,407	2,000	(1,177)	-	-	-	-	-	-	8,230	-
Guangzhou C-H Control Technology Co., Ltd.	12,423	-	670	-	-	-	-	-	-	13,093	-
China Fire Safety Enterprise Group Limited ("China Fire Safety")	23,829	-	2,494	-	-	-	-	-	-	26,323	-
Shanghai Tanklink Supply Chain Technology Development Co., Ltd	485,275	-	(2,109)	16,448	-	-	33,149	-	-	532,763	-
Zhejiang Xinlong Bamboo Industry Co., Ltd	2,000	-	(245)	-	-	-	-	-	-	1,755	-
Ningguo Guangshen Bamboo Products Co., Ltd ("Ningguo Guangshen")	14,447	-	(1,297)	-	-	-	-	-	-	13,150	-
Fujian Qingchen Bamboo Industry Co., Ltd. ("Qingchen bamboo industry")	662	-	405	-	-	-	-	-	-	1,067	-
UC Storage LLC	2,448	-	540	-	-	-	-	-	-	2,988	-
Jiangsu Baking Mori (Shanghai) International Trade Co., Ltd. ("Mori Shanghai")	5,779	-	-	-	-	-	(39)	-	-	5,740	-
Shenzhen Cadro Hydraulic Equipment Co., Ltd. ("Cadro Hydraulic")	23,755	-	(1,443)	-	-	-	(967)	-	-	21,345	-
Zhongyi Xinwei	851	-	58	-	-	-	-	-	-	909	-
	17,858	-	1,414	-	-	-	-	-	-	19,272	-
	22,648	-	1,716	-	-	-	-	-	-	24,364	-

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 13. Long-term equity investments (Continued)

## (3) Long-term equity investments in joint ventures (Continued):

	Movement in current year								31 December 2017	Provision for impairment	
	31 December 2016	Increase/Decrease in investment	Net profit or loss adjusted by equity method	Adjustment of Other comprehensive income	Other equity movement	Cash dividend declared	Change in foreign exchange rates	Recognised impairment provision			Others
Henan Yida Tianxia Logistics Technology Co., Ltd. ("Henan Yida")	378	-	-	-	-	-	-	-	-	378	-
CIMC Lengyun (Beijing) Cold Chain Technology Co., Ltd	580	920	(257)	-	-	-	-	-	-	1,243	-
Qianhai Ruiji Technology Co., Ltd	3,718	-	746	-	-	-	-	-	-	4,464	-
Shouzhong Investment Management Co., Ltd (Shouzhong Investment)	117,775	80,000	(11,747)	-	-	-	-	-	-	186,028	-
CIMC Suhang (Changzhou) Logistics Co., Ltd	3,000	(3,000)	-	-	-	-	-	-	-	-	-
Worldlink Yibo (Beijing) International Logistics Co., Limited	3,120	-	-	-	-	-	-	-	-	3,120	-
Shenzhen Chaojianling Network Technology Co., Ltd.	-	-	5	-	-	-	-	-	-	5	-
Shanghai Xinbaiqin Special Vehicle Co., Ltd. ("Shanghai Xinbaiqin")	-	16,000	(20)	-	-	-	-	-	-	15,980	-
Shenzhen CIMC Tianyi Investment Managing Partnership, LP.	-	2,750	(221)	-	-	-	-	-	-	2,529	-
Hengqin CIMC Ruide Xinchuang Innovative Venture Capital Fund, LP.	-	30,539	-	-	-	-	-	-	-	30,539	-
Shenzhen Xinghuo Chelian Technology Co., Ltd.	-	1,750	(228)	-	-	-	-	-	-	1,522	-
Qingdao Port International Trade Logistics Ltd.	-	8,000	306	-	-	-	-	-	-	8,306	-
Ningbo Huaxiang Automotive New Material Technology Co., Ltd.	-	2,400	(2)	-	-	-	-	-	-	2,398	-
Zhejiang Shen Xing Tai Bao Technology Co., Ltd.	-	2,000	(2)	-	-	-	-	-	-	1,998	-
Shenzhen Xinhuiyijin Investment Partnership (Limited Partnership)	-	28,810	(36)	-	-	-	-	-	-	28,774	-
Cela S. r. L.	-	18,721	1,233	-	-	-	-	-	-	19,954	-
OOS-International B.V.	-	-	2,884	-	-	-	-	-	-	2,884	-
Shenyang Beixin Motor Vehicle Testing Co., Ltd.	-	6,792	(1,203)	-	-	-	-	-	-	5,589	-
	1,661,718	194,030	(6,093)	16,448	2,754	(4,891)	9,219	-	-	1,873,185	(2)

Refer to Note VI.2 for equity in joint ventures.

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**IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**13. Long-term equity investments (Continued)**

**(3) Long-term equity investments in joint ventures (Continued):**

The Group's investment ratios in TSC, LiHua Energy, Jiangsu Ruichen, Optton Inc (Shanghai), ZPMC, Cadro Hydraulic, Zhongyi Xinwei, Henan Yida and Shenzhen Road Network Technology Co., Ltd. are all below 20%. But since the Group has appointed directors to the above mentioned associates, the Group had significant influence over them. Thus, equity investments on these associates were evaluated subsequently by equity method.

As at 31 December 2017, except for Marine Subsea & Consafe, there is no need for the Group to recognise provision for long-term equity investments in joint ventures and associates based on the provision testing result that compared the estimated recoverable amount and book value of long-term equity investments in joint ventures and associates (31 December 2016: Nil).

**14. Investment properties**

	Buildings and relevant land use rights	Land use rights	Total
1 January 2016	730,168	–	730,168
Additions	78,176	–	78,176
Changes in fair value	75,792	–	75,792
Transferred from fixed assets	131,859	–	131,859
Transferred from intangible assets	46,843	130,551	177,394
Transferred from construction in progress	786	–	786
Revaluation gains upon transfers	102,062	482,772	584,834
Transferred out to assets classified as held for sale	(26,401)	–	(26,401)
31 December 2016	1,139,285	613,323	1,752,608

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 14. Investment properties (Continued)

	Buildings and relevant land use rights	Land use rights	Total
1 January 2017	1,139,285	613,323	1,752,608
Changes in fair value	5,344	–	5,344
Transferred from fixed assets	21,120	–	21,120
Transferred from inventory	90,231	–	90,231
Transferred from construction in progress	34,424	–	34,424
Revaluation gains upon transfers	6,681	–	6,681
Transferred out to other asset	(26,574)	(150,800)	(177,374)
Disposal in this year	(5,045)	(48,800)	(53,845)
31 December 2017	1,265,466	413,723	1,679,189

In 2017, capitalised borrowing costs in investment properties is 0 (2016: 1,266,000). The capitalisation rate used to determine the borrowing costs eligible for capitalisation in 2017 is 0% per annum (2016: 4.15% per annum).

In 2017, the impact of changes in fair value of investment properties on the Group's current profit or loss was RMB5,344,000. (2016: RMB75,792,000).

In 2017, the Group disposed of investment properties with a book value of RMB53,845,000 and the disposal income was RMB104,000,000 (2016: Nil).

As at December 31, 2017, the buildings with carrying amount of about 216,849,000 (December 31, 2016: 113,196,000) had not been entitled the property ownership certificates due to unfinished entitling procedures. The certificate is expected to be granted between 2018 and 2019. As at December 31, 2017, the land use right with carrying amount of 208,760,000 has not been entitled the property ownership certificates (December 31, 2016: Nil).

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IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

15. Fixed assets

(1) Fixed assets

	Plants and buildings	Machinery and equipment	Office and other equipment	Motor vehicles	Offshore engineering equipment	Dock, wharf	Total
Original cost							
31 December 2016	10,676,684	10,112,067	1,981,991	1,045,215	6,783,391	1,262,820	31,862,168
Additions due to business combination	569,470	104,458	19,525	117,012	–	184	810,649
Additions in current year	278,921	673,471	501,704	77,751	–	3,717	1,535,564
Transfers from construction in progress	388,023	149,565	28,176	55,195	1,354,373	–	1,975,332
Disposal in current year	(443,275)	(1,212,602)	(233,170)	(153,561)	(209)	(186)	(2,043,003)
Transfers to investment properties	(22,076)	–	–	–	–	–	(22,076)
Divided into held for sale assets	(8,625)	–	–	(289)	–	–	(8,914)
Exchange differences arising from translating foreign currencies	48,351	18,396	(6,670)	(20,534)	(455,837)	800	(415,494)
31 December 2017	11,487,473	9,845,355	2,291,556	1,120,789	7,681,718	1,267,335	33,694,226
Accumulated depreciation							
31 December 2016	2,522,207	4,231,582	1,254,278	528,237	686,944	232,400	9,455,648
Additions due to business combination	193,390	73,214	18,009	84,599	–	130	369,342
Depreciation recognised in current year	369,381	671,886	119,050	88,029	516,610	29,226	1,794,182
Decreases in current year	(165,075)	(594,417)	(218,318)	(152,992)	(184)	(130)	(1,131,116)
Transfers to investment properties	(956)	–	–	–	–	–	(956)
Divided into held for sale assets	(3,095)	–	–	(260)	–	–	(3,355)
Exchange differences arising from translating foreign currencies	17,827	14,489	(4,725)	(3,635)	(44,777)	261	(20,560)
31 December 2017	2,933,679	4,396,754	1,168,294	543,978	1,158,593	261,887	10,463,185
Provision for impairment							
31 December 2016	311,653	40,801	14,560	2,245	–	–	369,259
Additions due to business combination	75	19,426	747	4	–	–	20,252
Written off on disposal	(72,785)	(12,633)	(14,054)	(209)	–	–	(99,681)
Exchange differences arising from translating foreign currencies	95	95	–	–	–	–	190
31 December 2017	239,038	47,689	1,253	2,040	–	–	290,020
Net book value							
31 December 2017	8,314,756	5,400,912	1,122,009	574,771	6,523,125	1,005,448	22,941,021
31 December 2016	7,842,824	5,839,684	713,153	514,733	6,096,447	1,030,420	22,037,261

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 15. Fixed assets (Continued)

## (1) Fixed assets (Continued)

As of December 31, 2017, the equipment with book value of about RMB353,331,000 (original price of RMB525,361,000) was pledged as long-term payable RMB500,000,000 (2016: RMB398,144,000). Refer to Note IV. 24 for details.

In 2017, depreciation of fixed assets recognised amounted to 1,794,182,000 (2016: 1,687,106,000), of which 1,490,953,000, 20,483,000 and 282,746,000 (2016: 1,413,938,000, 20,737,000 and 252,431,000) has been charged in cost of sales, selling and distribution expenses, general and administrative expenses, respectively.

In 2017, the original cost of fixed assets transferred from construction in progress is 1,975,332,000 (2016: 1,206,156,000).

## (2) Temporarily idle fixed assets

As at 31 December 2017, the carrying amount of temporarily idle buildings, machinery and equipment amounts to 148,018,000 (original cost of 214,983,000) (31 December 2016: carrying amount of 207,894,000 and original cost of 409,415,000). The following table presents the detail:

	Original cost	Accumulated depreciation	Provision for impairment	Carrying amount
Plants and buildings	162,813	(37,729)	–	125,084
Machinery and equipment	51,291	(28,624)	–	22,667
Transportation	42	(33)	–	9
Office & other equipment	837	(579)	–	258
	214,983	(66,965)	–	148,018

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 15. Fixed assets (Continued)

## (3) Fixed assets held through finance leases :

	31 December 2017			31 December 2016		
	Book balance	Accumulated depreciation	Carrying amount	Book balance	Accumulated depreciation	Carrying amount
Plants and buildings	–	–	–	2,626	(1,875)	751
Machinery and equipment	14,779	(677)	14,102	527,599	(127,256)	400,343
Offshore engineering special equipments	33,031	(14,377)	18,654	31,113	(12,187)	18,926
<b>Total</b>	<b>47,810</b>	<b>(15,054)</b>	<b>32,756</b>	<b>561,338</b>	<b>(141,318)</b>	<b>420,020</b>

The fixed assets held through finance leases mainly consist of machinery and equipment financial leased by Raffles.

## (4) Fixed assets with certificates of ownership unsettled

	Carrying amount	Reason for pending
Factory	359,299	Put to use, certificate being in the progress
Office building	28,401	Put to use, certificate being in the progress
Workshop	155,756	Information updated, being in the progress
Dormitory and Canteen	50,899	Put to use, certificate being in the progress
Warehouse	97,483	Under preparation of reporting materials
Others	29,436	Certificate being in the progress
<b>Total</b>	<b>721,274</b>	



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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 16. Construction in progress

## (1) Construction in progress

	31 December 2017			31 December 2016		
	Book balance	Provision for impairment	Carrying amount	Book balance	Provision for impairment	Carrying amount
Vessels under construction of financing and leasing company	18,723,948	–	18,723,948	19,405,489	–	19,405,489
Raffles H273, H1284 Project	2,750,212	–	2,750,212	2,754,873	–	2,754,873
Zhumadian CIMC Hua Jun Lighthouse project	76,842	–	76,842	–	–	–
Financial information system construction project	54,583	–	54,583	–	–	–
Cold Chain Research Institute Project	50,897	–	50,897	47,633	–	47,633
Dongguan Multimodal Transport building project	18,030	–	18,030	–	–	–
Dongguan Southern CIMC Fenggang project	15,633	–	15,633	3,890	–	3,890
Enric workshop construction project	13,678	–	13,678	88,101	–	88,101
Ningbo CIMC Renovation project of water-based paint coating line	11,522	–	11,522	–	–	–
Tianjin CIMC water-based paint coating line	11,414	–	11,414	–	–	–
XHCIMCS Production Line and Power Facilities Reconstruction Project	5,352	–	5,352	1,506	–	1,506
TCCIMC relocation and reconstruction project	4,615	–	4,615	5,400	–	5,400
Dongguan CIMC vehicle logistics equipment project	4,601	–	4,601	11,497	–	11,497
Raffles large scale equipment (including 2000T slewing crane)	3,178	–	3,178	3,080	–	3,080
C&C Trucks production equipment project	1,956	–	1,956	35,218	–	35,218
Shenyang Vehicle Garden Industry project	–	–	–	9,760	–	9,760
Chongqing CIMC building construction project	–	–	–	8,732	–	8,732
Refrigerated car project of Anhui United Feicai	–	–	–	30,583	–	30,583
Dormitory construction project of QDCRC	–	–	–	21,129	–	21,129
Second phase of Hebei construction	–	–	–	12,033	–	12,033
TJ CIMC mid-thick plate and bottom side crossbeam automatic production line	–	–	–	1,575	–	1,575
TAS New Plant Project	–	–	–	1,498	–	1,498
Others	449,444	(1,320)	448,124	329,613	(2,421)	327,192
<b>Total</b>	<b>22,195,905</b>	<b>(1,320)</b>	<b>22,194,585</b>	<b>22,771,610</b>	<b>(2,421)</b>	<b>22,769,189</b>

The carrying amounts of construction in progress at the end of the year included accumulated capitalised borrowing cost of 1,548,112,000 (31 December 2016: 1,532,714,000). The interest rate adopted for determining capitalised at borrowing cost for the current year was 3.53% (2016: 3.08%).

As at 31 December 2017, there is no restricted construction in progress of the Group (31 December 2016: Nil).

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IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

16. Construction in progress (Continued)

(2) Movement of significant projects of construction in progress during the year

	Budgeted amount	31 December 2016	Current year additions	Transfer to fixed assets	Transfer to investment properties	Transfer to assets held for sale	Transfer to intangible assets	31 December 2017	Proportion of expenditures incurred to budgeted amount (%)	Progress of construction	Cumulative capitalised interest	Including: current year capitalised interest	Interest capitalisation rate (%)	Source of funds	Exchange differences arising from translating foreign currencies
Vessels under construction of financing and leasing company	26,208,671	19,405,489	1,746,767	(1,354,373)	-	-	-	18,723,948	92%	74%-100%	1,321,150	442,055	3.47%	Bank loan	(1,073,935)
Raffles H273, H1284 Project	2,794,565	2,754,873	153,789	-	-	-	-	2,750,212	98%	95%	226,962	75,835	3.55%	Self-funding & bank loan	(158,450)
HJCMC lighthouse project	120,000	-	76,842	-	-	-	-	76,842	65%	65%	-	-	-	Self-funding	-
Financial Information System Construction Project	181,160	-	54,583	-	-	-	-	54,583	30%	35%	-	-	-	Self-funding	-
Cold Chain Research Institute Project	60,000	47,633	5,185	-	(1,921)	-	-	50,897	88%	88%	-	-	-	Self-funding	-
Dongguan Multimodal Transport building project	22,000	-	18,030	-	-	-	-	18,030	82%	82%	-	-	-	Self-funding	-
Dongguan southern CIMC Fenggang project	20,500	3,890	11,743	-	-	-	-	15,633	75%	70%	-	-	-	Self-funding	-
Enric workshop construction project	270,319	88,101	8,524	(82,947)	-	-	-	13,678	96%	73%	-	-	-	Self-funding	-
Ningbo CIMC Water-based paint coating line reconstruction project	20,050	-	11,522	-	-	-	-	11,522	57%	75%	-	-	-	Self-funding	-
Tianjin CIMC water paint coating production line	60,000	-	13,895	(2,481)	-	-	-	11,414	23%	24%	-	-	-	Self-funding	-
XHCIMCS production line and power facilities renovation	120,720	1,506	7,308	(3,462)	-	-	-	5,352	10%	10%	-	-	-	Self-funding	-
TCCIMC relocation and reconstruction project	69,970	5,400	-	(785)	-	-	-	4,615	60%	60%	-	-	-	Self-funding	-
Dongguan CIMC vehicle logistics equipment project	388,222	11,497	1,820	(8,716)	-	-	-	4,601	80%	99%	-	-	-	Self-funding	-
Raffles large scale equipment (including 2000T slewing crane)	327,432	3,080	96	-	-	-	-	3,178	86%	86%	-	-	-	Self-funding	2
Production equipment of C&C Trucks	62,399	35,218	3,076	(29,858)	-	-	(6,480)	1,956	66%	86%	-	-	-	Self-funding	-
Shenyang Garden industry land project	88,080	9,760	7,308	(304)	(16,764)	-	-	-	91%	91%	-	-	-	Bank loan	-
CQLE Vehicle garden project	48,580	8,732	7,007	-	(15,739)	-	-	-	32%	100%	-	-	-	Bank loan	-
United Feicai new plant project	43,409	30,583	11,835	(42,418)	-	-	-	-	98%	100%	-	-	-	Self-funding	-
Dormitory construction project of QDCRC	27,669	21,129	4,300	(25,429)	-	-	-	-	92%	100%	-	-	-	Self-funding	-
Second phase of Hebei construction	92,980	12,033	-	(12,033)	-	-	-	-	102%	100%	-	-	-	Self-funding	-
TJCMC mid-thick plate and bottom side crossbeam automatic production line	43,470	1,575	-	(1,575)	-	-	-	-	97%	100%	-	-	-	Self-funding	-
TAS New Plant Project	320,000	1,498	29	(1,527)	-	-	-	-	71%	100%	-	-	-	Self-funding & bank loan	-
Others		327,192	561,507	(409,424)	-	(14,312)	-	448,124			-	-	-		(16,839)
<b>Total</b>		<b>22,769,189</b>	<b>2,705,166</b>	<b>(1,975,332)</b>	<b>(34,424)</b>	<b>(14,312)</b>	<b>(6,480)</b>	<b>22,194,585</b>			<b>1,548,112</b>	<b>517,890</b>			<b>(1,249,222)</b>

As at 31 December 2017, an amount of 1,320,000 has been recognised as the provision for impairment of construction in progress(31 December 2016: 2,421,000).

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 17. Disposal of fixed assets

	31 December 2017	31 December 2016
Plants and buildings	90,505	87,015
Machinery and equipment	55,833	42,016
Transportation	56	211
Office and other equipment	1,267	808
Total	147,661	130,050

## 18. Intangible assets and development costs

## (1) Intangible assets

	Land use rights	Technical know-how and trade marks	Timber concession rights	Customer relationships	Customer contracts	Maritime use rights	Franchise rights	Total
Original cost								
31 December 2016	3,914,000	2,004,623	250,078	400,171	285,273	94,984	111,934	7,061,063
Additions due to business combination	124,041	22,967	-	-	20,000	-	-	167,008
Current year additions	229,688	70,518	-	6,672	32,729	11,636	-	351,243
Current year decrease	(130,542)	(55,889)	(100,558)	-	(6,739)	-	-	(293,728)
Transferred to assets classified as held for sale	(22,748)	-	-	-	-	-	-	(22,748)
Exchange differences arising from translating foreign currencies	103	32,243	(13,343)	10,187	841	5,080	53	35,164
31 December 2017	4,114,542	2,074,462	136,177	417,030	332,104	111,700	111,987	7,298,002
Accumulated amortisation								
31 December 2016	665,789	1,086,080	129,894	151,760	159,755	28,936	8,420	2,230,634
Additions due to business combination	19,219	9,687	-	-	-	-	-	28,906
Current year additions	102,536	107,001	-	72,312	47,781	2,387	3,376	335,393
Current year decrease	(33,329)	(46,069)	(91,668)	-	-	-	-	(171,066)
Transferred to assets classified as held for sale	(5,260)	-	-	-	-	-	-	(5,260)
Exchange differences arising from translating foreign currencies	61	6,142	(5,716)	3,605	683	16	53	4,844
31 December 2017	749,016	1,162,841	32,510	227,677	208,219	31,339	11,849	2,423,451
Provision for impairment								
31 December 2016	-	4,564	110,288	1,817	59,003	-	-	175,672
Current year decrease	-	-	-	-	(6,739)	-	-	(6,739)
Exchange differences arising from translating foreign currencies	-	823	(6,621)	172	-	-	-	(5,626)
31 December 2017	-	5,387	103,667	1,989	52,264	-	-	163,307
Carrying amount								
31 December 2017	3,365,526	906,234	-	187,364	71,621	80,361	100,138	4,711,244
31 December 2016	3,248,211	913,979	9,896	246,594	66,515	66,048	103,514	4,654,757

In 2017, amortisation expenses of intangible assets amounted to 335,393,000 (2016: 383,811,000).

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**IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**18. Intangible assets and development costs (Continued)**

(2) As at 31 December 2017, intangible assets with pending certificates of ownership are as follows:

	Carrying amount in RMB	Reasons for unsettlement
SCIMCEL Tangkeng land use right	55,000	in the progress
C&C Trucks land use right	43,000	in the progress
SCIMCEL dormitory	2,000	in the progress
<b>Total</b>	<b>100,000</b>	

After the evaluation of board of directors of the Group, the aforementioned intangible assets with unsettled certificates has no risk of impairment.

(3) As at 31 December 2017, there was no restricted intangible assets (31 December 2016: Nil).

(4) As at 31 December 2017, the intangible asset with indefinite useful lives is Gas station Franchise which amounted to 53,300,000 (31 December 2016: 53,300,000).

(5) Development costs is as follows :

	31 December 2016	Current year addition	Recognised as intangible assets	31 December 2017
Project on vehicle technology	43,089	57,073	(52,533)	<b>47,629</b>
Others	6,901	16,584	(3,715)	<b>19,770</b>
	<b>49,990</b>	<b>73,657</b>	<b>(56,248)</b>	<b>67,399</b>

In 2017, the Group's development costs amounted to 725,386,000 (2016: 563,792,000) : 651,729,000 of which was included in the current profits and losses (2016: 519,440,000), and an amount of 73,657,000 was capitalised as intangible assets in current period (2016: 44,352,000). As at 31 December 2017, intangible assets transferred from development costs within the group accounted for 1.20% (2016: 3.18%) of the total book balance of intangible assets.

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 19. Goodwill

	Note	31 December 2016	Current year addition	Current year decrease	Exchange differences arising from translating foreign currencies	31 December 2017
Enric		630,992	–	–	(5,602)	625,390
Vehicles UK		336,360	–	(2,327)	10,631	344,664
TGE SA		164,502	–	–	5,642	170,144
YPDI		86,558	–	–	–	86,558
Bassoe		132,245	–	–	–	132,245
Pteris		108,196	–	–	–	108,196
C & C Trucks		132,145	–	–	–	132,145
Hashenleng		103,530	–	–	–	103,530
Others	(1)	569,673	15,097	–	(2,074)	582,696
Sub-total		2,264,201	15,097	(2,327)	8,597	2,285,568
Less: provision for impairment						
C & C Trucks		93,330	–	–	–	93,330
Hashenleng		–	38,000	–	–	38,000
Others		42,978	–	–	(1,185)	41,793
Sub-total		136,308	38,000	–	(1,185)	173,123
Total		2,127,893	(22,903)	(2,327)	9,782	2,112,445

- (1) The goodwill increased this year generate from the acquisition of Qingdao Lida Chemical and Qingdao Lida New Rubber & Plastic Products by CIMC Xincai, and the acquisition of Kunshan CIMC by Zhengzhou Logistics Automatic System Co., Ltd.

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**IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**19. Goodwill (Continued)**

**(2) Impairment test for asset group including goodwill**

The goodwill allocated to the asset groups and combination of asset groups are summarised by operating segments as follows:

	31 December 2017	31 December 2016
Container asset group	120,085	120,085
Road transportation vehicles asset group	415,664	408,658
Energy and chemical & food equipment asset group	1,036,235	1,074,195
Offshore engineering asset group	229,460	229,397
Logistics services asset group	120,558	120,558
Heavy truck asset group	38,815	38,815
Airport equipment asset group	121,873	108,196
Asset groups with insignificant allocation percentage of goodwill group	29,755	27,989
<b>Total</b>	<b>2,112,445</b>	<b>2,127,893</b>

- (3) The recoverable amount of asset group and combination of asset groups is calculated on the basis of 3 to 5 years by the method of estimated cash flow. For cash flow more than 3 to 5 years, it employs the estimated growth rate to do the calculation.

Employ the main assumptions of discounted future cash flow method:

	Vehicles						C & C Trucks	Hashenleng	Zhengzhou Logistics
	Enric	UK	TGE SA	YPDI	Bassoe	Pteris			
Growth rate	3%	3%	3%	3%	3%	3%	3%	3%	3%
Gross profit rate	18%	11%	14%	18%	80%	18%-27%	20%	18%	18%
Discount rate	12.5%-14.63%	12.35%	12%	13.14%	11.10%	13.3%	15.7%	11.51%	16%

The weighted average growth rate employed by the management was in accordance with the estimated rate in the industry report, not exceeding the long term average growth rate of each production. On the basis of historical experience and market development forecast, the management determine the gross profit rate, and employ a discount rate which can reflect the specific risk of asset group and combination of asset groups. The above assumption was used to analyse the recoverable amount of asset groups and combination of asset group of the business segment.

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 20. Long-term prepaid expenses

	31 December 2016	Current year addition	Current year amortisation	Exchange differences arising from translating foreign currencies	31 December 2017
Yard facility expenses	9,691	657	(2,788)	52	7,612
Project insurance and commission	133,924	114,806	(146,205)	1,199	103,724
Improvements to fixed assets held under operating leases	9,439	10,655	(3,922)	–	16,172
Improvement of engineering vessel	19,996	25,298	(25,164)	(607)	19,523
Others	73,524	20,353	(35,692)	23	58,208
Sub-total	246,574	171,769	(213,771)	667	205,239
Less: provision for impairment	–	–	–	–	–
Total	246,574	171,769	(213,771)	667	205,239

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 21. Deferred tax assets and deferred tax liabilities

- (1) The offsetting balances of deferred tax assets and liabilities offset and corresponding deductible or taxable temporary differences

	31 December 2017		31 December 2016	
	Deductible/ (taxable) temporary differences	Deferred tax assets/ (liabilities)	Deductible/ (taxable) temporary differences	Deferred tax assets/ (liabilities)
Deferred tax assets:				
Provision for asset impairment	3,015,044	710,854	1,546,119	322,474
Accrued liability	999,526	209,194	690,921	139,994
Employee benefits payable	1,750,600	381,558	1,273,607	296,507
Accrued expenses	555,749	120,791	493,541	89,303
Deductible losses	2,572,434	485,290	1,861,895	332,307
Movement for fair value of financial assets at fair value through profit or loss/hedging instruments	1,063	266	27,566	6,892
Available-for-sale financial assets	3,048	762	14,230	2,134
Intra-group unrealised revenue	18,136	4,534	18,904	4,726
Others	318,960	74,698	278,319	69,580
<b>Sub-total</b>	<b>9,234,560</b>	<b>1,987,947</b>	<b>6,205,102</b>	<b>1,263,917</b>
Offsetting amount	(2,285,238)	(571,310)	(25,512)	(6,247)
<b>Offsetting balances</b>	<b>6,949,322</b>	<b>1,416,637</b>	<b>6,179,590</b>	<b>1,257,670</b>
Including:				
Amount estimated to reverse within 1 year (inclusive)		443,585		552,415
Amount estimated to reverse over 1 year		973,052		705,255
		<b>1,416,637</b>		<b>1,257,670</b>
Deferred tax liabilities:				
Movement for fair value of financial assets at fair value through profit or loss	(5,563)	(1,386)	(26,076)	(6,483)
Movement for fair value of Investment properties	(611,525)	(158,100)	(700,853)	(170,909)
Revaluation gain through combination	(1,046,962)	(239,756)	(933,696)	(231,947)
Debt restructuring income (Note V. 1(2)(b))	(2,274,744)	(568,686)	-	-
Gross profit of overseas projects (pay tax after completion)	(550,204)	(137,551)	(253,352)	(63,338)
Accelerated depreciation of fixed assets	(380,036)	(121,535)	(441,782)	(179,383)
Non-resident foreign companies pay dividends to the Mainland	(262,580)	(65,645)	-	-
Others	(234,564)	(79,988)	(46,412)	(11,601)
<b>Sub-total</b>	<b>(5,366,178)</b>	<b>(1,372,647)</b>	<b>(2,402,171)</b>	<b>(663,661)</b>
Offsetting amount	2,285,238	571,310	25,512	6,247
<b>Offsetting balances</b>	<b>(3,080,940)</b>	<b>(801,337)</b>	<b>(2,376,659)</b>	<b>(657,414)</b>
Including:				
Amount estimated to reverse within 1 year (inclusive)		(165,263)		(140,809)
Amount estimated to reverse over 1 year		(636,074)		(516,605)
		<b>(801,337)</b>		<b>(657,414)</b>



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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 21. Deferred tax assets and deferred tax liabilities (Continued)

## (2) Unrecognised deferred tax assets

	31 December 2017	31 December 2016
Deductible losses	1,667,129	1,606,035
Impairment losses of SOE	367,116	340,729
Impairment losses of timber Concession rights	23,053	22,119
Others	23,485	3,125
<b>Total</b>	<b>2,080,783</b>	<b>1,972,008</b>

## (3) Maturity of deductible losses that are not recognised as deferred tax assets:

	31 December 2017	31 December 2016	Note
2017	–	1,199,243	
2018	795,581	1,086,941	
2019	339,063	340,655	
2020	665,680	819,702	Note1
2021	411,238	411,238	
After 2021	5,629,174	3,738,579	
<b>Total</b>	<b>7,840,736</b>	<b>7,596,358</b>	

Note 1: By the end of 2016 and 2017, unrecognised deferred tax assets aged over 5 years (inclusive) arising from deductible tax losses resulted from foreign subsidiaries' operating losses. Deductible tax losses generated from Hong Kong, the United States of America, the United Kingdom of Great Britain and Australia can be offset with future profit indefinitely; deductible tax losses generated from the Netherlands can be offset in the subsequent nine years.

As at 31 December 2017, the Group is subject to an income tax on the difference of tax rates if its subsidiaries in Hong Kong and overseas decide to distribute dividends to the shareholders in mainland China. The temporary difference arising from the undistributed profits of such subsidiaries is approximately 3,950,999,000 (31 December 2016: 3,303,113,000). Since the Group can control the dividend distribution policy of its subsidiaries and has decided not to distribute dividends in the foreseeable future, the deferred income tax liabilities on such undistributed profits was not recognised.

The Group had no unrecognised deferred tax liabilities other than the mentioned above.

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 22. Other non-current assets

	31 December 2017	31 December 2016
Prepayment for construction	64,094	7,429
Prepayment for equipment	13,516	8,695
Prepayment for land use right	6,956	32,235
Entrusted loans	3,249	35,547
Others	71	2,447
<b>Total</b>	<b>87,886</b>	<b>86,353</b>

As at 31 December 2017, There is no non-current assets due from shareholders holding more than 5% (inclusive) of the voting rights or related parties. (31 December 2016: Nil).

## 23. Provision for asset impairment

	31 December 2016	Current year addition	Current year decrease		Exchange differences arising from translating foreign currencies	31 December 2017
			Reversal	Write-off		
Provision for doubtful debts						
Including: provision for doubtful debts of accounts receivable	629,236	229,452	(89,260)	(465)	(11,786)	757,177
Provision for doubtful debts of other receivables	1,580,439	147,281	(28,699)	(1,295,238)	(7,240)	396,543
Provision for doubtful debts of advances to suppliers	226,967	57,228	(504)	(1,261)	(13)	282,417
Provision for doubtful debts of long-term receivables (including Non-current assets due within one year)	792,246	138,934	(15,275)	(48,432)	(2,481)	864,992
Provision for decline in value of inventories	319,004	249,617	(75,685)	(119,171)	594	374,359
Provision for impairment of long-term equity investments	2	-	-	-	-	2
Provision for impairment of available-for-sale financial assets	3,065	-	-	-	-	3,065
Provision for impairment of fixed assets	369,259	20,252	-	(99,681)	190	290,020
Provision for impairment of construction in progress	2,421	-	-	(1,101)	-	1,320
Provision for impairment of intangible assets	175,672	-	-	(6,739)	(5,626)	163,307
Provision for impairment of goodwill	136,308	38,000	-	-	(1,185)	173,123
<b>Total</b>	<b>4,234,619</b>	<b>880,764</b>	<b>(209,423)</b>	<b>(1,572,088)</b>	<b>(27,547)</b>	<b>3,306,325</b>

Please refer to the respective notes of the assets for reasons of the provisions.

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 24. Restricted assets

As at 31 December 2017, assets with restrictions in their ownership are as follows:

	Note	31 December 2016	Current year addition	Current year decrease	Exchange differences arising from translating foreign currencies	31 December 2017
– Cash at bank and on hand	IV.1	987,257	424,136	(57,557)	–	1,353,836
– Notes receivable	IV.3	206,753	38,486	(151,704)	–	93,535
– Long term receivables	IV.12	8,164,729	307,977	(457,683)	–	8,015,023
– Fix assets	IV.15	398,144	–	(44,813)	–	353,331
Total		9,756,883	770,599	(711,757)	–	9,815,725

Long term receivables are used as collateral for mortgage loan. Notes receivables are used for rediscounting, pledge for letter of guarantee and pledge for pool of notes. Refer to IV.15 for non-current restrictions with restrictions which are used as collateral for long term payables. Refer to Note IV.25 for details of short-term pledged borrowings. The restricted cash at bank and on hand were security deposits, and deposits in the People's Bank of China by Finance Company.

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 25. Short-term borrowings

## (1) Classification of short-term borrowings:

	Note	31 December 2017	31 December 2016
<b>Guaranteed</b>	(a)		
USD		417,560	2,938,354
RMB		1,506,156	937,852
EUR		364,490	61,487
Sub-total		2,288,206	3,937,693
<b>Pledged</b>	(b)		
RMB		96,987	59,902
<b>Unsecured</b>			
USD		10,133,467	7,427,465
EUR		197,552	478,076
RMB		2,330,975	3,613,782
HKD		249,100	–
Others		–	48,649
Sub-total		12,911,094	11,567,972
<b>Discounted notes</b>			
RMB		21,060	164,220
<b>Total</b>		<b>15,317,347</b>	<b>15,729,787</b>

- (a) As at 31 December 2017, guaranteed borrowings of the Group consisted of the following: The subsidiary Hongxin Berg secured a guarantee loan of RMB112,000,000 from the subsidiary CIMC financing and leasing; the subsidiary CIMC Raffles was guaranteed by CIMC Raffles Marine Engineering (Singapore) Pte Ltd and Yantai CIMC Raffles Shipyard. Guaranteed borrowings amounted to RMB1,100,294,000 and US\$40,393,000 (equivalent to RMB264,006,000); Subsidiary C&C Trucks provided guaranteed loan of RMB210,000,000 guaranteed by the Company; Subsidiary CIMC financing and leasing Guaranteed loan guaranteed by the Company and CIMC HK RMB3,000,000, USD23,500,000 (equivalent to RMB153,554,000); Guaranteed loan of RMB80,862,000 provided by the company's subsidiary C&C Trucks marketing with guarantee from the Company, EUR46,728,000 (equivalent to RMB364,490,000) from guarantee loan of subsidiary Ziegler's guarantee provided by the Company.
- (b) As at 31 December 2017, the pledged loans of the Group was loans from the People's Bank of China pledged with notes receivables which was applied by the Finance Company, amounting to 48,487,000 and loans of C&C Trucks pledged with Bank acceptance bill from China Merchants Bank Co., Ltd. Wuhu Branch, amounting to 48,500,000.
- (c) As at 31 December 2017, there was no short-term borrowings owed to shareholders holding more than 5% (including 5%) of the voting rights of the Group or related parties.
- (d) As at 31 December 2017, the interest rate of short term borrowing ranged from 1.30% to 6.09% (31 December 2016: 0.65% to 16.41%).

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 26. Financial liabilities at fair value through profit or loss

	Note	31 December 2017	31 December 2016
<b>Current</b>			
1. Derivative financial liabilities			
– Forward foreign exchange contracts	IV.2(4)	241	12,022
– Foreign exchange option contracts	IV.2(5)	819	–
– Currency swap	IV.2(7)	1,351	–
– Interest rate swap	IV.2(6)	614	–
2. Hedging Instrument		–	4,244
3. Contingent consideration in acquisition		–	125,540
Sub-total		3,025	141,806
<b>Non-current</b>			
1. Derivative financial liabilities			
– Interest rate swap	IV.2(6)	–	3,816
2. Financial guarantee contracts		37,807	57,419
Sub-total		37,807	61,235
Total		40,832	203,041

## 27. Notes payable

	31 December 2017	31 December 2016
Bank acceptance notes	1,331,106	1,050,745
Trade acceptance notes	454,350	500,837
Total	1,785,456	1,551,582

The above notes payable are due within one year.

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**IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****28. Accounts payable**

(1) The Group's accounts payable is as follows:

	31 December 2017	31 December 2016
Due to raw materials suppliers	10,124,956	8,303,845
Integrated logistics service charges	559,737	461,925
Project contract charges	341,552	259,029
Project procurement charges	387,357	658,048
Due to equipment suppliers	579,407	150,029
Transportation charges	81,816	135,159
Processing charges	43,661	129,178
Others	97,825	63,738
<b>Total</b>	<b>12,216,311</b>	<b>10,160,951</b>

The analysis of accounts payable is as follows:

	31 December 2017	31 December 2016
Within 1 year (inclusive)	11,538,059	9,535,350
1 to 2 years (inclusive)	313,282	414,188
2 to 3 years (inclusive)	157,749	153,893
Over 3 years	207,221	57,520
<b>Total</b>	<b>12,216,311</b>	<b>10,160,951</b>

As at 31 December 2017, accounts payable over 1 year with a carrying amount of 678,252,000 (31 December 2016: 625,601,000) are mainly payables related to offshore engineering business and energy and chemical business. Since the production cycle of the offshore business engineering project and energy and chemical business is usually more than one year, the payables have not yet been settled.

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## 28. Accounts payable (Continued)

- (2) As at 31 December 2017, there was no accounts payable owed to shareholders holding more than 5% (including 5%) of the voting rights of the Group. Accounts payable owed to related parties are as listed follows:

Company name	Relationship with the Group	31 December 2017		31 December 2016	
		Amount	% of total balance	Amount	% of total balance
Y&C Engine	Joint venture	45,506	0.37%	66,157	0.65%
Shaanxi Zhongqi	Minority shareholders of subsidiaries	20,300	0.17%	–	–
Qingchen Bamboo	Associates	17,097	0.14%	8,138	0.08%
Ningguo guangshen	Associates	16,999	0.14%	–	–
Xuzhou CIMC Wood Co., Ltd	Associates	14,813	0.12%	17,905	0.18%
Guangxi southern logistics	Joint venture	8,884	0.07%	–	–
TSC	Associates	7,959	0.07%	25,727	0.25%
Ningxia changming	Associates	2,931	0.02%	–	–
Asahi Trading Co.,Ltd	Minority shareholders of subsidiaries	2,162	0.02%	15,902	0.16%
Other related parties		1,844	0.01%	13,108	0.13%
<b>Total</b>		<b>138,495</b>	<b>1.13%</b>	<b>146,937</b>	<b>1.45%</b>

## 29. Advances from customers

## (1) Advances from customers

	31 December 2017	31 December 2016
Advances for goods	4,074,032	3,167,715
Advances for property	282,207	208,583
Advances for construction	168,297	155,912
Advances for trade and logistics	51,218	70,508
Others	48,334	177,976
<b>Total</b>	<b>4,624,088</b>	<b>3,780,694</b>

As at 31 December 2017, advances from customers over 1 year with a carrying amount of 289,060,000 (31 December 2016: 330,291,000), are mainly rental in advance and project payments related to offshore business engineering business. Since the production cycle of the offshore business engineering project is usually more than one year, the advances from customers have not yet been settled.

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29. Advances from customers (Continued)

(2) As at 31 December 2017, there is no advances from customers from those who hold 5% or more of the voting rights or related parties. Pre-acquisition of related parties is as follows:

Company name	Relationship with the Group	31 December 2017		31 December 2016	
		Amount	% of total balance	Amount	% of total balance
New Horizons Shipping UG	Joint venture	47,046	1.02%	-	-
Shaanxi Zhongqi	Minority shareholders of subsidiaries	895	0.02%	40	0.00%
Beijing Bowei Aviation Facilities Management Co., Ltd. ("Beijing Bowei")	Minority shareholders of subsidiaries	-	-	12	0.00%
Other related parties		2	0.00%	-	-
<b>Total</b>		<b>47,943</b>	<b>1.04%</b>	<b>52</b>	<b>0.00%</b>

30. Employee benefits payable

	Note	31 December 2017	31 December 2016
Short-term wages	(1)	2,678,016	2,090,125
Defined contribution plans	(2)	31,862	24,156
Dismission welfare	(3)	3,604	827
		<b>2,713,482</b>	<b>2,115,108</b>



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## 30. Employee benefits payable (Continued)

## (1) Short-term wages

	31 December 2016	Current year addition	Current year decrease	Exchange differences arising from translating foreign currencies	31 December 2017
Wages and salaries, bonuses, allowances and subsidies	1,699,319	5,711,262	(5,181,633)	2,210	2,231,158
Profit-sharing and senior management bonus	205,151	103,239	(17,051)	–	291,339
Housing funds	6,118	227,403	(208,571)	(99)	24,851
Labor union funds and employee education funds	62,236	43,526	(40,978)	(740)	64,044
Social security contributions and others	12,517	183,995	(178,953)	–	17,559
Including: Medical insurance	9,564	152,990	(149,110)	–	13,444
Work injury insurance	1,583	19,921	(19,425)	–	2,079
Maternity insurance	1,370	11,084	(10,418)	–	2,036
Other short-term wages	104,784	687,222	(743,879)	938	49,065
Total	2,090,125	6,956,647	(6,371,065)	2,309	2,678,016

## (2) Defined contribution plans

	31 December 2016	Current year addition	Current year decrease	Exchange differences arising from translating foreign currencies	31 December 2017
Basic pensions	21,455	432,596	(426,205)	–	27,846
Unemployment insurance	2,554	10,381	(9,125)	–	3,810
Enterprise annuities	147	2,761	(2,702)	–	206
Total	24,156	445,738	(438,032)	–	31,862

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**30. Employee benefits payable (Continued)**

**(3) Dismission welfare**

	31 December 2017	31 December 2016
Others (i)	3,604	827

(i) As at 31 December 2017, the Group provide other compensation amounting to 3,604,000 to compensate for the termination of employment relationship.

Salaries, bonuses, allowances and subsidies shall be the Group's performance-related bonuses based on the Group's annual performance assessment plan and results of the Group, except for the amount of wages accrued for current month but to be paid next month. According to the requirement of the performance assessment plan, annual accrued bonus would be paid over three years based on the percentage determined by the management; therefore, there was a balance of such accrued bonus at the end of the year.

Enterprise annuity plan is established to safeguard the employee's standard of living after retirement. Every year, companies pay 3% of the total annual wages, and individuals pay 1% of the base. Employees who meet the conditions can choose to draw 0% to 100% of the annuities all at once or in installments based on their length of service. Besides, the fund is managed by hand, when a loss is reported or under special conditions, the payment can be suspended. There is no need to make a supplementary payment.

Profit-sharing and senior management bonus is determined on the assessment of certain key performance index. The above bonus is proposed by Chief Executive Officer of the Group and the payment is subject to review and approval by board chairman and vice board chairman of the Group. The balance was the unpaid Profit-sharing and senior management bonus accrued in prior years.

**31. Taxes payable**

	31 December 2017	31 December 2016
Value-added-tax payable	186,770	209,180
Business tax payable	6,487	8,098
Enterprise income tax payable	822,993	641,098
Withholding individual income tax	32,777	24,180
City maintenance and construction tax payable	26,230	22,517
Educational surcharge payable	16,385	14,824
Land appreciation tax	184,597	92,177
Others	87,747	79,956
<b>Total</b>	<b>1,363,986</b>	<b>1,092,030</b>

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 32. Interest payable

	Note	31 December 2017	31 December 2016
Interest of redemption rights of strategic investors	IV. 43	199,980	135,990
Interest of short-term borrowings		39,082	76,730
Interest of corporate bonds		86,241	70,249
Interest of long-term borrowings		52,490	20,406
<b>Total</b>		<b>377,793</b>	<b>303,375</b>

## 33. Dividends payable

	31 December 2017	31 December 2016
Due to minority shareholders of subsidiaries	254,434	16,746

## 34. Other payables

(1) The analysis of the Group's other payables is as follows:

	Note	31 December 2017	31 December 2016
Advance received		2,272,430	1,892,437
Accruals		1,881,848	1,490,340
Amount due to minority shareholders	(3)	760,942	111,054
Quality guarantees		638,480	593,210
Transportation expenses		314,679	315,605
Demolition compensation		239,828	–
Equipment or land use rights		95,402	185,777
External commission		65,395	73,619
Equity payable on Yangshan services		27,517	23,200
Insurances		20,755	12,732
Professional and training fees		16,930	17,897
Royalties		2,063	601
Housing maintenance fees		280	5,456
Others		517,992	432,145
<b>Total</b>		<b>6,854,541</b>	<b>5,154,073</b>

(2) Significant other payables aged over one year mostly consist of unsettled quality guarantee, vehicle mortgage guarantee and various deposits.

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## 34. Other payables (Continued)

- (3) As at 31 December 2017, there was no other payables owed to shareholders holding more than 5% (including 5%) of the voting rights of the Group. Other payables owed to related parties are as listed follows:

Company name	Relationship with the Group	31 December 2017		31 December 2016	
		Amount	% of total balance	Amount	% of total balance
Country Garden Real Estate Group Co., Ltd. ("Country Garden Real Estate")	Minority shareholder of subsidiary	707,143	10.32%	–	–
Gasfin	Minority shareholder of subsidiary	51,329	0.75%	46,990	0.91%
Lihua Energy	Associate	33,605	0.49%	37,690	0.73%
Shanghai Fengyang	Associate	26,390	0.39%	26,390	0.51%
Y&C Engine	Joint venture	12,729	0.19%	–	–
Ningxia Changming	Associate	11,900	0.17%	11,900	0.23%
Zhongyi Xinwei	Associate	3,500	0.05%	–	–
Xinyang wood	Associate	3,118	0.05%	–	–
Inland Services B.V. (Netherlands)	Minority shareholder of subsidiary	1,757	0.03%	7,270	0.14%
OOS-International B.V.	Associate	1,568	0.02%	–	–
Beijing Bowei	Minority shareholder of subsidiary	713	0.01%	–	–
Shunde Fu Ri Real Estate Investment Co., Ltd. ("Fuzhou Shunde")	Minority shareholder of subsidiary	–	–	56,794	1.10%
TSC	Associate	–	–	6,766	0.13%
Other related parties		260	0.00%	11,584	0.22%
<b>Total</b>		<b>854,012</b>	<b>12.47%</b>	<b>205,384</b>	<b>3.98%</b>

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## 35. Provisions

	Note	31 December 2016	Addition from acquisition	Current year additions	Current year payment	Current year reversal	Exchange differences arising from translating foreign currencies	31 December 2017
Product warranties	(1)	690,574	99,997	483,364	(117,117)	(229,025)	(10,378)	917,415
Loss of pending actions		43,490	–	107,948	–	(3,963)	(2,327)	145,148
Relocation compensation		–	–	131,625	–	–	–	131,625
Guarantees for third parties	(2)	79,104	–	–	(79,104)	–	–	–
Others	(3)	34,261	–	9,337	(23,000)	(2,474)	2,592	20,716
<b>Total</b>		<b>847,429</b>	<b>99,997</b>	<b>732,274</b>	<b>(219,221)</b>	<b>(235,462)</b>	<b>(10,113)</b>	<b>1,214,904</b>

- (1) The Group provides after-sales repair warranty to the customers, ranging from two to seven years for containers, one year for trailers, one to seven years for tank equipments, one to two years for airport ground facilities and one year for offshore business after delivery of vessels. The Group will provide repair and maintenance services in accordance with sales contracts during the warranty period in the event of any non-accidental breakdown or quality problems. The balance of "Provisions – Warranties for product quality" represents the Group's estimated obligation for such warranties of products sold out during the year and in the previous fiscal years.
- (2) As at 5 August 2016, The People's Court of Qidong City, Jiangsu Province made (2016) Su 0681 Min Po 10 "civil ruling", to make SOE officially enter the bankruptcy liquidation procedures. On SOE's First Creditors Conference meeting held on 19 November 2016, the Company was informed that the steel suppliers such as Shanxi TISCO Stainless Steel Co., Ltd., Anshan Iron & Steel Co., Ltd. and Shanghai Baosteel Pudong International Trade Co., Ltd. have declared creditor's rights amounted to a total of 98,880,000, and proposed CIMC Group has the guarantor's obligation to repay on behalf of SOE. Although all declared claims are in the recognizing procedure by the insolvency representative, the Company, for the sake of prudence, has recorded contingent liability at the amount of 79,104,000, representing 80% of claims in the 2016 financial report, in accordance with the latest financial situation of SOE and its future solvency and other liquidity. As of December 31, 2017, the amount was fully paid and the obligation for compensation has been settled.
- (3) HI, one of the subsidiaries, provides the guarantee for the banking loans by which the customers buy vehicle products from HI. HI would accrue a provision for the ending balance of the loan guarantee, considering the credit quality.

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## 36. Current portion of non-current liabilities

The Group's current portion of non-current liabilities are analysed by categories as follows:

	Note	31 December 2017	31 December 2016
Current portion of long-term borrowings	IV.38		
– Unsecured		2,134,980	3,401,313
– Mortgaged		1,476,028	–
– Guaranteed		371,618	124,397
		3,982,626	3,525,710
Current portion of long-term payables			
Finance lease payable		107,388	136,571
Less: unrealised financing expense		(14,034)	(15,826)
Finance lease payable-net	IV.40	93,354	120,745
Others		7,255	17,567
		100,609	138,312
Others		2,344	3,850
Total		4,085,579	3,667,872

## 37. Other current liabilities

	Note	31 December 2017	31 December 2016
Commercial paper issued by the Group	(1)	588,235	1,666,966
Others		7,672	20,796
		595,907	1,687,762

- (1) The Commercial paper was issued by CIMC Fortune Holdings Limited ("Fortune"), the subsidiaries of the Group. As at 20 May 2016, Fortune signed a cooperation framework agreement with Mei Long Bank and Goldman Sachs for the issuance of a US\$450 million commercial paper project in London. The agreement lasts for three years. As of December 31, 2017, the amount of notes issued by Fortune was US\$ 90,000,000 (equivalent to RMB588,235,000), the issue date was October 17, 2017, and the maturity date was January 17, 2018.

As of December 31, 2016, the amount of notes issued by Fortune was 100 million euros (equivalent to RMB730,444,000), the issue date was December 13, 2016, and the maturity date was January 13, 2017; The notes issued by CIMC Hong Kong amount to US\$135,000,000 (equivalent to RMB936,522,000), and the issuance date is December 7, 2016, and the maturity date is February 10, 2017.

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 38. Long-term borrowings

## (1) Classification of long-term borrowings

	Note	31 December 2017	31 December 2016
Bank borrowings			
– Unsecured		10,668,493	11,496,937
– Mortgaged	(i)	5,236,902	6,260,830
– Guaranteed	(ii)	12,217,399	12,791,165
		28,122,794	30,548,932
Less: current portion of long-term borrowings			
– Unsecured		2,134,980	3,401,313
– Mortgaged	(i)	1,476,028	–
– Guaranteed	(ii)	371,618	124,397
		3,982,626	3,525,710
Total		24,140,168	27,023,222

(i) As at December 31, 2017, the Group's long-term collateralized borrowings were CIMC Leasing's contracted object of its financial leases as collateral to borrow from the bank USD810,460,000 (equivalent to RMB5,236,902,000). The long-term collateralized borrowings which will expire within one year amount to USD225,893,000 (equivalent to RMB1,476,028,000).

(ii) As at 31 December 2017, the Group's long-term guaranteed borrowings were comprised of the following: bank borrowing of Fortune amounted to USD1,487,000,000 (equivalent to RMB9,718,954,000) which were guaranteed by the Company and CIMC HK, among which the current portion amounted to USD48,811,000 (equivalent to RMB318,940,000); The guarantee loan amount to RMB7,203,000 guaranteed by the subsidiary CITIC Intelligent Technology Co., Ltd. of Dongguan CIMC Intelligent Technology Co., Ltd.; the guarantee loan of CIMC Vehicles UK Limited ("Vehicles UK") guaranteed by the company amount to GBP27,000,000 (equivalent to RMB237,050,000), including the long-term borrowings expire during one year were GBP6,000,000 (equivalent to RMB52,678,000); the guarantee loan provided by Hongxin Boguee for its subsidiary CIMC Leasing was RMB150,363,000.

(2) No amount due to the shareholders who hold 5% or more of the voting rights of the Company or due to related parties is included in the above balance of long-term borrowings. (2016: nil)

(3) As at 31 December 2017, the interest rate of long-term borrowing ranged from 1.20% to 7.03% (31 December 2016: 1.45% to 6.37%).

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 39. Debentures payable

	31 December 2016 and 31 December 2017
Medium-term notes	7,986,500

## (1) Related information is as follows:

Debenture name	Par value	Issuance date	Maturity	Issuance amount
Medium-term notes -16CIMC MTN1 (i)	3,500,000	2016/8/11	3 years	3,500,000
Medium-term notes -16CIMC MTN2 (i)	2,500,000	2016/8/22	3 years	2,500,000
Medium-term notes -16CIMC MTN3 (ii)	2,000,000	2016/10/17	3+N years	1,986,500
Total	8,000,000			7,986,500

- (i) The Company can issue medium-term notes in the national inter-bank bond market. The company issued its first medium-term notes (MTN) with amount of 3.5 billion on 11 August 2016 with a ceiling of 6 billion to institutional investors in the national inter-bank bond market; with par value of 100 per note and fixed interest rate of 3.07% per annum. Interest is to be paid on 11 August each year in the arrears until redemption and par value to be paid on 11 August 2019. The notes are unsecured and targets institutional investors in the national inter-bank market. As at 22 August 2016, the Company made the second issue with amount of 2.5 billion with par value of 100 per note and fixed interest rate of 3.15% per annum was successfully issued publicly. Interest is to be paid on 22nd August each year in the arrears until redemption and par value to be paid on 22 August 2019. The notes are unsecured and targets institutional investors in the national inter-bank market.
- (ii) As at 17 October 2016, the Company issued medium-term notes with amount of 2 billion at face value. The net amount after deducting the issue fee was RMB1,986,500,000. The medium-term notes are issued for general corporate finance purposes. The first three interest-bearing years are accrued at an interest rate of 3.89% per annum and are paid annually from October 14, 2017 and the Company can choose a deferred interest payment. From the fourth interest-bearing year, the coupon rate is reset every 3 years. The medium-term notes have no fixed expiry dates and may be redeemed by the Company on or after October 14, 2019 at their nominal value, together with a payment of any accrued, unpaid or deferred interest. Before the settlement of deferred interest (including the interest of deferred interest), the issuer can not distribute dividend, reduce capital or any other payment to securities that are inferior to the midterm notes. As a result of the holder's protection clause, without the waiver of the note holder, the Company is required to repay the principal and interest if the Company and subsidiaries that it hold is more than 80% equity has failed to settle any financial institution loans due or exceed the agreed amount. Therefore, the medium term notes are treated as liabilities.



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## 40. Long-term payables

	31 December 2017	31 December 2016
Financial Lease payables	229,806	323,920
Less: unrealised financing expenses	(10,585)	(34,723)
Financial Lease payables-net	219,221	289,197
Payable to minority shareholders	–	120,789
Deposits payable	101,834	117,922
Others	26,214	1,464
Total	347,269	529,372

## (1) Details of financial leasing payables

As at 31 December 2017, the total future minimum lease payments under finance leases, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the balance sheet date), were as follows:

	31 December 2017	31 December 2016
Minimum lease payments		
Within 1 year (inclusive)	107,388	136,571
Over 1 year but within 2 years (inclusive)	182,388	287,267
Over 2 years but within 3 years (inclusive)	5,427	3,564
Over 3 years	41,991	33,089
Sub-total	337,194	460,491
Less: unrecognised finance expenses	(24,619)	(50,549)
Carrying amounts	312,575	409,942

The Group had no financial leasing guaranteed by independent third party during the year.

## (2) As at 31 December 2017, there is no amount due to the shareholders who hold 5% or more of the voting rights of the Company. Amount due to related parties is as follows:

Company name	Relationship with the Group	31 December 2017	31 December 2016
Shunde Furi	Subsidiaries minority shareholder	–	120,789

Shunde Furi is no longer a minority shareholder of the Group's subsidiaries from July 2017.

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**IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**41. Payables for specific projects**

	31 December 2016	Current year addition	Current year decrease	31 December 2017
Project funds	9,704	5,360	(937)	14,127

**42. Deferred income**

	Note	31 December 2016	Current year addition	Current year decrease	31 December 2017	Reason
Government grants	(1)	829,742	189,452	(178,108)	841,086	Government Grants received, to be recognised in future periods
Others		9,996	776	(5,626)	5,146	Outright sale of operating leasing receivables, to be recognised in future periods
Total		839,738	190,228	(183,734)	846,232	

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 42. Deferred income (Continued)

## (1) Government grants

	31 December 2016	Increase in the current year	Decrease in the current year					31 December 2017	Asset related/ Income related	
			Fixed assets	Other income	General and administrative expenses	Financial expenses	Non- operating income			Non- operating expenses
Yantai Raffles National Development and Reform Commission on the release of industrial upgrading project budget report	200,000	-	-	(11,460)	-	-	-	-	188,540	Asset related
Enric relocation compensation	184,253	-	-	(7,132)	-	-	-	-	177,121	Asset related
Enric new factory government grants	80,396	-	-	(3,469)	-	-	-	-	76,927	Asset related
Shanxi CIMC Vehicle Industry Garden construction grants	54,052	-	-	(7,668)	-	-	-	-	46,384	Asset related
Ningbo Container Manufacture industry support funds	38,000	-	-	-	-	-	-	-	38,000	Asset related
TAS industrial base project	28,291	4,220	-	(3,899)	-	-	-	-	28,612	Asset related
QDCRC world bank foaming equipment project	-	27,730	-	(193)	-	-	-	-	27,537	Asset related
C&C Trucks government build donation	30,000	-	-	(2,679)	-	-	-	-	27,321	Asset related
Marine Engineering Equipment Testing and Testing Platform Construction	-	14,840	-	-	-	-	-	-	14,840	Asset related
Marine Engineering Equipment Testing Platform Construction	-	-	-	-	-	-	-	-	-	-
QDSCR world bank foaming equipment project	-	13,578	-	(94)	-	-	-	-	13,484	Asset related
Taicang CIMC Special Logistics Equipment Co. Ltd.	11,396	-	-	(304)	-	-	-	-	11,092	Asset related
TCCIMC land compensation	9,862	-	-	(263)	-	-	-	-	9,599	Income related
XHCIMCS Zhujiang river bank advanced equipment manufacturing special fund	-	9,968	-	(1,528)	-	-	-	-	8,440	Asset related
EMA deepwater semi-submersible support platform project	-	9,271	-	(1,066)	-	-	-	-	8,205	Asset related
NTCIMCS major achievements transformation project	-	8,000	-	-	-	-	-	-	8,000	Asset related
CQLE Land grant fee refund	8,021	-	-	(201)	-	-	-	-	7,820	Income related
Zhenhua Group Drop and Pull Transport program	7,844	-	-	(271)	-	-	-	-	7,573	Asset related
Yantai Raffles Marine Equipment Virtual Reality Training R&D Center	-	7,022	-	-	-	-	-	-	7,022	Asset related
High-end marine engineering equipment innovation capacity building project	-	7,000	-	-	-	-	-	-	7,000	Asset related
TAS information technology development special fund	7,348	-	-	(1,268)	-	-	-	-	6,080	Asset related
MEA-other	6,301	-	-	-	-	-	-	-	6,301	Asset related

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IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

42. Deferred income (Continued)

(1) Government grants (Continued)

	31 December 2016	Current year additions	Decrease in the current year						31 December 2017	Asset related/ Income related
			Fixed assets	Other income	General and administrative expenses	Financial expenses	Non- operating income	Non- operating expenses		
MEA special funds to support industrial innovation	5,520	-	-	-	-	-	-	-	5,520	Asset related
Shenzhen Super Luxury Yacht R&D Design Laboratory Project	-	5,000	-	(85)	-	-	-	-	4,915	Asset related
A variety of communication interface special equipment controller and system industrialization project	3,000	2,180	-	(1,000)	-	-	-	-	4,180	Asset related
Yantai Raffles Seventh Generation Super Deepwater Drilling Platform (Boat) Innovation Special	26,504	19,013	-	(41,430)	-	-	-	-	4,087	Asset related
Shenzhen Star Base Equipment and Technology Engineering Laboratory Project	5,000	-	-	(917)	-	-	-	-	4,083	Asset related
Land supporting funds and technical R&D funds of Shandong vehicles	4,270	-	-	(225)	-	-	-	-	4,045	Asset related
Transformation project of high-tech in Jiangsu Province of Yangzhou Runyang	2,256	-	-	(225)	-	-	-	-	2,031	Asset related
C&C Truck equipment financing lease subsidies	-	2,626	-	(613)	-	-	-	-	2,013	Asset related
TAS technology development fund	886	-	-	(97)	-	-	-	-	789	Asset related
Corporate Government Grants of CCHQ	-	4,000	-	(4,000)	-	-	-	-	-	Income related
Environmentally friendly mega deepwater floating production storage unit(FPSO) and application of the South China Sea	6,000	-	-	(6,000)	-	-	-	-	-	Asset related
Government subsidies of XHCIMCS	17,362	-	-	(17,362)	-	-	-	-	-	Asset related
Government subsidies of Xinhui Modular Building Manufacturing	10,764	-	-	(10,764)	-	-	-	-	-	Asset related
Others	82,416	55,004	-	(53,895)	-	-	-	-	83,525	Asset related/ Income related
<b>Total</b>	<b>829,742</b>	<b>189,452</b>	<b>-</b>	<b>(178,108)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>841,086</b>	

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 43. Other non-current liabilities

	Notes	31 December 2017	31 December 2016
Capital increment from strategic investors	(1), (2)	1,249,826	1,549,826
Commitment of dividends to minority shareholders	IV. 5(7)(i)	487,632	487,632
Platform special inspection fees		–	73,421
Rental advance		11,607	12,677
Other		22,681	–
		<b>1,771,746</b>	<b>2,123,556</b>

- (1) As at 18 December 2015, Shanghai Taifuxiangzhong Private Equity Fund (Limited Partnership), Nanshan Dacheng New Material Investing Partnerships (LLP), Sumitomo Corporation and Shenzhen Dragon-Source Harbor City Investing Development Co., Ltd. (together referred to as "new strategic investors") entered an additional investment on CIMC Vehicle (Group) Co., Ltd. (referred to as "HI") contract with the Company, China Resources Shenzhen International Trust Investment Co., Ltd and China International Marine Containers (Hong Kong) Limited (together referred to as "original shareholders"); in January 2016, new strategic investors provide additional investment on HI USD166,173,000 (equivalent to RMB1,089,580,000, based on the exchange rate on 22 January 2016), USD15,233,000 (equivalent to RMB100,000,000); In December 2015, new strategic investors provide additional investment on HI amounted to USD9,288,117 (equivalent to RMB60,246,000, based on the exchange rate on 18 December 2015) and 100,000,000 respectively; after the additional investing, their shares on HI will be 16.822%, 1.544%, 0.929% and 1.544% of whole HI shares. Also, the contract regulates that if HI cannot launch a valid IPO before 31 December 2020, new strategic investors (except Shenzhen Drag-on-Source Harbor City Investing Development Co., Ltd.) would have the right to ask the Company to re-purchase their shares on HI in the form of cash. The repurchase price should be the sum of (a) the subscription price that the individual new strategic investor actually paid in this additional investing and (b) the total interest calculated based on 8% single interest per year and the period covered from the date of the subscription price actually paid to the date the controlling shareholders fully pay the repurchase amount.

The equity of HI that the investors have right to ask repurchase should be fully recognised as a liability because of the existence of right of repurchase; as at 31 December 2017, the relevant liability was 1,249,826,000 (31 December 2016: 1,249,826,000).

- (2) As at 18 February 2016, 5 new investors signed contract with CIMC Electricity Commerce, the subsidiary of the Company. The new investors injected capital to CIMC Electricity Commerce with amount of 300,000,000. Meanwhile, the new investors have the rights to ask the Company to repurchase their shares of CIMC Electricity Commerce in the form of cash under some conditions.

The equity of CIMC Electricity Commerce that the investors have right to ask repurchase should be fully recognised as a liability because of the existence of right of repurchase; as at 31 December 2016, the relevant liability was 300,000,000. As of 31 December, 2017, the Group had disposed of the entire equity of CIMC E-commerce (Note V. 2).

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 44. Share capital

	31 December 2016 '000	Current year additions '000	Current year decrease '000	Change of shares subject to selling restriction '000	31 December 2017 '000
Shares subject to trading restriction					
– Held by domestic natural person	699	–	–	(200)	499
Shares not subject to trading restriction					
– RMB-denominated ordinary shares	1,261,301	4,312	–	200	1,265,813
– Foreign shares listed overseas	1,716,577	–	–	–	1,716,577
Total	2,978,577	4,312	–	–	2,982,889

	31 December 2015 '000	Current year additions '000	Current year decrease '000	Change of shares subject to selling restriction '000	31 December 2016 '000
Shares subject to trading restriction					
– Held by domestic natural person	866	21	–	(188)	699
Shares not subject to trading restriction					
– RMB-denominated ordinary shares	1,260,377	736	–	188	1,261,301
– Foreign shares listed overseas	1,716,577	–	–	–	1,716,577
Total	2,977,820	757	–	–	2,978,577

The par value of the aforesaid shares was RMB1.00.

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 45. Other equity instruments

	31 December 2016	Current year issuance	Other changes in current year	30 December 2017
Perpetual bonds	2,049,035	87,808	(103,800)	2,033,043

	31 December 2015	Current year issuance	Other changes in current year	30 December 2016
Perpetual bonds	2,033,043	119,792	(103,800)	2,049,035

As at 16 June 2015, the Group issue unsecured perpetual bond at par value of 2,000 million. The net value amounted to 1,981,143,000 after the deduction of issue expenses. The equity instrument was issued for common corporate financing. The interest rate is 5.19% per annum at the first 3 interest-bearing year. From 16 June 2016, the interest is paid once a year and the Group can choose to defer the payment. As of the fourth interest-bearing year, the coupon rate is reset every 3 years. This instrument has no settled maturity date, and the Group can choose to buy it back at the par value together with any accrued, unpaid or deferred interest after 16 June 2018 or later. Before the settlement of deferred interest (including the interest of deferred interest), the issuer can not distribute dividend, reduce capital or any other payment to securities that are inferior to the midterm notes of current period.

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 46. Capital surplus

	31 December 2016	Current year additions	Current year decrease	31 December 2017
Share premium	3,590,421	73,823	–	3,664,244
Other capital surplus:				
– Exchange reserve on foreign currency capital	692	–	–	692
– Donated non-cash assets reserve	257	–	–	257
– Equity settled share-based payment	420,004	10,789	(30,077)	400,716
– Capital surplus due to share option exercised by subsidiary	15,967	–	(799)	15,168
– Capital surplus due to minority shareholders' contribution	435,101	1,001,904	–	1,437,005
– Decrease in minority interests resulted from disposal of subsidiary (not loss the controlling rights on the subsidiary)	900,031	4,869	–	904,900
– Capital surplus due to corporate restructuring	(42,696)	–	–	(42,696)
– Capital surplus due to acquiring minority shareholders' equity	(246,669)	–	(280,185)	(526,854)
– Capital surplus due to minority shareholders' contributor	(58,964)	–	–	(58,964)
– Effect of functional currency change	(406,795)	–	–	(406,795)
– Capital surplus due to acquisition or establishment of subsidiary	(51,925)	–	–	(51,925)
– Redemption right granted to minority shareholders	(1,549,826)	300,000	–	(1,249,826)
Others	120,987	2,754	–	123,741
<b>Total</b>	<b>3,126,585</b>	<b>1,394,139</b>	<b>(311,061)</b>	<b>4,209,663</b>



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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 46. Capital surplus (Continued)

	31 December 2015	Current year additions	Current year decrease	31 December 2016
Share premium	3,577,648	12,773	–	3,590,421
Other capital surplus:				
– Exchange reserve on foreign currency capital	692	–	–	692
– Donated non-cash assets reserve	257	–	–	257
– Equity settled share-based payment	402,887	22,316	(5,199)	420,004
– Capital surplus due to share option exercised by subsidiary	14,275	1,692	–	15,967
– Capital surplus due to minority shareholders' contribution	207,660	227,441	–	435,101
– Decrease in minority interests resulted from disposal of subsidiary (not loss the controlling rights on the subsidiary)	899,128	903	–	900,031
– Capital surplus due to corporate restructuring	(42,696)	–	–	(42,696)
– Capital surplus due to acquiring minority shareholders' equity	(224,430)	–	(22,239)	(246,669)
– Capital surplus due to minority shareholders' contribution	(58,964)	–	–	(58,964)
– Effect of functional currency change	(406,795)	–	–	(406,795)
– Capital surplus due to acquisition or establishment of subsidiary	(51,925)	–	–	(51,925)
– Recognition of buy-back right granted to minority shareholders	(1,249,826)	–	(300,000)	(1,549,826)
Others	113,952	7,035	–	120,987
<b>Total</b>	<b>3,181,863</b>	<b>272,160</b>	<b>(327,438)</b>	<b>3,126,585</b>

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 47. Other Comprehensive Income

	2017					31 December 2017
	31 December 2016	Pre-tax amount incurred in current year	Less: Income tax	Post-tax amount attributable to the Company	Post-tax amount attributable to the minority	
Item that may be reclassified subsequently to profit and loss:						
- Property revaluation reserve	43,754	-	-	-	-	43,754
- Change in fair value of available-for-sale financial assets	(3,344)	862	(294)	568	-	(2,776)
- Cash flow hedges	80	4,299	(645)	3,654	-	3,734
- Exchange differences arising from translating foreign currencies	(164,200)	(182,393)	-	(124,633)	(57,760)	(288,833)
- Transfer of other comprehensive income from the sale of investment properties	-	(52,115)	13,029	(39,086)	-	(39,086)
- The share of other comprehensive income that will be reclassified into profit or loss in the equity method	-	16,448	-	16,448	-	16,448
- The amount greater than the book value on the conversion date when the self-use real estate is converted to investment properties using fair value measurement	481,051	6,681	(1,670)	5,011	-	486,062
	357,341	(206,218)	10,420	(138,038)	(57,760)	219,303

	2016					31 December 2016
	31 December 2015	Pre-tax amount incurred in current year	Less: Income tax	Post-tax amount attributable to the Company	Post-tax amount attributable to the minority	
Item that may be reclassified subsequently to profit and loss:						
- Property revaluation reserve	43,754	-	-	-	-	43,754
- Change in fair value of available-for-sale financial assets	(3,240)	(104)	-	(104)	-	(3,344)
- Cash flow hedges	(4,074)	4,887	(733)	4,154	-	80
- Exchange differences arising from translating foreign currencies	(554,570)	462,287	-	390,370	71,917	(164,200)
- Gain/(loss) from the difference between fair value and book value by converting fixed assets/intangible assets to investment properties	3,653	584,834	(83,825)	477,398	23,611	481,051
	(514,477)	1,051,904	(84,558)	871,818	95,528	357,341

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 48. Surplus reserve

	31 December 2016	Current year additions	Current year decrease	31 December 2017
Statutory surplus reserve	1,489,287	2,156	–	1,491,443
Discretionary surplus reserve	1,790,092	–	–	1,790,092
Total	3,279,379	2,156	–	3,281,535

	31 December 2015	Current year additions	Current year decrease	31 December 2016
Statutory surplus reserve	1,413,486	75,801	–	1,489,287
Discretionary surplus reserve	1,790,092	–	–	1,790,092
Total	3,203,578	75,801	–	3,279,379

In accordance with the Company Law and the Company's Articles of Association, the Company should appropriate 10% of net profit for the year (including shareholder and other equity holders of the Company) to the statutory surplus reserve, and the Company can cease appropriation when the statutory surplus reserve accumulated to more than 50% of the registered capital. The statutory surplus reserve can be used to make up for the loss or increase the paid in capital.

The Company appropriates for the discretionary surplus reserve after the shareholders' meeting approves the proposal from the Board of Directors. The discretionary surplus reserve can be used to make up for the loss or increase the paid in capital after approval from the appropriate authorities.

## 49. Undistributed profits

	Note	2017	2016
Undistributed profits at the beginning of the year		17,495,053	17,805,808
Add: net profit attributable to the shareholders and other equity holders of the Company for the current year		2,509,242	539,660
Less: Influence of issuing perpetual bonds		(87,808)	(119,792)
Less: appropriation for surplus reserve		(2,156)	(75,801)
Less: ordinary share dividends payable	(1)	(179,837)	(654,822)
Undistributed profits at the end of the year		19,734,494	17,495,053

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**IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**49. Undistributed profits (Continued)**

**(1) Dividends of ordinary shares declared during the year**

	2017	2016
Dividends proposed but not declared	–	–
<b>Total proposed dividends in the year</b>	<b>179,837</b>	<b>654,822</b>

In accordance with the resolution at the shareholders' general meeting of the Company, as at 9 June 2017, the Company paid a cash dividend in the amount of 0.06 per share to the ordinary shareholders as at 20 July 2017 (2016: 0.22 per share), totalling 179,837,000 (2016: 654,822,000).

**50. Revenue and cost of sales**

	2017	2016
Revenue from main operations	74,527,712	49,960,016
Revenue from other operations	1,772,218	1,151,636
<b>Total</b>	<b>76,299,930</b>	<b>51,111,652</b>
Cost of sales from main operations	61,592,397	41,019,009
Cost of sales from other operations	700,318	463,008
<b>Total</b>	<b>62,292,715</b>	<b>41,482,017</b>

There was no individual construction contract whose revenue amounted to more than 10% of the total revenue.

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 50. Revenue and cost of sales (Continued)

## (1) Revenue and cost of sales from main operations by industries and by products

Industry	2017		2016	
	Revenue from main operations	Cost of sales from main operations	Revenue from main operations	Cost of sales from main operations
Containers	24,200,544	20,917,849	10,485,758	9,492,396
Road transportation vehicles	18,749,176	15,460,715	14,261,874	11,667,481
Energy and chemical & food equipment	11,292,494	9,299,324	8,808,022	7,178,465
Logistics services	8,122,208	7,341,586	6,980,141	6,245,734
Airport facilities	3,493,022	2,789,850	3,072,806	2,496,377
Heavy trucks	2,481,839	2,364,158	1,625,677	1,601,293
Finance	2,257,689	594,679	2,234,692	667,717
Offshore business	1,172,509	979,334	268,471	(40,725)
Real estate	927,194	566,268	816,019	417,434
Others	1,831,037	1,278,634	1,406,556	1,292,837
Total	74,527,712	61,592,397	49,960,016	41,019,009

## (2) Revenue and cost of sales from main operations by locations

	2017		2016	
	Revenue from main operations	Cost of sales from main operations	Revenue from main operations	Cost of sales from main operations
P.R China	64,249,317	52,879,005	40,637,350	33,171,765
Europe	6,041,917	5,115,910	4,986,472	4,236,870
America	3,236,531	2,733,360	3,253,113	2,666,228
Asia (except for P.R China)	692,578	593,656	788,389	700,787
Others	307,369	270,466	294,692	243,359
Total	74,527,712	61,592,397	49,960,016	41,019,009

The revenue and cost of sale from main operations by locations is determined on the location at which the services were provided or the goods were delivered.

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**IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**50. Revenue and cost of sales (Continued)**

**(3) Revenue and cost of sales from other operations**

	2017		2016	
	Revenue from other operations	Cost of sales from other operations	Revenue from other operations	Cost of sales from other operations
Rendering of services	1,112,771	436,712	786,869	269,449
Sale of raw materials	659,447	263,606	364,767	193,559
<b>Total</b>	<b>1,772,218</b>	<b>700,318</b>	<b>1,151,636</b>	<b>463,008</b>

**51. Taxes and surcharges**

	2017	2016	Tax base
City maintenance and construction tax	108,394	132,272	7% of VAT and business
Educational sur-charge	82,806	99,173	3% – 5% of VAT and business tax paid
Tenure tax	125,022	96,127	Actual using area of land and unit tax
Land appreciation tax	75,163	55,503	Appreciation amount in transferring property and applicable tax rate
Housing property tax	79,706	63,360	Real estate surplus or property rental income and applicable tax rate
Business tax	–	21,421	3% – 5% of revenue
Stamp Duty	33,213	24,272	Amount or number of taxable voucher and applicable tax rate or unit tax
Others	12,419	10,971	
<b>Total</b>	<b>516,723</b>	<b>503,099</b>	

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 52. Selling and distribution expenses

	2017	2016
Transportation and distribution expenses	1,138,257	685,992
Employ benefit	811,113	720,700
Selling operation	359,520	333,922
Warranty	207,391	96,219
External sales commission	101,040	68,133
Product maintenance fee	40,163	19,161
Agency fees	38,631	39,149
Advertising	49,150	44,307
Storage	14,025	23,834
Others	167,428	125,563
<b>Total</b>	<b>2,926,718</b>	<b>2,156,980</b>

## 53. General and administrative expenses

	2017	2016
Employ Benefits	2,238,096	1,775,770
Technology development costs	651,729	519,440
Agency fees	269,891	254,440
Depreciation	282,746	252,431
Amortisation	265,686	228,404
Performance bonus and profit sharing bonus	476,910	175,826
Rental	192,377	145,335
Low-value consumables and materials consumed	120,275	106,476
Taxes and surcharges	119,552	62,905
Share-based payment expenses	16,324	32,384
Audit fee	13,460	14,070
Office expenditure, entertainment fee and others	835,008	641,117
<b>Total</b>	<b>5,482,054</b>	<b>4,208,598</b>

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**IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**54. Financial expenses-net**

	2017	2016
Interest expenses	1,666,516	1,409,223
Less: capitalised borrowing costs	517,890	507,365
Less: interest income	227,261	142,335
Exchange losses/(gains)	378,290	(175,044)
Others	146,666	134,630
<b>Total</b>	<b>1,446,321</b>	<b>719,109</b>

**55. Expenses by nature**

Costs of services, selling expenses, general administrative expenses and financial expenses in income statement by nature are analysed as follows:

	2017	2016
Finished goods and work-in-process movement	(1,549,743)	(311,400)
Consumption of raw materials and low priced and easily worn articles, etc	55,997,065	35,135,856
Salary and wages	7,402,385	5,925,685
Depreciation and amortisation	2,343,346	2,191,830
Rental	319,052	331,061
Shipping and handling charges	1,184,077	817,931
Selling operation expenses	359,520	333,922
Technology development costs	651,729	519,440
Power expenses	672,161	519,311
Processing and repairing expense	633,742	535,228
Audit fees	13,460	14,070
Other expenses-other manufacturing expenses	470,498	423,193
Other expenses-other selling and distribution expenses	557,183	337,318
Other expenses-other general and administrative expenses	1,647,012	1,074,150
<b>Total</b>	<b>70,701,487</b>	<b>47,847,595</b>



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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 56. Profit arising from changes in fair value

	2017	2016
<b>Financial assets at fair value through profit or loss</b>		
– Changes in fair value during the year		
1. Profit from changes in fair value of equity instrument held for trading	56,175	7,776
2. Profit/(Loss) from changes in fair value of derivative financial instrument	21,454	70,286
– (Loss)/Profit for derecognised financial assets at fair value through profit or loss	(1,252)	232,153
Sub-total	76,377	310,215
<b>Investment properties at fair value</b>	5,344	75,792
<b>Financial liabilities at fair value through profit or loss</b>		
– Changes in fair value during the year		
1. Profit from changes in fair value of derivative financial instrument	12,813	242,308
2. Profit/(Loss) from changes in fair value of financial guarantee contract	16,782	(14,402)
Sub-total	29,595	227,906
<b>Total</b>	<b>111,316</b>	<b>613,913</b>

## 57. Investment income

## Investment income by categories

	2017	2016
Income/(Loss) from disposal of financial assets at fair value through profit	1,252	(232,153)
Income earned during the holding period of available-for-sale financial assets	12,727	8,695
Income earned from disposal of available-for-sale financial assets	–	855
Income from long-term equity investment under equity method	30,675	87,266
Income from disposal of long-term equity investment	458,808	361,353
Others	6,889	8,394
<b>Total</b>	<b>510,351</b>	<b>234,410</b>

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 58. Gain on disposal of assets

	2017	2016	Amount recognised In non-recurring profit or loss in 2017
Gains on disposals of fixed assets	100,791	102,444	100,791
Gain on disposals of Intangible assets	12,543	299,902	12,543
Total	113,334	402,346	113,334

## 59. Other income

	2017	2016	Asset related/ Income related
Financial subsidies	392,270	–	Asset related/ Income related
Tax refund	56,791	–	Income related
Others	23,565	–	Income related
Total	472,626		

## 60. Asset impairment losses

	2017	2016
Inventories	173,932	100,725
Accounts receivable	140,192	174,954
Other receivables	118,582	1,403,702
Long-term receivables (Non-current assets due within one year)	123,659	271,429
Advance to suppliers	56,724	46,716
Goodwill	38,000	77,557
Fixed assets	20,252	8,310
Intangible assets	–	5,936
Construction in progress	–	305
Total	671,341	2,089,634

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 61. Non-operating income

## (1) Non-operating income by categories:

	Note	2017	2016	Amount recognised in non-recurring profit or loss in 2017
Relocation compensation		445,677	–	445,677
Gain from bargain purchase		68,701	–	68,701
Unpayable payables		26,033	136,061	26,033
Compensation income		11,812	6,850	11,812
Penalty income		22,808	8,560	22,808
Government grants	(2)	–	497,336	–
Other		47,390	112,434	47,390
<b>Total</b>		<b>622,421</b>	<b>761,241</b>	<b>622,421</b>

## (2) Details of government grants

	2017	2016	Asset related/ Income related
Financial subsidies	–	430,650	Income related
Tax refund	–	55,970	Income related
Others	–	10,716	Income related
<b>Total</b>	<b>–</b>	<b>497,336</b>	

## 62. Non-operating expense

	2017	2016	The amount including non-recurring gains and losses in 2017
Relocation compensation expenses	131,625	–	131,625
Abnormal losses	109,925	95,693	109,925
Loss of disposal of fixed assets	97,699	137,794	97,699
Compensation expenses	16,684	5,008	16,684
Penalty expenses	6,922	5,320	6,922
Donations	2,592	1,301	2,592
Others	19,418	16,958	19,418
<b>Total</b>	<b>384,865</b>	<b>262,074</b>	<b>384,865</b>

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**IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****63. Income tax expenses**

	2017	2016
Current income tax calculated based on tax law and related regulations	1,266,361	985,708
Deferred income tax	(15,535)	(18,640)
<b>Total</b>	<b>1,250,826</b>	<b>967,068</b>

Reconciliation between income tax expenses and accounting profits is as follows:

	2017	2016
Profit before tax	4,409,241	1,702,051
Income tax expenses calculated at applicable tax rates	974,772	340,144
Effect of tax incentive	(148,887)	(112,254)
Expenses not deductible for tax purposes	135,909	122,230
Other income not subject to tax	(37,101)	(1,958)
Utilisation of previously unrecognised tax losses	(128,878)	(41,584)
Tax effect of unrecognised tax losses	464,203	362,965
Deductible temporary differences in unrecognised deferred income tax assets	75,039	340,729
Deductible temporary differences for which no deferred tax asset was recognised in previous years	(27,358)	(38,008)
Effect of tax rate change on deferred tax	(32,540)	–
Tax refund for income tax annual filing	(24,333)	(5,302)
Income tax reversed for profit of foreign holding companies in current year	–	106
<b>Income tax expenses</b>	<b>1,250,826</b>	<b>967,068</b>

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 64. Earnings per share

## (1) Basic earnings per share

Basic earnings per share is calculated by dividing consolidated net profit attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding:

	2017	2016
Consolidated profit attributable to ordinary shareholders and other equity holders of the Company	2,509,242	539,660
Influence of the issuing of perpetual bonds	(87,808)	(119,792)
Consolidated profit (adjusted) attributable to ordinary shareholders of the Company	2,421,434	419,868
Weighted average number of ordinary shares outstanding ('000)	2,980,056	2,978,296
Basic earnings per share (RMB/share)	0.81	0.14
Including: Going concern basic earnings per share	0.81	0.14

## (2) Diluted earnings per share

Diluted earnings per share is calculated by dividing net profit attributable to ordinary shareholders of the Company adjusted based on the dilutive potential ordinary shares by the adjusted weighted average number of ordinary shares outstanding:

	2017	2016
Consolidated profit attributable to ordinary shareholders and other equity holders of the Company	2,509,242	539,660
Influence of the issuing of perpetual bonds	(87,808)	(119,792)
Effect share option program	(1,371)	–
Consolidated profit (adjusted) attributable to ordinary shareholders of the Company	2,420,063	419,868
Weighted average number of ordinary shares outstanding (diluted) ('000) (adjusted)	2,988,147	2,984,119
Diluted earnings per share (RMB/share)	0.81	0.14

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 64. Earnings per share (Continued)

## (2) Diluted earnings per share (Continued)

(a) Calculation of weighted average number of ordinary shares outstanding (diluted):

	2017	2016
Weighted average number of ordinary shares out-standing ('000)	2,980,056	2,978,296
Effect of share options ('000)	8,091	5,823
Weighted average number of ordinary shares out-standing (diluted) ('000)	2,988,147	2,984,119

The board of directors the Company was authorised to grant 60,000,000 shares (2.01% of the total issued shares 2,980,055,749) to the senior management and other staffs. Refer to Note IX for details.

## 65. Notes to the consolidated cash flow statement

## (1) Cash received relating to other operating activities

	2017	2016
Relocation compensation received this year	1,183,551	–
Cash received from government grants related to income	232,101	230,968
Cash received from guarantee deposit, security deposit	195,021	142,335
Cash received from penalty income	22,808	8,560
Cash received from compensation income	11,812	6,850
Others	46,633	86,891
Total	1,691,926	475,604

## (2) Cash paid relating to other operating activities

	2017	2016
Cash paid for transportation and distribution expenses	1,184,077	817,931
Cash paid for rental, insurance and other selling and distribution expenses	261,025	106,476
Cash paid for technical development costs	651,729	519,440
Cash paid for warranty	128,190	139,636
Cash paid for sales operation fee	359,520	333,922
Cash paid for entertainment fee	835,464	653,540
Cash paid for travelling, office expenditure and other expenses in ordinary operation	2,397,683	1,999,540
Total	5,817,688	4,570,485

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 65. Notes to the consolidated cash flow statement (Continued)

## (3) Cash received relating to other investing activities

	2017	2016
Cash received from government grants related to assets	189,452	438,526
Others	–	8,394
Total	189,452	446,920

## (4) Cash received relating to other financing activities

	2017	2016
Cash received from share option exercised by subsidiary	16,474	3,755

## (5) Cash paid relating to other financing activities

	2017	2016
Cash paid for from acquiring minority interests	613,427	748,489

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**IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****66. Information to cash flow statement****(1) Supplementary information to the consolidated cash flow statement****(a) Reconciliation from net profit to cash flows from operating activities**

	2017	2016
Net profit	3,158,415	734,983
Add: Provisions for asset impairment	671,341	2,089,634
Depreciation of fixed assets	1,794,182	1,687,106
Amortisation of intangible assets	335,393	383,811
Amortisation of investment properties and long-term prepaid expenses	213,771	120,913
Losses on disposal of fixed assets, intangible assets and other long-term assets	97,699	151,788
Gain from bargain purchase	(68,701)	–
Gain on change in fair value	(111,316)	(613,913)
Financial cost	1,666,516	1,798,022
Investment income	(510,351)	(234,410)
Share-based payment expenses	16,324	32,384
Increase in deferred tax assets	(158,967)	(60,668)
Deferred income amortization	(178,108)	(116,575)
Increase in deferred tax liabilities	64,627	64,998
Increase in inventories	(1,772,602)	(451,064)
Increase in operating receivables	(5,369,090)	(4,372,074)
Increase in operating payables	4,426,246	1,126,684
Net cash inflows from operating activities	4,275,379	2,341,619

**(b) Net (decrease)/increase in cash and cash equivalents**

	2017	2016
Cash and cash equivalents at the end of the year	5,442,857	6,338,667
Less: cash and cash equivalents at the beginning of the year	6,338,667	3,259,123
Net (decrease)/increase in cash and cash equivalents	(895,810)	3,079,544



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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 66. Information to cash flow statement (Continued)

## (2) Information on acquisition of subsidiaries and other business units during the year

	2017	2016
I. Information on acquisition of subsidiaries		
Cash and cash equivalents paid for acquisition	814,800	965,036
Less: Cash and cash equivalents held by subsidiaries and other business units on acquisition date	250,655	226,674
Net cash paid to acquire subsidiaries	564,145	738,362
Net assets held by the acquired subsidiaries		
Current assets	1,677,482	604,411
Non-current assets	653,113	505,556
Current liabilities	(1,306,414)	(537,137)
Non-current liabilities	(107,244)	(123,640)
Minority interest	(14,194)	(20,764)

## (3) Information on disposal of subsidiaries or other undertakings:

	31 December 2017	31 December 2016
I. Information on disposal of subsidiaries:		
1. Cash and cash equivalent received on disposal of subsidiaries or other undertakings	506,972	232,000
Less: Cash and cash equivalents remained on disposal day of disposed subsidiaries or other undertakings	31,343	25,579
2. Net cash and cash equivalent received on disposal of subsidiaries or other undertakings	475,629	206,421
Price of disposed subsidiaries in 2017	651,133	548,257
Net asset of disposal subsidiaries		
Current asset	189,441	1,374,610
Non-current asset	332,514	203,105
Current liabilities	(404,461)	(1,454,511)
Non-current liabilities	(915)	(12)
Minority interest	75,746	–

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**IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**66. Information to cash flow statement (Continued)**

**(4) Cash and cash equivalents**

	31 December 2017	31 December 2016
I. Cash		
Including: Cash on hand	4,406	157,493
Cash at bank that can be readily drawn on demand	4,224,232	5,160,970
Other monetary fund that can be readily drawn on demand	13,840	20,278
II. Redemptory monetary capital for sale by Finance Company	1,200,379	999,926
III. Cash and cash equivalents at the end of the year	5,442,857	6,338,667

Note: Aforesaid "Cash at bank and on hand" excluded restricted cash.

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 67. Monetary items denominated in foreign currency

	31 December 2017		
	Functional currency (in thousands)	Exchange Rate	in RMB
Monetary fund –			
EUR	201,013	7.8003	1,567,965
USD	44,772	6.5359	292,628
HKD	313,508	0.8359	262,061
GBP	21,750	8.7796	190,960
THB	357,810	0.2005	71,741
AUD	8,434	5.0916	42,942
JPY	300,288	0.0579	17,387
Others			100,178
			2,545,862
Accounts receivable –			
USD	1,275,585	6.5359	8,337,096
EUR	93,764	7.8003	731,391
GBP	41,424	8.7796	363,688
JPY	1,192,742	0.0579	69,060
HKD	60,556	0.8359	50,619
AUD	9,503	5.0916	48,387
THB	14,429	0.2005	2,893
Others			209,435
			9,812,569
Other receivables –			
USD	90,038	6.5359	588,479
EUR	16,532	7.8003	128,958
GBP	3,992	8.7796	35,052
HKD	23,227	0.8359	19,416
AUD	480	5.0916	2,443
THB	699	0.2005	140
Others			75,858
			850,346
Long term receivables –			
USD	1,363,911	6.5359	8,914,386
GBP	11,448	8.7796	100,509
Others			11,095
			9,025,990

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## IV. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 67. Monetary items denominated in foreign currency (Continued)

	31 December 2017		
	Functional currency (in thousands)	Exchange Rate	in RMB
Short-term borrowings –			
USD	1,614,319	6.5359	10,551,027
EUR	72,054	7.8003	562,042
Others			249,100
			11,362,169
Accounts payable –			
USD	148,781	6.5359	972,415
GBP	44,393	8.7796	389,756
EUR	47,716	7.8003	372,200
CHF	13,664	6.6779	91,248
HKD	57,729	0.8359	48,256
AUD	7,195	5.0916	36,632
THB	41,111	0.2005	8,243
JPY	21,960	0.0579	1,271
Others			112,185
			2,032,206
Other payables –			
USD	122,789	6.5359	802,534
EUR	15,971	7.8003	124,577
GBP	13,231	8.7796	116,160
JPY	209,390	0.0579	12,124
HKD	9,074	0.8359	7,585
AUD	1,328	5.0916	6,762
THB	17,502	0.2005	3,509
Others			137,265
			1,210,516
Long-term borrowings –			
USD	3,411,438	6.5359	22,296,820
GBP	29,420	8.7796	258,300
			22,555,120
Long term payables –			
USD	23,160	6.5359	151,373

The above-mentioned foreign currency monetary items refer to all currencies except RMB. (The scope is different from the foreign currency items in Note XIV (4) (1))

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## V. CHANGES IN THE SCOPE OF CONSOLIDATION

## 1. Business combinations involving enterprises not under common control

## (1) Business combinations involving enterprises not under common control

The acquiree	The acquisition date	Cost of acquisition	Acquired equity percentage	Acquisition method	Deterministic accordance of the acquisition date	Revenue of	Net loss	Cash flows	
						from the acquiree from the acquisition date to the end of the year	of the acquiree from the acquisition date to the end of the year	from operating activities of the acquiree from the acquisition date to the end of the year	Net cash flows of the acquiree from the acquisition date to the end of the year
SOE (2)	4 August 2017	799,800	100%	By cash	Reorganization plan approved by creditors meeting and approved by Chinese court	-	13,001	(2,539)	44,450
Zhengzhou Logistics (3)	30 June 2017	19,610	100%	By cash, Equity exchange, Contingent consideration	Date of the approval of board of directors, resignation of former director, and approval of the new constitution	2,125	(4,929)	10	(19)
Qingdao lida chemical (4)	1 January 2017	28,199	70%	By cash	Date of the approval of the new constitution	51,355	4,164	(7,541)	1,956
Qingdao lida new rubber & plastic products (4)	1 January 2017	1,530	70%	By cash	Date of the approval of the new constitution	18,721	992	(10,874)	1,321

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## V. CHANGES IN THE SCOPE OF CONSOLIDATION (CONTINUED)

### 1. Business combinations involving enterprises not under common control (Continued)

#### (2) Nantong CIMC Sinopacific Offshore & Engineering Co., Ltd.

On 4 August 2017, approved by the PRC court, Enric, a subsidiary of the CIMC acquired 100% of the issued shares in SOE, which is principally engaged in offshore oil, transportation and storage of liquefied gas, offshore crane, topside module, cargo systems and manufacturing of other high-level equipment, for a cash consideration of RMB799,800,000.

(a) *Details of SOE of the costs of combination and profit or loss recognized are as follows*

Costs of combination	
Cash	799,800
Less: fair value of identifiable net assets obtained	(868,501)
Gain from bargain purchase	(68,701)

The Group believes that the above-mentioned consolidated earnings is mainly due to the fact that after SOE entered bankruptcy proceedings, the court and the manager hired an independent appraiser to assess the realized value of its assets under the assumption of bankruptcy liquidation of SOE, and determined the proportion of debt liquidation and the acquisition consideration payable by the Group. However, the Group's assessment of the fair value of identifiable net assets of SOE on the acquisition date is based on the assumption of normal production and operations in it. The rapid realization of assets under the assumption of bankruptcy liquidation will greatly reduce their value and will be lower than the value assessed under the assumption of normal production and operation.

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## V. CHANGES IN THE SCOPE OF CONSOLIDATION (CONTINUED)

## 1. Business combinations involving enterprises not under common control (Continued)

## (2) Nantong CIMC Sinopacific Offshore &amp; Engineering Co., Ltd. (Continued)

(b) *The assets and liabilities of Acquirer at the acquisition date are as follows:*

		Acquisition date Fair value	Acquisition date Carrying amount	31 December 2016 Carrying amount
Cash at bank and on hand		249,792	249,792	92,204
Accounts receivable	(i)	288,884	288,884	235,749
Other receivables	(ii)	764,090	764,090	592,674
Inventories		330,700	310,077	409,476
Fixed assets		415,890	299,130	395,726
Construction in progress		72,900	42,515	83,553
Intangible assets		117,000	72,884	105,313
Short-term borrowings		–	–	(1,279,755)
Accounts payable		(101,699)	(101,699)	(1,020,388)
Other payables	(iii)	(1,064,053)	(1,064,053)	(1,635,768)
Deferred tax liabilities	(iv)	(71,470)	(52,046)	–
Provisions		(99,997)	(99,997)	(1,054,819)
Long-term borrowings		–	–	(76,976)
Long-term payables		(33,536)	(33,536)	(52,212)
Net assets		868,501	676,041	(3,205,223)

(i) The gross contractual amount for trade receivables due to RMB289,279,000, of which RMB395,000 is expected to be uncollectible.

(ii) The balance of other receivables was the amount due from customers for construction contracts acquired on 4 August 2017.

(iii) The Restructuring Plan was approved by SOE's creditors and the PRC Court. According to the Restructuring Plan, SOE was authorized to derecognize a significant portion of payables balance, and the remaining obligations were recognized as restructuring provisions ("Restructuring provisions") in "Other payables" as at 4 August 2017.

(iv) The deferred tax liabilities of RMB71,470,000 represented a net-off balance of deferred tax assets of RMB516,639,000 and deferred tax liabilities of RMB588,109,000. Deferred tax assets mainly arose from asset impairment provision made and tax losses recorded by SOE whereas deferred tax liabilities arose from the taxable income on derecognized liabilities due to debt restructuring and the fair value adjustment on intangible assets and property, plant and equipment.

The acquired business contributed a net loss of RMB13,001,000 to Enric for the period from 4 August 2017 to 31 December 2017.

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**V. CHANGES IN THE SCOPE OF CONSOLIDATION (CONTINUED)**

**1. Business combinations involving enterprises not under common control (Continued)**

**(3) Zhengzhou Logistics**

In June 2017, Kunshan CIMC Automatic logistic equipment Co.,Ltd, a subsidiary of the Group, acquired 100% of issued shares in Zhengzhou Logistics, which is engaged in the sales, design and technical services of modern logistics automation systems and high-speed sorting systems. According to the sale and purchase agreement, the merger costs include:

- (i) Cash of RMB5,000,000;
- (ii) 8.03% equity of Kunshan CIMC Automatic logistic equipment Co.,Ltd,. The fair value of this 8.03% equity is set at RMB12,000,000; and
- (iii) Contingent consideration, the higher of RMB3,000,000 and 3% of sales of Zhengzhou Logistics in the next three years.

After the transaction was completed, Zhengzhou Logistics became a 54.7% owned subsidiary of the Group.

(b) *Details of the costs of combination and goodwill recognized are as follows:*

Costs of combination	
Cash	5,000
8.03% equity interest in Kunshan CIMC Automatic logistic equipment Co.,Ltd	12,000
Net value of contingent consideration (c)	2,610
Less: fair value of identifiable net assets obtained	(5,966)
Goodwill	13,644



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## V. CHANGES IN THE SCOPE OF CONSOLIDATION (CONTINUED)

## 1. Business combinations involving enterprises not under common control (Continued)

## (3) Zhengzhou Logistics (Continued)

(b) *The assets and liabilities of Acquired party at the acquisition date are as follows:*

	Acquisition date Fair value	Acquisition date Carrying amount	31 December 2016 Carrying amount
Cash at bank and on hand	514	514	58
Accounts receivable	311	311	736
Prepayment	91	91	581
Other receivables	42	42	773
Inventories	7,601	7,006	5,893
Other current assets	–	–	37
Fixed assets	192	79	109
Intangible assets	6,880	2,732	5,374
Deferred tax assets	751	751	–
Accounts payable	(1,301)	(1,301)	(1,328)
Advances from customers	(2,395)	(2,395)	(2,853)
Other payables	(5,254)	(5,254)	(5,962)
Employee benefits payable	(141)	(141)	–
Taxes payable	(630)	(630)	(7)
Deferred tax liabilities	(695)	–	–
Net assets	5,966	1805	3,411

(c) *Contingent consideration*

As the management estimates that 3% sales of Zhengzhou Logistics in the next three years will be less than RMB3,000,000, the management assessed that the amount of contingent consideration to be paid will be RMB3,000,000. As of December 31, 2017, the management had estimated the discounted future payments through the use of a three-year borrowing rate, the current value of the contingent consideration was RMB2,610,000 and was recognized in other payables in the consolidated balance sheet.

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V. CHANGES IN THE SCOPE OF CONSOLIDATION (CONTINUED)

1. Business combinations involving enterprises not under common control (Continued)

(4) Qingdao Lida Chemical Co., Ltd. & Qingdao Lida New Rubber & Plastic Products Co., Ltd.

On 1 January 2017, CIMC Eco Material Supply Co., Ltd. Which is a subsidiary of CIMC obtained 70% equity of Qingdao Lida Chemical Co., Ltd with cash consideration of RMB28,199,000, and paid cash consideration of RMB1,530,000 to obtain 70% equity of Qingdao Lida New Rubber & Plastic Products Co., Ltd. The above transaction was completed on 1 January 2017. The total value of goodwill from merger is RMB1,453,000.

(a) Details of the costs of combination and goodwill recognized are as follows:

	Qingdao Lida Chemical Co., Ltd.	Qingdao Lida New Rubber & Plastic Products Co., Ltd.
Costs of combination		
Cash	28,199	1,530
Less: fair value of identifiable net assets obtained	(27,947)	(329)
Goodwill	252	1,201

(b) The assets and liabilities of Qingdao Lida Chemical Co., Ltd. at the acquisition date are as follows:

	Acquisition date Fair value	Acquisition date Carrying amount	31 December 2016 Carrying amount
Cash at bank and on hand	305	305	305
Notes receivable	717	717	717
Accounts receivable	10,397	10,397	10,397
Prepayment	601	601	601
Other receivables	2,026	2,026	2,026
Inventories	8,615	8,008	8,008
Fixed assets	20,778	18,099	18,099
Intangible assets	14,222	7,318	7,318
Accounts payable	(1,974)	(1,974)	(1,974)
Advances from customers	(924)	(924)	(924)
Other payables	(13,590)	(13,590)	(13,590)
Employee benefits payable	(167)	(167)	(167)
Taxes payable	(722)	(722)	(722)
Minority interest	(12,337)	(12,337)	(12,337)
Net assets	27,947	17,757	17,757

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## V. CHANGES IN THE SCOPE OF CONSOLIDATION (CONTINUED)

## 2. Disposal of subsidiaries

(a) The relevant information for the disposal of major subsidiaries during the year is summarized as follows:

Name of the subsidiary	The disposal price	The equity percentage disposed	Disposal method	The disposal date	Deterministic accordance of the disposal date	The difference between the disposal price and the share of the net assets if the disposed subsidiary in the consolidated financial statements	The amount of other comprehensive income related to the equity investment of the Company transferred to the investment gains and losses Company transferred to the investment gains and losses
Shenzhen CIMC electricity logistics technology co., LTD ("CIMC E-commerce.")	633,715	78.236%	Selling	30 October 2017	On 30 October 2017, the equity transfer agreement was approved by the general meeting of shareholders; the purchaser has already paid 80% of the purchase price, has appointed the director and general manager, and has actually controlled the financial and business operations of CIMC E-commerce. At the same time, the purchaser enjoy the corresponding benefits and taken the risks.	483,588	-
Highfield Development Corp. ("Highfield")	17,418	100%	Selling	30 March 2017	On 30 March 2017, the equity transfer agreement was approved by the board of directors; the purchaser appointed the directors and the general manager and has already controlled Highfield's financial and operating policies and enjoyed corresponding benefits and taken the risks.	(24,780)	-

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**V. CHANGES IN THE SCOPE OF CONSOLIDATION (CONTINUED)**

**2. Disposal of subsidiaries (Continued)**

(b) The disposal of gain and loss information is as follows:

(i) *CIMC E-commerce.*

The disposal gains are calculated as follows:

Disposal price	633,715
Less: the share of the net assets of Yangshan service in consolidated financial statements	150,127
Other comprehensive income transferred to current profits and losses	–
Investment gains from disposal	483,588

(ii) *Highfield*

The disposal gains are calculated as follows:

Disposal price	17,418
Less: the share of the net assets of Highfield in consolidated financial statements	42,198
Other comprehensive income transferred to current profits and losses	–
Investment gains from disposal	(24,780)

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## VI. EQUITY IN OTHER ENTITIES

## 1. Equity in subsidiaries

All subsidiaries of the Group were established or acquired through combination not under common control. There is no acquisition of subsidiaries through combination under common control.

As at 31 December 2017, the number of companies included in the scope of consolidation added up to 620. Except for the important subsidiaries listed as below, the number of other subsidiaries held by the Group was 351, with paid-in capital amounting to 745,236,291. Other subsidiaries mainly included those engaged in manufacturing or service provision, which have relatively small scale of operation and the paid-in capital was below 20 million or USD3 million. Other subsidiaries also included those investment holding companies with no operating activities registered in Hong Kong, British Virgin Islands or other overseas countries.

## (1) Subsidiaries obtained through establishment or business combination

## (i) Domestic subsidiaries

No.	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
1	Shenzhen Southern CIMC Containers Manufacture Co., Ltd. (SCIMC)	Business entity	Shenzhen, Guangdong	Shenzhen, Guangdong	Manufacture, repair and sale of container, container stockpiling business	RMB137,698,700	100.00%	-
2	Shenzhen Southern CIMC Logistics Equipment Manufacturing Co., Ltd. (SCIMCEL)	Business entity	Shenzhen, Guangdong	Shenzhen, Guangdong	Manufacture and repair of container, design and manufacture of new-style special road and port	USD80,000,000	-	100.00%
3	Xinhui CIMC Container Co., Ltd. (XHCIMC)	Business entity	Jiangmen, Guangdong	Jiangmen, Guangdong	Manufacture, repair and sale of containers	USD24,000,000	20.00%	50.00%
4	Nantong CIMC Shunda Containers Co., Ltd. (NTCIMC)	Business entity	Nantong, Jiangsu	Nantong, Jiangsu	Manufacture, repair and sale of containers	USD7,700,000	-	71.00%
5	Tianjin CIMC Containers Co., Ltd. (TJCMC)	Business entity	Tianjin	Tianjin	Manufacture and sale of container as well as relevant technical advisory; container stockpiling business	USD50,000,000	-	100.00%

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VI. EQUITY IN OTHER ENTITIES (CONTINUED)

1. Equity in subsidiaries (Continued)

(1) Subsidiaries obtained through establishment or business combination (Continued)

(i) Domestic subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
6	Dalian CIMC Containers Co., Ltd. (DLCIMC)	Business entity	Dalian, Liaoning	Dalian, Liaoning	Manufacture and sale of container as well as relevant technical advisory; container stockpiling business	USD39,956,400	18.50%	81.50%
7	Ningbo CIMC Logistics Equipment Co., Ltd. (NBCIMC)	Business entity	Ningbo Zhejiang	Ningbo Zhejiang	Manufacture and sales of containers and related technological consultancy; container storage	USD15,000,000	-	100.00%
8	Taicang CIMC Containers Co., Ltd. (TCCIMC)	Business entity	Taicang Jiangsu	Taicang Jiangsu	Manufacture and repair of container	USD31,000,000	-	100.00%
9	Yangzhou Runyang Logistics Equipments Co., Ltd. (YZRYL)	Business entity	Yangzhou Jiangsu	Yangzhou Jiangsu	Manufacture, repair and sales of container	USD20,000,000	-	100.00%
10	Shanghai CIMC Yangshan Logistics Equipments Co., Ltd. (SHYSLE)	Business entity	Shanghai	Shanghai	Manufacture and sale of container as well as relevant technical advisory	USD29,480,000	-	100.00%
11	Shanghai CIMC Reefer Containers Co., Ltd. (SCRC)	Business entity	Shanghai	Shanghai	Manufacture and sale of refrigeration and heat preservation device of reefer container, refrigerator car and Heat; Preservation car	USD31,000,000	72.00%	20.00%
12	Nantong CIMC Special Transportation Equipment Manufacture Co., Ltd. (NTCIMCS)	Business entity	Nantong Jiangsu	Nantong Jiangsu	Manufacture, sale and repair of various trough, tank as well as various special storing and transporting equipments and parts	USD10,000,000	-	71.00%

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## VI. EQUITY IN OTHER ENTITIES (CONTINUED)

## 1. Equity in subsidiaries (Continued)

## (1) Subsidiaries obtained through establishment or business combination (Continued)

## (i) Domestic subsidiaries (Continued)

No.	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
13	Xinhui CIMC Special Transportation Equipment Co., Ltd. (XHCIMCS)	Business entity	Jiangmen Guangdong	Jiangmen Guangdong	Manufacture and sale of various container, semi-finished container product and relevant components product and relevant components and maintenance service	USD65,498,958	-	100.00%
14	Nantong CIMC Tank Equipment Co., Ltd (NTCIMCT)	Business entity	Nantong Jiangsu	Nantong Jiangsu	Manufacture and sale of various container, semi-finished container product and relevant components product and relevant components and maintenance service	USD35,000,000	-	70.57%
15	Nantong CIMC Large-sized Tank Co., Ltd. ("Nantong CIMC")	Business entity	Nantong Jiangsu	Nantong Jiangsu	Design, product and sell the tanks and related components ; undertake general contracting projects involving tanks	USD47,700,000	-	70.57%
16	Shenzhen CIMC special car Co., Ltd. (CIMCSV)	Business entity	Shenzhen Guangdong	Shenzhen Guangdong	Development, production and sales of various special-use vehicles, as well as relevant components and parts	RMB200,000,000	-	63.33%
17	Qingdao CIMC Special Vehicle Co., Ltd. (QDSV)	Business entity	Qingdao Shandong	Qingdao Shandong	Development, production and sales of various special-use vehicles, refitting trailer series as well as relevant components and parts	RMB62,880,000	44.34%	35.25%

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VI. EQUITY IN OTHER ENTITIES (CONTINUED)

1. Equity in subsidiaries (Continued)

(1) Subsidiaries obtained through establishment or business combination (Continued)

(i) Domestic subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
18	Foshan CIMC Logistics Equipment Co., Ltd. ("Foshan Logistics")	Business entity	Foshan Guangdong	Foshan Guangdong	Design, production, sale and maintenance of logistics and tooling equipment	RMB3,000,000	-	100.00%
19	Shanghai CIMC Vehicle Logistics Equipments Co., Ltd. (SHL)	Business entity	Shanghai	Shanghai	Development, construction, operation leasing, sales of warehousing and auxiliary facilities	RMB90,204,100	-	63.33%
20	Shenzhen CIMC Wood Co., Ltd. ("CIMC Wood")	Business entity	Shenzhen Guangdong	Shenzhen Guangdong	Production and sales of floors for containers and related products; relevant service	RMB30,000,000	12.00%	86.76%
21	CIMC Vehicle (Liaoning) Co., Ltd. (LNVS)	Business entity	Yingkou Liaoning	Yingkou Liaoning	Development and production of various trailer, special-use vehicles as well as components and parts; professional services	RMB60,000,000	-	63.33%
22	Tianjin Port CIMC Zhenhua Logistics Co., Ltd. ("Tianjin Port CIMC")	Business entity	Tianjin	Tianjin	International and domestic freight agency	RMB100,000,000	-	61.50%
23	CIMC-SHAC (Xi'an) Special Vehicle Co., Ltd. (XASV)	Business entity	Xi'an Shaanxi	Xi'an Shaanxi	Development and production of various trailer, special-use vehicles as well as components and parts; professional services	RMB50,000,000	-	47.50%
24	Gansu CIMC Huajun Vehicle Co., Ltd. (GSHJ)	Business entity	Baiyin Gansu	Baiyin Gansu	Refitting of special vehicles, manufacture of trailer and fittings as well as automobile fittings; sales of relevant materials	RMB25,000,000	-	63.33%



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## VI. EQUITY IN OTHER ENTITIES (CONTINUED)

## 1. Equity in subsidiaries (Continued)

## (1) Subsidiaries obtained through establishment or business combination (Continued)

## (i) Domestic subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
25	Xinhui CIMC Composite Material Manufacture CO., LTD (XHCM)	Business entity	Jiangmen Guangdong	Jiangmen Guangdong	Production, development, processing and sales of various composite plate products such as plastics, plastic alloy	RMB129,000,000	-	63.33%
26	Qingdao CIMC Eco-Equipment Co., Ltd. (QDHB)	Business entity	Qingdao Shandong	Qingdao Shandong	Development, manufacture, sales and service for garbage treatment truck and the components and parts	RMB137,930,000	-	63.33%
27	Shanghai CIMC Special Vehicle Co., Ltd. (SHCIMCV)	Business entity	Shanghai	Shanghai	Development and production of box trailer, box car as well as relevant mechanical products	RMB10,000,000	-	63.33%
28	CIMC Financing and Leasing Co., Ltd. (CIMC Financing and Leasing)	Business entity	Shenzhen Guangdong	Shenzhen Guangdong	Finance lease business; disposal and maintenance for residual value of leased property; advisory and warranty for leasing transaction	USD70,000,000	75.00%	25.00%
29	Qingdao Refrigeration Transport Equipment Co., Ltd. (QDRV)	Business entity	Qingdao Shandong	Qingdao Shandong	Manufacture and sales of various refrigerator truck, insulated truck, other transport equipments and spare parts	USD29,405,000	-	76.44%
30	Nantong CIMC energy equipment Co., Ltd. ("Nantong Energy Equipment")	Business entity	Nantong Jiangsu	Nantong Jiangsu	Manufacturing and repair of large-scale storage tanks, production of various pressurized tank cars, special tanks, tanks and components	RMB69,945,600	-	70.57%

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VI. EQUITY IN OTHER ENTITIES (CONTINUED)

1. Equity in subsidiaries (Continued)

(1) Subsidiaries obtained through establishment or business combination (Continued)

(i) Domestic subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
31	Shenzhen CIMC – Tianda Airport Support Ltd. (TAS)	Business entity	Shenzhen Guangdong	Shenzhen Guangdong	Production and operation of various airport-purpose electromechanical equipment products	USD13,500,000	-	54.70%
32	Xinhui CIMC Wood Co., Ltd. (XHCIMCW)	Business entity	Jiangmen Guangdong	Jiangmen Guangdong	Production and sales of container-purpose wood floor and relevant products of various specifications; providing relevant technical advisory service	USD15,500,000	-	100.00%
33	Inner Mongolia Holonbuir CIMC Wood Co., Ltd. (NMGW)	Business entity	Inner Mongolia	Inner Mongolia	Production and sales of various container wood floors and wood products for transport equipments	RMB259,520,000	-	100.00%
34	Jiaxing CIMC Wood Co., Ltd. (JXW)	Business entity	Jiaxing, Zhejiang	Jiaxing, Zhejiang	Production and sales of container wood floors, wood products for transport equipments and other wood products	USD5,000,000	-	88.71%
35	Shenzhen Southern CIMC Containers Service Co., Ltd. (SCIMCL)	Business entity	Shenzhen Guangdong	Shenzhen Guangdong	Engaged in container transshipment, stockpiling, devanning, vanning, maintenance	USD5,000,000	-	100.00%
36	Ningbo CIMC Container Service Co., Ltd. (NBCIMCL)	Business entity	Ningbo Zhejiang	Ningbo Zhejiang	Goods traffic; goods package, sorting, examination and logistics advisory service	RMB30,000,000	-	100.00%

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## VI. EQUITY IN OTHER ENTITIES (CONTINUED)

## 1. Equity in subsidiaries (Continued)

## (1) Subsidiaries obtained through establishment or business combination (Continued)

## (i) Domestic subsidiaries (Continued)

No.	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
37	CIMC Shenfa Development Co., Ltd. (CIMC SD)	Business entity	Shanghai	Shanghai	Investment, construction and operation for infrastructure; real estate development and operation	RMB204,123,000	98.53%	1.47%
38	CIMC Vehicle (Xinjiang) Co., Ltd. (S14S)	Business entity	Urumqi, Xinjiang	Urumqi, Xinjiang	Production and sales of mechanical equipments as well as relevant technical development	RMB80,000,000	–	63.33%
39	CIMC Vehicle (Group) Co., Ltd. (H1)	Business entity	Shenzhen Guangdong	Shenzhen Guangdong	Development, production and sales of various high-tech and high-performance special vehicle and trailer series	USD212,225,100	44.33%	19.00%
40	Qingdao CIMC Special Reefer Co., Ltd. (QDCSR)	Business entity	Qingdao Shandong	Qingdao Shandong	Manufacture of various container, semi-finished container product and relevant components and parts	USD39,184,100	–	100.00%
41	Tianjin CIMC Logistics Equipments Co., Ltd. (TJCMCLE)	Business entity	Tianjin	Tianjin	Design, manufacture, sale, maintenance And relevant technical advisory for logistics equipments and relevant components and parts	USD10,000,000	–	83.50%
42	Dalian CIMC Logistics Equipment Co., Ltd. (DLL)	Business entity	Dalian Liaoning	Dalian Liaoning	Design, manufacture, sale, maintenance and relevant technical advisory for international trade, entrepot trade, logistics equipment and pressure vessel	USD20,120,000	–	100.00%

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VI. EQUITY IN OTHER ENTITIES (CONTINUED)

1. Equity in subsidiaries (Continued)

(1) Subsidiaries obtained through establishment or business combination (Continued)

(i) Domestic subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
43	Chongqing CIMC Logistics Equipments Co., Ltd. (CQLE)	Business entity	Chongqing	Chongqing	Design, manufacture, lease, maintenance of container, special container, other logistic equipment and relevant components and parts	USD8,000,000	75.00%	25.00%
44	Dalian CIMC Heavy Logistics Equipments Co., Ltd. (DLZH)	Business entity	Dalian Liaoning	Dalian Liaoning	International trade, entrepot trade; design, manufacture, sale, and relevant technical advisory of pressure vessel;	USD45,170,000	62.70%	37.30%
45	Shenzhen CIMC Intelligent Technology Co., Ltd. ("CIMC Tech")	Business entity	Shenzhen Guangdong	Shenzhen Guangdong	Design, development, sale, surrogate of electron production software and system	RMB70,294,188	59.46%	8.54%
46	CIMC Taicang refrigeration equipment logistics Co., Ltd. (TCCRC)	Business entity	Taicang Jiangsu	Taicang Jiangsu	Research and development, production and sale of reefer container and special container	RMB450,000,000	-	100.00%
47	Hunan CIMC Bamboo Industry Development	Business entity	Suining Hunan	Suining Hunan	Manufacturing and sale of bamboo and wood product	RMB28,000,000	-	85.60%
48	CIMC Jidong (Qinhuangdao) Vehicles Manufacture Co., Ltd (QHDV)	Business entity	Qinhuangdao Hebei	Qinhuangdao Hebei	Sale of car and car components and parts	RMB70,000,000	-	47.50%
49	Shenzhen South CIMC Logistics Co., LTD ("South Logistics")	Business entity	Shenzhen Guangdong	Shenzhen Guangdong	Logistics service	RMB80,000,000	-	100.00%

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## VI. EQUITY IN OTHER ENTITIES (CONTINUED)

## 1. Equity in subsidiaries (Continued)

## (1) Subsidiaries obtained through establishment or business combination (Continued)

## (i) Domestic subsidiaries (Continued)

No.	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
50	CIMC Management and Training(Shenzhen) Co., Ltd. ("CIMC Training")	Business entity	Shenzhen Guangdong	Shenzhen Guangdong	Design of marketing activities scheme organisation of academic and commercial conference and exhibition	RMB50,000,000	100.00%	-
51	Yangzhou Lijun Industry and Trade Co., Ltd. ("Yangzhou Lijun")	Business entity	Yangzhou Jiangsu	Yangzhou Jiangsu	Production and sales of mechanical equipments and relevant components and parts; technical advisory and other service	RMB70,000,000	-	100.00%
52	Yangzhou Taili Special Equipment Co., Ltd. ("Yangzhou ")	Business entity	Yangzhou Jiangsu	Yangzhou Jiangsu	Design, manufacturing and maintenance of containers, board square cabin and; relevant components and parts relevant advisory and service	RMB70,000,000	-	100.00%
53	CIMC Marine Engineering Academic Co., Ltd. ("MEA")	Business entity	Yantai, Shandong	Yantai, Shandong	Research and development of marine operation platform and other marine	RMB150,000,000	75.00%	25.00%
54	Shanghai Lifan Container Service Co., Ltd. ("Shanghai Lifan ")	Business entity	Shanghai	Shanghai	Refitting and maintenance of containers; providing containers information system management and advisory service	RMB1,000,000	-	70.00%
55	CIMC Wood Development Co., Ltd. ("CIMC Xincai")	Business entity	Dongguan Guangdong	Dongguan Guangdong	Development, production and sales of wood products for various modern transportation equipment	RMB92,249,100	63.71%	21.24%

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VI. EQUITY IN OTHER ENTITIES (CONTINUED)

1. Equity in subsidiaries (Continued)

(1) Subsidiaries obtained through establishment or business combination (Continued)

(i) Domestic subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
56	Shenzhen CIMC Industry & City Development Co., Ltd. ("CIMC Chancheng")	Business entity	Shenzhen Guangdong	Shenzhen Guangdong	Real estate development	RMB339,512,100	-	61.50%
57	Yangzhou CIMC grand space Real Estate Development, Ltd ("CIMC Haoyu")	Business entity	Yangzhou Jiangsu	Yangzhou Jiangsu	Real Estate Development, sales and leasing	RMB25,000,000	-	76.90%
58	Ningbo Runxin Container Co., Ltd ("Ningbo Runxin")	Business entity	Ningbo Zhejiang	Ningbo Zhejiang	Cleaning and repair of containers, devanning, vanning	RMB5,000,000	-	60.00%
59	Chengdu CIMC Industrial Park Investment and Development Co., Ltd. ("Chengdu Industrial Park")	Business entity	Chengdu Sichuan	Chengdu Sichuan	Construction, management and lease of storage and relevant facilities; sales of vehicles and accessories	RMB60,000,000	-	63.33%
60	CIMC Finance Company ("Finance Company")	Business entity	Shenzhen Guangdong	Shenzhen Guangdong	Providing financial service to fellow subsidiaries in the Group	RMB500,000,000	100.00%	-
61	Shenzhen CIMC Investment Holding company ("SZ Investment Holding")	Business entity	Shenzhen Guangdong	Shenzhen Guangdong	Equity investment; sales and leasing of containers and container property	RMB75,000,000	100.00%	-
62	Zhumadian CIMC Huajun Vehicle Trading Co., Ltd. ("HJQM")	Business entity	Zhumadian, Henan	Zhumadian, Henan	Sales and repair of various vehicles, as well as relevant components and parts	RMB10,000,000	-	63.33%
63	Zhumadian CIMC Huajun Casting Co. Ltd. (HJCAST)	Business entity	Zhumadian, Henan	Zhumadian, Henan	Casting manufacturing for vehicle and mining machinery	RMB297,762,000	-	63.33%

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## VI. EQUITY IN OTHER ENTITIES (CONTINUED)

## 1. Equity in subsidiaries (Continued)

## (1) Subsidiaries obtained through establishment or business combination (Continued)

## (i) Domestic subsidiaries (Continued)

No.	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
64	Ocean Engineering Design & Research Institute of CIMC (SHOE)	Business entity	Shanghai	Shanghai	Design and research of marine operation platform and other ocean engineering	RMB50,000,000	-	100.00%
65	Shenzhen CIMC Investment Co., Ltd ("SZ Investment")	Business entity	Shenzhen Guangdong	Shenzhen Guangdong	Equity investment, investment management and related investment business	RMB140,000,000	100.00%	-
66	Shenzhen Sky Capital Co., Ltd (SESKYC)	Business entity	Shenzhen Guangdong	Shenzhen Guangdong	Equity investment, investment management and related investment business	RMB100,000,000	90.00%	10.00%
67	Ningbo MRO Trading Co., Ltd. (MRO)	Business entity	Ningbo Zhejiang	Ningbo Zhejiang	Production and sales of gas mask and other plastic productions	RMB10,000,000	-	100.00%
68	CIMC Container Holding Co., Ltd. ("Container Holding")	Business entity	Shenzhen Guangdong	Shenzhen Guangdong	Equity investment and management and related investment business	RMB2,736,915,400	100.00%	-
69	Chengdu CIMC Logistics Equipments Co., Ltd. ("Chengdu Logistics Equipment")	Business entity	Chengdu Sichuan	Chengdu Sichuan	Chemical liquid tank truck and semi-trailer	RMB15,000,000	-	63.33%
70	Shaanxi CIMC Vehicle Industry Garden ("Shanxi Vehicle Garden")	Business entity	Xianyang Shaanxi	Xianyang Shaanxi	Production and sales of various special vehicle	RMB80,000,000	-	63.33%
71	CIMC Holdings (B.V.I.) Limited ("CIMC BVI")	Business entity	Jiangmen Guangdong	Jiangmen Guangdong	Equity investment, property investment and investment management	RMB150,000,000	-	100.00%
72	CIMC modular building design & Development Co. Ltd. ("Modular design")	Business entity	Jiangmen Guangdong	Jiangmen Guangdong	Design modular building and decorations	RMB50,000,000	-	73.05%

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VI. EQUITY IN OTHER ENTITIES (CONTINUED)

1. Equity in subsidiaries (Continued)

(1) Subsidiaries obtained through establishment or business combination (Continued)

(i) Domestic subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
73	CIMC Cold Chain Research Institute Co., Ltd. ("Cold Chain Research")	Business entity	Qingdao Shandong	Qingdao Shandong	Standard shipping of refrigerated containers and special refrigerated containers	RMB50,000,000	-	100.00%
74	CIMC Cold Chain Investment Co. Ltd. ("Cold Chain Investment")	Business entity	Qingdao Shandong	Qingdao Shandong	Property and project investments	RMB979,000,000	-	100.00%
75	Shenyang CIMC Industrial Park Investment and Development Co., Ltd. ("Shenyang Vehicle Garden")	Business entity	Shenyang Liaoning	Shenyang Liaoning	Investment management, asset trustee management	RMB50,000,000	-	63.33%
76	Shenzhen Tianda CIMC Logistics System Engineering Co Ltd ("Tianda Logistics")	Business entity	Shenzhen Guangdong	Shenzhen Guangdong	Automatic logistics system engineering, real-time logistics management system	RMB60,000,000	-	54.70%
77	Dongguan Cimc Innovation Industrial Park Development Co., Ltd. ("Dongguan innovation park")	Business entity	Dongguan Guangdong	Dongguan Guangdong	Innovation industrial park investment, real estate development & management	RMB64,516,129	-	61.50%
78	Zhejiang Teng Long Industry Group Co., Ltd. ("Teng Long industry")	Business entity	Quzhou Zhejiang	Quzhou Zhejiang	Sale of wood and bamboo products, bamboo and wood technology research and development, consulting	RMB6,000,000	-	43.32%
79	Guangdong Xinhui Modular Building Manufacturing Co. Ltd. ("Xinhui Modular")	Business entity	Jiangmen Guangdong	Jiangmen Guangdong	Production and sale of integrated houses, prefabricated houses, metal structure	RMB80,000,000	-	100.00%



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## VI. EQUITY IN OTHER ENTITIES (CONTINUED)

## 1. Equity in subsidiaries (Continued)

## (1) Subsidiaries obtained through establishment or business combination (Continued)

## (i) Domestic subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
80	Shanghai Xinzhitu Logistics ("Shanghai Xinzhitu")	Business entity	Shanghai	Shanghai	International Freight transport agents, general cargo transport	RMB10,000,000	-	100.00%
81	Qianhai CIMC leasing (Shenzhen) Co., Ltd. ("Qianhai rental")	Business entity	Shenzhen Guangdong	Shenzhen Guangdong	Financing lease business Lease transaction advisory	USD80,000,000	-	100.00%
82	Shenyang CIMC logistics equipment Co., Ltd. ("Shenyang Logistics")	Business entity	Shenyang Liaoning	Shenyang Liaoning	Manufacturing, R&D, sales, installation and advisory of logistics equipment	RMB6,000,000	-	100.00%
83	Langfang CIMC airport equipment Limited company ("Langfang")	Business entity	Langfang Hebei	Langfang Hebei	Production and operation of various airport and port mechanical	RMB10,000,000	-	54.70%
84	Yantai Tiezhongbao steel processing Co., Ltd. ("Yantai Tiezhongbao")	Business entity	Yantai Shandong	Yantai Shandong	R&D, manufacturing leg structure; sales of products	USD9,150,200	-	65.00%
85	Qingdao CIMC Innovation Industrial Park Development Co. Ltd. ("Qingdao Creative Industry Park")	Business entity	Qingdao Shandong	Qingdao Shandong	Development and management of real estate and property; advisory service for real estate and investment	RMB10,000,000	-	61.50%
86	Anhui United Feicai Vehicle Co., Ltd. ("United Feicai")	Business entity	Xuancheng Anhui	Xuancheng Anhui	Production and sales of various special-use vehicles and engineering machinery	RMB158,000,000	-	70.06%
87	Zhenghua (Tianjin) Container Service Co., Ltd. ("Zhenghua Container Service")	Business entity	Tianjin	Tianjin	Domestic and international freight transport agents, and relevant advisory service	RMB85,761,300	-	75.00%

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VI. EQUITY IN OTHER ENTITIES (CONTINUED)

1. Equity in subsidiaries (Continued)

(1) Subsidiaries obtained through establishment or business combination (Continued)

(i) Domestic subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
88	Kunshan CIMC Automatic logistic equipment Co., Ltd. ("Kunshan CIMC")	Business entity	Kunshan Jiangsu	Kunshan Jiangsu	Automatic logistics system, and air cargo handling system	RMB80,000,000	-	50.31%
89	CIMC Tianda (Longyan) Investment Development Co., Ltd.	Business entity	Longyan Fujian	Longyan Fujian	The parking lot investment, asset management and real estate development business	RMB20,000,000	-	32.82%
90	Albert Ziegler GmbH(Beijing) Sales Co., Ltd. ("Ziegler")	Business entity	Beijing	Beijing	Fire trucks, rescue vehicles and relevant accessories, machinery equipment import-export business relevant agent business	EUR1,500,000	-	60.00%
91	Shenzhen CIMC Technology Co., Ltd. ("Shenzhen CIMC Technology")	Business entity	Shenzhen Guangdong	Shenzhen Guangdong	Automatically identify products, radio frequency identification systems and products, and provide consulting services	RMB15,000,000	-	34.45%
92	Nantong CIMC Sanctum Cryogenic Equipment Co., Ltd ("Sanctum Nantong")	Business entity	Nantong Jiangsu	Nantong Jiangsu	Manufacture and sales of cryogenic equipment and chemical metallurgy equipment, etc.	RMB20,000,000	-	70.57%
93	Dongguan CIMC Special Vehicle Co., Ltd. ("Dongguan CIMC Special Vehicle")	Business entity	Dongguan Guangdong	Dongguan Guangdong	Development, production and sales of various special-use vehicles, refitting vehicles, special vehicles, trailer series	RMB200,000,000	-	63.33%
94	Dongguan Jiwang Industrial Park Co., Ltd. ("Dongguan Jiwang")	Business entity	Dongguan Guangdong	Dongguan Guangdong	Project investment, real estate development, rental and sales of houses and sites	RMB30,000,000	100.00%	-

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## VI. EQUITY IN OTHER ENTITIES (CONTINUED)

## 1. Equity in subsidiaries (Continued)

## (1) Subsidiaries obtained through establishment or business combination (Continued)

## (i) Domestic subsidiaries (Continued)

No.	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
95	Zhenhua (Tianjin) supply chain management co., Ltd ("Zhenhua supply chain management")	Business entity	Tianjin	Tianjin	Warehouse service; Logistic Distribution and loading, unloading, handling services	RMB79,475,000	-	75.00%
96	CIMC Technology Co., Ltd ("Jiangmen CIMC technology")	Business entity	Jiangmen, Guangdong	Jiangmen, Guangdong	Intelligent equipment technology development Industrial investment	RMB50,000,000	-	100.00%
97	Shenzhen CIMC Vehicle Park Investment Management Co., Ltd. ("Shenzhen Vehicle Park")	Business entity	Shenzhen, Guangdong	Shenzhen, Guangdong	Investment management, assets fiduciary management	RMB152,500,000	-	63.33%
98	CIMC Modern Logistics Development Co., Ltd. ("Modern Logistic")	Business entity	Tianjin	Tianjin	International and domestic freight transport agents, general and CIQ affairs	RMB1,049,226,700	100.00%	-
99	Dongguan Southern CIMC Logistic Equipment Manufacturing Co., Ltd. ("Dongguan Southern CIMC")	Business entity	Dongguan, Guangdong	Dongguan, Guangdong	Manufacture and repair container and containers stacking storage operation	RMB600,000,000	-	100.00%
100	Ningbo CIMC Container Manufacture Co., Ltd. ("Ningbo Container Manufacture")	Business entity	Ningbo	Ningbo	Manufacture, production and sales of containers	RMB500,000,000	-	100.00%
101	Shenzhen CIMC Peng Feng Venture Investment Co., Ltd ("Peng Feng Venture Investment")	Business entity	Shenzhen	Shenzhen	Equity investment	RMB50,000,000	-	100.00%
102	Shenzhen Three HuaZhuoYue investment co., Ltd ("Shenzhen Three HuaZhuoYue")	Business entity	Shenzhen	Shenzhen	Investment holding	RMB30,000,000	-	70.06%

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VI. EQUITY IN OTHER ENTITIES (CONTINUED)

1. Equity in subsidiaries (Continued)

(1) Subsidiaries obtained through establishment or business combination (Continued)

(i) Domestic subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
103	Guangdong Hui Zhong Da Laser equipment co., Ltd. ("Guangdong Laser Equipment")	Business entity	Jiangmen	Jiangmen	Manufacture of laser equipment	RMB31,800,000	19.01%	80.99%
104	Yangzhou CIMC Hongyu Real Estate Co., Ltd. ("Yangzhou Hongyu Real Estate")	Business entity	Yangzhou	Yangzhou	Real estate development; sales and lease of properties, investment in hotels	RMB25,000,000	-	61.50%
105	Yangzhou CIMC Dayu Real Estate Co., Ltd. ("Yangzhou Dayu Real Estate")	Business entity	Yangzhou	Yangzhou	Real estate development; sales and lease of properties	RMB25,000,000	-	61.50%
106	Yangzhou CIMC Huayu Hotel Investment Co., Ltd. ("Yangzhou Huayu Hotel")	Business entity	Yangzhou	Yangzhou	Food and beverage service, corporate management; advisory and investment management	RMB35,000,000	-	61.50%
107	Taicang CIMC Special Logistics Equipment Co. Ltd. (Taicang Special Equipment)	Business entity	Taicang Jiangsu	Taicang Jiangsu	Production and manufacture of special container equipment	USD20,000,000	-	100.00%
108	Zhengzhou Constant Embellish Energy Co., Ltd. ("Zhengzhou Constant Energy")	Business entity	Zhengzhou	Zhengzhou	Asset management	RMB43,000,000	-	66.00%
109	CIMC Enric Investment Holdings (Shenzhen) Ltd. ("Enric Shenzhen Investment Holding")	Business entity	Shenzhen	Shenzhen	Investment holding	USD80,000,000	-	70.57%

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## VI. EQUITY IN OTHER ENTITIES (CONTINUED)

## 1. Equity in subsidiaries (Continued)

## (1) Subsidiaries obtained through establishment or business combination (Continued)

## (i) Domestic subsidiaries (Continued)

No.	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
110	Zhangjiagang CIMC Sanctum Cryogenic Equipment Machinery Co., Ltd. ("Sanctum Cryogenic")	Business entity	Zhangjiagang	Zhangjiagang	Manufacture, process and sales of cryogenic equipment, petroleum chemical equipment, mental products and relevant parts; related advisory service	RMB30,000,000	-	63.51%
111	Tianjin Hongxin Berg Leasing Co. Ltd. ("Tianjin Hongxin Berg")	Business entity	Tianjin	Tianjin	Financial leasing	RMB170,000,000	-	51.00%
112	CIMC Multimodal Transport Development Co., Ltd. ("CIMC Multimodal Transport Development")	Business entity	Shenzhen	Shenzhen	Multimodal logistics services	RMB100,000,000	-	80.00%
113	Shenzhen CIMC Xinlian Technology Co., Ltd. ("Shenzhen CIMC Xinlian Technology")	Business entity	Shenzhen	Shenzhen	Software, information technology service	RMB100,000,000	-	81.30%
114	Shenzhen CIMC Tongchuang Supply Chain Co., Ltd. ("Shenzhen CIMC Tongchuang Supply Chain")	Business entity	Shenzhen	Shenzhen	Investment holding	RMB200,000,000	-	73.39%
115	CIMC Offshore Holdings Co., Ltd. ("CIMC Offshore Holdings")	Business entity	Shenzhen	Shenzhen	Investment holding	RMB2,335,000,000	100.00%	-
116	Shenzhen CIMC Tianda Jilon aeronautical Refrigeration Co., Ltd. ("CIMC Tianda Jilon")	Business entity	Shenzhen	Shenzhen	Production of aviation refrigeration equipment, technology import and export business	RMB50,000,000	-	38.29%

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VI. EQUITY IN OTHER ENTITIES (CONTINUED)

1. Equity in subsidiaries (Continued)

(1) Subsidiaries obtained through establishment or business combination (Continued)

(i) Domestic subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
117	Tianjin Yongwang Machinery Equipment Leasing Co. Ltd. ("Tianjin Yongwang Machinery Equipment")	Business entity	Tianjin China	Tianjin China	Financial service	RMB6,500,000,000	-	15.00%
118	Guangdong CIMC Building Construction Co. Ltd. ("Guangdong CIMC Building Construction")	Business entity	Guangdong	Guangdong	Module supply	RMB50,000,000	-	100.00%
119	CIMC Kaitong Logistics Development Co. Ltd. ("CIMC Kaitong Logistics Development")	Business entity	Nanjing Jiangsu	Nanjing Jiangsu	Logistics service	RMB150,000,000	-	51.00%
120	Jiangsu Kaitong Shipping Co. Ltd. ("Jiangsu Kaitong")	Business entity	Nanjing	Nanjing	Logistics service	RMB20,000,000	-	51.00%
121	CIMC Enric Energy Equipment (Suzhou) Co., Ltd. ("CIMC Enric Energy Equipment (Suzhou)")	Business entity	Jiangsu	Jiangsu	Energy equipment design, R & D, sales and technology consulting; self employment and agency of various commodities and technology import and export, and technology import and export business	RMB30,000,000	-	70.57%
122	Shenzhen CIMC Cold Chain Technology Co., Ltd. ("Shenzhen CIMC Cold Chain Technology")	Business entity	Shenzhen	Shenzhen	Cold chain equipment design, R & D, sales, leasing, logistics services and technical consultation	RMB20,000,000	-	70.00%

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## VI. EQUITY IN OTHER ENTITIES (CONTINUED)

## 1. Equity in subsidiaries (Continued)

## (1) Subsidiaries obtained through establishment or business combination (Continued)

## (i) Domestic subsidiaries (Continued)

No.	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
123	Jiangsu Trailer Leasing Co., Ltd. ("Jiangsu Trailer Leasing")	Business entity	Jiangsu	Jiangsu	Rental of equipment, and car, Maintenance of leasing equipment and facilities, information system integration services, transportation and unloading services	RMB200,000,000	–	50.66%
124	Guangzhou CIMC Vehicle Sales Co., Ltd. ("Guangzhou CIMC Vehicle Sales")	Business entity	Guangzhou	Guangzhou	Wholesale industry	RMB30,010,000	–	63.33%
125	Zhumadian Zhongji Wanjia Axle Co., Ltd. ("Wanjia axle")	Business entity	Zhumadian	Zhumadian	Design, production, sale and technical service of vehicle axle and other auto parts	RMB20,000,000	–	63.33%
126	Shenzhen Qianhai CIMC Qigu Investment Co., Ltd. ("CIMC Qigu")	Business entity	Shenzhen	Shenzhen	Investment consulting; investment in industrial development; investment in technology projects; Bill information consultation, processing and related system applications maintenance services; receivables collection services Business management consulting	RMB100,000,000	–	100%
127	Shenzhen CIMC Yinggu Supply Chain Co., Ltd ("CIMC Yinggu")	Business entity	Shenzhen	Shenzhen	Research and development, design, sales, leasing, maintenance and residual value processing for packaging equipment, containers and materials domestic freight forwarders	RMB70,000,000	–	51.00%

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VI. EQUITY IN OTHER ENTITIES (CONTINUED)

1. Equity in subsidiaries (Continued)

(1) Subsidiaries obtained through establishment or business combination (Continued)

(i) Domestic subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
128	CIMC Kaitong (Shaanxi) Logistics Development Co. Ltd. ("Kaitong (Shaanxi)")	Business entity	Xi'an	Xi'an	Logistics service	RMB20,000,000	-	30.60%
129	CIMC Zhenyang (Shanghai) Logistics Co., Ltd. ("Zhenyang (Shanghai)")	Business entity	Shanghai	Shanghai	Logistics service	RMB30,000,000	-	100.00%
130	CIMC Kaitong Jiangsu International Multimodal Transport Co., Ltd ("Kaitong Jiangsu International Multimodal Transport")	Business entity	Nanjing	Nanjing	Logistics service	RMB20,000,000	-	33.15%
131	CIMC Donghan (Shanghai) Shipping Co., Ltd. ("CIMC Donghan")	Business entity	Shanghai	Shanghai	Domestic waterway transport, road freight transport, international cargo transport agency, cargo transport agency international shipping agency, domestic shipping agency	RMB20,000,000	-	30.60%
132	Anjihui Internet of Things Technology (Suzhou) Co., Ltd. ("Anjihui")	Business entity	Suzhou, Jiangsu	Suzhou, Jiangsu	Telecommunication business operations; Development of computer hardware and software, Development of computer network technology, computer system integration, mobile phone software technology	RMB30,000,000		70.75%



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## VI. EQUITY IN OTHER ENTITIES (CONTINUED)

## 1. Equity in subsidiaries (Continued)

## (1) Subsidiaries obtained through establishment or business combination (Continued)

## (ii) Overseas subsidiaries

	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
133	CIMC Holdings (B.V.I.) Limited ("CIMC BVI")	Business entity	British Virgin Islands	British Virgin Islands	Investment holding	USD50,000	–	100.00%
134	CIMC Tank Equipment Investment Holdings Co., Ltd. ("Tank Equipment Investment")	Business entity	Hong Kong China	Hong Kong China	Investment holding	HKD4,680,000	–	100.00%
135	CIMC-SMM Vehicle (Thailand) CO., LTD. ("Thailand V")	Business entity	Thailand	Thailand	Production and sales of various special vehicles	THB260,000,000	–	51.93%
136	CIMC Vehicle Investment Holding Co., Ltd. ("CIMC Vehicle BVI")	Business entity	Hong Kong China	Hong Kong China	Investment holding	USD1	–	63.33%
137	CIMC Europe BVBA ("BVBA")	Business entity	Belgium	Belgium	Investment holding	EUR18,550	–	100.00%
138	China International Marine Containers (Hong Kong) Limited ("CIMC Hong Kong")	Business entity	Hong Kong China	Hong Kong China	Investment holding	HKD2,000,000	100.00%	–
139	CIMC Burg B.V. ("Burg")	Business entity	Holland	Holland	Investment holding	EUR90,000	–	100.00%
140	Charm Wise Limited ("Charm Wise")	Business entity	Hong Kong China	Hong Kong China	Investment holding	USD50,000	–	100.00%
141	Gold Terrain Assets Limited ("GTA")	Business entity	British Virgin Islands	British Virgin Islands	Investment holding	USD50,000	–	100.00%
142	Full Medal Ltd. ("Full Medal")	Business entity	British Virgin Islands	British Virgin Islands	Investment holding	USD50,000	–	70.57%

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VI. EQUITY IN OTHER ENTITIES (CONTINUED)

1. Equity in subsidiaries (Continued)

(1) Subsidiaries obtained through establishment or business combination (Continued)

(ii) Overseas subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
143	Charm Ray Holdings Limited ("Charm Ray")	Business entity	Hong Kong, China	Hong Kong, China	Investment holding	HKD10,000	-	70.57%
144	Charm Beat Enterprises Limited ("Charm Beat")	Business entity	British Virgin Islands	British Virgin Islands	Investment holding	USD50,000	-	63.33%
145	Sharp Vision Holdings Limited ("Sharp Vision")	Business entity	Hong Kong, China	Hong Kong, China	Investment holding	HKD1	-	100.00%
146	Sound Winner Holdings Limited ("Sound Winner")	Business entity	British Virgin Islands	British Virgin Islands	Investment holding	USD50,000	-	70.57%
147	Grow Rapid Limited ("Grow Rapid")	Business entity	Hong Kong, China	Hong Kong, China	Investment holding	HKD1	-	100.00%
148	Powerlead Holding Ltd. ("Powerlead")	Business entity	British Virgin Islands	British Virgin Islands	Investment holding	USD10	-	100.00%
149	Coöperatie Vela Holding U.A. ("Coöperatie Vela Holding U.A.")	Business entity	Holland	Holland	Investment holding	EUR75,000,000	-	70.57%
150	Vela Holding B.V. ("Vela Holding B.V.")	Business entity	Holland	Holland	Investment holding	EUR90,000	-	70.57%
151	CIMC Financial Leasing (HK) Co Ltd. ("Financial Leasing (HK)")	Business entity	Hong Kong, China	Hong Kong, China	Financial Leasing	HKD500,000	-	100.00%
152	CIMC Offshore Holdings Limited ("CIMC Offshore")	Business entity	Hong Kong, China	Hong Kong, China	Investment holding	HKD2,234,855,000 And RMB1,000,000,000	-	85.00%
153	Coöperatie CIMC U.A. ("COOP")	Business entity	Holland	Holland	Investment holding	EUR25,500,000	99.00%	1.00%

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## VI. EQUITY IN OTHER ENTITIES (CONTINUED)

## 1. Equity in subsidiaries (Continued)

## (1) Subsidiaries obtained through establishment or business combination (Continued)

## (ii) Overseas subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
154	North Sea Rigs Holding Ltd ("NSR")	Business entity	British Virgin Islands	British Virgin Islands	Financial leasing project company	USD6,000	–	91.50%
155	Hongkong CIMC Tianda Airport Support Ltd. ("TAS Hongkong")	Business entity	Hong Kong, China	Hong Kong, China	Investment holding	HKD1,000,000	–	54.70%
156	CIMC Development (Australia) Pty Ltd ("Development Australia")	Business entity	Australia	Australia	Investment holding	AUD8,000,000	–	100.00%
157	Beacon holdings Group Ltd ("Beacon holdings")	Business entity	British Virgin Islands	British Virgin Islands	Financial Leasing project company	USD2,400	–	100.00%
158	Lihua Logistics Company Limited ("Lihua")	Business entity	Hong Kong, China	Hong Kong, China	Logistics	USD4,850,000	–	75.00%
159	Beacon Pacific Group Ltd. ("Beacon Pacific")	Business entity	British Virgin Islands	British Virgin Islands	Financial Leasing project company	USD42,500,000	–	100.00%
160	CIMC Holdings Australia Pty Ltd ("Holdings Aus")	Business entity	Australia	Australia	Investment holding	AUD8,724,000	–	63.33%
161	CIMC Trailer Poland SP Zoo ("Trailer Poland SP Zoo")	Business entity	Poland	Poland	Investment holding	EUR3,000,000	–	63.33%
162	CIMC MBS Hong Kong Limited ("MBS (HK)")	Business entity	Hong Kong, China	Hong Kong, China	Investment holding	HKD50,000	–	100.00%
163	CIMC FORTUNE HOLDINGS LIMITED ("Fortune")	Business entity	Hong Kong, China	Hong Kong, China	Financial Services	USD2,000,000	100.00%	–

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VI. EQUITY IN OTHER ENTITIES (CONTINUED)

1. Equity in subsidiaries (Continued)

(1) Subsidiaries obtained through establishment or business combination (Continued)

(ii) Overseas subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
164	CIMC Modular Building Systems (Australia) Pty Ltd ("MBS AU")	Business entity	Australia	Australia	Module supply	AUD500,000	-	100.00%
165	EVERISE CAPITAL PTY LTD ("EVERISE")	Business entity	Australia	Australia	Investment holding	AUD10	-	100.00%
166	GLOBAL PLUS PTY LTD ("GLOBAL")	Business entity	Australia	Australia	Investment holding	AUD1	-	100.00%
167	HARVEST AVENUE PTY LTD ("HARVEST")	Business entity	Australia	Australia	Investment holding	AUD1	-	100.00%
168	CIMC Intelligence (Hong Kong) Co., Ltd. ("CIMC Intelligence (Hong Kong)")	Business entity	Hong Kong	Hong Kong	R&D Terminal Intelligent Terminal Equipment Provide Internet of Things Solutions	HKD10,000	-	68.00%
169	Adventure Explorer Limited ("Adventure")	Business entity	Hong Kong	Hong Kong	Investment holding	HKD1	-	100.00%
170	Glamor East Limited ("Glamor")	Business entity	Hong Kong	Hong Kong	Investment holding	HKD1	-	100.00%
171	Innovate Alliance Limited ("Innovate")	Business entity	Hong Kong	Hong Kong	Investment holding	HKD1	-	100.00%

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## VI. EQUITY IN OTHER ENTITIES (CONTINUED)

## 1. Equity in subsidiaries (Continued)

(2) The Group does not have subsidiaries obtained through combination under common control.

## (3) Subsidiaries acquired through combinations under non-common control

## (i) Domestic subsidiaries

	Name	Category	Registration Place	Main Premises	Business Scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
1	Luoyang CIMC Lingyu Automobile CO., LTD. (LYV)	Business entity	Luoyang, Henan	Luoyang, Henan	Production and sales of passenger car, tank car; machining; operation of import and export business	RMB122,745,700	–	45.26%
2	Wuhu CIMC Ruijiang Automobile CO LTD (WHVS)	Business entity	Wuhu, Anhui	Wuhu, Anhui	Development, production and sales of various special vehicles, ordinary mechanical products and metal structure parts	RMB161,786,100	–	45.76%
3	Liangshan Dongyue Vehicle Co., Ltd. (LSDYV)	Business entity	Liangshan, Shandong	Liangshan, Shandong	Production and sales of mixing truck, special vehicle and components and parts	RMB90,000,000	–	44.39%
4	Qingdao CIMC Container Manufacture Co., Ltd (QDCC)	Business entity	Qingdao, Shandong	Qingdao, Shandong	Manufacture and repair of container, processing and manufacture of various mechanical parts, structures and equipment	USD27,840,000	–	100.00%
5	Qingdao CIMC Reefer Container Manufacture Co., Ltd. (QDCRC)	Business entity	Qingdao, Shandong	Qingdao, Shandong	Manufacture and sale of refrigeration and heat preservation device of reefer container, refrigerator car and heat preservation car; providing maintenance service	USD86,846,680	–	100.00%

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VI. EQUITY IN OTHER ENTITIES (CONTINUED)

1. Equity in subsidiaries (Continued)

(3) Subsidiaries acquired through combinations under non-common control (Continued)

(i) Domestic subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business Scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
6	Tianjin CIMC North Ocean Container Co., Ltd. (TJCIMC)	Business entity	Tianjin	Tianjin	Manufacture and sales of container, vehicles and ships After-sales service of containers	USD15,469,300	47.50%	52.50%
7	Shanghai CIMC Baowell Industries Co. Ltd (SBWI)	Business entity	Shanghai	Shanghai	Manufacture and sale of container as well as relevant	USD28,500,000	-	94.74%
8	CIMC Vehicle (Shandong) Co. Ltd. (KGR)	Business entity	Zhangqiu, Shandong	Zhangqiu, Shandong	Development and manufacture of special cars and other series products	USD18,930,100	-	55.10%
9	Zhangzhou CIMC Container Co., Ltd. (ZZCIMC)	Business entity	Zhangzhou, Fujian	Zhangzhou, Fujian	Manufacture and sale of container as well as relevant technical advisory	USD23,000,000	-	100.00%
10	Yangzhou CIMC Tong Hua Special Vehicles Co., Ltd. (YZTH)	Business entity	Yangzhou, Jiangsu	Yangzhou, Jiangsu	Development, production and sales of various special-use vehicles, refitting vehicles, special vehicles, trailer series	RMB434,300,800	-	63.33%
11	Zhumadian CIMC Huajun Vehicle Co. Ltd. (HJICIMC)	Business entity	Zhuamadian, Henan	Zhumadian, Henan	Refitting of special vehicles, sales of vehicle related materials	RMB205,340,000	-	63.33%
12	Zhangjiagang CIMC Sanctum Cryogenic Equipment Machinery Co., Ltd. (SDY)	Business entity	Zhangjiagang, Jiangsu	Zhangjiagang, Jiangsu	Development, manufacture and installation of deep freezing unit, petrochemical mechanical equipment, tank container, pressure vessel	RMB795,532,000	-	70.57%

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## VI. EQUITY IN OTHER ENTITIES (CONTINUED)

## 1. Equity in subsidiaries (Continued)

## (3) Subsidiaries acquired through combinations under non-common control (Continued)

## (i) Domestic subsidiaries (Continued)

No.	Name	Category	Registration Place	Main Premises	Business Scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
13	Donghua Container Transportation Service Co., Ltd. (DHCTS)	Business entity	Shanghai	Shanghai	Container cargo devanning, vanning; canvass for cargo; allotment and customs declaration; container maintenance and stockpiling; supply of components	USD4,500,000	–	70.00%
14	Yangzhou Tonglee Reefer Container Co., Ltd. (TLC)	Business entity	Yangzhou, Jiangsu	Yangzhou, Jiangsu	Manufacture and sale of reefer container and special container; providing relevant technical advisory and maintenance service	USD34,100,000	–	100.00%
15	Qingdao Kooll Logistics Co., Ltd. (QDHFL)	Business entity	Qingdao, Shandong	Qingdao, Shandong	Container warehousing, stockpiling, devanning, vanning, load and unload, cleaning, maintenance; goods processing	RMB20,000,000	–	80.00%
16	Enric (Bengbu) Compressor Co., Ltd. ("Enric Bengbu")	Business entity	Bengbu, Anhui	Bengbu, Anhui	Manufacturing base of NG compressor and related products	HKD60,808,400	–	70.57%
17	Shijiazhuang Enric Gas Equipment Co., Ltd. ("Shijiazhuang Enric")	Business entity	Shijiazhuang, Hebei	Shijiazhuang, Hebei	Manufacturing pressure vessel	USD32,000,000	–	70.57%
18	Enric (Langfang) Energy Equipment integration Co., Ltd. ("Langfang Enric")	Business entity	Langfang, Hebei	Langfang, Hebei	Manufacturing and exploiting Energy Equipment integration	HKD115,000,000	–	70.57%

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VI. EQUITY IN OTHER ENTITIES (CONTINUED)

1. Equity in subsidiaries (Continued)

(3) Subsidiaries acquired through combinations under non-common control (Continued)

(i) Domestic subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business Scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
19	Enric (Beijing) Energy Technology Co., Ltd. ("Beijing Enric")	Business entity	Beijing	Beijing	Manufacturing and exploiting Energy Equipment integration	HKD40,000,000	-	70.57%
20	CIMC Enric (Jingmen) Energy Equipment	Business entity	Jingmen, Hubei	Jingmen, Hubei	Sales of chemical and gas machineries and equipments as well as after sales services; research and development of energy conservation techniques	HKD50,000,000	-	70.57%
21	Jingmen Hongtu Special Aircraft manufacturing Co., Ltd ("Jingmen Hongtu")	Business entity	Jingmen, Hubei	Jingmen, Hubei	Development and sales of flight vehicle manufacturing techniques, design, production and sales of specialised motor vehicles tanks and pressure vessel	RMB100,000,000	-	56.46%
22	Ningguo CIMC Wood Co., Ltd. (NGCIMCW)	Business entity	Ningguo, Anhui	Ningguo, Anhui	Production and sales of plywood floors decorative floors and related bamboo and wood products; wood purchase for production	RMB9,884,600	-	50.97%
23	Yantai CIMC Raffles offshore Ltd. (CIMC Raffles)	Business entity	Yantai, Shandong	Yantai, Shandong	Construction of dock; Designation, production of ship; production of equipment of pressure and offshore oil platform	RMB2,291,190,000	-	83.20%



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## VI. EQUITY IN OTHER ENTITIES (CONTINUED)

## 1. Equity in subsidiaries (Continued)

## (3) Subsidiaries acquired through combinations under non-common control (Continued)

## (i) Domestic subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business Scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
24	Yantai CIMC Raffles ship Co., Ltd (YCRS)	Business entity	Yantai, Shandong	Yantai, Shandong	Construction of ship as well as component; sales of container and offshore oil platform channel and steel production	RMB125,980,000	–	70.95%
25	Haiyang CIMC Raffles offshore Ltd. (HCRO)	Business entity	Haiyang, Shandong	Haiyang, Shandong	Construction of dock; Designation, production of ship; production of equipment of pressure and offshore oil platform	RMB200,000,000	–	83.20%
26	Longkou CIMC Raffles offshore engineering Co., Ltd (LCRO)	Business entity	Longkou, Shandong	Longkou, Shandong	Construction of offshore project and supplement	RMB290,000,000	–	83.20%
27	Shandong Master Special Vehicle Manufacturing Co., Ltd (SDMV)	Business entity	Jining, Shandong	Jining, Shandong	Manufacture and sales of mixing truck, special vehicle and components and parts	RMB66,000,000	–	44.39%
28	Xinfa Airport Equipment Ltd. ("Xinfa Airport")	Business entity	Beijing	Beijing	Manufacture and sales of airport shuttle buses	RMB25,000,000	–	38.29%
29	Yangjiang Shangdong Furi Real Estate Co., Ltd. (YJFR)	Business entity	Yangjiang, Guangdong	Yangjiang, Guangdong	Real estate development and operation planning and consulting, sale of construction materials and inner house decoration	RMB10,000,000	–	61.50%
30	Nanjing Yangzi Petrochemical Design & Engineering Co., Ltd. ("Yangzi Petrochemical")	Business entity	Nanjing, Jiangsu	Nanjing, Jiangsu	Project related to petrochemical industry	RMB88,000,000	–	70.57%

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VI. EQUITY IN OTHER ENTITIES (CONTINUED)

1. Equity in subsidiaries (Continued)

(3) Subsidiaries acquired through combinations under non-common control (Continued)

(i) Domestic subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business Scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
31	Zhenhua Logistics Group Co., Ltd. ("Zhenhua Group")	Business entity	Tianjin	Tianjin	Container and cargo Distribution, freight and repairment	USD51,956,000	-	75.00%
32	Xiamen Hongxin Berg Leasing Co. Ltd. ("Hongxin Berg")	Business entity	Xiamen, Fujian	Xiamen, Fujian	Financial leasing and leasing business	USD21,300,000	-	51.00%
33	Tianjin Zhenhua Haijing Logistics Co. Ltd. ("Zhenhua Haijing")	Business entity	Tianjin	Tianjin	Construction and operation of warehousing facilities, container depot	RMB145,000,000	-	45.00%
34	Tianjin Zhenhua International Logistics Co. Ltd. ("Zhenhua IL")	Business entity	Tianjin	Tianjin	Non-vessel carrier, freight agent	RMB133,970,000	-	75.00%
35	Tianjin Zhenhua Customs Broker Co. Ltd. ("Tianjin CB")	Business entity	Tianjin	Tianjin	Customs clearance and related consulting services	RMB12,516,400	-	75.00%
36	Zhenhua International Shipping Agency (Qingdao) Co., Ltd. ("Qingdao Shipping Agency")	Business entity	Qingdao Shandong	Qingdao Shandong	International shipping agency business	RMB10,000,000	-	75.00%
37	Tianjin Zhenhua International Shipping Agency Co. Ltd. ("Tianjin Shipping Agency")	Business entity	Tianjin	Tianjin	International shipping agency business	RMB10,000,000	-	75.00%
38	Shanghai Zhenhua International Shipping Agencies Ltd ("Shanghai Shipping Agencies")	Business entity	Shanghai	Shanghai	International shipping agency business	RMB10,000,000	-	75.00%

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## VI. EQUITY IN OTHER ENTITIES (CONTINUED)

## 1. Equity in subsidiaries (Continued)

## (3) Subsidiaries acquired through combinations under non-common control (Continued)

## (i) Domestic subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business Scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
39	Zhenhua Dongjiang(Tianjin) Co.,Ltd. ("Zhenhua Dongjiang (Tianjin)")	Business entity	Tianjin	Tianjin	Common and special freight transport	RMB50,000,000	–	75.00%
40	Tianjin Zhenhua International Trade Bonded Warehousing Tianjin Zhenhua Trade Bonded	Business entity	Tianjin	Tianjin	Cargo transport agency services	RMB5,628,800	–	75.00%
41	Brigantine Services (Shenzhen) Co., Ltd. ("Shenzhen Brigantine")	Business entity	Shenzhen, Guangdong	Shenzhen, Guangdong	Provides a container and ship repair services and related technical	HKD7,500,000	–	70.00%
42	Brigantine Services (Shanghai) Co., Ltd. ("Shanghai Brigantine")	Business entity	Shanghai	Shanghai	Container ship and its parts, mechanical repair, maintenance services	USD513,000	–	70.00%
43	Tianjin port free trade zone Kaichang oil marketing Co. Ltd ("Kaichang oil marketing")	Business entity	Tianjin	Tianjin	Sales of petroleum products, warehouse sales	RMB30,000,000	–	45.00%
44	C&C Trucks marketing service Co., Ltd ("C&C Marketing Service")	Business entity	Wuhu, Anhui	Wuhu, Anhui	Sale and agency of various kinds of heavy truck special-use vehicles, engineering machinery, automobile chassis engine and relevant components and parts	RMB500,000,000	–	70.06%
45	Jiajing Technology Co., Ltd ("Jiajing Technology")	Business entity	Wuhu, Anhui	Wuhu, Anhui	Industrial design and new technology development mainly about automobile and its accessories	RMB10,000,000	–	70.06%

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VI. EQUITY IN OTHER ENTITIES (CONTINUED)

1. Equity in subsidiaries (Continued)

(3) Subsidiaries acquired through combinations under non-common control (Continued)

(i) Domestic subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business Scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
46	Wuhu Xingfu Real Estate Co., Ltd ("Wuhu Xingfu Real Estate")	Business entity	Wuhu, Anhui	Wuhu, Anhui	Sale and agency of various kinds of heavy truck special-use vehicles, engineering machinery,	RMB25,000,000	-	45.69%
47	Ruiji Logistics (Wuhu) Co., Ltd ("WHRJL")	Business entity	Wuhu, Anhui	Wuhu, Anhui	Sale and agency of various kinds of heavy truck special-use vehicles, engineering machinery,	RMB20,492,100	-	83.12%
48	C&C Trucks Co., Ltd ("C&C Trucks")	Business entity	Wuhu, Anhui	Wuhu, Anhui	Sale and agency of various kinds of heavy truck special-use vehicles, engineering machinery,	RMB1,570,000,000	70.06%	-
49	Anhui FeiCai (Group) co., LTD ("Anhui FeiCai (Group)")	Business entity	Xuancheng, Anhui	Xuancheng, Anhui	Manufacture and sale of agricultural vehicles agricultural machinery and relevant accessories	RMB158,000,000	-	70.06%
50	Liaoning Hashenleng Gas liquefaction equipment Co., Ltd ("Hashenleng")	Business entity	Liaoning	Liaoning	Natural gas liquefaction equipment, CBM liquefaction equipment; design, production and sales of relevant auxiliary equipment	RMB50,000,000	-	42.34%
51	Sino-Worlink (Beijing) Investment Co., Ltd ("Sino-Worlink (Beijing) Investment")	Business entity	Beijing	Beijing	Investment management; asset management; Investment advisory; corporate management.	RMB35,000,000	-	50.00%

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## VI. EQUITY IN OTHER ENTITIES (CONTINUED)

## 1. Equity in subsidiaries (Continued)

## (3) Subsidiaries acquired through combinations under non-common control (Continued)

## (i) Domestic subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business Scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
52	Sino-Worlink (Beijing) International Logistics Co., Ltd ("Sino-Worlink Beijing Logistics")	Business entity	Beijing	Beijing	International Freight transport agents, general cargo transport	RMB30,000,000	–	50.00%
53	Qingdao Lida Chemical Co., Ltd. ("Qingdao Lida Chemical")	Business entity	Shandong	Shandong	Manufacture and sale of sealant products. Production and sales; of rubber parts, plastic parts and waterborne coatings	RMB30,000,000	–	59.47%
54	Zhengzhou Logistics Automatic System Co., Ltd. ("Zhengzhou Logistics")	Business entity	Zhengzhou, Henan	Zhengzhou, Henan	R&D and manufacture of sorter	RMB20,000,000	–	54.70%
55	Qingdao Lida New Rubber & Plastic Products Co., Ltd. ("Qingdao Lida New Rubber & Plastic Products")	Business entity	Shandong	Shandong	Manufacture and sale of rubber parts, plastic parts, metal structures, R&D of container parts	RMB1,000,000	–	59.47%
56	Sinopacific Offshore & Engineering Co., LTD. ("SOE")	Business entity	Nantong	Nantong	Transportation and storage of liquefied gas in offshore oil and gas industry, manufacturing of high-end equipment such as offshore cranes, marine modules, and cargo systems	RMB1,023,966,800	–	70.57%
57	Beijing CIMC Tiansheng Technology Co., LTD ("Beijing CIMC Tiansheng Technology")	Business entity	Beijing	Beijing	Integrated building	RMB20,000,000	–	50.00%

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VI. EQUITY IN OTHER ENTITIES (CONTINUED)

1. Equity in subsidiaries (Continued)

(3) Subsidiaries acquired through combinations under non-common control (Continued)

(ii) Overseas subsidiaries

	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
58	CIMC Rolling Stock Australia Pty Ltd. ("CIMC Rolling Stock Australia")	Business entity	Australia	Australia	Sales of vehicles	AUD50,000	-	74.33%
59	Enric Energy Equipment Holdings Limited ("Enric")	Business entity	Cayman Islands	Cayman Islands	Investment holding	HKD120,000,000	-	70.57%
60	Burg Industries B.V. ("Burg Industries")	Business entity	Holland	Holland	Investment holding	EUR841,267	-	100.00%
61	CIMC ENRIC Tank and Process B.V.	Business entity	Holland	Holland	Investment holding	EUR14,040,000	-	70.57%
62	Ziemann Holvrieka B.V. ("Holvrieka B.V.")	Business entity	Holland	Holland	Sales of tank equipment	EUR136,200	-	70.57%
63	Ziemann Holvrieka International B.V. ("Ziemann Holvrieka International B.V.")	Business entity	Holland	Holland	Production, assembly and sale of tank equipment	EUR682,500	-	70.57%
64	Pteris Global Sdn. Bhd ("Pteris Global Sdn. Bhd")	Business entity	Malaysia	Malaysia	Sale service	MYR8,000,000	-	78.14%
65	Noordkoel B.V.	Business entity	Holland	Holland	Sales of tank equipment	EUR500,000	-	70.57%
66	Beheermaatschappij Burg B.V.	Business entity	Holland	Holland	Investment holding	EUR123,155.95	-	100.00%
67	Burg Carrosserie B.V.	Business entity	Holland	Holland	Production of road transport vehicle	EUR18,151.21	-	63.33%
68	Exploitiemaatschappij Intraprogress B.V.	Business entity	Holland	Holland	Trade, financing and leasing of road transport vehicle	EUR15,925	-	63.33%

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## VI. EQUITY IN OTHER ENTITIES (CONTINUED)

## 1. Equity in subsidiaries (Continued)

## (3) Subsidiaries acquired through combinations under non-common control (Continued)

## (ii) Overseas subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
69	Hobur Twente B.V.	Business entity	Holland	Holland	Production and sale of oil and components and parts	EUR45,378.02	–	100.00%
70	Burg Service B.V.	Business entity	Holland	Holland	Assembly and repair of road transport vehicle and tank equipment	EUR150,000	–	70.57%
71	LAG Trailers N.V.	Business entity	Belgium	Belgium	Manufacturing trailer	EUR3,245,000	–	63.33%
72	Ziemann Holvrieka N.V.	Business entity	Belgium	Belgium	Production tank equipment	EUR991,600	–	70.57%
73	Immoburg N.V. Bree	Business entity	Belgium	Belgium	Production of road transport vehicles	EUR248,000	–	63.33%
74	Ziemann Holvrieka A/S	Business entity	Denmark	Denmark	Production tank equipment	DKK1,000,000	–	70.57%
75	Direct Chassis LLC ("DCEC")	Business entity	USA	USA	Manufacturing and sales of special vehicles	USD10,000,000	–	63.33%
76	CIMC TGE Gas Investments SA ("TGE SA")	Business entity	Luxemburg	Luxemburg	Investment holding	EUR50,000	–	60.00%
77	TGE Gas Engineering GmbH ("TGE Gas Engineering GmbH")	Business entity	Germany	Germany	Provide EP+CS (Design, Purchase and Construction Supervision) or other technical project services in LNG,LPG and storage and disposal of other	EUR1,000,000	–	60.00%

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VI. EQUITY IN OTHER ENTITIES (CONTINUED)

1. Equity in subsidiaries (Continued)

(3) Subsidiaries acquired through combinations under non-common control (Continued)

(ii) Overseas subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
78	CIMC Raffles Offshore (Singapore) Limited ("Offshore (Singapore)")	Business entity	Singapore	Singapore	Production of various ship for offshore oil and gas, including jack-up drilling platforms, semi-submersible drilling Platforms, FPSOs, FSOs	SGD594,416,915 and USD303,122,013	-	85.00%
79	CIMC Raffles Investments Limited	Business entity	Hong Kong China	Hong Kong China	Investment holding	HKD2	-	85.00%
80	CIMC Raffles Leasing Pte.Ltd.	Business entity	Singapore	Singapore	Leasing of marine ship	SGD2	-	85.00%
81	Caspian Driller Pte. Ltd.	Business entity	Singapore	Singapore	Leasing of marine ship	USD30,000,000	-	85.00%
82	Technodyne International Limited ("Technodyne")	Business entity	United Kingdom	United Kingdom	Research and development of energy equipment	GBP100	-	60.00%
83	Gadidae AB.	Business entity	Sweden	Sweden	Investment holding	SEK1,000,000	-	85.00%
84	Perfect Victor Investments Limited ("Perfect Victor")	Business entity	Hong Kong China	Hong Kong China	Investment holding	USD1	-	100.00%
85	Ziemann Holvrieka GmbH ("Ziemann Holvrieka GmbH")	Business entity	Germany	Germany	Design, production and sales of beer fermentation machine	EUR16,000,000	-	70.57%
86	Albert Ziegler GmbH ("Ziegler")	Business entity	Germany	Germany	Designation of Marine engineering	EUR13,543,000	-	60.00%



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## VI. EQUITY IN OTHER ENTITIES (CONTINUED)

## 1. Equity in subsidiaries (Continued)

## (3) Subsidiaries acquired through combinations under non-common control (Continued)

## (ii) Overseas subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
87	Bassoe Technology AB ("Bassoe")	Business entity	Sweden	Sweden	Designation of Marine engineering	SEK1,000,000	–	100.00%
88	CIMC MBS LIMITED ("Verbus Systems")	Business entity	United Kingdom	United Kingdom	Module supply	GBP3,884,303	–	100.00%
89	Zhenhua logistics (Hongkong) Co., Ltd. ("Zhenhua Hongkong")	Business entity	Hong Kong, China	Hong Kong, China	Logistics	USD6,600,000	–	75.00%
90	CIMC Australia Road Transport Equipment Pty Ltd ("Australia Road Transport Equipment Pty")	Business entity	Australia	Australia	Investment holding	AUD8,300,000	–	63.33%
91	Brigantine International Holdings Limited ("Brigantine International Holdings")	Business entity	Hong Kong, China	Hong Kong, China	Investment holding	HKD10,000,000	–	70.00%
92	Brigantine Services Limited ("Hongkong Brigantine Services")	Business entity	Hong Kong, China	Hong Kong, China	Container repair and renovation, container trade	HKD5,000,000	–	70.00%
93	Pteris Global Ltd	Business entity	Singapore	Singapore	Investment holding	SGD104,781,000	–	78.14%
94	Verbus International Limited ("VIL")	Business entity	United Kingdom	United Kingdom	Investment holding	GBP1,108	–	100.00%
95	CIMC Developments Limited ("CDL")	Business entity	United Kingdom	United Kingdom	Project total package	GBP1	–	100.00%

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VI. EQUITY IN OTHER ENTITIES (CONTINUED)

1. Equity in subsidiaries (Continued)

(3) Subsidiaries acquired through combinations under non-common control (Continued)

(ii) Overseas subsidiaries (Continued)

	Name	Category	Registration Place	Main Premises	Business scope	Share capital issued and information of bonds	Shareholding percentage	
							Direct	Indirect
96	Verbus Systems Ltd ("VSL")	Business entity	United Kingdom	United Kingdom	Module supply	GBP1	-	100.00%
97	Briggs Group Limited	Business entity	United Kingdom	United Kingdom	Beer, distillation, pharmaceutical, yeast, biofuels and other industries engineering design and some key equipment	GBP3,385,000	-	70.57%
98	Retlan Manufacturing Limited	Business entity	United Kingdom	United Kingdom	Production semi-trailer	GBP692,041	-	63.33%

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## VI. EQUITY IN OTHER ENTITIES (CONTINUED)

## 1. Equity in subsidiaries (Continued)

## (4) Subsidiaries with significant minority interests

	Minority interests	Net Profit attribute to minority interests in 2017	Dividends distributed to minority interests in 2017	Grand total Minority Interests on 31 December 2017
Enric	29.43%	154,391	2,022	1,825,025
CIMC Offshore	15.00%	(402)	–	917,757
CIMC Chancheng	38.50%	88,873	–	944,003

Core financial information of aforementioned significant but not wholly-owned subsidiaries are as follows:

	As at 31 December 2017					
	Current assets	Non-current assets	Total assets	Current liabilities	Non-current liabilities	Total liabilities
Enric	10,305,316	3,861,903	14,167,219	7,668,853	637,388	8,306,241
CIMC Offshore	986,501	4,190,144	5,176,645	62,290	–	62,290
CIMC Chancheng	4,624,339	344,794	4,969,133	2,361,595	268,963	2,630,558

	As at 31 December 2016					
	Current assets	Non-current assets	Total assets	Current liabilities	Non-current liabilities	Total liabilities
Enric	9,542,728	3,345,695	12,888,423	5,735,979	1,850,379	7,586,358
CIMC Offshore	9,322	4,484,063	4,493,385	71,171	–	71,171
CIMC Chancheng	2,923,684	170,114	3,093,798	1,446,879	214,996	1,661,875

	2017			
	Revenue	Net profit	Total comprehensive income	Cash flows from operating activities
Enric	10,671,276	420,181	528,138	845,097
CIMC Offshore	–	(2,312)	(2,312)	(1,020,381)
CIMC Chancheng	1,006,791	194,693	195,252	(1,283,567)

	2016			
	Revenue	Net profit	Total comprehensive income	Cash flows from operating activities
Enric	7,968,403	(936,680)	(1,035,414)	1,079,743
CIMC Offshore	–	(16,341)	(16,341)	6
CIMC Chancheng	722,953	168,834	168,834	(8,384)

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**VI. EQUITY IN OTHER ENTITIES (CONTINUED)**

**1. Equity in subsidiaries (Continued)**

**(5) Significant partial disposal of subsidiary equity in current year (not losing control)**

There is no significant partial disposal of subsidiary equity in current year (not losing control).

**(6) The acquisition of significant minority interests in the current year.**

- (i) As at 17 July 2017, the Group's subsidiary CIMC Chancheng, introduced strategic investor Country Garden Real Estate through capital increase and share expansion. According to the agreement, Country Garden Real Estate increases RMB926,322,000 from CIMC Chancheng, it will hold a 25% equity interests of CIMC Chancheng upon finishing the agreement. After the capital increase was completed, the Group's shareholding percentage of CIMC Chancheng was reduced from 82% to 61.5%.

The difference between the consideration and the share of the identifiable net assets of the subsidiary amounting to RMB301,846,000, was recorded in capital reserve.

- (ii) As at December 7, 2016, Advanced Manufacturing Industry Investment Fund (Limited Partnership) ("Advanced Manufacturing Industry Investment Fund") entered into a capital increase agreement with CIMC HK and CIMC Offshore, injection RMB984,258,000 to CIMC Offshore to acquire 15% equity in CIMC Offshore. The increase in capital was completed in December 2017. The Group held equity interests of CIMC Offshore from 100% to 85%.

The difference between the consideration and the share of the identifiable net assets of the subsidiary amounting to RMB698,253,000, was recorded in capital reserve.

- (iii) As at May 5, 2017, The minority shareholders of the Company's subsidiary, Modern Logistics and CIMC Kaitong Logistics Development increased capital to RMB150 million at the same time, and maintained the original Shareholding percentage unchanged. Minority shareholders increased their capital to CIMC Kaitong Logistics Development by RMB34,300,000.

- (iv) As at March 28, 2017, the Company and the minority shareholder Shenzhen Jiushi Investment Management Company entered into an equity transfer agreement to acquire a 3.82% stake in C&C Trucks with a consideration of RMB81,616,000. The Group's shareholding percentage increased from 66.24% to 70.06% after the acquisition.

The difference between the consideration and the share of the identifiable net assets of the subsidiary amounting to RMB78,103,000, which reduced capital reserve.

- (v) As at July 2017, The Group's subsidiary CIMC Chancheng and Shunde furi entered into an equity transfer agreement to acquire a 40% stake in Yangjiang furi, for a consideration of RMB169,024,000. Upon the completion of the acquisition, CIMC Chancheng holds a 100% stake in Yangjiang furi real estate development.

The difference between the consideration and the share of the identifiable net assets of the subsidiary amounting to RMB13,766,000, was recorded in capital reserve.

- (vi) As at July 14, 2017, SZ Investment, a subsidiary of the Company, entered into an equity transfer agreement with minority shareholders of CIMC E-commerce to purchase 27.45% of its shares in CIMC E-Commerce, and the consideration was RMB362,787,000.

The difference between the consideration and the share of the identifiable net assets of the subsidiary amounting to RMB215,848,000, which reduced capital reserve.

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## VI. EQUITY IN OTHER ENTITIES (CONTINUED)

## 2. Equity in associates and joint ventures

## (1) Basic information of major associates and joint ventures

	Main Premises	Registration Place	Nature of business	Strategic for the group or not	Shareholding percentage-Direct	Shareholding percentage-Indirect
Joint ventures –						
NKY Zhenhua	Tianjin	Tianjin	Logistics support business	No	–	38.25%
Y&C Engine	Wuhu Anhui	Wuhu Anhui	Manufacture and sales of heavy-duty engines and components and parts	Yes	–	35.03%
Associates –						
LiHua Energy	Bazhou, Hebei	Bazhou, Hebe	Gas warehousing and transportation business	No	–	15.58%
Shanghai Feng – yang TSC	Shanghai Houston (USA)	Shanghai Cayman Islands	Real estate Land and sea drilling platform business	Yes Yes	– –	40.00% 13.12%
Jiahua Shipping	Hong Kong	Hong Kong	Logistics support business	No	–	30.00%
China fire safety	Chengdu	Cayman Islands	Fire equipment	Yes	–	30.00%
Shouzhong Investment	Beijing	Beijing	Investment management	No	–	45.00%

The equity mentioned above is measured by equity method.

## (2) Core financial information of major joint venture

	NKY Zhenhua		Y&C Engine	
	31 December 2017	31 December 2016	31 December 2017	31 December 2016
Cash at bank and on hand	40,106	47,255	199,925	99,014
Other current assets	15,253	22,113	359,758	221,598
Total current assets	55,359	69,368	559,683	320,612
Total non-current assets	101,035	109,095	707,161	625,900
Total assets	156,394	178,463	1,266,844	946,512
Current liabilities	24,216	27,429	809,039	494,577
Non-current liabilities	2,503	3,129	32,253	60,382
Total liabilities	26,719	30,558	841,292	554,959

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## VI. EQUITY IN OTHER ENTITIES (CONTINUED)

## 2. Equity in associates and joint ventures (Continued)

## (2) Core financial information of major joint venture (Continued)

	NKY Zhenhua		Y&C Engine	
	31 December 2017	31 December 2016	31 December 2017	31 December 2016
Minority shareholders' equity	–	–	–	–
Total equity attributable to shareholders of the Company	129,675	147,905	425,552	391,553
Share holding ratio	51%	51%	50%	50%
Net assets proportion calculated by shareholding ratio(i)	66,134	75,432	212,776	195,777
Carrying amount of equity investment in the joint ventures	66,134	75,432	212,776	195,777

	NKY Zhenhua		Y&C Engine	
	31 December 2017	31 December 2016	31 December 2017	31 December 2016
Revenue	166,653	145,020	1,462,555	554,056
Financial cost	4	(526)	27,571	13,637
Income tax expenses	921	1,451	–	–
Net profit	284	3,675	33,998	3,891
Other comprehensive income	–	–	–	–
Total comprehensive income	284	3,675	33,998	3,891
Dividends received from the joint ventures this year	9,443	1,781	–	–

- (i) The group calculated the portion of assets by shareholding ratio, on the basis of the amount attributable to the Company in consolidated financial statements of the joint ventures. The amount in consolidated financial statements of joint ventures takes the fair value of assets and liabilities of the joint ventures, and the effects of the uniform accounting policies into consideration.

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## VI. EQUITY IN OTHER ENTITIES (CONTINUED)

## 2. Equity in associates and joint ventures (Continued)

## (3) Core financial information of major associates

	LiHua Energy		Shanghai Fengyang		TSC		Jiahua Shipping		China Fire Safety		Shouzhong Investment	
	31 December	31 December	31 December	31 December	31 December	31 December	31 December	31 December	31 December	31 December	31 December	31 December
	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016
Cash at bank and on hand	8,772	44,908	30,425	104,944	90,238	190,589	96,552	96,552	124,707	132,576	24,608	16,413
Other current assets	940,834	833,315	819,426	462,820	2,630,219	2,739,011	46,822	46,822	661,697	468,249	291,230	176,743
Total current assets	949,606	878,223	849,851	567,764	2,720,457	2,929,600	143,374	143,374	786,404	600,825	315,838	193,156
Total non-current assets	705,772	688,979	50,775	45,782	631,744	776,956	1,089,581	1,089,581	787,180	724,783	109,141	69,577
Total Assets	1,655,378	1,567,202	900,626	613,546	3,352,201	3,706,556	1,232,955	1,232,955	1,573,584	1,325,608	424,979	262,733
Current liabilities	679,996	702,131	623,129	354,154	1,957,621	1,949,175	152,448	152,448	331,117	241,436	11,583	1,010
Non-current liabilities	255,035	209,256	-	-	109,804	313,488	658,995	658,995	-	-	-	-
Total liabilities	935,031	911,387	623,129	354,154	2,067,425	2,262,663	811,443	811,443	331,117	241,436	11,583	1,010

	LiHua Energy		Shanghai Fengyang		TSC		Jiahua Shipping		China Fire Safety		Shouzhong Investment	
	31 December	31 December	31 December	31 December	31 December	31 December	31 December	31 December	31 December	31 December	31 December	31 December
	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016
Minority shareholders' equity	-	-	-	-	1,893	13,182	-	-	-	-	-	-
Total equity attributable to shareholders of the Company	720,347	655,815	277,497	259,392	1,282,883	1,430,711	421,512	421,512	1,242,467	1,084,172	413,396	261,723
Adjustments according to fair value of net identifiable assets and Goodwill	-	-	1,085	1,085	155,764	155,764	-	-	533,410	533,410	-	-
Total equity attributable to shareholders of the company (adjusted)	720,347	655,815	278,582	260,477	1,438,647	1,586,475	421,512	421,512	1,775,877	1,617,582	413,396	261,723
Share holding ratio	15.58%	15.58%	40.00%	40.00%	13.12%	13.42%	30.00%	30.00%	30.00%	30.00%	45.00%	45.00%
Net assets portion calculated by share holding ratio (i)	112,230	102,176	111,433	104,191	193,066	212,905	126,454	126,454	532,763	485,275	186,028	117,775
Carrying amount of equity investment in the associates	112,230	102,176	111,433	104,191	193,066	212,905	126,454	126,454	532,763	485,275	186,028	117,775
Fair value of investments on associates with public offer	-	-	-	-	65,937	92,144	-	-	383,549	300,995	-	-

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VI. EQUITY IN OTHER ENTITIES (CONTINUED)

2. Equity in associates and joint ventures (Continued)

(3) Core financial information of major associates (Continued)

	LiHua Energy		Shanghai Fengyang		TSC		Jiahua Shipping		China Fire Safety		Shouzhong Investment	
	31 December 2017	31 December 2016	31 December 2017	31 December 2016	31 December 2017	31 December 2016	31 December 2017	31 December 2016	31 December 2017	31 December 2016	31 December 2017	31 December 2016
Revenue	1,283,017	1,228,536	18,474	66,867	308,547	1,006,280	67,924	67,924	528,555	471,252	-	-
Net profit/(loss)	47,542	72,160	18,106	11,758	(24,642)	30,147	96,543	96,543	(7,030)	30,427	(26,104)	(4,944)
Other comprehensive income	-	-	-	-	-	(1,507)	-	-	54,827	2,818	-	-
Total comprehensive income	47,542	72,160	18,106	11,758	(24,642)	28,640	96,543	96,543	47,797	33,245	(26,104)	(4,944)
Dividends received from the associates this year	-	-	-	(220,000)	-	-	-	-	-	-	-	-

- (i) The group calculated the portion of assets by shareholding ratio, on the basis of the amount attributable to the Company in consolidated financial statements of the associates. The amount in consolidated financial statements of associates takes the fair value of assets and liabilities of the associates, and the effects of the uniform accounting policies into consideration.

TSC is a company listed on the Stock Exchange of Hong Kong Limited, and its announcement day is late than CIMC's. After the Group's assessment, they consider TSC's operating results are not significant to the Group. So the TSC's operating results disclosed above is projected from its semi-annual report. And the Group will make adjustments based on its announcement in next year.

The management failed to obtain the December 31, 2017 financial statements of Jiahua Shipping, which is a non-listed company. After management evaluation, it is considered that its business results do not have a significant impact on the operation of the group.



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## VI. EQUITY IN OTHER ENTITIES (CONTINUED)

## 2. Equity in associates and joint ventures (Continued)

## (4) Summary of information of insignificant associates and joint ventures

	2017	2016
Joint ventures:		
Total carrying amount of investments on 31 December 2017	246,402	229,293
Sub-total amount of the following items calculated in the Group's equity proportion in joint ventures:		
– Net profit (i)	19,624	16,828
Other comprehensive income (i)	–	–
Total comprehensive income	19,624	16,828
Associates:		
Total carrying amount of investments on 31 December 2017	611,209	512,941
Sub-total amount of the following items calculated in the Group's equity proportion in joint ventures:		
– Net Profit (i)	(29,235)	10,760
Other comprehensive income (i)	–	–
Total comprehensive income	(29,235)	10,760

(i) The amount of net profit and other comprehensive income takes the fair value of identifiable assets and liabilities, and the effects of the uniform accounting policies into consideration.

## (5) Excess deficit of associates and joint ventures

There are no excess deficit of associates or joint ventures in 2017.

## VII. EQUITY OF THE STRUCTURED BODY NOT INCLUDED IN THE CONSOLIDATION RANGE OF THE CONSOLIDATED FINANCIAL STATEMENTS

There is no equity of the structured body not included in the consolidation range of the consolidated financial statements.

## Chapter XIII

## Financial Statements Prepared in Accordance with CASBE

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## VIII. RELATED PARTIES AND RELATED PARTY TRANSACTIONS

1. The company does not have any holding company.
2. For the information on the subsidiaries of the company, refer to Note VI.1.
3. For the information about the joint ventures and associates of the Company, refer to Note VI.2.

In addition to the important the joint ventures and associates have been disclosed in to Note VI, the rest of joint ventures and associates are as follows:

	Main place of business	Registered address	The nature of the business	The group activity is strategic	Shareholding percentage – direct	Shareholding percentage – indirect
Joint ventures –						
Guangxi Southern Logistic	Nanning	Nanning	Logistics service	No	–	50.00%
Associates –						
Nantong New Atlantic	Nantong	Nantong	Environmental protection board service	No	–	20.00%
Xuzhou Wood	Xuzhou	Xuzhou	Wood	No	–	35.00%
Ningxia Changming	Ningxia	Ningxia	Gas liquefaction	No	–	29.00%
Run Yu Real Estate	Zhenjiang	Zhenjiang	Real estate	No	–	12.30%
Qingchen Bamboo	Fujian	Fujian	Bamboo wood	No	–	30.00%
Ningguo Guang shen	Anhui	Anhui	Bamboo wood	No	–	30.00%
Xinyang Wood Industry	Hong Kong	Hong Kong	Wood	No	–	20.00%
Zhejiang Xinlong Bamboo	Zhenjiang	Zhenjiang	Bamboo wood	No	–	30.00%
Senjv Shanghai	Shanghai	Shanghai	Commercial company	No	–	30.00%
OOS-International B.V.	Netherlands	Netherlands	Finance	No	–	35.00%

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**VIII. RELATED PARTIES AND RELATED PARTY TRANSACTIONS (CONTINUED)****4. Information of other related parties**

Company name	
SUMITOMO CORPORATION	Minority shareholder of subsidiary
Shanxi Heavy Duty Automobile	Minority shareholder of subsidiary
Orient International	Subsidiary of significant shareholder
FML	Subsidiary of significant shareholder
Gasfin	Minority shareholder of subsidiary
FCC	Subsidiary of significant shareholder
Asahi Trading Co., Ltd	Minority shareholder of subsidiary
Oriental International Container (Jinzhou) Limited	Subsidiary of significant shareholder
FCS	Subsidiary of significant shareholder
FCI	Subsidiary of significant shareholder
Eastern International Container (Guangzhou) Limited	Subsidiary of significant shareholder

Note: Significant shareholders represent shareholders holding more than 5% (inclusive) of the Company's shares.

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**VIII. RELATED PARTIES AND RELATED PARTY TRANSACTIONS (CONTINUED)**

**5. Related party transactions**

The following transactions with related parties were conducted under normal commercial terms or relevant agreements.

**(1) Purchase of goods and receiving of services**

The Group

Name	Nature of the transaction	2017 Amount	2016 Amount
Y&C Engine	Purchase of goods	557,315	301,945
Shanxi Heavy Duty Automobile	Purchase of goods	236,412	101,317
Ningguo Guangshen	Purchase of goods	149,041	67,117
Qingchen Bamboo	Purchase of goods	136,819	42,536
Xuzhou Wood	Purchase of goods	126,447	65,225
Zhejiang Xinlong Bamboo	Purchase of goods	105,467	–
Senjv Shanghai	Purchase of goods	66,700	76,521
SUMITOMO CORPORATION	Purchase of goods	14,797	13,670
TSC	Purchase of goods	7,113	53,877
Asahi Trading Co., Ltd	Purchase of goods	6,313	19,117
Other related parties	Purchase of goods	20,456	20,440
<b>Sub-total</b>	<b>Purchase of goods</b>	<b>1,426,880</b>	<b>761,765</b>
Other related parties	Receiving of services	26,151	7,369

The Company

For emoluments of the directors, supervisors and senior management of the Company, please refer to Note VIII.5(4).

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## VIII. RELATED PARTIES AND RELATED PARTY TRANSACTIONS (CONTINUED)

## 5. Related party transactions (Continued)

## (2) Sales of goods and rendering of services

## The Group

Name	Nature of the transaction	2017 Amount	2016 Amount
Shanxi Heavy Duty Automobile	Purchase of goods	733,497	247,240
OOS-International B.V.	Purchase of goods	385,375	–
FCI	Purchase of goods	372,760	–
FCS	Purchase of goods	171,003	–
SUMITOMO CORPORATION	Purchase of goods	108,475	159,688
Zhejiang Xinlong Bamboo	Purchase of goods	78,943	–
Orient International	Purchase of goods	74,953	42,518
FML	Purchase of goods	56,913	124,800
Eastern International Container (Guangzhou)	Purchase of goods	46,354	8,866
Ningxia Changming	Purchase of goods	44,589	8,645
FCC	Purchase of goods	40,179	22,700
Oriental International Container (Jinzhou) Limited	Purchase of goods	22,890	19,454
NYK Zhenhua	Purchase of goods	602	228
Guangxi Southern Logistic	Purchase of goods	–	8,359
Other related parties	Purchase of goods	45,455	18,911
Sub-total	Purchase of goods	2,181,988	661,409
Other related parties	Rendering of services	31,365	31,404

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**VIII. RELATED PARTIES AND RELATED PARTY TRANSACTIONS (CONTINUED)**

**5. Related party transactions (Continued)**

**(3) Financing**

The Group

Name	Amount	Starting date	Ending date	Interest income earned/ interest expense recognized in 2017	Note
<b>Financing received</b>					
Gasfin	51,329	19 September 2008	Repayment date not fixed	1,040	Loans for Proportionate shareholder operation
	51,329				
<b>Financing provided</b>					
Run Yu Real Estate	331,250	31 December 2012	Repayment date not fixed	3,460	Loans for Proportionate shareholder operation
Shanghai Fengyang	34,204	25 December 2007	Repayment date not fixed	–	Loans for Proportionate shareholder operation
Shanghai Xinbaiqin	12,408	20 October 2017	20 January 2018	108	Loans for shareholder operation
Nantong New Atlantic	13,813	24 January 2017 27 February 2017 27 December 2017	24 January 2018 27 February 2018 27 June 2018	918	Loans for shareholder operation
Xinyang Wood Industry	4,075	20 June 2006	Repayment date not fixed	–	Loans for proportionate shareholder operation
	395,750				

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## VIII. RELATED PARTIES AND RELATED PARTY TRANSACTIONS (CONTINUED)

## 5. Related party transactions (Continued)

## (4) Other related party transactions

- (i) The Company adopted a new share options scheme since 28 September 2010 (see Note IX). Details of unexercised share options granted to key management personnel as at 31 December 2017 are as follows:

Name	Position	Number of granted share options (in'0000)
Mai Boliang	President, Executive Director	285
Wu Fapei	Vice Chairman	75
Li Yinhui	Vice Chairman	75
Yu Ya	Vice Chairman	65
Liu Xuebin	Vice Chairman	100
Zhang Baoqing	Vice Chairman	75
Gao Xiang	Vice Chairman	38
Zeng Han	General Manager of Finance Management Department	29
Yu Yuqun	Secretary of the Board	75
Total		817

Some key management personnel were not only granted the above share options of the Company but also were granted share options of Enric, the subsidiary of the Company. Details of unexercised share options granted to key management personnel as at 31 December 2017 are as follows:

Name	Position	Number of granted share options (in'0000)
Wu Fapei	Vice Chairman	50
Yu Ya	Vice Chairman	25
Gao Xiang	Vice Chairman	190
Zeng Han	General Manager of Finance Department	25
Yu Yuqun	Secretary of the Board	129.8
Total		419.8

Note: After deliberation at the first meeting of the eighth session of the Board of Directors of the Company in 2017, Mr. Jin Jianlong resigned due to the expiration and also appointed Mr. Zeng Han as general manager of the company's financial management department.

On 31 December 2017, Mr. Jin Jianlong had 516,000 outstanding options of the Company and 1.4 million unexercised options of Enric.

For detailed information for fair value of the granted share options aforesaid, please refer to Note IX.

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**VIII. RELATED PARTIES AND RELATED PARTY TRANSACTIONS (CONTINUED)**

**5. Related party transactions (Continued)**

**(4) Other related party transactions (Continued)**

*(ii) Emoluments of the directors, supervisor and senior management of the Company*

Directors', supervisor's and senior management personnel's emoluments for the year ended 31 December 2017 are as follows:

Name	Remuneration	Emoluments for other management service of the Company or subsidiaries				Total
		Salary and allowance	Pension	Bonus	Others	
Directors						
Wang Hong	-	-	-	-	-	-
Wang Yuhang	-	-	-	-	-	-
Mai Boliang	-	2,856	71	1,296	452	4,675
Wang Zhixian	-	-	-	-	-	-
Hu Xianfu	Note (i)	-	-	-	-	-
Liu Chong	-	-	-	-	-	-
Pan Chengwei	200	-	-	-	-	200
Wang Guixun	200	-	-	-	-	200
Pan Zhengqi	200	-	-	-	-	200
Sub-total	600	2,856	71	1,296	452	5,275

Note (i) : On 26 September 2017, with the approval of the Company's 1st Extraordinary General Meeting in 2017, Mr. Hu Xianfu was appointed as the Non-executive Director of the 8th Board of Directors of the Company.



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## VIII. RELATED PARTIES AND RELATED PARTY TRANSACTIONS (CONTINUED)

## 5. Related party transactions (Continued)

## (4) Other related party transactions (Continued)

(ii) *Emoluments of the directors, supervisor and senior management of the Company (Continued)*

Directors', supervisor's and senior key management personnel's emoluments for the year ended 31 December 2017 are as follows (Continued):

Name	Remuneration	Emoluments for other management service of the Company or subsidiaries				Total
		Salary and allowance	Pension	Bonus	Others	
Supervisors						
Xiong Bo	-	245	42	48	13	348
Zhang Mingwen	-	-	-	-	-	-
Lv Shengzhou	Note (ii)	-	-	-	-	-
Wang Hongwen	Note (ii)	-	-	-	-	-
Sub-total	-	245	42	48	13	348

Note (ii) : On 26 September 2017, approved by the company's first Extraordinary General Meeting in 2017, Mr. Lv Shengzhou resigned due to the expiration of his term of the office of the Supervisor, and Mr. Wang Hongwen was recommended by the Supervisory Committee to be the supervisor of the representative shareholders of the 8th Supervisory Committee.

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VIII. RELATED PARTIES AND RELATED PARTY TRANSACTIONS (CONTINUED)

5. Related party transactions (Continued)

(4) Other related party transactions (Continued)

(ii) *Emoluments of the directors, supervisor and senior management of the Company (Continued)*

Directors', supervisor's and senior key management personnel's emoluments for the year ended 31 December 2017 are as follows (Continued):

Name	Remuneration	Emoluments for other management service of the Company or subsidiaries				Total	
		Salary and allowance	Pension	Bonus	Others		
<b>Other Senior management</b>							
Wu Fapei	–	1,322	113	700	34	2,169	
Li Yinhui	–	828	110	500	34	1,472	
Liu Xuebin	–	1,376	113	660	34	2,183	
Zhang Baoqing	–	1,322	–	900	–	2,222	
Yu Ya	–	1,006	–	828	–	1,834	
Gao Xiang	–	1,497	105	827	26	2,455	
Jin Jianlong	Note (iii)	–	330	–	–	330	
Zeng Han	Note (iii), (iv)	–	628	67	312	26	1,033
Yang Rong	Note (iv)	–	1,136	106	570	34	1,846
Yu Yuqun		–	1,392	71	634	34	2,131
Sub-total	–	10,837	685	5,931	222	17,675	
Total	600	13,938	798	7,275	687	23,298	

Note (iii): After deliberation at the first meeting of the eighth session of the Board of Directors of the Company in 2017, Mr. Jin Jianlong resigned due to the expiration of his term of office and also appointed Mr. Zeng Zhao as general manager of the company's financial management department.

Note (iv): As approved at the first meeting of the eighth session of the Board of Directors in 2018, Ms. Yang Rong resigned for personal reasons. At the same time, she merged the financial management department and the funds management department of the company into a new financial management department, and appointed Mr. Zeng Han as the general manager of the financial management department.

The five individuals who received the highest are included aforesaid in 2017.

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## VIII. RELATED PARTIES AND RELATED PARTY TRANSACTIONS (CONTINUED)

## 5. Related party transactions (Continued)

## (4) Other related party transactions (Continued)

(ii) *Emoluments of the directors, supervisor and senior management of the Company (Continued)*

Directors', supervisor's and senior key management personnel's emoluments for the year ended 31 December 2016 are as follows:

Name	Remuneration	Emoluments for other management service of the Company or subsidiaries				Total
		Salary and allowance	Pension	Bonus	Others	
<b>Directors</b>						
Wang Hong		-	-	-	-	-
Zhang Liang	Note (i)	-	-	-	-	-
Wang Yunhang	Note (ii)	-	-	-	-	-
Mai Boliang		-	2,660	64	2,805	444
Wu Shuxiong	Note (i)	-	-	-	-	-
Wang Zhixian	Note (iii)	-	-	-	-	-
Liu Chong	Note (ii)	-	-	-	-	-
Pan Chengwei		200	-	-	-	200
Wang Guixun		200	-	-	-	200
Li Kejun	Note (i)	-	-	-	-	-
Pan Zhengqi	Note (ii)	200	-	-	-	200
Sub-total		600	2,660	64	2,805	444
						6,573

Note (i): On 31 May 2016, approved by the 2015 annual general meeting of the Company, Mr. Zhang Liang, Mr. Wu Shuxiong and Mr. Li Kejun resigned due to expiration of their terms of office.

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**VIII. RELATED PARTIES AND RELATED PARTY TRANSACTIONS (CONTINUED)**

**5. Related party transactions (Continued)**

**(4) Other related party transactions (Continued)**

*(ii) Emoluments of the directors, supervisor and senior management of the Company (Continued)*

Directors', supervisor's and senior management personnel's emoluments for the year ended 31 December 2016 are as follows (Continued):

Name	Remuneration	Emoluments for other management service of the Company or subsidiaries				Total
		Salary and allowance	Pension	Bonus	Others	
<b>Supervisors</b>						
He Jiale	Note (iii)	-	-	-	-	-
Xiong Bo		-	236	39	54	341
Lin Wuliu	Note (iii), (iv)	-	-	-	-	-
Zhang Mingwen	Note (iii)	-	-	-	-	-
Lv Shengzhou	Note (iv)	-	-	-	-	-
Sub-total		-	236	39	54	341

Note (ii): On 31 May 2016, approved by the 2015 annual general meeting of the Company, Mr. Wang Yuhang was proposed by the board of directors as the vice chairman and non-executive director of the eighth session of the board of directors. Mr. Liu Chong was appointed as the non-executive director of the eighth session of the board of directors. Mr. Pan Zhengqi was appointed as an independent non-executive director of the eighth session of the Board of Directors.

Note (iii): On 31 May 2016, approved by the 2015 annual general meeting of the Company, Mr. Wang Zhixian and Mr. He Jiale left the office due to the expiration of their term of office. Mr. Wang Zhixian was appointed by the board of directors as the non-executive director of the eighth session of the Board of Directors, Mr. Lin Wuliu, Mr. Zhang Mingwen was proposed by the board of supervisors as the shareholder representative supervisor of the eighth session of the supervisory committee.

Note (iv): On 20 December 2016, approved by the Company's 1st Extraordinary General Meeting in 2016, Mr. Lin Wuliu resigned due to job change and appointed Mr. Lv Shengzhou as supervisor of the 8th Supervisory Committee of the Company.

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## VIII. RELATED PARTIES AND RELATED PARTY TRANSACTIONS (CONTINUED)

## 5. Related party transactions (Continued)

## (4) Other related party transactions (Continued)

(ii) *Emoluments of the directors, supervisor and senior management of the Company (Continued)*

Directors', supervisor's and senior management personnel's emoluments for the year ended 31 December 2016 are as follows (Continued):

Name	Remuneration	Emoluments for other management service of the Company or subsidiaries				Total
		Salary and allowance	Pension	Bonus	Others	
<b>Other Senior Executives</b>						
Wu Fapei	–	1,325	107	1,220	31	2,683
Li Yinhui	–	886	105	1,130	31	2,152
Liu Xuebin	–	1,379	107	1,220	31	2,737
Zhang Baoqing	–	1,325	92	1,220	25	2,662
Yu Ya	–	864	–	1,220	–	2,084
Gao Xiang	–	1,439	89	620	22	2,170
Jin Jianlong	–	1,325	–	1,140	–	2,465
Yang Rong	Note (v)	1,013	71	660	31	1,775
Yu Yuqun	–	1,444	64	1,100	31	2,639
Sub-total	–	11,000	635	9,530	202	21,367
Total	600	13,896	738	12,389	658	28,281

Note (v): After the review of the second meeting of the seventh session of the Board of Directors of the Company in 2016, Ms. Zeng Beihua resigned due to the expiration of her term of office and also appointed Ms. Yang Rong as the general manager of the company's fund management department.

The five individuals who received the highest are included aforesaid in 2016.

Other benefits mainly consists of housing funds, pensions, medical insurance, etc.

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### VIII. RELATED PARTIES AND RELATED PARTY TRANSACTIONS (CONTINUED)

#### 5. Related party transactions (Continued)

##### (4) Other related party transactions (Continued)

###### (iii) *Termination benefits for directors*

In 2017, there was no compensation for directors with terminated appointment from the Company and the subsidiaries. (2016: Nil).

###### (iv) *Consideration paid to third parties for service of directors*

In 2017, there was no consideration paid to third parties for service of directors (2016: Nil).

###### (v) *Loans, quasi-loans offered and other transactions with directors, legal entities controlled by directors and their related persons*

As at 31 December 2017, there were no loans, quasi-loans and guarantees offered to directors, legal entities controlled by directors and their related persons (31 December 2016: Nil).

###### (vi) *Significant interest of directors in transactions, arrangement and contracts.*

During the year, the Company did not enter into any agreement that related to the business of the Group, in which the directors have significant interest in transactions, arrangement and contracts directly or indirectly (2016: Nil).

#### 6. Receivables due from and payables due to related parties

Refer to Note IV.4 for details of accounts receivable.

Refer to Note IV.5 for details of other receivables.

Refer to Note IV.6 for details of advance to suppliers.

Refer to Note IV.9 for details of current portion of non-current assets.

Refer to Note IV.12 for details of long-term receivables.

Refer to Note IV.22 for details of other non-current assets.

Refer to Note IV.28 for details of accounts payable.

Refer to Note IV.29 for details of advance from customers.

Refer to Note IV.34 for details of other payables.

#### 7. Commitments in relation to related parties

As at 31 December 2017, there are no commitments in relation to related parties contracted for but not yet necessary to be recognised on the balance sheet by the Group.

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## IX. SHARE-BASED PAYMENTS

## 1. Information about share-based payments

Total equity instruments granted during the year	The total number of share options granted by the Company and Enric was 0 this year.
Total equity instruments exercised during the year	The number of exercised share options granted by the Company and Enric were 4,312,000 and 5,814,000 respectively this year.
Total equity instruments forfeited during the year	The Company has no ineffective or obsolete equity instruments and the number of share options forfeited in Enric was 1,384,000 this year.
The exercise price of outstanding share options at the end of the year and residual life of the share options contracts	<ol style="list-style-type: none"> <li>Equity-settled share options granted by Enric in 2009, 2011 and 2014: HKD4, HKD2.48 and HKD11.24 per share respectively, the residual life of contract is 1.86, 3.83 and 6.43 years respectively;</li> <li>Equity-settled share options granted by the Company in 2010 and 2011: RMB10.49 (after adjustment) and RMB16.02 per share respectively (after adjustment), the residual life of contracts is both 2.74 years.</li> </ol>
The price of other outstanding equity instruments at the end of the year and residual life of relevant contracts	Nil

Expenses recognised for the year arising from share-based payments are as follows:

	2017	2016
Equity-settled share-based payment	16,324	32,384

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## IX. SHARE-BASED PAYMENTS (CONTINUED)

### 2. Information on equity-settled share-based payment

#### (1) Information on share-based payment of Enric

Enric, a subsidiary of the Company, carried out a share options plan, which was approved by the shareholders' meeting on 11 November 2009. According to the Plan, the key management personnel and other employees in Enric were granted share options of Enric at nil consideration to subscribe for shares of Enric. The options are 50% exercisable after one year from the date of grant and are then 100% exercisable after two years from the date of grant. Each option gives the holder the right to subscribe for one ordinary share in Enric. The total number of share options granted was 43,750,000, with the exercise price of HKD4 per share.

Enric carried out another share options plan, which was approved by the shareholders' meeting on 28 October 2011. According to Plan II, the board of directors of the Company was authorised to grant share options to the key management personnel and other employees of Enric at nil consideration to subscribe for shares of Enric. The options are 40% exercisable after one year from the date of grant and, 70% exercisable after 2 years from the date of grant, and then 100% exercisable after 3 years from the date of grant. Each option gives the holder the right to subscribe for one ordinary share in Enric. The total number of share options granted was 38,200,000, with exercise price of HKD2.48 per share.

Enric, a subsidiary of the Company, carried out a share options plan, which was approved by the shareholders' meeting on 5 June 2014. According to the Plan, the key management personnel and other employees in Enric were granted share options of Enric at nil consideration to subscribe for shares of Enric. The options are 40% exercisable after two years from the date of grant, 70% exercisable after three years from the date of grant and 100% exercisable after four years from the date of grant. Each option gives the holder the right to subscribe for one ordinary share in Enric. The total number of share options granted was 38,420,000, with the exercise price of HKD11.24 per share.

Movement of share options of Enric:

	2017 '000	2016 '000
Beginning balance	83,572	86,599
Exercised in current period	(5,814)	(1,211)
Cancelled in current period	(417)	(1,776)
Forfeited in current period	(967)	(40)
Ending balance	76,374	83,572



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**IX. SHARE-BASED PAYMENTS (CONTINUED)****2. Information on equity-settled share-based payment (Continued)****(2) Information on equity-settled share-based payment of the Company**

A share options scheme was approved in the shareholders' meeting of the Company held on 28 September 2010. According to the Scheme, the board of directors of the Company was authorised to grant share options to the key management personnel and other employees to subscribe for the shares of the Company. The effective period of the Scheme is ten years from the first grant date of share options. The options are exercisable in two periods. The options are 25% exercisable from the first transaction date after 24 months since the grant date to the last transaction date after 48 months since grant date. The remaining 75% are exercisable from the first transaction date after 48 months since grant date to the last transaction date of the Scheme. Each option gives the holder the right to subscribe for one ordinary share in the Company. In addition, the holder must simultaneously satisfy all the conditions as follows:

- (a) The holder should pass the previous year's evaluation.
- (b) The increase of net profit attributable to ordinary shareholders of the Company after deducting nonrecurring profit or loss should not be lower than the 6% and the average return on net assets after deducting non-recurring profit or loss should not be lower than 10% for the previous year of the exercise date.
- (c) During the waiting period, the net profit attributable to ordinary shareholders of the Company and the net profit attributable to ordinary shareholders of the Company after deducting non-recurring profit or loss should not be lower than the average figures of the three fiscal years before the grant day or negative.

On 12 May 2015, According to the review and approval at the eighth meeting of the seventh session of the Board of Directors in 2015, the second exercise period of the first batch of stock options reached the conditions of exercise. The actual exercise period was from 2 June 2015 to 27 September 2020, the total number of exercisable rights was 39,660,000. On 9 October 2015, According to the review and approval at the 14th meeting of the seventh session of the Board of Directors in 2015, the second exercise period of the second batch of stock options reached the conditions of exercise. The actual exercise period was from 24 October 2015 to 27 September 2020, the total number of exercisable rights was 4,132,500.

The total number of share options granted was 60,000,000, 54,000,000 among which were for the initial grant with exercise price of 12.39 per share while the remaining 6,000,000 options were for reservation.

In accordance with the provisions of the aforesaid share option plan, the Board of Directors of the Company made corresponding adjustments to the 54 million shares option exercise price granted on 28 September 2010 which in accordance with the annual dividend distribution plan implemented after the award period. After the adjustment, the exercise price is RMB10.49 per share.

The shareholders meeting of the company which held on 22 September 2011 granted 6 million reserved stock options in the share option plan approved by the company's general meeting of shareholders on 28 September 2010 at an exercise price of RMB17.57 per share. The aforesaid option exercise price was adjusted to RMB16.02 based on the annual dividend payment plan implemented after the grant period.

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**IX. SHARE-BASED PAYMENTS (CONTINUED)**

**2. Information on equity-settled share-based payment (Continued)**

**(2) Information on share-based payment of the Company (Continued)**

Movement of share options of the Company:

	2017 '000	2016 '000
Beginning balance	25,229	25,986
Exercised in current period	(4,312)	(757)
Ending balance	20,917	25,229

**(3) Basis of the best estimate of the number of equity instruments expected to vest is as follows:**

At each balance sheet date during the vesting period, the Company makes the best estimation according to the latest information of the number of employees who are granted to vest and revises the number of equity instruments expected to vest. On vesting date, the estimate shall be equal to the number of equity instruments that ultimately vested.

There was no significant difference of estimation between current year and last year.

As at 31 December 2017, Accumulated amount recognised in capital reserve for share-based payments	400,716
Total expenses recognised for equity-settled share-based payments for current year	
Including:	
– attributed to the Company	–
– attributed to Enric	16,324
	16,324

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## X. CONTINGENCIES

### 1. Contingent liabilities

CIMC Raffles, a subsidiary of the Group, signed a drilling platform construction contract with the relevant purchasers. The relevant purchasers believed that CIMC Raffles failed to deliver on schedule as required by the contract and had sent a notice of suspension of the contract to CIMC Raffles and demanded compensation of USD37,400,000 (equivalent to RMB244,379,000). As of 31 December 2016, CIMC Raffles has reclassified the advance payment of US\$18,700,000 (equivalent to RMB122,189,000) to other payables. As of the date of the audit report, the matter is still in arbitration. The management expects that the risk of arbitration is relatively low and no related liabilities are accrued.

YZTH, a subsidiary of the Company provided guarantee to the mortgage loans by which some of its clients bought its mixer trucks, but some of the loan repayments have been overdue severely, the management team expected there is possibility for YZTH to repay the loans for the clients, therefore the related estimated liabilities of RMB3,096,000 (31 December 2016: RMB19,778,000) are accrued, which is based on the amount of loan that is expected to be compensated.

### 2. Guarantees provided for external parties

CIMC Raffles, a subsidiary of the Group, provided the guarantee for the vessel leasing of its clients. As at 31 December 2017, the amount guaranteed by Raffles was about RMB258,646,000 (31 December 2016: RMB382,000,000).

CIMC Vehicle Group, a subsidiary of the Group, signed contracts with China Merchants Bank, China Everbright Bank, Huishang Bank and Industrial Bank, which was granted to the distributors and customers of CIMC Vehicle Group and its subsidiaries arising from purchase of vehicle products. As at 31 December 2017, the aggregate amount of credit facilities in respect of which CIMC Vehicle Group and its subsidiaries provided guarantees to the distributors and customers was RMB808,421,000 (31 December 2016: RMB1,031,416,000).

The Group's subsidiaries, Shenyang Vehicle Industry Park and Shaanxi Vehicle Industry Park, cooperated with China Construction Bank and Shaanxi Xianyang Qindu Rural Commercial Bank, respectively, in mortgage credit cooperation. It signed a loan guarantee contract, which provide guarantee to the customers of two companies. As of 31 December 2017, the customer financing loans provided by the Shenyang Vehicle Industrial Park and Shaanxi Vehicle Industrial Park approximately RMB11,850,000 (31 December 2016: Nil).

The Group's subsidiary, Shenzhen CIMC production City Development Group Co., Ltd. and its holding subsidiaries, provided guarantees to purchasers of commodity homes by the way of secured loans. The amount of guarantees provided by the Group was RMB627,323,000 as at 31 December 2017 (31 December 2016: RMB733,443,000).

C&C Trucks and its subsidiaries signed contracts with external banks, pursuant to which relevant banks provided guarantees in respect of banking facilities granted to the distributors and customers of C&C Trucks and its subsidiaries arising from purchase of vehicle products. As at 31 December 2017, the aggregate amount of credit facilities in respect of which C&C Trucks and its subsidiaries provided guarantees to the distributors and customers was RMB339,442,000 (31 December 2016: RMB386,879,000).

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**X. CONTINGENCIES (CONTINUED)**

**3. Notes payable issued but not accounted for, outstanding letter of credit issued but undue and outstanding performance guarantees**

The Group does not recognize bills payable or letter of credit issued as deposits. Corresponding inventories, advance to suppliers and notes payable are recognised at the earlier of the date of delivery of goods and the maturity date of the bills issued. As at 31 December 2017, the Group had bills issued but not accounted for RMB4,180,000 and outstanding letters of credit RMB274,253,000, totaling RMB278,433,000 (31 December 2016: RMB1,143,013,000).

As at 31 December 2017, the Company had outstanding balance of guarantees for its subsidiaries RMB779,996,000 and USD30,000,000 (equivalent to RMB196,026,000) respectively, totaling RMB976,022,000 (31 December 2016: RMB1,053,740,000).

As at 31 December 2017, the amount of the unexpired letter of guarantee of the Group's subsidiary issued by the bank was RMB90,121,000, of which the balance of the performance guarantee was RMB59,349,000, the balance of the payment guarantee was RMB10,440,000, and the balance of the quality guarantee was RMB6,950,000, the balance of customs guarantees was RMB6,000,000, the balance of advance payment guarantees was RMB4,073,000, the balance of bid bonds was RMB1,950,000, the balance of refund guarantees was RMB1,299,000, and the balance of general customs guarantees was 60,000 yuan (31 December 2016: RMB55,889,000).

As at 31 December 2017, the balance of outstanding guarantees of the Group's subsidiary Tianda Airport was issued by the bank was RMB857,578,000, of which the balance of performance guarantee was RMB409,001,000, and the balance of advance guarantee was RMB281,602,000. The balance of non-financing guarantees was RMB68,991,000, the balance of tax guarantees was RMB16,842,000, the balance of bid bonds was RMB41,679,000, the balance of reserve funds/retention bonds was RMB2,214,000, and the balance of quality guarantees was RMB37,249,000 (31 December 2016: RMB682,818,000).

As at 31 December 2017, CIMC Enric and its subsidiaries had outstanding balance of guarantees issued by relevant banks was RMB994,460,000, of which the balance of the project guarantee was RMB382,927,000, and the balance of the performance and quality guarantee was RMB329,295,000, the balance of advance payment guarantee was RMB154,849,000, the balance of Progress Guarantee was RMB113,667,000, the balance of tax guarantee was RMB5,923,000, and the other guarantee was RMB7,799,000 (31 December 2016: RMB779,018,000).

As at 31 December 2017, CMIC Raffles had outstanding balance of guarantees issued by relevant banks was US\$3,110,000 (equivalent to RMB20,321,000), of which the balance of the performance guarantee was US\$310,000 (equivalent to RMB2,025,000). The balance of quality guarantee was USD2,800,000 (equivalent to RMB18,296,000) (31 December 2016: RMB905,730,000).

As at 31 December 2017, CIMC Finance Company, the subsidiary of the Group, had outstanding balance of guarantees for the subsidiary of the Group, of which the balance was RMB7,559,000, the balance of performance guarantees was RMB476,000, and the balance of quality guarantees was In the amount of RMB4,000,000, the balance of the payment guarantee was RMB2,000,000, and the balance of the owner's payment of the guarantee was RMB1,083,000 (31 December 2016: RMB28,396,000).

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## X. CONTINGENCIES (CONTINUED)

## 4. Significant pending litigations

On 23 January 2018, Shanghai No. 2 Intermediate People's Court made (2016) Shanghai 02 Mingchu No. 473 Civil Judgment, Shanghai Xin Zhou Shipping Material Co., Ltd. ("Shanghai Xin Zhou") proposed that the company, the defendants in Shanghai Nanlian Trade Co., Ltd. and Nantong Pacific Co., Ltd., shall pay joint payment obligations for the purchase price of Shanghai Xinzhou and the corresponding overdue interest. Although the company has appealed the verdict, the management of the company is expected to pay a higher risk due to the consideration of prudent principle. As of 31 December 2017, the company has accrued an provisions of RMB102,525,000.

## XI. COMMITMENTS

## 1. Significant commitments

## (1) Capital commitments

	2017	2016
Significant fixed assets purchase contracts entered into under performance or preparation of performance	98,366	108,730
Investment contracts entered into but not performed or performed partially	10	129,423
Significant contracts entered into for Ships to be manufactured for sales or lease	44,342	179,633
Total	142,718	417,786

## (2) Operating lease commitments

The future minimum lease payments due under the signed irrevocable operating leases contracts at the year end are summarised as follows:

	2017	2016
Within 1 year (inclusive)	54,387	45,683
Over 1 year but within 2 years (inclusive)	24,211	26,155
Over 2 years but within 3 years (inclusive)	10,288	20,690
Over 3 years	49,855	49,420
Total	138,741	141,948

Operating lease recognized as profit or loss in 2017 amounted to 78,490,000 (2016: 88,124,000).

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### XII. EVENTS AFTER THE BALANCE SHEET DATE

#### 1. Dividend distribution after the balance sheet date

Dividend proposed (Note (1))	805,380
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##### (1) Dividend for ordinary shares proposed after the balance sheet date

As at 27 March 2018, board of directors proposed to distribution cash dividends to the ordinary shareholders of RMB0.27 per share, and the amount of shares calculated as of 31 December 2017 was RMB805,380,000 (2016: RMB0.06 per share, a total of RMB179,887,000). This proposal is yet to be approved by the shareholders meeting. The dividend distribution plan is based on the number of shares on the dividend registration date. Dividends proposed after the balance sheet date are not recognized as liabilities at the balance sheet date.

#### 2. Revision of accounting policy

In 2017, the Ministry of Finance amended the following five accounting standards (collectively, the "New standard") the "Accounting Standards for Business Enterprises No.14 – Revenue" (the "New Revenue Standard"), "Accounting Standards for Business Enterprises No. 22 – Recognition and Measurement of Financial Instruments", "Accounting Standards for Business Enterprises No. 23 – Transfer of Financial Assets", "Accounting Standards for Business Enterprises No. 24 – Hedge Accounting", "Accounting Standards for Business Enterprises No. 37 – Presentation and Reporting of Financial Instrument" (collectively, "New Financial Instrument Standard"). The aforesaid New Standard has been adopted since 1 January 2018, the Group will make disclosure on accounting statements under the requirements of the New Standards commencing from the first quarterly report of 2018.

The New Revenue Standard define the revenue is recognized when the customer obtains control of the relevant goods or services. According to the convergence rules of the New Standard, companies do not need to restate the previous period's comparable figures, the cumulative impact of the implementation of the new standard on the first day will be adjusted to the retained earnings at the beginning of the period or other related items in the financial statements. The management has assessed the impact of the application of the New Revenue Standard on the Group's financial statements: (1) The New Standard requires separate listing of contract assets and contract liabilities in the balance sheet, which will result in several reclassifications of other items currently included in the balance sheet; (2) When satisfies the following two conditions, one is that goods (including real estate) produced during the performance process have irreplaceable uses, and the other is that during the entire contract period, they have the right to receive payment for the cumulative performance parts that have been completed so far, and real estate sales shall be recognized as revenue based on the performance progress measured by the input method, according to the conditions for fulfilling the obligations within a certain period of time. The management believe that the New Revenue Standard will have no significant impact on the financial position and operating results of the Group.

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**XII. EVENTS AFTER THE BALANCE SHEET DATE (CONTINUED)****2. Revision of accounting policy (Continued)**

The new financial instrument accounting standards retains but simplifies the hybrid econometric model of financial assets and identifies three major measurement categories: (1) Amortized cost; (2) It is measured at fair value and its change is included in other comprehensive income; (3) It is measured at fair value and its changes are charged to profit or loss for the current period. Enterprise must consider its own business model and the contractual cash flow characteristics of financial assets to perform the above classification. Equity investments are measured at fair value through profit or loss, but at initial recognition, they are measured at fair value and their changes are included in other comprehensive income (gains or losses at the time of disposal cannot be recycled to profit or loss, but dividends are included in profit or loss) and the choice is irrevocable. The expected credit loss model under the New Financial Instruments Standard replaces the impairment models used in the original guidelines. For financial liabilities, except for those liabilities which measured at fair value through profit or loss for the current period will put its changes charge to other comprehensive income due to their own credit risk, there are no other changes in classification or measurement. The new hedge accounting policy proposes a more principle-based concept. The requirements for the validity of hedge accounting are relaxed from the original criteria. It will still require the same period of information, but it is different from the original criteria. According to the convergence rules of the New Financial Instrument Standard, companies do not need to restate the previous comparable information, the difference between the New Standard and the original standard on the first day will be adjusted to the retained earnings at the beginning of the period or other comprehensive income.

The management has assessed the impact of the application of the New Financial Instrument Standard on the Group's financial statements: (1) The equity instruments which are currently classified as available-for-sale financial assets, are designated by management as financial assets that are measured at fair value through other comprehensive income cannot be recycled to profit or loss, but dividends are included in profit or loss. The remaining equity instruments are classified as financial assets measured at fair value through profit or loss for the current period. Other comprehensive income which accumulative recognized from such assets need to be transferred to the retained earnings at the beginning of the period on the first execution date; (2) The Company's financial assets are reclassified as required under the standard and determined based on new measurement. Impairment of financial assets will be measured based on the "expected credit loss" method instead of "incurred loss" method, taking account into various available information including forward-looking information. This requirement mainly applies to financial assets classified as amortized cost and debt instruments that are measured at fair value and whose changes are included in other comprehensive income. This change results in an increase in the provision for impairment of financial assets or other comprehensive income on the date of first implementation, and a decrease in retained earnings at the beginning of the period; (3) The New Financial Instruments Standards introduce extended disclosure requirements and listed changes to financial instruments. This change will affect the Group's disclosure of the nature and content of financial instruments.

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### **XIII. SEGMENT REPORTING**

In accordance with the Group's internal organization structure, management requirement and internal reporting process, nine reportable segments are identified by the Group including: containers, road transportation vehicles, energy and chemical & food equipment, offshore business, airport facilities, logistics services, finance, property development and heavy trucks. Each reportable segment is an independent business segment providing different products and services. Independent management is applied to individual business segment as different technical and market strategy are adopted. The Group reviews the financial information of individual segment regularly to determine resources allocation and performance assessment.

#### **1. Segment profits, losses, assets and liabilities**

In order to assess the segment performance and resources allocation, the Group's management review segment revenue, expenses, assets and liabilities of each segment regularly. The preparation basis of such information is detailed as follows:

Segment assets include tangible assets, intangible assets, other long-term assets and accounts receivable, etc, but exclude deferred tax assets and other un-allocated headquarter assets. Segment liabilities include payables, bank loans, provision, special payables and other liabilities, while deferred tax liabilities are exclude.

Segment profit represents revenue (including external revenue and inter-segment revenue), offsetting segment expenses, depreciation and amortization, impairment losses, interest expenses and income attributable to individual segment. Transactions conducted among segments are under normal non-related party transaction commercial terms.



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## XIII. SEGMENT REPORTING (CONTINUED)

## 1. Segment profits, losses, assets and liabilities (Continued)

Information to be disclosed on each of the Group's reportable segment (including management's periodically reviewed information and disclosure required by accounting standard) that the Group uses in measuring segments' profit/(loss), assets and liabilities is set out as follows:

Item	Road		Energy and	Offshore	Airport	Logistic	Finance	Property	Heavy	Others	Elimination	Total
	Containers	transportation	chemistry									
	2017	2017	2017	2017	2017	2017	2017	2017	2017	2017	2017	2017
External transaction	24,936,966	19,312,933	11,649,409	1,241,605	3,592,934	8,128,290	2,339,934	986,797	2,516,229	1,594,833	-	76,299,930
Inter segment transaction	109,731	207,731	196,791	1,243,812	3,577	67,162	707	19,995	49,516	1,524,504	(3,423,526)	-
Cost of sales from main operations	20,772,143	15,729,623	9,496,115	2,451,403	2,793,427	7,387,048	896,360	584,561	2,413,675	2,908,088	(3,840,046)	61,592,397
Investment income/(loss) in joint ventures and associates	(35)	(2,288)	(245)	-	(20,311)	9,829	15,137	7,206	16,999	4,383	-	30,675
Impairment loss for the year	72,745	67,903	203,540	5,791	6,184	101,661	137,986	227	51,284	14,987	9,033	671,341
Depreciation and amortisation expenses	411,797	281,480	365,621	380,121	118,893	133,386	185,698	12,428	138,231	315,691	-	2,343,346
Interest income	151,663	73,596	30,516	73,997	3,434	15,436	237,002	33,026	3,198	1,397,614	(1,792,221)	227,261
Interest expenses	79,327	112,037	73,076	563,434	15,456	29,516	167,504	14,808	77,934	1,432,152	(1,416,618)	1,148,626
Segment operating profit/(loss)	1,887,439	1,267,192	635,258	(1,025,964)	180,226	120,973	1,211,520	241,520	(156,043)	(439,765)	486,885	4,409,241
Income tax expenses	424,337	249,006	161,757	13,391	33,842	34,549	219,327	49,157	(29,017)	143,996	(49,519)	1,250,826
Net profit/(loss)	1,463,102	1,018,186	473,501	(1,039,355)	146,384	86,424	992,193	192,363	(127,026)	(583,761)	536,404	3,158,415
Segment total assets	21,099,309	16,093,412	14,718,417	32,556,965	4,260,043	4,723,994	37,149,558	4,612,197	4,129,455	34,494,325	(43,233,296)	130,604,379
Segment total liabilities	11,927,403	9,025,093	9,846,112	30,716,009	2,608,742	2,600,331	29,418,426	1,989,036	3,822,070	39,504,856	(54,091,133)	87,366,945
Supplementary information:												
- Segment expenditures/(income) other than depreciation and amortisation	390,181	136,365	222,803	(114,709)	19,639	113,445	137,159	(3,436)	51,951	(7,661)	(7,422)	938,315
- Long-term equity investment of joint ventures and associates	31,908	127,182	10,103	31,372	552,725	498,185	486,732	140,207	213,154	306,927	-	2,398,495
- Segment expenditures raising from additions of non-current assets	1,333,945	453,685	1,165,021	160,955	101,328	264,240	539,648	146,959	110,396	366,641	630,820	5,273,638

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XIII. SEGMENT REPORTING (CONTINUED)

1. Segment profits, losses, assets and liabilities (Continued)

Information to be disclosed on each of the Group's reportable segment (including management's periodically reviewed information and disclosure required by accounting standard) that the Group uses in measuring segments' profit/(loss), assets and liabilities is set out as follows (Continued):

Item	Energy and										Elimination between segments	Total
	Containers	Road transportation vehicles	Energy and chemistry & food equipment	Offshore business	Airport facilities	Logistic services	Finance	Property development	Heavy trucks	Others		
	2016	2016	2016	2016	2016	2016	2016	2016	2016	2016	2016	2016
External transaction	10,521,948	14,462,631	9,093,044	459,747	3,213,229	7,081,494	2,302,412	895,106	1,641,820	1,440,221	-	51,111,652
Inter segment transaction	545,051	232,051	260,742	3,845,883	-	47,962	-	(172,016)	83,946	779,355	(5,622,974)	-
Cost of sales from main operations	9,672,008	11,838,314	7,414,373	3,809,783	2,496,377	6,300,173	1,012,075	379,143	1,685,239	1,930,739	(5,519,215)	41,019,009
Investment income/(loss) in joint ventures and associates	(998)	(3,107)	(2,070)	-	14,585	61,632	17,403	4,703	1,946	(6,828)	-	87,266
Asset impairment losses	18,016	152,894	1,464,867	(19,232)	22,025	43,998	292,880	(135)	94,583	1,003	18,735	2,089,634
Depreciation and amortisation expenses	417,648	275,135	282,341	342,384	125,851	118,727	189,279	12,280	134,951	293,234	-	2,191,830
Interest income	157,579	67,766	51,424	96,384	2,101	12,121	213,585	33,639	2,686	1,185,665	(1,680,615)	142,335
Interest expenses	31,240	90,022	72,028	331,438	18,845	37,326	144,493	16,363	93,606	1,172,147	(1,105,650)	901,858
Total profit/(loss)	489,836	1,028,130	(736,026)	(206,377)	156,989	503,603	913,964	190,217	(354,182)	203,537	(487,640)	1,702,051
Income tax expenses	126,347	261,317	157,081	6,247	25,986	144,177	90,311	36,424	(29,492)	111,035	37,635	967,068
Net profit/(loss)	363,489	766,813	(893,107)	(212,624)	131,003	359,426	823,653	153,793	(324,690)	92,502	(525,275)	734,983
Total assets	16,678,921	14,944,863	13,548,051	32,691,493	3,718,616	4,633,572	36,497,514	3,172,175	4,289,499	39,707,987	(45,267,943)	124,614,748
Total liabilities	8,597,535	7,735,967	9,120,841	30,739,199	2,288,967	3,275,908	29,345,686	1,571,309	3,874,014	43,797,506	(54,866,976)	85,479,956
Other substantial non-cash items												
- Non-cash expenditures/(income) other than depreciation and amortisation	(250,332)	49,470	1,396,933	88,898	16,051	48,348	296,255	(155)	92,132	(667,427)	230,504	1,300,677
- Long-term equity investment of joint ventures and associates	30,129	105,392	10,387	33,288	485,275	509,225	396,362	104,192	196,155	291,814	-	2,162,219
- Segment expenditures raising from additions of long-term equity investment and financial assets and deferred tax assets	911,137	1,715,136	323,296	427,645	262,359	239,856	1,777,109	74,813	62,455	720,965	2,294,042	8,808,813

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## XIII. SEGMENT REPORTING (CONTINUED)

## 2. Geographic information

The following table sets out information about the geographical information of the Group's revenue from external customers and the Group's non-current assets (excluding financial assets and deferred tax assets, same for the below). The geographical locations of customers are based on the location at which the services were provided or the goods were delivered. The geographical locations of the specified non-current assets are based on the physical location of the assets (for fixed assets), or the location of the business to which they are allocated (for intangible assets and goodwill), or the location of operations of the associates and joint ventures.

## Geographic information (according to the receiving party division)

	Total revenue from external customers		Total non-current assets	
	2017	2016	31 December 2017	31 December 2016
P.R.China	32,769,171	23,563,045	53,560,445	53,280,989
Asia (exclusive of China)	5,412,665	7,266,749	696,672	714,570
America	18,482,055	9,718,213	359,408	391,179
Europe	18,029,736	8,068,004	1,863,541	1,544,659
Others	1,606,303	2,495,641	65,098	85,495
Total	76,299,930	51,111,652	56,545,164	56,016,892

## XIV. FINANCIAL RISK AND FAIR VALUES ESTIMATES

The Group has exposure to the following risks from its use of financial instruments in the normal course of the Group's operations, which mainly include:

- Credit risk
- Liquidity risk
- Interest rate risk
- Foreign exchange risk

This note presents information about the Group's exposure to each of the above risks and their sources, the Group's objectives, policies and processes for measuring and managing risks and etc.

The Group aims to seek the appropriate balance between the risks and benefits from its use of financial instruments and to mitigate the adverse effects that the risks of financial instruments have on the Group's financial performance. Based on such objectives, the Group's risk management policies are established to identify and analyses the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The internal audit department of the Group undertakes both regular and ad-hoc reviews of risk management controls and procedures.

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### XIV. FINANCIAL RISK AND FAIR VALUES ESTIMATES (CONTINUED)

#### 1. Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Group's credit risk is primarily attributable to cash at bank, receivables, debt investments and derivative financial instruments entered into for hedging purposes and etc. Exposure to these credit risks are monitored by management on an ongoing basis.

The cash at bank of the Group is mainly held with well-known financial institutions. Management does not foresee any significant credit risks from these deposits and does not expect that these financial institutions may default and cause losses to the Group.

In respect of receivables, the risk management committee of the Group has established a credit policy under which individual credit evaluations are performed on all customers to determine the credit limit and terms applicable to the customers. These evaluations focus on the external ratings of the customers and their bank credit records where available and previous payment records (if available). Receivables are due within from 30 to 90 days from the date of billing. Normally, the Group does not obtain collateral from customers, but earnest or prepayment money is requested sometimes due to the customer's situation.

The management team of the Group had made the plan for financial leasing receivable risk management, based on the research on its own industries, the credit rating of counterparties and the knowledge of the counterparties' businesses and financial standings. If the default of contract occurs, the management team of the Group may ask for returning, withdrawing or selling leased property, depending on the applicableness in individual cases. If the delay of repayment occurs, the management team keeps the right to collect the default interest based on the amount of overdue repayment and default interest rate, until the overdue payment will have been paid. In addition, the management team may ask for the deposit which can be paid for the money owed by the leasee, depending on individual cases. When the Group assesses the credit risk, its strategy is to manage, restrict and control the over-concentration of the credit risk, especially, regularly assessing leasee's ability to make the repayment.

Based on the indicators such as assets conditions and profit forecast of the associates and joint ventures, the Group provide funds to them and continuously monitor the project progress and business condition, to ensure the recoverability of fund.

In addition, the receivables of the Group that are neither overdue nor impaired mainly due from a wide range of customers for whom there was no recent history of default.

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**XIV. FINANCIAL RISK AND FAIR VALUES ESTIMATES (CONTINUED)****1. Credit risk (Continued)**

The Group's exposure to credit risk is influenced mainly by the individual characteristics and industries of each customer rather than country or area in which the customers operate. And therefore significant concentrations of credit risk arise primarily when the Group has significant exposure to individual customers. At the balance sheet date, the Group and the Company had a certain concentration of credit risk, as 31.54% (2016: 30.89%) of the total accounts receivable and other receivables were due from the five largest customers of the Group.

Investments are normally made only to liquid securities quoted on a recognized stock exchange (except for investments for long-term strategic purposes). Besides, the credit rating of counterparty should be the same or above the Group. For transactions involving derivative financial instruments, counterparties should have sound credit ratings and with whom the Group has a signed netting ISDA agreement (International Swap Derivative Association). Given their high credit ratings, management does not expect any investment counterparty to fail to meet its obligations.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset, including derivative financial instruments, as in the balance sheet. Except for the financial guarantees given by the Group as set out in Note X, the Group and the Company do not provide any other guarantees which would expose the Group or the Company to credit risk. The maximum exposure to credit risk in respect of these financial guarantees at the balance sheet date is disclosed in Note X.

**2. Liquidity risk**

Liquidity risk is the risk that an enterprise may encounter deficiency of funds in meeting obligations associated with financial liabilities. The Company is responsible for the cash management, including short term investment of cash surpluses and the raising of loans to cover expected cash demands, for individual subsidiaries subject to approval by the Company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its short-term and long-term liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities.

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XIV. FINANCIAL RISK AND FAIR VALUES ESTIMATES (CONTINUED)

2. Liquidity risk (Continued)

The following tables show the remaining contractual maturities at the balance sheet date of the Group's financial assets and financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or if floating, based on prevailing interest rates at 31 December) and the earliest date the Group can be required to pay:

	31 December 2017 Undiscounted contractual cash flow					Carrying amount at balance sheet date
	Within 1 year or on demand	1 to 2 years	2 to 5 years	Over 5 years	Total	
<b>Financial assets</b>						
Cash at bank and on hand	5,596,314	–	–	–	5,596,314	5,596,314
Financial assets at fair value through profit or loss	194,880	206,604	111,930	–	513,414	513,414
Accounts receivable and other receivables	27,187,046	–	–	–	27,187,046	27,187,046
Current portion of non-current assets	6,294,086	–	–	–	6,294,086	4,314,250
Available-for-sale financial assets	–	–	36,301	411,980	448,281	441,581
Interest receivable	19,092	–	–	–	19,092	19,092
Dividends receivable	4,408	–	–	–	4,408	4,408
Long-term receivables	–	3,589,848	5,449,700	11,540,062	20,579,610	12,880,540
<b>Sub-total</b>	<b>39,295,826</b>	<b>3,796,452</b>	<b>5,597,931</b>	<b>11,952,042</b>	<b>60,642,251</b>	<b>50,956,645</b>
<b>Financial liabilities</b>						
Financial liabilities at fair value through profit or loss	40,832	–	–	–	40,832	40,832
Short-term borrowings	15,317,347	–	–	–	15,317,347	15,317,347
Notes payable	1,785,456	–	–	–	1,785,456	1,785,456
Debentures payable	264,000	6,210,029	2,233,400	–	8,707,429	7,986,500
Accounts payable and other payables	19,070,852	–	–	–	19,070,852	19,070,852
Interest payable	377,793	–	–	–	377,793	377,793
Dividends payable	254,434	–	–	–	254,434	254,434
Current portion of non-current liabilities	4,085,579	–	–	–	4,085,579	4,085,579
Other current liabilities	588,235	–	–	–	588,235	595,907
Long-term borrowings	1,015,960	4,860,647	20,562,836	831,199	27,270,642	24,140,168
Long-term payables	–	182,388	175,466	–	357,854	347,269
Other non-current liabilities	278,214	278,214	278,214	1,349,863	2,184,505	1,737,505
<b>Sub-total</b>	<b>43,078,702</b>	<b>11,531,278</b>	<b>23,249,916</b>	<b>2,181,062</b>	<b>80,040,958</b>	<b>75,739,642</b>
<b>Net total</b>	<b>(3,782,876)</b>	<b>(7,734,826)</b>	<b>(17,651,985)</b>	<b>9,770,980</b>	<b>(19,398,707)</b>	<b>(24,782,997)</b>

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## XIV. FINANCIAL RISK AND FAIR VALUES ESTIMATES (CONTINUED)

## 2. Liquidity risk (Continued)

	31 December 2016					Total	Carrying amount at balance sheet date
	Undiscounted contractual cash flow						
	Within 1 year or on demand	1 to 2 years	2 to 5 years	Over 5 years			
<b>Financial assets</b>							
Cash at bank and on hand	6,325,998	–	–	–	6,325,998	6,325,998	
Financial assets at fair value through profit or loss	141,160	–	325,187	–	466,347	466,347	
Accounts receivable and other receivables	24,619,828	–	–	–	24,619,828	24,619,828	
Current portion of non-current assets	5,513,253	–	–	–	5,513,253	3,941,689	
Available-for-sale financial assets	–	–	36,803	412,240	449,043	442,726	
Interest receivable	9,250	–	–	–	9,250	9,250	
Dividends receivable	41,959	–	–	–	41,959	41,959	
Long-term receivables	–	3,997,923	5,268,322	12,907,684	22,173,929	13,220,242	
<b>Sub-total</b>	<b>36,651,448</b>	<b>3,997,923</b>	<b>5,630,312</b>	<b>13,319,924</b>	<b>59,599,607</b>	<b>49,068,039</b>	
<b>Financial liabilities</b>							
Financial liabilities at fair value through profit or loss	199,225	–	3,816	–	203,041	203,041	
Short-term borrowings	15,729,787	–	–	–	15,729,787	15,729,787	
Notes payable	1,551,582	–	–	–	1,551,582	1,551,582	
Debentures payable	189,000	189,000	8,175,500	–	8,553,500	7,986,500	
Accounts payable and other payables	15,315,024	–	–	–	15,315,024	15,315,024	
Interest payable	303,375	–	–	–	303,375	303,375	
Dividends payable	16,746	–	–	–	16,746	16,746	
Current portion of non-current liabilities	3,667,872	–	–	–	3,667,872	3,667,872	
Other current liabilities	1,666,966	–	–	–	1,666,966	1,687,762	
Long-term borrowings	1,056,608	10,819,611	16,387,132	3,464,214	31,727,565	27,023,222	
Long-term payables	–	520,988	4,767	23,220	548,975	529,372	
Other non-current liabilities	314,210	314,210	314,210	1,685,812	2,628,442	2,037,458	
<b>Sub-total</b>	<b>40,010,395</b>	<b>11,843,809</b>	<b>24,885,425</b>	<b>5,173,246</b>	<b>81,912,875</b>	<b>76,051,741</b>	
<b>Net total</b>	<b>(3,358,947)</b>	<b>(7,845,886)</b>	<b>(19,255,113)</b>	<b>8,146,678</b>	<b>(22,313,268)</b>	<b>(26,983,702)</b>	

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**XIV. FINANCIAL RISK AND FAIR VALUES ESTIMATES (CONTINUED)**

**2. Liquidity risk (Continued)**

As at 31 December 2016, the Group has got commitments from main financial institutions to provide enough reserve funds, in order to satisfy short-term and long-term demands of working capital.

As at the balance sheet date, the Group's financial guarantees provided to external parties are analysed below based on the maximum amounts and the earliest periods in which the guarantees could be called:

31 December 2017				
Within 1 year	1 to 2 years	2 to 5 years	Over 5 years	Total
1,276,703	495,032	273,947	–	2,045,682

31 December 2016				
Within 1 year	1 to 2 years	2 to 5 years	Over 5 years	Total
1,422,430	693,842	417,466	–	2,533,738

Bank and other borrowings are analysed by repayment terms as follows:

	31 December 2017		31 December 2016	
	Bank borrowings	Other borrowings	Bank borrowings	Other borrowings
Within 1 year	19,299,973	–	19,255,497	–
1 to 2 years	4,860,647	–	9,763,003	–
2 to 5 years	18,473,368	–	14,362,508	–
over 5 years	806,153	–	2,897,711	–
	43,440,141	–	46,278,719	–



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## XIV. FINANCIAL RISK AND FAIR VALUES ESTIMATES (CONTINUED)

## 3. Interest rate risk

Fixed and floating interest-bearing financial instruments exposed the Group to interest rate risk of fair value and cash flow, respectively. The interest rate policy is to ensure the exposure of interest rate risk of borrowing is within a reasonable scope. The Group had entered into interest rate swap contracts, which were made based on the currencies of the borrowings. Hence the Group set up appropriate fixed and floating interest rate risk portfolio, to meet the policy.

(1) As at 31 December 2017, the Group held the following interest-bearing financial instruments:

	31 December 2017		31 December 2016	
	Interest rate (%)	Amount	Interest rate (%)	Amount
<b>Fixed rates interest-bearing financial instruments</b>				
– Long-term receivables	2.58%-17.53%	12,880,540	2.58%-17.53%	13,220,242
– Current portion of Long-term receivables	2.58%-17.53%	4,314,250	2.58%-17.53%	3,941,689
<b>Financial liabilities</b>				
– Short-term borrowings	1.30%~6.09%	3,917,219	0.65%-16.41%	6,280,953
– Debenture payable	3.07%-3.89%	7,986,500	3.07%-3.89%	7,986,500
– Current portion of long-term borrowings	2.53%-5.46%	1,281,655	2.65%-2.90%	800,000
– Long-term borrowings	1.20%-7.03%	3,529,147	1.45%-6.37%	1,043,007
– Other current liabilities	0.01%-1.00%	588,235	0.01%-1.00%	1,666,966
– Other non-current liabilities	4.99%-12.00%	1,737,505	4.99%-12.00%	2,037,458
<b>Total</b>		<b>(1,845,471)</b>		<b>(2,652,953)</b>

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**XIV. FINANCIAL RISK AND FAIR VALUES ESTIMATES (CONTINUED)****3. Interest rate risk (Continued)**

(1) As at 31 December 2017, the Group held the following interest-bearing financial instruments: (Continued)

	31 December 2017		31 December 2016	
	Interest rate (%)	Amount	Interest rate (%)	Amount
Floating rates interest-bearing financial instruments				
Financial assets				
– Cash at bank and on hand	0.30%-2.75%	5,596,314	0.30%-2.75%	6,325,998
Financial liabilities				
– Current portion of long-term borrowings	1.775%+1M libor~ 6M libor+195bps	2,700,971	1M Libor+145bps~ 1M Libor+245bps	2,725,710
– Long-term borrowings	1.15%+1M libor~ 3M libor+240bps	20,611,021	1M Libor+145bps~ 6M Libor+310bps	25,980,215
– Short-term borrowing	6M libor+2.8%~ 1M libor+150bps	11,400,128	1M Libor+125bps~ 6M Libor+230bps	9,448,834
– Long-term payables	8.02%~12.86%	347,269	8.02%~12.86%	529,372
– Current portion of long-term payables	8.02%~12.86%	100,609	8.02%~12.86%	138,312
Total		(29,563,684)		(32,496,445)

**(2) Sensitivity analysis**

As at 31 December 2017, it is estimated that a general increase/decrease of 25 basis points (31 December 2016: 25 basis points) in interest rates, with all other variables held constant, would increase/decrease the Group's net profit by 55,432,000 and equity by 55,432,000 (2016: 60,931,000 and 60,931,000, respectively).

The sensitivity analysis above indicates the instantaneous change in the net profit and equity that would arise assuming that the change in interest rate had occurred at the balance sheet date and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the balance sheet date. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the balance sheet date, the impact on the net profit and equity is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis was performed on the same basis for the previous year.

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## XIV. FINANCIAL RISK AND FAIR VALUES ESTIMATES (CONTINUED)

## 4. Foreign exchange risk

The major currency received by the Group is USD and the major currency paid out is RMB. In order to avoid the risks resulting from the fluctuation of the exchange rate of RMB, in respect of accounts receivable and payables denominated in foreign currencies, the Group ensures that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

- (1) Besides the exposure to currency risk arising from financial assets at fair value through profit or loss and financial liabilities at fair value through profit or loss disclosed in Note IV.2 and IV.26, the Group's exposure as at 31 December to currency risk arising from recognized assets or liabilities denominated in foreign currencies is follows. For presentation purposes, the amounts of the exposure are shown in RMB, translated using the spot rate at the balance sheet date. Differences resulting from the translation of the financial statements denominated in foreign currency are excluded.

	31 December 2017				31 December 2016			
	USD	EUR	HKD	JPY	USD	EUR	HKD	JPY
Cash at bank and on hand	198,895	1,344,719	89,248	17,377	823,367	1,169,615	40,023	44,700
Receivables	8,252,516	283,282	34,303	69,040	3,612,395	254,069	18,353	82,916
Short-term borrowings	(4,751,668)	(220,620)	-	-	(5,759,019)	(61,487)	-	(7,169)
Long-term borrowings	(7,743,325)	-	-	-	(14,736,500)	-	(132,386)	-
Payables	(1,132,382)	(109,240)	(49,487)	(13,391)	(1,023,302)	(118,003)	(30,414)	-
Current portion of non-current liabilities	(2,027,147)	-	-	-	(2,710,684)	-	-	-
Gross balance sheet exposure	(7,203,111)	1,298,141	74,064	73,026	(19,793,743)	1,244,194	(104,424)	120,447

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**XIV. FINANCIAL RISK AND FAIR VALUES ESTIMATES (CONTINUED)**

**4. Foreign exchange risk (Continued)**

- (1) Besides the exposure to currency risk arising from financial assets at fair value through profit or loss and financial liabilities at fair value through profit or loss disclosed in Note IV.2 and IV.26, the Group's exposure as at 31 December to currency risk arising from recognized assets or liabilities denominated in foreign currencies is follows. For presentation purposes, the amounts of the exposure are shown in RMB, translated using the spot rate at the balance sheet date. Differences resulting from the translation of the financial statements denominated in foreign currency are excluded. (Continued)

As at 31 December 2017 and 31 December 2016, the amount of foreign currency financial assets and foreign currency financial liabilities held by the company with US currency in base currency translated into RMB is listed as follows:

	31 December 2017				31 December 2016			
	RMB	EUR	HKD	JPY	RMB	EUR	HKD	JPY
Cash at bank and on hand	540,230	2,444	10,358	-	85,293	731,081	929	-
Receivables	747,766	-	-	-	235,879	1,173	-	-
Short-term borrowings	(1,849,227)	-	-	-	(815,579)	(19,839)	-	-
Long-term borrowings	-	-	-	-	-	-	-	-
Payables	(511,352)	(71,263)	(5)	-	(638,368)	(105,540)	(21)	-
Current portion of non-current liabilities	-	-	-	-	-	-	-	-
Gross balance sheet exposure	(1,072,583)	(68,819)	10,353	-	(1,132,775)	606,875	908	-

- (2) The following are the exchange rates for RMB against foreign currencies applied by the Group and the Company:

	Average exchange rate		Benchmark average exchange rate	
	2017	2016	31 December 2017	31 December 2016
	USD	6.7249	6.6667	6.5359
EUR	7.6805	7.3475	7.8003	7.3046
HKD	0.8621	0.8593	0.8359	0.8945
JPY	0.0601	0.0611	0.0579	0.0596

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## XIV. FINANCIAL RISK AND FAIR VALUES ESTIMATES (CONTINUED)

## 4. Foreign exchange risk (Continued)

## (3) Sensitivity analysis

Assuming other risk variables other than the exchange rate remain unchanged, the exchange rate of the RMB against the U.S. dollar and Hong Kong dollar caused the RMB to appreciate by 2.30% and 2.27% on 31 December 2017 (RMB exchange rate against the U.S. dollar and Hong Kong dollar caused the RMB to depreciate by 2.80% and 2.70% as of 31 December 2016). At the same time, RMB exchange rate against the euro and the Japanese yen depreciated the value of the RMB by 3.06% and 1.22% (on 31 December 2016, the exchange rate of the RMB against the euro and the Japanese yen depreciated the RMB by 2.80% and 1.90%), and this will result in the following increase/(decrease) in shareholder equity and net profit. This effect is converted into RMB at the spot exchange rate on the balance sheet date.

	Equity	Net profit
31 December 2017		
USD	124,096	124,096
EUR	29,792	29,792
HKD	(1,263)	(1,263)
JPY	669	669
Total	153,294	153,294
31 December 2016		
USD	(415,669)	(415,669)
EUR	26,128	26,128
HKD	(2,115)	(2,115)
JPY	1,716	1,716
Total	(389,940)	(389,940)

As at 31 December 2017, on the assumption that other variables remain unchanged, the exchange rate changes of RMB to us dollar and Hong Kong dollar devalued RMB2.30% and 2.27% (in 31 December 2016 the exchange rate changes of RMB against US dollar and Hong Kong currency made RMB appreciation 2.80% and 2.70%), and the exchange rate changes of RMB against euro and yen made RMB rise. The value of 3.06% and 1.22% (RMB exchange rate changes of the renminbi against the euro and yen in 31 December 2016 and the appreciation of RMB2.80% and 1.90%) will lead to the same change in the equity and profit and loss of shareholders and the same but opposite direction.

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### XIV. FINANCIAL RISK AND FAIR VALUES ESTIMATES (CONTINUED)

#### 4. Foreign exchange risk (Continued)

##### (3) Sensitivity analysis (Continued)

The sensitivity analysis above assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the balance sheet date, the analysis excludes differences that would result from the translation of the financial statements denominated in foreign currency. The analysis is performed on the same basis for the previous year.

The above sensitive analysis does not include exposure to currency risk arising from foreign future contracts, Japanese Yen exchange option and swap contract for interest rate disclosed in Note IV.2 and IV.26 about financial assets at fair value through profit or loss and financial liabilities at fair value through profit or loss, but the change in exchange rate may have effect on shareholders' equity and net profit.

#### 5. Other price risks

Other price risks are stock price risk. As at 31 December 2017, the Group held 40,414,000 tradable shares of Qingdao Port International Co., Ltd., 2,996,500 tradable shares of Sinotrans Shipping Limited, and 126,000 tradable shares of Micro Mechart.

As at 31 December 2017, it is estimated that a general increase/decrease of the comprehensive index of shares 5% (2016: 5%), with all other variables held constant, would increase/decrease the Group's shareholders' equity by RMB7,093,000 (2016: RMB6,651,000).

The sensitivity analysis above arise assuming that the change in the comprehensive index of shares occurred at the balance sheet date in the reasonable range and had been applied to remeasure all those investments in securities held by the Group. The sensitivity analysis is also based on another assumption, namely, the fair value of the investments in securities held by the Group is relevant to composite index of stock market, and available-for-sales securities investment has same risk factor as trading securities investment, and all other variables held constant. 20.00% change in the comprehensive index of shares is a reasonable expectation of the Group for the period from the balance date to the next balance sheet date.

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## XIV. FINANCIAL RISK AND FAIR VALUES ESTIMATES (CONTINUED)

## 6. Fair value estimates

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices);

Level 3: Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

## (1) Assets measured at fair value on a recurring basis

The following table presents the Group's assets and liabilities that are measured at fair value in the above three levels as at 31 December 2017:

Assets	Note	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
Financial assets at fair value through profit or loss					
Investments in equity instrument held for trading	IV.2	183,303	–	–	183,303
Derivative financial assets	IV.2	–	328,751	–	328,751
Hedging instruments	IV.2	–	1,360	–	1,360
Available-for-sale financial assets	IV.11	3,995	436,661	–	440,656
<b>Financial assets total</b>		<b>187,298</b>	<b>766,772</b>	<b>–</b>	<b>954,070</b>
<b>Non-financial assets</b>					
Investment properties	IV.14	–	–	1,679,189	1,679,189
<b>Total</b>		<b>187,298</b>	<b>766,772</b>	<b>1,679,189</b>	<b>2,633,259</b>

Liabilities	Note	Level 1	Level 2	Level 3	Total
<b>Financial liabilities at fair value through profit or loss</b>					
Derivative financial liabilities	IV.26	–	(3,025)	–	(3,025)
Hedging Instrument	IV.26	–	–	–	–
Financial guarantee contracts	IV.26	–	–	(37,807)	(37,807)
<b>Total</b>		<b>–</b>	<b>(3,025)</b>	<b>(37,807)</b>	<b>(40,832)</b>

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**XIV. FINANCIAL RISK AND FAIR VALUES ESTIMATES (CONTINUED)****6. Fair value estimates (Continued)****(1) Assets measured at fair value on a recurring basis (Continued)**

The following table presents the Group's assets and liabilities that are measured at fair value in the above three levels as at 31 December 2016:

Assets	Note	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
Financial assets at fair value through profit or loss					
Investments in equity instrument held for trading					
	IV.2	138,072	–	–	138,072
Derivative financial assets					
	IV.2	–	326,969	–	326,969
Hedging instruments					
	IV.2	–	1,306	–	1,306
Available-for-sale financial assets					
	IV.11	2,441	30,803	–	33,244
<b>Financial assets total</b>					
		140,513	359,078	–	499,591
<b>Non-financial assets</b>					
Investment properties					
	IV.14	–	–	1,752,608	1,752,608
<b>Total</b>					
		140,513	359,078	1,752,608	2,252,199

Liabilities	Note	Level 1	Level 2	Level 3	Total
Financial liabilities at fair value through profit or loss					
Derivative financial liabilities					
	IV.26	–	(15,838)	–	(15,838)
Hedging Instrument					
	IV.26	–	(4,244)	–	(4,244)
Financial guarantee contracts					
	IV.26	–	–	(57,419)	(57,419)
Contingent considerations					
		–	–	(125,540)	(125,540)
<b>Total</b>					
	IV.26	–	(20,082)	(182,959)	(203,041)

The Group make the date when matters occurred which result in significant transfers between instruments in the three levels as the point of transfer. During the year, there were no significant transfers between instruments in Level 1 and Level 2 neither nor Level 2 and Level 3.

For traded in active markets financial instruments, the group measures its fair value at an active market price; for not traded in active markets financial instruments, the group uses valuation techniques to determine the fair value. Valuation model mainly used are the discounted cash flow model and market comparable company model etc. Input values of the valuation techniques include the risk free interest rate, benchmark interest rate, exchange rate, credit spreads, liquidity premium, EBITDA multiplier, the lack of liquidity discount etc.



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## XIV. FINANCIAL RISK AND FAIR VALUES ESTIMATES (CONTINUED)

## 6. Fair value estimates (Continued)

## (1) Assets measured at fair value on a recurring basis (Continued)

The Group has appointed qualified valuer to conduct valuation for the fair value of the investment properties. The methods used include income model and cost model. The key assumptions include rental growth rates, capitalisation rates and unit prices.

The following table presents the movement of the non-financial assets in Level 3:

	Investment properties
1 January 2017	1,752,608
Transferred from fixed assets, intangible assets and construction in progress	145,775
Total gains for the current period	12,025
Gains recognised in profit or loss	5,344
Gains recognised in other comprehensive income	6,681
Transfer to other assets	(177,374)
Disposal	(53,845)
31 December 2017	1,679,189
	Investment properties
1 January 2016	730,168
Purchase	78,176
Transferred from fixed assets, intangible assets and construction in progress	310,039
Transferred out to the assets classified as held for sale	(26,401)
Total gains for the current period	660,626
Gains recognised in profit or loss	75,792
Gains recognised in other comprehensive income	584,834
31 December 2016	1,752,608

Finance Department of the Group is responsible for carrying out the valuation of financial assets and financial liabilities. The above valuation results are independently verified and accounted for by the Finance Department of the Group, and disclosure information in relation to fair value is prepared based on the verified valuation results.

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XIV. FINANCIAL RISK AND FAIR VALUES ESTIMATES (CONTINUED)

6. Fair value estimates (Continued)

(1) Assets measured at fair value on a recurring basis (Continued)

The following table presents the information of the assets measured at fair value in Level 3:

	Fair value as at 31 December 2017	Valuation techniques	Significant unobservable inputs			
			Name	Scope/ weighted average	Relationship with fair value	Observable/ Unobservable
Investment properties –			Rate of return/capitalisation rate	6%-8%		
Completed investment properties	1,265,466	Income model	Monthly rental (RMB/square meter/month)	7-9%	(a)	Unobservable
			Budgeted construction cost to be incurred (RMB/square meter)	650-4,600		
Land use rights	413,723	Cost model	Anticipated developer's profit margin	9%-12%	(a)	Unobservable
		Direct comparison	Market price (RMB/square meter)	450-2,200	(a)	Unobservable

(a) The relationship of unobservable inputs to fair value are as follows:

- The higher of the rate of return/capitalisation rate, the lower of fair value;
- The higher of the expected vacancy rate, the lower of fair value;
- The higher of the monthly rental, the higher of the fair value;
- The higher of the market price, the higher of the fair value;
- The higher of the budgeted construction cost to be incurred, the lower of the fair value;
- The higher of the anticipated developer's profit margin, the lower of the fair value.

	Fair value as at 31 December 2016	Valuation techniques	Significant unobservable inputs			
			Name	Scope/ weighted average	Relationship with fair value	Observable/ Unobservable
Investment properties –			Rate of return/capitalisation rate	6%-8%		
Completed investment properties	1,139,285	Income model	Monthly rental (RMB/square meter/month)	7-9%	(a)	Unobservable
			Budgeted construction cost to be incurred (RMB/square meter)	650-4,600		
Land use rights	613,323	Cost model	Anticipated developer's profit margin	9%-12%	(a)	Unobservable
		Direct comparison	Market price (RMB/square meter)	450-2,200	(a)	Unobservable

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**XIV. FINANCIAL RISK AND FAIR VALUES ESTIMATES (CONTINUED)****6. Fair value estimates (Continued)****(2) Assets measured at fair value on a non-recurring basis**

The non-current assets held for sale are measured at the lower of the book value and the fair value less the disposal expenses. As at 31 December 2017, the Group's assets classified as available for sale include investment properties of 26,401,000, fixed assets of 91,825,000, intangible assets of 102,665,000 and construction in progress of 14,312,000 measured at fair value less disposal expenses (Note IV.8). The fair value is estimated based on the present value of estimated future cash flows (26,401,000, 124,243,000, 124,260,000 and 21,885,000), which belongs to the third level.

**(3) Assets and liabilities not measured at fair value but for which the fair value is disclosed**

Financial assets and liabilities in the group measured by the amortised cost method of including: accounts receivable, short-term borrowings, accounts payable, long-term borrowings, debentures payables, long-term payables etc.

As at 31 December 2017, all financial instruments are carried at amounts not materially different from their fair value.

There is an active market for bonds payable and fair value is determined by the quotations in the active market, which belongs to the first level. Fair value of long-term borrowings, long-term payables and debentures payables with no active market is determined by the discounted future cash flow of the contract in accordance with interest that is comparable and offer the same cash flow under the same conditions, which belongs to the third level.

**(4) Estimation and assumption of fair values**

The following summarises the major methods and assumptions used in estimating the fair values of financial assets at fair value through profit or loss and financial liabilities at fair value through profit or loss, available-for-sale financial assets on the balance sheet date.

**(a) Equity investments**

Fair value is based on quoted market prices at the balance sheet date for fair values of financial assets at fair value through profit or loss and financial liabilities at fair value through profit or loss (excluding derivatives), and available-for-sale financial assets if there is an active market.

**(b) Receivables**

The fair value is estimated as the present value of the future cash flows, discounted at the market interest rates at the balance sheet date.

**(c) Borrowings, debentures payable, long-term payables and other non-derivatives financial liabilities**

The fair value of borrowings, debentures payable, long-term payables and other non-derivatives financial liabilities is estimated as the present value of future cash flows, discounted at the market rate of interest at the balance sheet date.

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### XIV. FINANCIAL RISK AND FAIR VALUES ESTIMATES (CONTINUED)

#### 6. Fair value estimates (Continued)

##### (4) Estimation and assumption of fair values (Continued)

###### (d) Derivatives

The fair value of forward exchange contracts is either based on their listed market prices or by discounting the contractual forward price and deducting the current spot rate. The fair value of interest rate swaps is based on broker quotes. The quotes are tested for reasonableness by discounting estimated future cash flows based on the terms and maturity of each contract and using market interest rates for a similar interest rate instrument at the measurement date.

###### (e) Financial guarantees

The fair value of financial guarantees issued is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or is otherwise estimated by reference to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that the lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made.

### XV. CAPITAL MANAGEMENT

The Group's objectives of managing capital are to safeguard the group's ability of sustainable development in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Total capital of the group is shareholders' equity shown in the consolidated balance sheet. The group is not subject to external mandatory capital requirements, and use debt to asset ratio to monitor capital.

The Group monitors capital on the basis of Debt-Asset ratio. This ratio is calculated as total liabilities divided by total assets.

In 2017, the Group manages capital status by controlling the Debt-Asset ratio not to exceed 70% (2016: not to exceed 70%). The Debt-Asset ratio as at 31 December 2017 and 2016 were as follows:

	31 December 2017	31 December 2016
Total Liabilities	87,366,945	85,479,956
Total Assets	130,604,379	124,614,748
Debt-Asset ratio	66.89%	68.60%

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## XVI. NOTES TO THE HOLDING COMPANY'S FINANCIAL STATEMENTS

## 1. Cash at bank and on hand

	31 December 2017	31 December 2016
Bank deposits	1,360,476	2,647,574
Other cash balances	6,400	12,648
	<b>1,366,876</b>	<b>2,660,222</b>
Including: cash abroad	–	519

As at 31 December 2017, restricted cash at bank and on hand of the Company amounted to 31,146,000 (31 December 2016: 2,752,000).

As on 31 December 2017, the fixed deposit of the Company in the Financial Company, a subsidiary of the Group, was 1,000,000,000 (31 December 2016: 942,000,000).

## 2. Dividends receivable

	31 December 2017	31 December 2016
CIMC Hong Kong	3,210,156	3,435,198
SCIMC	592,706	592,706
SCIMCEL	462,372	462,372
CIMCVG	398,970	–
CIMCVL	156,034	149,577
TJCMCLE	48,915	48,915
Modern Logistics	29,146	29,146
SCIMCEL	19,263	19,263
Tianjin Kangde Logistics Equipment Co., Ltd	411	411
XHCIMC	396	–
CIMC Wood	–	874
QDSV	–	17,356
<b>Total</b>	<b>4,918,369</b>	<b>4,755,818</b>

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**XVI. NOTES TO THE HOLDING COMPANY'S FINANCIAL STATEMENTS (CONTINUED)**

**3. Other receivables**

(1) Other receivables are analysed by categories of customers as follows:

	31 December 2017	31 December 2016
Amounts due from related parties	13,104,034	13,109,464
Deposits and margin	14,739	15,711
Others	82,949	10,821
Sub-total	13,201,722	13,135,996
Less: provision for bad debts	(4,580)	(4,580)
Total	13,197,142	13,131,416

(2) Other receivables are analysed by aging as follows:

	31 December 2017	31 December 2016
Within 1 year (Inclusive)	9,713,039	9,642,304
1 to 2 years (Inclusive)	684,266	1,530,022
2 to 3 years (Inclusive)	1,434,185	574,631
Over 3 years	1,370,232	1,389,039
Sub-total	13,201,722	13,135,996
Less: provision for bad debts	(4,580)	(4,580)
Total	13,197,142	13,131,416

The ageing is calculated starting from the date the other receivable is recognised.

As at 31 December 2017 and 31 December 2016, the Company did not have overdue other receivables that were not impaired.

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## XVI. NOTES TO THE HOLDING COMPANY'S FINANCIAL STATEMENTS (CONTINUED)

## 3. Other receivables (Continued)

(3) Other receivables are analysed by categories as follows:

	31 December 2017				31 December 2016			
	Ending balance		Provision for doubtful debts		Ending balance		Provision for doubtful debts	
	Amount	% of total balance	Amount	% of total balance	Amount	% of total balance	Amount	% of total balance
Other receivables with amounts that are individually significant	13,161,642	99.70%	-	-	13,066,919	99.47%	-	-
Other receivables with amounts that are not individually significant	40,080	0.30%	4,580	11.43%	69,077	0.53%	4,580	6.63%
Total	13,201,722	100.00%	4,580	0.03%	13,135,996	100.00%	4,580	0.03%

There were no collaterals that the Company held for other receivables that were made impairment aforesaid.

(4) Other receivables with amounts that are individually significant and that the related provision for doubtful debts is provided on the individual basis

As at 31 December 2017 and 31 December 2016, the Company has no other receivables with amounts that are individually significant and that the related provision for doubtful debts is provided on the individual basis.

(5) Other receivables with amounts that are not individually significant but that the related provision for doubtful debts is provided on the individual basis.

As at 31 December 2017 and 31 December 2016, the Company has no other receivables with amounts that are not individually significant but that the related provision for bad debts is provided on the individual basis.

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**XVI. NOTES TO THE HOLDING COMPANY'S FINANCIAL STATEMENTS (CONTINUED)****3. Other receivables (Continued)**

- (6) Other receivables that the related provision for bad debts is provided on grouping basis using the ageing analysis method are analysed as follows:

	31 December 2017			31 December 2016		
	Ending balance	Provision for doubtful debts		Ending balance	Provision for doubtful debts	
	Amount	Amount	% of total balance	Amount	Amount	% of total balance
Within 1 year	34,153	–	–	54,449	–	–
1 to 2 years	687	–	–	6,120	–	–
2 to 3 years	–	–	–	3,268	–	–
3 to 4 years	–	–	–	660	–	–
4 to 5 years	660	–	–	–	–	–
Over 5 years	4,580	4,580	100.00%	4,580	4,580	100.00%
Total	40,080	4,580	11.43%	69,077	4,580	6.63%

- (7) **The recovery of provision in current year**

There were no other receivables that the related provision for doubtful debts had been provided in full amount or in large proportion in previous years but are collected or reversed in full amount or in large proportion in current year (2016: Nil).

- (8) **Other receivables that are written off in current year**

There were no material other receivables that are written off in current year (2016: Nil).



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## XVI. NOTES TO THE HOLDING COMPANY'S FINANCIAL STATEMENTS (CONTINUED)

## 3. Other receivables (Continued)

(9) As at 31 December 2017, the five largest other receivables are analysed as follows:

	Nature	Amount	Aging	% of total balance	Provision for doubtful debts
CIMC Hong Kong	fund transfer, daily transfer	3,761,960	Within 1 year, 1 to 2 years	28.50%	–
Jirui C&C Trucks	fund transfer	1,417,182	Within 1 year, 1 to 2 years, 2 to 3 years, more than 3 years	10.73%	–
Hongxin Berg	fund transfer	1,079,848	1 to 2 years	8.18%	–
CIMC Leasing	fund transfer	865,250	1 to 2 years	6.55%	–
CIMC RAFFLES	fund transfer	876,402	1 to 2 years	6.64%	–
		8,000,642		60.60%	–

The Company's five largest other receivables as at 31 December 2016 amounted to 7,609,722,000 and accounting for 57.93% of the total other receivables.

(10) Other receivables from shareholders holding more than 5% (including 5%) of the voting rights of the Company are analysed as follows

As at 31 December 2017 and 31 December 2016, no amount due from shareholders holding more than 5% (including 5%) of the voting rights of the Company is included in the above balance of other receivables.

(11) Receivables from related parties

Relationship with the Company		31 December 2017		31 December 2016	
		Amount	% of total balance	Amount	% of total balance
Associates	Associates	82,252	0.62%	575,378	4.38%
Subsidiaries	Subsidiaries	13,021,782	98.64%	12,534,086	95.42%
Total		13,104,034	99.26%	13,109,464	99.80%

(12) Other receivables derecognised due to transfer of financial assets

As of December 31 2017, there were no other receivables derecognised due to transfer of financial assets of the Company in the current year (31 December 2016: Nil).

(13) Amount of assets and liabilities recognised due to the continuing involvement of securitised other receivable

As of December 31 2017, there were no securitised other receivables during this year (31 December 2016: Nil).

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## XVI. NOTES TO THE HOLDING COMPANY'S FINANCIAL STATEMENTS (CONTINUED)

## 4. Available-for-sale financial assets

	31 December 2017	31 December 2016
Measured at cost		
Available-for-sale equity instruments (1)	391,970	391,970
Less: provision for impairment	(3,065)	(3,065)
	388,905	388,905

## (1) Related information analysis of available-for-sale financial assets is as follows:

Available-for-sale financial assets measured at cost:

	31 December 2016	Increase in current year	Decrease in current year	31 December 2017	Share holding (%)	Cash dividend declared
Available-for-sale equity instruments						
– Cost						
– BOCM Schroder Stolt Fund Management	8,125	–	–	8,125	5.00%	–
– China Railway United Logistics	380,780	–	–	380,780	10.00%	4,000
– Guangdong Samsung	1,365	–	–	1,365	0.09%	–
– Beihai Yinjian	1,700	–	–	1,700	1.01%	–
Sub-total	391,970	–	–	391,970		4,000
Less: provision for impairment	(3,065)	–	–	(3,065)		–
Total	388,905	–	–	388,905		4,000

(2) Available-for-sale financial assets measured at cost held by the group are mainly unlisted equity investments with no active market price and their reasonable fair value estimates has large variation range; the probability determining the fair value estimate can not be reasonably determined so their fair value cannot be reliably measured. The group has no disposal of the investment plan.

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## XVI. NOTES TO THE HOLDING COMPANY'S FINANCIAL STATEMENTS (CONTINUED)

## 5. Long-term equity investments

(1) Long-term equity investments are analysed by categories as follows:

	31 December 2017	31 December 2016
Subsidiaries (2)	9,583,886	9,375,276
Less: provision for impairment	–	–
Total	9,583,886	9,375,276

There is no restriction on sale of the long-term equity investments held by the Company.

(2) Subsidiaries:

Company name	31 December 2016	Increase in current year	Decrease in current year	31 December 2017	Share holding (%)	Voting rights (%)	Impairment provided in the current year	Cash dividend declared
Cost Method – Subsidiary								
Southern CIMC	110,831	–	–	110,831	100.00%	100.00%	–	–
Xinhui CIMC	36,500	–	–	36,500	100.00%	100.00%	–	396
CIMC NO	77,704	–	–	77,704	100.00%	100.00%	–	–
Dalian CIMC	48,764	–	–	48,764	100.00%	100.00%	–	–
Taichang CIMC	131,654	33,642	(165,296)	–	–	–	–	33,642
Chongqing CIMC	39,499	–	–	39,499	100.00%	100.00%	–	–
SCRC	200,892	–	–	200,892	92.00%	92.00%	–	216,000
XHCIMCS	82,026	27,328	(109,354)	–	–	–	–	–
CIMC HongKong	1,690	–	–	1,690	100.00%	100.00%	–	27,328
CIMC SD	162,686	–	–	162,686	100.00%	100.00%	–	–
HI	606,912	–	–	606,912	80.00%	80.00%	–	497,759
CIMC Tech	41,526	–	–	41,526	100.00%	100.00%	–	–
CIMCWD	54,817	–	–	54,817	100.00%	100.00%	–	–
CIMC Training	48,102	–	–	48,102	100.00%	100.00%	–	–
DLZH	182,136	–	–	182,136	100.00%	100.00%	–	–
MEA	111,703	–	–	111,703	100.00%	100.00%	–	–
CIMC Wood	3,472	–	–	3,472	100.00%	100.00%	–	–
SZ Investment Holding	72,401	–	–	72,401	100.00%	100.00%	–	–
Finance Company	482,590	–	–	482,590	100.00%	100.00%	–	11,298
CIMCVL	422,363	–	–	422,363	100.00%	100.00%	–	156,035

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XVI. NOTES TO THE HOLDING COMPANY'S FINANCIAL STATEMENTS (CONTINUED)

5. Long-term equity investments (Continued)

(1) Subsidiaries (Continued):

Company name	31 December 2016	Increase in current year	Decrease in current year	31 December 2017	Share holding (%)	Voting rights (%)	Impairment provided in the current year	Cash dividend declared
QDSV	26,912	-	-	26,912	80.00%	80.00%	-	5,294
SHOE	40,000	-	(40,000)	-	-	-	-	-
SZ Investment	140,000	-	-	140,000	100.00%	100.00%	-	-
SESKYC	90,000	-	-	90,000	100.00%	100.00%	-	-
DLCIMCS	69,806	-	-	69,806	100.00%	100.00%	-	-
Container Holding	4,104,227	274,594	-	4,378,821	100.00%	100.00%	-	-
COOP	205,022	-	-	205,022	99.00%	99.00%	-	-
CIMC Modern Logistics Development Co.,Ltd.	803,904	-	-	803,904	100.00%	100.00%	-	-
C&C Trucks	898,977	81,616	-	980,593	70.06%	70.06%	-	-
Offshore Holdings	35,000	-	-	35,000	100.00%	100.00%	-	-
Fortune	13,160	-	-	13,160	100.00%	100.00%	-	-
Dongguan Jiwang	30,000	-	-	30,000	100.00%	100.00%	-	-
Modular design	-	106,080	-	106,080	100.00%	100.00%	-	-
<b>Total</b>	<b>9,375,276</b>	<b>523,260</b>	<b>(314,650)</b>	<b>9,583,886</b>			<b>-</b>	<b>947,752</b>

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## XVI. NOTES TO THE HOLDING COMPANY'S FINANCIAL STATEMENTS (CONTINUED)

## 6. Fixed asset

	Plants and buildings	Machinery and equipment	Office and other equipment	Total
<b>Original cost</b>				
31 December 2016	115,451	24,240	124,075	263,766
Transfers from construction in progress	33,294	3,604	18,105	55,003
Decreases in current year	–	(88)	(10,191)	(10,279)
31 December 2017	148,745	27,756	131,989	308,490
<b>Accumulated depreciation</b>				
31 December 2016	(48,594)	(18,219)	(94,581)	(161,394)
Depreciation recognised in current year	(3,829)	(1,488)	(7,881)	(13,198)
Decreases in current year	–	79	9,154	9,233
31 December 2017	(52,423)	(19,628)	(93,308)	(165,359)
<b>Net book value</b>				
31 December 2016	66,857	6,021	29,494	102,372
31 December 2017	96,322	8,128	38,681	143,131

The amount of depreciation accrued for fixed assets in 2017 was included in the administrative expenses amounting to 13,198,000 (2016: 12,772,000).

The original price transferred to fixed assets from construction-in-progress was 55,003,000 (2016: 11,323,000).

## 7. Short-term borrowings

(1) The analysis of the Company's short-term loans is as follows :

	31 December 2017	31 December 2016
<b>Bank borrowings</b>		
– Unsecured	350,000	2,710,000

As of December 31 2017, the short-term loan interest rate ranged from 4.57% to 4.79% (31 December 2016: 4.13% to 4.35%).

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**XVI. NOTES TO THE HOLDING COMPANY'S FINANCIAL STATEMENTS (CONTINUED)**

**8. Financial liabilities at fair value through profit or loss**

	31 December 2017	31 December 2016
Current portion		
– Interest swap contract	614	65
Non-current portion		
– Interest swap contract	–	3,296
	614	3,361

**9. Taxes payable**

	31 December 2017	31 December 2016
Income tax payable	1,867	2,042
Withholding individual income tax	1,113	1,120
Business tax payable	2	–
Others	112	484
Total	3,094	3,646

**10. Interest payable**

	31 December 2017	31 December 2016
Bond interest payable	86,241	70,249
Interest of long-term borrowings with periodic payments of interest and return of principal at maturity	2,562	1,984
Short-term loans payable interest	492	3,522
Total	89,295	75,755

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## XVI. NOTES TO THE HOLDING COMPANY'S FINANCIAL STATEMENTS (CONTINUED)

## 11. Other payable

- (1) The analysis of the Company's other payables is as follows:

	31 December 2017	31 December 2016
Current account with subsidiaries	4,622,950	2,948,279
Equipment use rights	8,367	16,735
Accruals	4,870	7,592
Quality guarantees	647	429
Others	13,747	17,769
<b>Total</b>	<b>4,650,581</b>	<b>2,990,804</b>

- (2) Significant other payables aged over one year

Other payables aged over 1 year are mainly unpaid warranty money.

- (3) As at 31 December 2017, no amount due to shareholders who hold 5% (inclusive) or more of the voting rights of the Company is included in the balance of other payables.

- (4) Other payables to related parties:

Company name	Relationship with the Company	31 December 2017	31 December 2016
Total amount due to subsidiaries	Subsidiaries	4,622,950	2,948,279

## 12. Current portion of non-current liabilities

- (1) The analysis of the Company's current portion of non-current liabilities by categories is as follows:

Item	Note	31 December 2017	31 December 2016
Current portion of long-term borrowings – Unsecured	(2)	1,095,000	800,000

- (2) As at 31 December 2017, there were no overdue long-term borrowings of which the durations are extended (31 December 2016: Nil).

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**XVI. NOTES TO THE HOLDING COMPANY'S FINANCIAL STATEMENTS (CONTINUED)****13. Long-term borrowings**

(1) The analysis of the Company's long-term loans is as follows:

	31 December 2017	31 December 2016
Bank borrowings – Unsecured	1,322,000	1,621,000

As at 31 December 2017, there were no overdue long-term borrowings of which the durations are extended (31 December 2016: Nil).

As at 31 December 2017, the interest rate of long-term borrowing ranged from 1.20% to 4.45% (31 December 2016: 1.20% to 3.65%).

**14. Debentures payable**

Information for the Company's debentures payable please refer to Note IV.39.

**15. Deferred tax assets and deferred tax liabilities**

(1) The offsetting balances of deferred tax assets and liabilities offset and corresponding deductible or taxable temporary differences

	31 December 2017		31 December 2016	
	Deductible/ (taxable) Temporary differences	Deferred tax assets/ (liabilities)	Deductible/ (taxable) Temporary differences	Deferred tax assets/ (liabilities)
Deferred tax assets:				
Employee benefits payable	291,949	72,986	205,760	51,440
Movement for fair value of financial assets at fair value through profit or loss	614	154	3,360	840
Sub-total	292,563	73,140	209,120	52,280
Offsetting amount	–	–	–	–
<b>Offsetting balances</b>	<b>292,563</b>	<b>73,140</b>	<b>209,120</b>	<b>52,280</b>
Including:				
Amount estimated or reverse within 1 year (inclusive)		73,140		52,280



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## XVI. NOTES TO THE HOLDING COMPANY'S FINANCIAL STATEMENTS (CONTINUED)

## 16. Capital surplus

	1 January 2017	Increase in current year	Decrease in current year	31 December 2017
Share premium	3,601,855	73,823	–	3,675,678
Other capital surplus:				
– Exchange reserve on foreign currency capital	687	–	–	687
– Donated non-cash assets reserve	87	–	–	87
– Equity settled share-based payment	253,012	–	(30,077)	222,935
Others	(568,492)	–	–	(568,492)
<b>Total</b>	<b>3,287,149</b>	<b>73,823</b>	<b>(30,077)</b>	<b>3,330,895</b>

	1 January 2016	Increase in current year	Decrease in current year	31 December 2016
Share premium	3,589,082	12,773	–	3,601,855
Other capital surplus:				
– Exchange reserve on foreign currency capital	687	–	–	687
– Donated non-cash assets reserve	87	–	–	87
– Equity settled share-based payment	258,211	–	(5,199)	253,012
Others	(568,492)	–	–	(568,492)
<b>Total</b>	<b>3,279,575</b>	<b>12,773</b>	<b>(5,199)</b>	<b>3,287,149</b>

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XVI. NOTES TO THE HOLDING COMPANY'S FINANCIAL STATEMENTS (CONTINUED)

17. Other comprehensive income

	1 January 2017	Amount incurred in current year		31 December 2017
		Pre-tax amount incurred in current year	Post-tax amount attributable to the Company	
Item that may be reclassified subsequently to profit and loss:				
– Property revaluation reserve	43,754	–	–	43,754

	1 January 2016	Amount incurred in current year		31 December 2016
		Pre-tax amount incurred in current year	Post-tax amount attributable to the Company	
Item that may be reclassified subsequently to profit and loss:				
– Property revaluation reserve	43,754	–	–	43,754

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## XVI. NOTES TO THE HOLDING COMPANY'S FINANCIAL STATEMENTS (CONTINUED)

## 18. Undistributed profits

	2017	2016
Undistributed profits at the beginning of the year	2,380,348	1,403,140
Add: net profit attributable to the Company for the current year	79,106	1,827,623
Less: influence of issuance of perpetual bonds	(87,808)	(119,792)
Less: appropriation for surplus reserve	(2,156)	(75,801)
Ordinary share dividends payable	(179,837)	(654,822)
Undistributed profits at the end of the year	2,189,653	2,380,348

In accordance with the resolution at the shareholders' general meeting of the Company, as at 9 June 2017, the Company paid a cash dividend in the amount of 0.06 per share to the ordinary shareholders on 20 July 2017 (2016: RMB0.22 per share), amounting to 179,837,000 calculated by issued shares (2016: 654,822,000).

## 19. Revenue and cost of sales

## (1) Revenue and cost of sales

	2017	2016
Revenue from other operations	331,166	156,526
Cost of sales from other operations	1,452	24,006

## (2) Revenue and cost of sales from other operations

	2017		2016	
	Revenue from other operations	Cost of sales from other operations	Revenue from other operations	Cost of sales from other operations
Commission	246,982	–	132,217	–
Others	84,184	1,452	24,309	24,006
Total	331,166	1,452	156,526	24,006

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XVI. NOTES TO THE HOLDING COMPANY'S FINANCIAL STATEMENTS (CONTINUED)

20. Financial expenses – net

	2017	2016
Interest expenses	537,640	313,968
Less: Interest income	(332,379)	(203,925)
Exchange gain and loss	469,649	(468,808)
Others	15,150	5,157
Total	690,060	(353,608)

21. Profit arising from changes in fair value

	2017	2016
Financial liabilities at fair value through profit or loss for the current period		
– Changes in fair value during the year	2,747	10,895

22. Investment income

(1) Investment income by projects

	2017	2016
Income from long-term equity investment under cost method	947,752	1,242,065
Income earned during the holding period of available-for-sale financial assets	4,000	8,000
(Loss)/Income from disposal of long-term equity investment	(7)	7,225
Other investment income	7,904	1,775
Total	959,649	1,259,065

23. Non-operating income

(1) Non-operating income by categories:

	2017	2016
Government grant	–	33,047
Others	7,408	10
Total	7,408	33,057

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## XVI. NOTES TO THE HOLDING COMPANY'S FINANCIAL STATEMENTS (CONTINUED)

## 23. Non-operating income (Continued)

## (2) Details of government grants

	2017	2016	Related to assets/revenue
Financial subsidies	–	33,047	Related to revenue

## 24. Non-operating expenses

	2017	2016
Abnormal losses	100,989	79,104
Losses on debt restructuring	95,272	–
Losses on disposal of fixed assets	677	66
Others	2,626	403
Total	199,564	79,573

## 25. Income tax (income)/expenses

	2017	2016
Current income tax calculated based on tax law and related regulations	–	–
Change in deferred income tax	(20,860)	164,168
Total	(20,860)	164,168

The income tax based on the applicable profit rate is adjusted to income tax expense based on the total profit of the consolidated income statement:

	2017	2016
Total profit before tax	58,246	1,991,791
Income tax expenses calculated at applicable tax rates	14,562	497,948
Expenses not deductible for tax purposes	1,375	7,676
The tax effect of the current year's loss of unrecognized deferred income tax assets	204,206	–
Unrecognized tax losses in last Reporting Period	–	(28,940)
Income not subject to tax	(237,938)	(312,516)
Unrecognized temporary differences in deferred income tax assets	–	–
Tax impact	(3,065)	–
Income tax expenses	(20,860)	164,168

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## XVI. NOTES TO THE HOLDING COMPANY'S FINANCIAL STATEMENTS (CONTINUED)

## 26. Notes to the cash flow statement

## (1) Supplementary information to the cash flow statement:

## (a) Reconciliation from net profit to cash flows from operating activities:

	2017	2016
Net profit	79,106	1,827,623
Depreciation of fixed assets	13,198	12,772
Amortisation of intangible assets	259	259
Amortisation of long-term prepaid expenses	11,103	7,107
Loss/(Profit) on disposal of fixed assets, intangible assets	647	(50)
Profit on change in fair value	(2,747)	(10,895)
Financial expenses	777,404	101,868
Investment income	(959,649)	(1,259,065)
(Increase)/Decrease in deferred tax assets	(20,860)	164,168
Increase in operating receivables	(140,627)	(478,098)
Decrease/(Increase) in operating payables	1,771,143	(5,160,495)
Net cash inflows/(outflows) from operating activities	1,528,977	(4,794,806)

## (b) Net change of cash and cash equivalents:

	2017	2016
Cash and cash equivalents at the end of the year	335,730	1,715,470
Less: cash and cash equivalents at the beginning of the year	1,715,470	652,865
Net (decrease)/increase in cash and cash equivalents	(1,379,740)	1,062,605

## (2) Composition of cash and cash equivalents

	31 December 2017	31 December 2016
I. Cash		
Including: Cash at bank that can be liquidated at any time on demand	335,730	1,705,574
Other monetary fund that can be readily drawn on demand	–	9,896
II. Cash and cash equivalents at the end of the year	335,730	1,715,470

Note: Aforesaid "Cash at bank and on hand" excluded restricted cash.

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# SUPPLEMENTARY TO THE FINANCIAL STATEMENTS

## 1. STATEMENT OF NON-RECURRING PROFIT OR LOSS

	2017	2016
Profit on disposal of non-current assets	15,635	264,552
Government grants recognised in profit or loss for the current period	472,626	497,336
Gains from changes in fair value arising from holding financial assets at fair value through profit or loss and financial liabilities at fair value through profit or loss, and investment gains arising from disposal of financial assets at fair value through profit or loss, financial liabilities at fair value through profit or loss and available-for-sale financial assets, except for the effective hedging activities related to the Group's ordinary activities	125,295	399,704
Income from disposal of long-term equity investment	458,808	361,353
Other non-operating income and expenses other than the above items	335,255	139,625
Other non recurring gains and loss items	143,549	(1,362,915)
Effect of income tax	(326,880)	(422,180)
Effect of minority interests (after tax)	(82,114)	150,765
<b>Total</b>	<b>1,142,174</b>	<b>28,240</b>

Note: Aforesaid non-recurring profit or loss was presented at amount before taxation.

### Basis for preparation of statement of non-recurring profit or loss

Under the requirements in Explanatory announcement No. 1 on information disclosure by companies offering securities to the public – non-recurring profit or loss [2008] from CSRC, non-recurring profit or loss refer to those arises from transactions and events that are not directly relevant to ordinary activities, or that are relevant to ordinary activities, but are extraordinary and not expected to recur frequently that would have an influence on users of financial statements making economic decisions on the financial performance and profitability of an enterprise.

**Financial Statements Prepared in Accordance with CASBE**

For the year ended 31 December 2017  
 (All amounts in RMB'000 unless otherwise stated)  
 (English Translation for Reference Only)

**2. RETURN ON NET ASSETS AND EARNINGS PER SHARE**

In accordance with Interpretive Pronouncement on the Preparation of Information Disclosures of Companies Issuing Public Shares No. 9 – Earnings per share and return on net assets (2010 revised) and relevant requirements of accounting standard, the calculation of earnings per share and return on net assets of the Company is listed as follows:

	Weighted average return on net assets (%)		Earnings per share			
			Basic earnings per share		Diluted earnings per share	
	2017	2016	2017	2016	2017	2016
Net profit attributable to ordinary shareholders of the Company	8%	2%	0.81	0.14	0.81	0.14
Net profit attributable to ordinary shareholders of the Company after deducting non-recurring profit or loss	4%	1%	0.43	0.13	0.43	0.13



## Confirmation from the Directors and Senior Management

According to relevant provisions and requirements of the PRC Securities Law and Measures for Information Disclosure of Companies Offering Shares to the Public promulgated by the CSRC, as the Director and senior management of the Company, we have carefully reviewed the 2017 Annual Report of the Company and concluded that this annual report truly and objectively represents the business performance of the Company, it contains no false representations, misleading statements or material omissions and its preparing and auditing procedures comply with the requirements of the CSRC and other relevant regulatory authorities.

## Chapter XV

# Documents Available for Inspection

The following documents will be available for inspection at the headquarters of the Company in Shenzhen upon request by the relevant regulatory authorities and Shareholders in accordance with Chinese laws and regulations or the Articles of Association:

1. The annual report signed by the chairman.
2. The financial statements under the hand and seal of the legal representative's authorised person, the person in charge of accounting affairs and the head of the accounting department (accounting officer).
3. The original of the audit report under the seal of Accountants Firms and under the hand and seal of Certified Public Accountants.
4. The original copies of the documents and announcements of the Company published in the newspaper stipulated by the CSRC during the Reporting Period.
5. Copies of the all Chinese and English announcements of the Company published on the websites of Hong Kong Stock Exchange and the Company during the Reporting Period.
6. The Articles of Association.

**China International Marine Containers (Group) Co., Ltd.**

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