POWER XINCHEN
新晨动力

XINCHEN CHINA POWER HOLDINGS LIMITED
新晨中國動力控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 1148

Annual Report
2022

Contents

Corporate Information

BOARD OF DIRECTORS

Mr. Wu Xiao An
(also known as Mr. Ng Siu On) *(Chairman)*
Mr. Wang Yunxian *(Chief Executive Officer)*
Mr. Han Song#
Mr. Yang Ming#
Mr. Chi Guohua*
Mr. Wang Jun*
Mr. Huang Haibo*

non-executive director
* *independent non-executive director*

AUTHORISED REPRESENTATIVES

Mr. Wu Xiao An (also known as Mr. Ng Siu On)
Mr. Wang Yunxian

CHIEF FINANCIAL OFFICER

Mr. Ng Yiu Fai (FCPA)

COMPANY SECRETARY

Ms. Ngai Ka Yan

REGISTERED OFFICE

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suites 1602-05
Chater House
8 Connaught Road Central
Hong Kong

AUDITORS

Grant Thornton Hong Kong Limited
11th Floor, Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong

PRINCIPAL BANKERS

China Development Bank
China Everbright Bank Company Limited
China Zheshang Bank Co., Ltd.
Hang Seng Bank Limited
Leshan City Commercial Bank Co., Ltd.
Mianyang City Commercial Bank Co., Ltd.
Shanghai Pudong Development Bank Co., Ltd.

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

LEGAL ADVISORS TO THE COMPANY

Appleby
Lau, Horton & Wise LLP

INVESTOR RELATIONS

Wonderful Sky Financial Group Holdings Limited
9th Floor, The Center
99 Queen's Road Central
Central
Hong Kong

STOCK CODE

The Main Board of The Stock Exchange of Hong Kong Limited: 1148

Financial Highlights

SELECTED CONSOLIDATED FINANCIAL INFORMATION OF XINCHEN CHINA POWER HOLDINGS LIMITED (THE "COMPANY") AND ITS SUBSIDIARIES (ALL TOGETHER THE "GROUP")

(Amounts in thousands of Renminbi ("**RMB**") except earnings per share)

	Year ended and as at 31 December				
	2022	2021	2020	2019	2018
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Income Statement Data:					
Revenue	**1,652,481**	1,462,777	1,711,955	2,076,173	3,050,522
(Loss) Profit before Income Tax Expense	**(110,731)**	(399,660)	(796,700)	7,461	10,774
Income Tax Credit (Expense)	**(5,098)**	6,887	(11,939)	(613)	(50)
Other Comprehensive (Loss) Income	**139**	(161)	269	(631)	362
(Loss) Profit and Total Comprehensive (Loss) Income for the Year Attributable to Owners of the Company	**(115,690)**	(392,934)	(808,370)	6,217	11,086
Basic (Loss) Earnings per Share	**RMB(0.090)**	RMB(0.306)	RMB(0.631)	RMB0.005	RMB0.008
Diluted (Loss) Earnings per Share	**RMB(0.090)**	RMB(0.306)	RMB(0.631)	RMB0.005	RMB0.008
Statement of Financial Position Data:					
Non-current Assets	**2,668,042**	2,896,847	3,155,461	3,375,609	3,367,309
Current Assets	**1,488,089**	1,067,978	1,851,291	2,650,071	3,808,565
Current Liabilities	**(1,815,665)**	(1,974,757)	(2,470,489)	(2,407,938)	(2,867,946)
Non-current Liabilities	**(665,540)**	(199,452)	(352,713)	(625,822)	(1,322,225)
Shareholders' Equity	**1,674,926**	1,790,616	2,183,550	2,991,920	2,985,703

Note:

The shares of the Company (the "**Shares**") were listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 13 March 2013.

Chairman's Statement

Dear Shareholders,

On behalf of the board of directors, I hereby present the annual results of Xinchen China Power Holdings Limited for the year ended 31 December 2022.

According to the China Association of Automobile Manufacturers' statistics, the automobile industry showed a growth of 2.1% year on year in vehicle sales totaling approximately 26.8 million units in 2022, showing a slight growth despite chip shortage, rise in raw material prices and continual woe of the Covid-19 pandemic in China. The resurgence of consumer confidence in spending and the purchase tax cut policy also mitigated the negative impact which brought to the automobile industry during the year. In 2022, sales of passenger vehicles, including sedan car, sport-utility vehicle ("**SUV**") and multi-purpose vehicle ("**MPV**"), amounted to about 23.5 million units, up by 9.5% year on year and sales of commercial vehicles reached 3.3 million units, down by 31.2%. The sales of new energy vehicles ("**NEV**") was 6.88 million units, up by 93.4% year on year, and accounted for only about 25.6% of the country's total sales in 2022, indicating a high potential growth. Thus, the NEV sector started to provide a solid support to the sales of vehicles in 2022 and the growth of this NEV market is going to accelerate in the future.

The People's Republic of China (the "**PRC**") government also lowered the value-added tax on used cars to just 0.5% until the end of 2023 and encouraged the finance sector to offer consumers more attractive credit services to revitalize the automobile industry. Furthermore, some cities granted a cash subsidy to car buyers. In 2022, China's annual automobile sales continued to account for approximately one-third of the world's sales. It is such an important market that, in particular, the scale of NEV market in China accounted for more than 60% of all the NEVs sold worldwide in 2022. China's State Council planned a development blueprint for the NEV industry from 2021 to 2035, targeting a 20% share of NEV in the country's total sales by 2025. This was achieved three years earlier than the schedule. The proportion of NEV sales out of the total vehicle sales will rise to approximately 40% by 2030. In 2035, NEV will account for over 50% of the total vehicle sales. The entire industry continues the process of transformation and upgrading and therefore, we are optimistic about the future of our industry.

During the year, our joint venture company (the "**JVC**") with Li Auto Inc. showed a robust growth which was in line with the NEV market momentum in China. As mentioned above, the PRC has become the world's largest NEV market and in recent years, the PRC government has provided great support such as subsidies and implemented various favorable policies to drive the development of the NEV market. Purchasers of NEV will benefit from vehicle-related tax exemptions in China and certain local government policies in favor of NEV, such as no quota limitations for vehicle license plate application and exemption from traffic restrictions. Thus, the business of the JVC will be well supported. The participation of our Group in the JVC is a first strategic move to enter the NEV market. The JVC will at the same time serve as the platform for the long-term strategic cooperation between our Group and Li Auto Inc., which aims to provide a quality and stable supply of range extender engines (which are equipped with BMW technology) for use in NEV (e.g. L9, L8 and L7 vehicle models) produced by Li Auto Inc.. We have also been exploring cooperation opportunities with other NEV manufacturers, for example, MAXUS and Rox Motor, in order to widen our market exposure during the beginning phase of NEV boom in China.

We have been carrying out some re-engineering to our CE-family engines in order to pave a way out in the ever-changing automobile market in China. After almost two years of hard work, we have developed NEV-compatible CE engines which are used in the range extender of the electric drive system for the next generation of NEV. Industrialization of the NEV-compatible CE engines commenced in 2022. In addition, we are still working hard to explore more major NEV customers to adopt our NEV-compatible CE engines for range extension purpose. In simple terms, the range extender is an auxiliary power unit consisting of a small internal combustion engine coupled with an electric generator which is used to re-charge the battery pack of NEV. Lack of power points for recharging, too much time spent on long queues waiting to recharge specially during long holidays, the time spent on recharging and the power cut in certain areas in China in prior years, sparkled the risk of commuting with pure electric vehicles as charging station suspended operation during rush hours. Subsequently, the sales of extended-range electric vehicle ("**E-REV**") showed an obvious growth and topped the table.

NEV-compatible CE engines are based on the upgrade version of the BMW's authorized Prince Engine prototype. We have obtained BMW authorization which is a prerequisite to the production of NEV-compatible CE engines and BMW has agreed to award to our Group the extension of the original authorization period to 2032. Based on the CE16/CE12 engine prototype, we are currently working on the following hybrid engine projects with various displacement, namely CE15F, 1TZH-E and B15F series which cater for E-REV, plug-in hybrid vehicle or hybrid electric vehicle. We have signed contracts with various customers and commenced vehicle matching work and we expect that the industrialization of these engines will be in 2023 and onwards. These engines meet the requirements of the China 6 emission and Europe Real Driving Emission regulations, with good quality to be exported to other countries in the future.

BMW Prince Engine won the World's Best Ten Engines in eight consecutive years. CE engine adopted leading and mature technologies with strategic positioning of "high starting point, high quality, and high platform". An expert team from BMW Germany provided all-around supports on research and development, industrialization, supply chain management, quality management and project management, ensuring the engine production is in accordance with BMW process certification, BMW quality philosophy and BMW quality standard. CE engine meets requirements of China 6b emission regulation and the fourth phase fuel consumption. The CE engine is applicable to SUV, passenger vehicle, MPV, A-class vehicle models, etc. At present, all our branded traditional and CE engines are China 6 emission standard compliant.

As disclosed in the interim report for the six months ended 30 June 2022, in view of the diminished demand of vehicle upgrade with high-end combustion engines, our long term customers have not rolled out new models with fuel-driven engine models and this affected sales volumes of our traditional and the CE engines. However, starting from the second half of 2022, there was trading of the range extender engines produced by our JVC and this accounted for the increase in the overall revenue. In 2022, the Group recorded a total sales of approximately RMB1,652.48 million, representing an increase of approximately 12.97% as compared to 2021. There was a decrease in sales of crankshafts by approximately 30.94%, amounting to approximately RMB537.85 million, which was mainly attributable to the decrease in the demand by BMW Brilliance Automotive Ltd. ("**BMW Brilliance Automotive**") for our Group's Bx8 crankshafts. Such decline was due to the pandemic and was expected to be temporary in nature. BMW officially nominated us as the exclusive Bx8 engine crankshaft supplier and non-exclusive connecting rod supplier and the supply period will be until 2030, and the shared order of connecting rod production will be increased from 40% to 50%. In addition, BMW has fully affirmed our pursuit of excellent quality, and it is another milestone in the development components business. So far, we have delivered over 3.5 million crankshafts and 7.6 million connecting rods to BMW. During the year, we also started to supply crankshafts to BYD and connecting rods to BYD and Li Auto Inc., and look forward to becoming a long term supplier to them.

Chairman's Statement (Cont'd)

Some of our customers experienced financial difficulty in their operation and disrupted their production cycles, and the ripple effect caused impairment in certain of our trade receivables. Also, there are impairment in intangible assets, property, plant and equipment and inventories, which led to a net loss attributable to owners of the Company of approximately RMB115.83 million, representing a year-on-year reduction in loss of approximately 70.51% as compared to a net loss of approximately RMB392.77 million in 2021. The decrease in loss was mainly due to less impairment in trade receivables during the year.

The scaling down of available banking facilities, issues with trade receivables and the decrease in traditional sales add pressure to the liquidity of our Group. As disclosed in the Company's announcement, the disposal of our crankshaft and connecting rods production lines which are used to exclusively manufacture engine components to BMW Brilliance Automotive was approved by the shareholders of the Company in August 2022. Closing of the disposal took place in September 2022. This transaction was beneficial to the Group as this enables the Group to obtain additional working capital to support its business activities while maintaining the operation rights over the crankshaft and connecting rod production lines by leasing them back from BMW Brilliance Automotive. We were also seeking measures to alleviate the situation including sales of fixed assets, speeding up payment by customers, striving for renewal and extension of borrowings, and looking for new bank financings and investors.

From the perspective of the development trend of the automobile industry and with the steady recovery of the economy in China upon the recovering from Covid-19 infections, consumer demand will resume and the overall potential of the Chinese automobile market is still huge. Therefore, it is estimated that the Chinese automobile market has already bottomed out. In the coming years, the market will restore its positive growth through the development of vehicle electrification, vehicle digitalization, vehicle built-in intelligence and in-car internet. These will accelerate the transformation and upgrading of the automotive industry.

Our Group will continue to explore cooperation opportunities with BMW AG, BMW Brilliance Automotive, Li Auto Inc., MAXUS, BYD and other business partners in the future to cope with the ever-changing automobile industry trend. In particular, our Group will continue to actively identify potential merger and acquisition opportunities and assess possibilities of forming joint ventures with other potential partners to expand its product portfolio and strengthen its core competitiveness.

On behalf of the board of directors, I would like to take this opportunity to express my sincere appreciation to our shareholders, business partners, management team and all other employees for their continued support and dedication to the Group.

Wu Xiao An
(also known as Ng Siu On)
Chairman
28 March 2023

Management's Discussion & Analysis

BUSINESS REVIEW

In 2022, the Group achieved total consolidated sales of approximately RMB1,652.48 million, representing an increase of approximately 12.97% compared to 2021 (approximately RMB1,462.78 million). The increase was mainly due to the trading of range extender engines produced by our JVC, despite there was decrease in the sales of engines, together with the decrease in the sales of Bx8 crankshafts. As Covid-19 continued to take its toll during the reporting year, the automobile industry was no exception. The decrease in sales of engines was due to lacklustre demand of engines from various automobile manufacturers during the year caused by the slowing economy. The decrease in the sales of crankshafts was mainly due to the decrease in the demand by BMW Brilliance Automotive for the Group's Bx8 crankshafts.

In respect of the engines business segment, the Group recorded approximately 101.38% increase in segment revenue, from approximately RMB504.09 million in 2021 to approximately RMB1,015.15 million in 2022. Sales volume of engines increased by approximately 105.95% from around 42,000 units in 2021 to around 86,500 units in 2022. The increase was mainly due to the increase in the trading of range extender gasoline engines produced by our JVC since the second half of 2022.

In respect of the engine components segment, the Group recorded approximately 33.52% decrease in segment revenue, from approximately RMB958.69 million in 2021 to approximately RMB637.33 million in 2022. The decrease was mainly due to fewer Bx8 crankshafts and connecting rods produced and supplied to BMW Brilliance Automotive during the year. The Group sold around 491,000 units of crankshafts to BMW Brilliance Automotive in 2022, representing a decrease of approximately 29.15% from around 693,000 units in 2021. There was also a decrease in the demand for connecting rods. The Group sold around 715,000 units of connecting rods to BMW Brilliance Automotive in 2022, down by approximately 30.50% from around 1,030,000 units in 2021.

The consolidated cost of sales in 2022 amounted to approximately RMB1,550.09 million, up by approximately 11.81% when compared to approximately RMB1,386.34 million recorded in 2021. The increase in cost of sales was due to the trading of range extender gasoline engines.

The gross profit margin of the Group increased from approximately 5.23% in 2021 to approximately 6.19% in 2022, which was mainly due to the higher proportion of sales relating to engine component business which has higher profit margin.

Impairment losses decreased from approximately RMB298.88 million in 2021 to approximately RMB1.01 million in 2022. The decrease was mainly due to less impairment of trade-related receivables based on the expected credit losses assessment performed by an independent qualified professional valuer.

Other gains and losses increased from gains of approximately RMB5.07 million in 2021 to gains of approximately RMB11.53 million in 2022. The increase was mainly due to the gain on disposal of production lines being recognized in 2022.

Selling and distribution expenses decreased by approximately 28.87%, from approximately RMB17.39 million in 2021 to approximately RMB12.37 million and the inclusion of trading of range extender gasoline engines which broadened the revenue base in 2022, representing approximately 1.19% and approximately 0.75% of the revenue in 2021 and 2022, respectively. The decrease in value was mainly due to the decrease in sales staff expense during 2022.

Administrative expenses decreased by approximately 27.74%, from approximately RMB199.13 million in 2021 to approximately RMB143.88 million in 2022, representing approximately 13.61% and approximately 8.71% of the revenue in 2021 and 2022, respectively. The decrease in terms of percentage was mainly due to decrease in office expense, professional fees and the inclusion of trading of range extender gasoline engines which broadened the revenue base during the year.

Finance costs increased by approximately 6.83%, from approximately RMB58.37 million in 2021 to approximately RMB62.35 million in 2022. The increase was mainly due to the recognition of imputed interest of a loan to a shareholder during the year.

Other expenses decreased by approximately 24.13% from approximately RMB16.62 million in 2021 to approximately RMB12.61 million in 2022, which was mainly due to the decrease in research expenses incurred in 2022.

The Group's loss before tax was approximately RMB399.66 million in 2021 whereas the Group's loss before tax was approximately RMB110.73 million in 2022.

Income tax credit was approximately RMB6.89 million in 2021 whereas there was income tax expenses of approximately RMB5.10 million in 2022. The change was mainly due to the movement of deferred tax assets.

For the year 2022, the loss attributable to owners of the Company was approximately RMB115.83 million, as compared to a net loss of approximately RMB392.77 million for the year ended 31 December 2021. Basic loss per share in 2022 amounted to approximately RMB0.09, as compared to basic loss per share of approximately RMB0.306 in 2021.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2022, the Group had approximately RMB59.06 million in cash and cash equivalents (31 December 2021: RMB12.85 million), and approximately RMB135.13 million in pledged bank deposits (31 December 2021: RMB250.62 million). The Group had trade and other payables of approximately RMB601.46 million (31 December 2021: RMB822.76 million), borrowings due within one year in the amount of approximately RMB551.74 million (31 December 2021: RMB1,068.23 million), and borrowings due after one year in the amount of approximately RMB108.18 million (31 December 2021: RMB172.06 million).

CAPITAL STRUCTURE

As at 31 December 2022, the Group's total assets was approximately RMB4,156.13 million (31 December 2021: RMB3,964.83 million), which was funded by the following: (1) share capital of approximately RMB10.46 million (31 December 2021: RMB10.46 million), (2) reserves of approximately RMB1,664.47 million (31 December 2021: RMB1,780.16 million) and (3) total liabilities of approximately RMB2,481.20 million (31 December 2021: RMB2,174.21 million).

CONTINGENT LIABILITIES

During the year, the Group (i) endorsed certain bills receivable for the settlement of trade and other payables; and (ii) discounted certain bills receivable to banks for raising cash. The Group considers that the risk of default in payment of the endorsed and discounted bills receivable is low because all endorsed and discounted bills receivable are issued and guaranteed by reputable banks in the PRC.

PLEDGE OF ASSETS

As at 31 December 2022, the Group pledged certain of its receivables with an aggregate gross amount, before impairment loss, of approximately RMB10.50 million (31 December 2021: RMB82.64 million) to secure general banking facilities granted to the Group.

As at 31 December 2022, the Group has pledged certain land use rights, buildings, plant and machinery with an aggregate carrying value of approximately RMB327.15 million (31 December 2021: RMB890.14 million) to certain banks to secure general banking facilities and other borrowing granted to the Group.

As at 31 December 2022, the Group pledged bank deposits in the amount of approximately RMB135.13 million (31 December 2021: RMB250.62 million) to secure general banking facilities and other borrowing granted to the Group.

GEARING RATIO

As at 31 December 2022, the debt-to-equity ratio, computed by dividing total liabilities by total equity attributable to owners of the Company, was approximately 1.48 (31 December 2021: 1.21). The increase in the debt-to-equity ratio was mainly due to the increase in lease liabilities in 2022.

As at 31 December 2022, the gearing ratio, computed by dividing borrowings by total equity attributable to owners of the Company, was approximately 39.40% (31 December 2021: 69.27%). The decrease in gearing ratio was mainly due to the decrease in borrowings as a result of continual repayment of loans in 2022.

FOREIGN EXCHANGE RISKS

The Group's functional currency is RMB. Since the Group has certain assets and liabilities, such as receivables, payables, bank borrowings and cash and cash equivalents, denominated in foreign currencies, such as United States Dollar ("**US$**") and Hong Kong Dollar ("**HK$**"), the Group is exposed to foreign currency translation risk.

The Group has monitored and will continue to monitor its foreign exchange risks and may consider hedging its foreign currency exposure, if and when necessary. Certain portion of US$-denominated bank borrowings was hedged with forward contracts during the year under review in order to minimize exposure to foreign exchange risk.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2022, the Group employed approximately 998 employees (31 December 2021: approximately 1,130 employees). Employee costs amounted to approximately RMB139.60 million for the year ended 31 December 2022 (31 December 2021: approximately RMB127.69 million). The Group will endeavor to ensure that the employees' salary levels are in line with industry practice and prevailing market conditions and that employees' remuneration is based on their performance.

SIGNIFICANT ACQUISITIONS AND DISPOSALS

As disclosed in the Company's announcement dated 25 May 2022 and circular dated 26 July 2022, Xinchen Engine (Shenyang) Co., Limited*（新晨動力機械（瀋陽）有限公司）("**Shenyang Xinchen**"), Mianyang Xinchen Engine Co., Limited*（綿陽新晨動力機械有限公司）("**Mianyang Xinchen**") and Mianyang Xinchen Engine Co., Ltd. Shenyang Branch*（綿陽新晨動力機械有限公司瀋陽分公司）(collectively, the "**Sellers**") entered into a conditional original asset purchase agreement（資產購買協議）dated 25 May 2022 (as supplemented and amended by a supplementary agreement to asset purchase agreement（資產購買協議之補充協議）dated 25 May 2022) (the "**Asset Purchase Agreement**") with BMW Brilliance Automotive, in relation to the disposal of the production lines, supporting equipment and facilities relating to the production of crankshaft and connecting rod owned by Mianyang Xinchen and Shenyang Xinchen, together with all rights, title, and interest in and to, among others, the related contracts and the intellectual property pertaining to the Sellers' operations of their crankshaft and connecting rod business (the "**Disposed Assets**") by the Sellers to BMW Brilliance Automotive at a consideration of approximately RMB925.86 million. It was also disclosed that Shenyang Xinchen entered into an equipment lease agreement（設備租賃協議）(the "**Lease Agreement**") dated 25 May 2022 with BMW Brilliance Automotive for the lease-back of the Disposed Assets by Shenyang Xinchen from BMW Brilliance Automotive immediately upon completion of the disposal of the Disposed Asset pursuant to the Asset Purchase Agreement. The lease term under the Lease Agreement is 66 months and the total rent payable by Shenyang Xinchen to BMW Brilliance Automotive over the lease term is RMB930.26 million. According to Hong Kong Financial Reporting Standard 16, the Company will recognize the lease of the Disposed Assets under the Lease Agreement as a right-of-use asset.

Completion of the Asset Purchase Agreement took place in September 2022.

Save as disclosed above, there were no other significant investments, material acquisitions or disposals of subsidiaries, associates and joint ventures by the Group during the year ended 31 December 2022.

* *for identification purposes only*

CAPITAL COMMITMENT

As at 31 December 2022, the Group had capital commitments of approximately RMB350.73 million (31 December 2021: RMB561.08 million), among which contracted capital commitments amounted to approximately RMB104.33 million (31 December 2021: RMB345.74 million), which is primarily related to capital expenditure in respect of acquisition of property, plant and equipment, capital injection to an associate and new engine development.

Directors, Senior Management and Company Secretary

EXECUTIVE DIRECTORS

Mr. Wu Xiao An (also known as Mr. Ng Siu On) (吳小安), aged 61, is the chairman of the Company. He was appointed as a director of the Company on 10 March 2011 and designated as an executive director of the Company on 24 April 2012. He has over 28 years of experience in the automotive industry and is primarily responsible for the overall strategic planning and business development of the Group. From April 1998 to September 2016, Mr. Wu was a director of Southern State Investment Limited. From April 1998 to September 2005 and from July 2011 to November 2016, he was a director of Mianyang Xinchen. Since February 2011, he has been a director of Brilliance Investment Holdings Limited ("**Brilliance Investment**"). Since 2002, Mr. Wu has served various positions in Brilliance China Automotive Holdings Limited ("**Brilliance China**", a company listed on the Main Board of the Stock Exchange (stock code: 1114)), including the chairman of Brilliance China since June 2002, an executive director since January 1994 and the vice chairman and chief financial officer from January 1994 to June 2002. He was the chairman of BMW Brilliance Automotive from May 2003 to February 2022, and has been its vice chairman since February 2022. He also has been the vice chairman of BMW Automotive Finance (China) Co., Ltd. since February 2023. From October 2002 to June 2020, Mr. Wu was a director of Huachen Automotive Group Holdings Company Limited ("**Huachen**"). He was a director of Shenyang Brilliance JinBei Automobile Co., Ltd. (now known as Renault Brilliance Jinbei Automotive Company Limited ("**RBJAC**") from January 1994 to August 2016, and has been a director of RBJAC since January 2018. From 1988 to 1993, he was the deputy manager of the Bank of China, New York Branch. Mr. Wu obtained a bachelor's degree of arts from Beijing Foreign Languages Institute (北京外國語學院) (now known as Beijing Foreign Studies University (北京外國語大學)) in 1985 and a master of business administration degree from Fordham University in New York in 1992. As disclosed in the announcement of the Company dated 13 March 2023, the China Securities Regulatory Commission has issued a warning and imposed a fine against Mr. Wu. For further details, please refer to the said announcement.

Mr. Wang Yunxian (王運先), aged 68, is the chief executive officer of the Company. He was appointed as a director of the Company on 10 March 2011 and designated as an executive director of the Company on 24 April 2012. He has over 46 years of experience in the PRC automotive industry and is primarily responsible for the business operation of the Group. Since May 2011, he has been a director of Xinhua Investment Holdings Limited ("**Xinhua Investment**"). Since 1998, Mr. Wang held various positions in Mianyang Xinchen, including a director and vice general manager from April 1998 to March 2000, a director and general manager since March 2000 and the supervisor of the national enterprise technology center of Mianyang Xinchen since March 2004. Since 1976, Mr. Wang held various positions in Mianyang Xinhua Internal Combustion Engine Joint Stock Company Limited ("**Xinhua Combustion Engine**"), including director, party secretary, general manager, vice general manager, head of sales department, production supervisor and technician, and he resigned from his positions of director and general manager of Xinhua Combustion Engine on 22 March 2012 and 23 March 2012, respectively. From January 2005 to October 2017, Mr. Wang was a director and general manager of Mianyang Huarui Automotive Company Limited. In October 2004, Mr. Wang received the special government expert allowances (engineering class) (政府專家特殊津貼(工程類)) from the State Council (國務院). In 2005, Mr. Wang received the National Model Worker Award (全國勞動模範) issued by the State Council, as well as the title of Ten Outstanding Innovative Talents of Sichuan Province (四川省十大傑出創新人才) in December 2005. He graduated from Sichuan University of Science and Technology (四川工業學院) (now merged into Xihua University (西華大學)) in July 1986, and graduated from a postgraduate course in finance from the Chinese Academy of Social Sciences (中國社會科學院) in July 1998.

NON-EXECUTIVE DIRECTORS

Mr. Han Song (韓松), aged 53, was appointed as a non-executive director of the Company on 3 January 2022. Mr. Han was appointed as the chairman of Mianyang Xinchen and the chairman of Shenyang Brilliance Power Train Machinery Co., Ltd. (瀋陽華晨動力機械有限公司) in June 2019. Mr. Han was also appointed as the vice-president of Huachen in June 2018. From February 2018 to June 2018, he was the deputy general manager of China Aviation Development Changchun Control Technology Co., Ltd. (中國航發長春控制科技有限公司). From July 2016 to February 2018 and from September 2016 to October 2017, he acted as the deputy head of the development planning department and the deputy general manager respectively of Aero Engine Corporation of China (中國航空發動機集團有限公司). From July 2015 to September 2016, he was the head of the development planning department of AECC Aviation Power Co., Ltd. (中國航發動力股份有限公司), a company whose shares are listed on the Shanghai Stock Exchange. From March 2011 to September 2016, he was the head of the engine development and planning department of Aviation Industry Corporation of China, Ltd. (中國航空工業集團有限公司). During the period from August 1991 to March 2011, Mr. Han successively served as the assistant to the general manager, the head of the development planning department, the director of the operation planning office, the head of the vane processing plant and the vice secretary of the Party Committee, the supervisor of the heat treatment centre, the chief engineer of the crankcase plant, the chief engineer of the vane plant, the supervisor of workshop number 88 of the sheet metal welding plant, the supervising engineer of the coating laboratory of the metallurgy office, and a technician and the supervisor of the metallurgy laboratory of the metallurgy office of AECC Shenyang Liming Aero-engine Co., Ltd. (中國航發瀋陽黎明航空發動機有限責任公司). Mr. Han obtained a master's degree in material engineering from the Harbin Institute of Technology (哈爾濱工業大學) in April 2007 and a bachelor's degree in mechanical design and manufacturing from the Northwestern Polytechnical University (西北工業大學) in July 1991.

Mr. Yang Ming (楊明), aged 54, was appointed as a non-executive director of the Company on 7 November 2016. Mr. Yang has been serving as a director of Mianyang Xinchen since December 2016. He has also been serving as a deputy secretary of the Communist Party of China and general manager of Sichuan Yibin Pushi Group Co., Ltd. (四川省宜賓普什集團有限公司) ("**Pushi Group**") since August 2021. From May 2020 to August 2021, he was a committee member of the Communist Party of China and vice president of Pushi Group. From May 2016 to May 2020, he was a committee member of the Communist Party of China and vice president of Pushi Group, the chairman of Sichuan Yibin Pushi Dies Co., Ltd. (四川省宜賓普什模具有限公司) ("**Pushi Dies**") and the chairman and general manager of Chengdu Pushi Vehicle Dies Co., Ltd. (成都普什汽車模具有限公司). From May 2014 to May 2016, Mr. Yang was a committee member of the Communist Party of China and vice president of Pushi Group and the general manager and branch secretary of the Communist Party of China of Pushi Dies. From December 2007 to May 2014, he was a committee member of the Communist Party of China of Pushi Group and the general manager and branch secretary of the Communist Party of China of Pushi Dies. From June 2006 to December 2007, he was a committee member of the Communist Party of China of Pushi Group and the deputy general manager, chairman of the labour union and branch secretary of the Communist Party of China of Pushi Dies. From July 2003 to December 2007, he was the deputy general manager, chairman of the labour union and branch secretary of the Communist Party of China of Pushi Dies. From August 2002 to July 2003, Mr. Yang was the supervisor at the vehicle dies workshop of Pushi Dies. From July 1988 to August 2002, he worked at the tools factory of Chongqing Changan Machinery Factory (重慶長安機械製造廠工具分廠) and the dies centre of Chongqing Changan Automobile Co., Ltd. (重慶長安汽車股份責任公司模具中心). Mr. Yang graduated from the department of mechanical engineering of Beijing Institute of Technology (北京理工大學), majoring in mechanical manufacturing process and automation in July 1988.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chi Guohua (池國華), aged 48, was appointed as an independent non-executive director of the Company on 22 November 2012. He is a certified public accountant (non-practicing member) in the PRC. From March 2000 to October 2017, Mr. Chi was a teaching assistant, lecturer, associate professor and professor of the School of Accounting of Dongbei University of Finance and Economics (東北財經大學). He has been appointed as the doctoral supervisor of Financial Management Department by Dongbei University of Finance and Economics since 1 January 2013. Mr. Chi has been the professor in Nanjing Audit University since October 2015. He was the associate dean of the Audit Science Graduate School of Nanjing Audit University from November 2017 to March 2020 and the dean of the School of Internal Audit of Nanjing Audit University and China Institute of Internal Audit from November 2018 to March 2020. Furthermore, Mr. Chi has also been serving as an external director of Jiangsu Huilong Assets Management Co., Ltd. (江蘇省惠隆資產管理有限公司) since September 2017, an independent director of Forewin Flex Limited Corporation (福萊盈電子股份有限公司) since December 2020 and an independent director of Nanjing Hujiang Composite Materials Co., Ltd. (南京滬江復合材料股份有限公司) since May 2021. From April 2012 to March 2017, he was an independent director of Dalian Tianbao Green Foods Co., Ltd. (大連天寶綠色食品股份有限公司), a company listed on the Shenzhen Stock Exchange. From May 2016 to July 2022, he was an independent director of Zhejiang XinNong Chemical Co., Ltd. (浙江新農化工股份有限公司). From February 2005 to February 2006, Mr. Chi was the head of the strategic investment department of Shenyang Machine Tool (Group) Co., Ltd. (瀋陽機床(集團)有限公司); and from March 2006 to March 2007, he was the financial adviser of Shenyang Machine Tool (Group) Co., Ltd. (瀋陽機床(集團)有限公司). Since February 2017, he has been a consultant in the Committee on Internal Control Standards for the Ministry of Finance of the PRC (中國財政部內部控制標準委員會). Mr. Chi currently also holds positions in certain academic and professional organisations, including serving as a member of the Internal Control Committee of Accounting Society of China (中國會計學會內部控制專業委員會) since 2014 and a councillor of the Audit Education Branch of China Audit Society (中國審計學會審計教育分會) since March 2018. Mr. Chi was awarded the leading accounting representative of the Ministry of Finance of the PRC (中國財政部全國會計學術領軍人才) in November 2014. Mr. Chi obtained a post doctorate degree in business administration from the Xiamen University (廈門大學) in January 2008 and a doctorate degree in management (accounting studies) from Dongbei University of Finance and Economics in April 2005.

Mr. Wang Jun (王雋), aged 61, was appointed as an independent non-executive director of the Company on 24 April 2012. He has over 32 years of experience in the legal field, especially in corporate compliance operation, risk control, corporate law, litigation and arbitration. Since February 2009, Mr. Wang has been practising law at the Beijing Office of Dacheng Law Offices (北京大成律師事務所). From April 2000 to February 2009, he practised law at the Beijing Jian Yuan Law Offices (北京市建元律師事務所). From September 1987 to March 2000, he was employed by China University of Petroleum (中國石油大學) as a teacher. From September 1983 to September 1985, he served as the cadre of the Railway Transport High Court (鐵路運輸高級法院). Mr. Wang obtained a postgraduate degree in economic law in July 1987 and a bachelor's degree in law from the department of law in July 1983, both from the China University of Political Science and Law (中國政法大學).

Mr. Huang Haibo (黃海波), aged 68, was appointed as a director of the Company on 30 November 2011, and designated as an independent non-executive director of the Company on 24 April 2012. He has spent over 38 years researching and applying his expertise in automotive technology. Since September 1983, Mr. Huang has been serving as a teaching assistant, lecturer, associate professor and professor in the Department of Automotive Engineering of Sichuan University of Science and Technology (四川工業學院) (renamed as the Transport and Automotives Engineering School in Xihua University (西華大學) in 2003). From 2003 to 2012, he served as the dean of the Transport and Automotive Engineering School in Xihua University. From July 2008 to August 2013, Mr. Huang served as an independent non-executive director of Hunan Jiangnan Red Arrow Co. Ltd. (湖南江南紅箭股份有限公司), a company listed on the Shenzhen Stock Exchange. He was the chairman of the Sichuan Xihua Vehicle Authentication Institution (四川西華機動車司法鑒定所) from August 2005 to November 2018 and a member of National Technical Committee on Operating Safe Technology and Testing Equipment of Motor Vehicles and of Standardization Administration of China (全國機動車運行安全技術檢測設備標準化技術委員會) from 2008 to 2018. Mr. Huang was the supervisor of Sichuan Xihua Jiaotong Forensics Center (四川西華交通司法鑒定中心) from December 2018 to October 2022. He received a master's degree in engineering from Beijing Institute of Agricultural Mechanization (北京農業機械化學院) in December 1983 and a doctorate degree in engineering from Sichuan University (四川大學) in December 2004.

SENIOR MANAGEMENT

Mr. Le Ji Xiang (樂吉祥), aged 45, is the executive vice general manager of Mianyang Xinchen. Mr. Le has over 22 years of experience in the automotive industry and is primarily responsible for the research and development and sales business of the Group. He has been serving as the executive vice general manager of Mianyang Xinchen since July 2018. From June 2015 to June 2018, he served as a vice general manager of Mianyang Xinchen. From March 2012 to May 2015, he was an assistant to the general manager of Mianyang Xinchen as well as the project director of N20 engine. From October 2006 to March 2012, he held various positions in Mianyang Xinchen, including the head of product development of the technology centre, the head of technical planning and the head of quality assurance. Mr. Le graduated from the department of automotive engine in Sichuan University of Science and Technology (四川工業學院) (now merged into Xihua University (西華大學)) in 2001 and received a master of engineering degree in software engineering from the University of Electronic Science and Technology of China (電子科技大學) in 2010. He was certified as a senior engineer by Sichuan Provincial Department of Human Resources and Social Security (四川省人力資源和社會保障廳) in December 2018.

Mr. He Xuzong (何旭宗), aged 56, is the chief engineer of Mianyang Xinchen. Mr. He has over 32 years of experience in the automotive industry and is primarily responsible for the quality management and production and operation and safety management of the Group. He has been serving as the chief engineer of Mianyan Xinchen since May 2015. From January 2008 to April 2015, he served as the vice general manager of Mianyang Xinchen. From February 2004 to January 2008, he had been an assistant to the general manager and director of technology and quality of Mianyang Xinchen. From November 2008 to January 2012, he served as the vice general manager of Xinhua Combustion Engine. From July 1989 to February 2004, he held various positions in Xinhua Combustion Engine, including technical engineer, managing deputy head of technology department, head of the technical center, and head of the product development department. Mr. He obtained a bachelor's degree in automotive engineering from Sichuan University of Science and Technology (四川工業學院) (now merged into Xihua University (西華大學)) in July 1989. Mr. He was certified by Sichuan Province Title Reform Leading Group Office (四川省職稱改革工作領導小組辦公室) as a senior engineer in January 2002.

Mr. Lan Xingping (蘭興平), aged 47, is the vice general manager of Mianyang Xinchen. Mr. Lan has over 24 years of experience in the automotive industry and is primarily responsible for components business of the Group. He has been serving as the vice general manager of Mianyang Xinchen since July 2020. From November 2015 to June 2020, he was an assistant to the general manager of Mianyang Xinchen. From July 2006 to October 2015, he held various positions in Mianyang Xinchen, including regional manager of sales company, marketing manager, deputy general manager and general manager of sales company. From July 1998 to June 2006, he held various positions in Mianyang Xinchen, including workshop staff, engineer of technical center, and engineer of technology and quality department. Mr. Lan graduated from the department of automotive engine in Sichuan University of Science and Technology (四川工業學院) (now merged into Xihua University (西華大學)) in June 1998.

Mr. Zhao An (趙安), aged 55, is the vice general manager of Mianyang Xinchen. Mr. Zhao has over 33 years of experience in the automotive industry and is primarily responsible for the related business of Sichuan Li Xinchen Technology Co., Ltd. He has been serving as the vice general manager of Mianyang Xinchen since June 2011. From February 2008 to June 2011, he was an assistant to the general manager of Mianyang Xinchen and the manager of the second engine factory. From July 1992 to August 2008, he held various positions in Xinhua Combustion Engine and Mianyang Xinchen, including a technical engineer, the deputy head, executive deputy head and head of the sales department, the manager of the quality assurance department, as well as the project manager of the preparation for small displacement automotive engines. Mr. Zhao obtained a bachelor of engineering degree from Jilin University of Technology (吉林工業大學) (now merged into Jilin University (吉林大學)) in 1990 and was certified as an engineer in 1995.

Mr. Ng Yiu Fai (吳耀輝), aged 48, is the senior vice president and the chief financial officer of the Company. Mr. Ng joined the Company as the senior vice president in May 2017 and was appointed as the chief financial officer on 22 February 2020. He is primarily responsible for the Group's financial management, investor relations, capital markets and financial reporting matters. Mr. Ng holds a bachelor's degree of business administration majoring in accounting from the Hong Kong University of Science and Technology. Mr. Ng has more than 25 years of experience in financial management and corporate finance. Prior to joining the Company, he worked at KPMG and several Hong Kong-listed companies serving in several positions from 1997 to 2017, culminating in the position of chief financial officer, including being the Chief Financial Officer and Company Secretary of CNQC International Holdings Limited (a company listed on the Main Board of the Stock Exchange (stock code: 1240)) between May 2014 and May 2017. Mr. Ng is a qualified accountant and a fellow member of the Hong Kong Institute of Certified Public Accountants.

Mr. Wan Xing (萬幸), aged 48, is the vice president of the Company and the chief financial officer of Mianyang Xinchen. Mr. Wan started his career in the internal audit of a domestic well-known home appliance enterprise group, and has over 22 years of experience in automotive industry and 16 years of experience in overseeing financial management in several multinational corporations. Mr. Wan participated in a number of new plant establishments, mergers and acquisitions, and led the restructuring of enterprises. He is primarily responsible for the financial management of the Group. He served as the chief financial officer of Company and the chief financial officer of Mianyang Xinchen from June 2018 to February 2020 and re-joined the Group in June 2021. He was the chief financial officer and financial controller of several multinational companies before joining the Group and he served as the vice president of other listed company during leaving the Group. Mr. Wan obtained a Master degree in Business Administration from the Chongqing University of China (中國重慶大學) in 2009.

COMPANY SECRETARY

Ms. Ngai Ka Yan (魏嘉茵), aged 40, is the company secretary of the Company. Ms. Ngai joined the Company in March 2015. Ms. Ngai obtained a Bachelor of Business degree from Queensland University of Technology in Australia and a Master of Corporate Governance degree from the Hong Kong Polytechnic University. Ms. Ngai is a fellow member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute. Ms. Ngai has extensive experience in company secretarial and compliance matters and has worked for various listed companies in Hong Kong.

Report of Directors

The directors of the Company present this report together with the audited financial statements of the Group for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The Company is a holding company. The principal activities of the Group are the development, manufacture and sale of automotive engines for passenger vehicles and light duty commercial vehicles and manufacture of engine parts and components of passenger vehicles in the PRC. The principal activities of the Company's subsidiaries are set out in note 45 to the consolidated financial statements.

BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2022 is set out on pages 7 to 8 and in the following paragraphs.

1. Principal risks and uncertainties

We have identified in 2022 the following principal risks and uncertainties that may be faced by the Group:

Financial risk

The Group has certain US$-denominated loans which may expose the Group to exchange rate risk resulting from appreciation of US$ against RMB. The Group will continue to monitor its foreign exchange risks, if any, and may consider hedging its foreign currency exposure, if and when necessary. In addition, the Group's activities are exposed to other financial related risks, including interest rate, credit and liquidity risks, which are highlighted on pages 132 to 139 of this annual report.

Market risk

(i) Recent recovery in the growth of the PRC automobile market

2022 was a challenging year for the PRC automobile industry. Notwithstanding the COVID-19 pandemic, higher raw material prices, chip shortage, disrupted logistics and other risks, the PRC automobile market maintained its momentum and grew steadily. The new energy vehicle market performed extraordinarily and recorded a market penetration rate of 25%. Annual car export is expected to leap to over 3 million units. The market share of China's domestic brands rose further to 50%. Against a backdrop of the guiding national automotive consumption policy, rapid new energy vehicle development, emerging domestic brands and the implementation of the carbon peak and carbon neutrality strategies, the Group strives to strengthen and enlarge our market share by improving product technologies and widening our product mix. In particular, the development and mass production of high-performance range extenders have brought us to the new energy vehicle market. Nevertheless, we will continue to tackle the risk by establishing an extended product line for our existing customers, such as developing new high-performance engines that meet the requirements of the existing customers as well as pursuing potential customers without their own engine production capability as well as customers that manufacture extended-range electric vehicles.

(ii) Fierce industry competition

Competition amongst manufacturers in the PRC engine and engine part and component industry will intensify due to new emission and fuel-consumption regulations implemented by the State. The application of new technologies in the industry will be accelerated while technologies that do not meet regulatory and market requirements will be abandoned. Thus, the market expansion of independent engine manufacturers might be hindered by the facts that some Chinese automobile manufacturers with proprietary brands have suspended their operations, the new energy vehicle industry is emerging rapidly as well as the shortage of chips and the rise in prices of raw materials due to the ups and downs in the COVID-19 pandemic. Although the Group's performance may be adversely affected in light of the fierce competition, the Group will continue to dedicate itself to strengthening product research and development capability, improving technical standards of its products, expanding product line-up to keep up with and exceed technical progress in the automobile market and securing exclusive sales of certain product lines to existing customers with better cost control and customer satisfaction.

(iii) Regulatory risk

As the PRC automobile industry is highly regulated by the State, government and industry policies have a huge impact on the industry's development and performance. The Group, therefore, is subject to increasingly stringent regulatory requirements. For example, the Ministry of Environmental Protection and the General Administration of Quality Supervision, Inspection and Quarantine of the PRC jointly released the Limits and Measurement Methods for Emissions from Light-Duty Vehicles (《輕型汽車污染物排放限值及測量方法》), which requires the implementation of China 6 limits for emissions from the second half of 2020. The Group has already upgraded and developed its products in accordance with the regulations in collaboration with its customers.

2. Environment and laws and regulations

Environmental policies and performance

The Group is concerned about preservation of natural resources and environmental protection, abides by national laws and regulations on environmental protection, pays attention to legal disposal of environmentally hazardous substances, establishes necessary environmental protection facilities, such as sewage treatment plants, ventilation and dust collection systems and solid waste collection stations that comply with environmental standards, and disposes of various wastes according to law to mitigate the environmental impact of its business operations in full measure. The Group also requires its suppliers to abide by relevant national laws and rules on environmental protection and obtain necessary approvals and permits from the PRC environment regulation authority. In 2022, the national, provincial and municipal environmental monitoring centers have conducted environmental inspections of the relevant production areas and found that all results met the required standards.

Compliance with laws and regulations

The Group operates in accordance with relevant laws and regulations in the PRC and Hong Kong. During the year ended 31 December 2022 and as at the date of this report, we have complied with all relevant laws and regulations in the PRC and Hong Kong.

3. Key relationships

Employees

To realise sustainable development, the Group has established a sound system that categorises its employees into four groups, namely management, technical, professional and skill, set up career development schemes that cater to each of these groups, tailored individual development plans for staff members at all professions and all levels by refining its qualification frameworks and appraisal system, and focused on strengthening product research and development, skill, quality as well as the professional competence and creativity, according to its strategies and annual business development plans. The Group ensures its sustainable growth and also secures human resources with high potentials that are in line with its future development directions and strategic plans through continuously improving its training system, university–business cooperation and campus recruitment programs, and establishing talent pools and reserves to identify candidate of the right calibre.

On top of the current comprehensive remuneration and benefit scheme, the Group has engaged professional and experienced external consultant to analyse and adjust the existing remuneration structure based on positions and levels, and to establish an all-round performance-oriented remuneration system, so as to ensure that the remuneration aligns with the value of each position and supports the business situation.

The Group respects employees' opinions, and collects them through a number of channels. It also praises and rewards employees who have given reasonable suggestions that can promote its sustainable development. The Group conducts an employee satisfaction survey each year and considers all valuable feedback on improving working efficiency and creating a harmonious working atmosphere.

Customers

We are devoted to providing our customers with marketable products that are in compliance with regulations and feature reliable quality, advanced technology, outstanding performance, and great value for money. We maintain close communication and cooperation with our customers to improve and develop our products based on customers' needs and the development trend of engines in the future so as to ensure the marketability of our products and strive for market leadership. We fortify our market by establishing strategic partners through, amongst other things, joint planning and product development with key clients. Through communication with potential clients in regard to marketing projects, company website, industrial exhibitions, public relations activities, marketing materials and social media, we promote our products and maintain dialogue with and understand the needs from potential customers. We attach importance to the interests of end users and provide them with convenient and speedy aftersales service. To this end, we have set up a nationwide network of specialised maintenance shops and provide after-sale technical training to the maintenance shop network in collaboration with the clients in order to offer quality services to our end users. We mitigate the risk of losing business from our major customers by developing high-performance new products, expanding market presence, improving service quality, securing new customers and enlarging the existing market share.

Suppliers

We seek cooperation with world-class suppliers, and have established long-term partnership with a number of world-class suppliers. We identify qualified suppliers based on the standard supplier selection and assessment criteria of renowned European car manufacturers and perform regular evaluations on the suppliers' performance based on their technical capability, corporate vision, production capacity, brand reputation, industry experience, and market feedback. We ensure that the cooperation complies with laws and regulations through contracts, agreements and orders. Apart from ethical requirements on the staff, all suppliers are also required to comply with our anti-bribery policy.

FINANCIAL RESULTS

The results of the Group for the year ended 31 December 2022 are set out in the consolidated financial statements of the Group on page 68.

CASH FLOW POSITION

The cash flow position of the Group for the year ended 31 December 2022 is set out and analysed in the consolidated statement of cash flows on pages 72 to 73.

DIVIDEND

The board of directors of the Company (the "**Board**") did not recommend the payment of any dividend in respect of the year ended 31 December 2022 (2021: Nil).

CLOSURE OF REGISTER OF MEMBERS

The Company's forthcoming annual general meeting will be held at 9:00 a.m. on Monday, 19 June 2023.

The Hong Kong branch register of members of the Company will be closed from Wednesday, 14 June 2023 to Monday, 19 June 2023, both dates inclusive, during which period no transfer of Shares will be registered. Only shareholders of the Company whose names appear on the register of members of the Company on Wednesday, 14 June 2023 or their proxies or duly authorised corporate representatives are entitled to attend the annual general meeting. In order to qualify for attending the annual general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 13 June 2023.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the past five financial years is set out on page 3.

DISTRIBUTABLE RESERVES

There is no distributable reserves of the Company as at 31 December 2022.

Movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 71.

PROPERTY, PLANT AND EQUIPMENT

The movements of property, plant and equipment of the Group during the year ended 31 December 2022 are set out in note 16 to the consolidated financial statements.

CONTRACTS OF SIGNIFICANCE

Save as disclosed under the section headed "Continuing Connected Transactions" in this Report of Directors:

(i) no contracts of significance in relation to the business of the Group, to which the Company or any of its subsidiaries was a party and in which a controlling shareholder of the Company or any of its subsidiaries had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time throughout the year ended 31 December 2022; and

(ii) no contracts of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder of the Company or any of its subsidiaries subsisted at the end of the year or at any time throughout the year ended 31 December 2022.

SHARE CAPITAL

Details of the Company's share capital as at 31 December 2022 are set out in note 34 to the consolidated financial statements.

SHARE INCENTIVE SCHEME ESTABLISHED BY LEAD IN

The share incentive scheme (the "**Incentive Scheme**") was established in 2011 to serve as a retention tool, and to align the interests of certain directors, management, employees and relevant personnel of the Group (the "**Beneficiaries**") with that of the Company. Lead In Management Limited ("**Lead In**") was incorporated for the purpose of holding the Shares on trust for the Beneficiaries pursuant to the Incentive Scheme.

Lead In was incorporated in the British Virgin Islands on 18 May 2011 and is currently owned as to 50% by Mr. Wu Xiao An and 50% by Mr. Wang Yunxian, both of whom are executive directors of the Company. On 31 October 2011, Lead In subscribed for 93,999,794 Shares, at a consideration of HK$101,681,967.73, which was determined based on a valuation report of Mianyang Xinchen carried out by an independent valuer. Lead In held such Shares on trust for the Beneficiaries under two separate trust arrangements, namely the "Fixed Trust" and the "Discretionary Trust".

The Company ceased the operation and further implementation of the Incentive Scheme with effect from 6 December 2021. The Company would explore and adopt other methods as retention tool in replacement of the Incentive Scheme to meet the current company operating conditions and market environment. Following the cessation of the operation and further implementation of the Incentive Scheme by the Company, depending on, among others, the prevailing trading prices of the Shares, Lead In may in future dispose of the Shares held under the Discretionary Trust gradually and in an orderly manner and use the sale proceeds to repay the loan advanced by the Company to Lead In. The particulars of such loan is set out in note 22 to the consolidated financial statements.

All Shares under the Fixed Trust were awarded to the Beneficiaries. No Share had been awarded under the Discretionary Trust during the year ended 31 December 2022. As at 31 December 2022, Lead In held 33,993,385 Shares under the Discretionary Trust.

SHARE OPTION SCHEME

The Company adopted a share option scheme on 25 April 2012, which was amended and restated on 8 February 2013 (the "**Share Option Scheme**"). Pursuant to the Share Option Scheme, the directors of the Company may, at their absolute discretion, invite the following persons to take up options to subscribe for ordinary shares with a par value of HK$0.01 each of the Company: (a) any eligible employee as defined in the Share Option Scheme; (b) any director (including executive, non-executive and independent non-executive directors) of the Company, any of its subsidiaries or any entity in which the Group holds any equity interest (the "**Invested Entity**"); (c) any supplier of goods or services to any member of the Group or any Invested Entity; (d) any customer of the Group or any Invested Entity; (e) any person or entity acting in their capacities as advisers or consultants that provides research, development or other technological support to the Group or any Invested Entity; (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; (g) any other group or classes of participants from time to time determined by the directors of the Company as having contributed or may contribute to the development and growth of the Group and any Invested Entity; and (h) any company wholly-owned by one or more persons belonging to any of the above classes of participants or any discretionary object of a participant which is a discretionary trust.

A consideration of HK$1.00 is payable on acceptance of the offer of grant of an option.

The maximum number of Shares which may be issued upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the Share Option Scheme and any other share option scheme of the Company) to be granted under the Share Option Scheme and any other share option scheme of the Company must not in aggregate exceed 125,359,979 Shares, being 10% of the Shares in issue upon the listing of the Shares on the Stock Exchange (before the exercise of over-allotment option).

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option scheme of the Company (including both exercised and outstanding options) to each participant in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being. Any further grant of options in excess of the 1% limit shall be subject to shareholders' approval in general meeting with such participant and his close associates (or his associates if such participant is a connected person) abstaining from voting.

The subscription price per Share under the Share Option Scheme shall be a price determined by the directors of the Company, but shall not be lower than the highest of (a) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a trading day; (b) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (c) the nominal value of a Share.

The Share Option Scheme remained in force for a period of 10 years from 13 March 2013 and expired on 12 March 2023. The period during which an option may be exercised will be determined by the directors of the Company in their absolute discretion, save that no option shall be exercised later than 10 years from the date of grant.

No share options had been granted by the Company under the Share Option Scheme during the year ended 31 December 2022 and no expenses were recognized by the Group for 2022 (2021: nil).

DIRECTORS

The directors of the Company who held office during the year ended 31 December 2022 and up to the date of this annual report were:

Executive directors:

Mr. Wu Xiao An (also known as Mr. Ng Siu On) *(Chairman)*
Mr. Wang Yunxian *(Chief Executive Officer)*

Non-executive directors:

Mr. Han Song (appointed on 3 January 2022)
Mr. Yang Ming

Independent non-executive directors:

Mr. Chi Guohua
Mr. Wang Jun
Mr. Huang Haibo
Mr. Wang Songlin (resigned on 11 March 2022)

Pursuant to Article 108 of the Articles of Association of the Company and code provision B.2.2 as contained in Part 2 of the Corporate Governance Code set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), Mr. Wu Xiao An and Mr. Wang Yunxian will retire by rotation at the forthcoming annual general meeting of the Company to be held on 19 June 2023.

Each of Mr. Wu Xiao An and Mr. Wang Yunxian, being eligible, will offer himself for re-election and the Board has recommended them for re-election at the forthcoming annual general meeting of the Company.

Details of the directors of the Company standing for re-election at the forthcoming annual general meeting are set out in the circular sent to the shareholders of the Company together with this annual report.

CHANGE IN DIRECTORS' INFORMATION

There is no change in information of the directors of the Company as required to be disclosed under Rule 13.51B(1) of the Listing Rules since the date of the 2022 interim report up to the date of this annual report.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2022, so far as known to the directors or chief executives of the Company, each of the following persons (other than a director or chief executive of the Company) had an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the Securities and Futures Ordinance (the "**SFO**"):

Name of Shareholder	Capacity	Number of Shares	Approximate percentage of shareholding (6)
Brilliance Investment	Beneficial owner	400,000,000	31.20%
Brilliance China (1)	Interest in a controlled corporation	400,000,000	31.20%
Huachen (2)	Interest in a controlled corporation	400,000,000	31.20%
Xinhua Investment	Beneficial owner	400,000,000	31.20%
Xinhua Combustion Engine (3)	Interest in a controlled corporation	400,000,000	31.20%
Pushi Group (4)	Interest in a controlled corporation	400,000,000	31.20%
Sichuan Province Yibin Wuliangye Group Co., Ltd. (5)	Interest in a controlled corporation	400,000,000	31.20%

Notes:

(1) Brilliance Investment is wholly-owned by Brilliance China and Brilliance China is deemed or taken to be interested in approximately 31.20% of the issued share capital of the Company in which Brilliance Investment is interested.

(2) Brilliance China is beneficially owned as to approximately 30.43% by Huachen and Huachen is deemed or taken to be interested in approximately 31.20% of the issued share capital of the Company in which Brilliance Investment is interested.

(3) Xinhua Investment is a direct wholly-owned subsidiary of Xinhua Combustion Engine and Xinhua Combustion Engine is deemed or taken to be interested in approximately 31.20% of the issued share capital of the Company in which Xinhua Investment is interested.

(4) Xinhua Combustion Engine is a direct non wholly-owned subsidiary of Pushi Group and Pushi Group is deemed or taken to be interested in approximately 31.20% of the issued share capital of the Company in which Xinhua Investment is interested.

(5) Pushi Group is a direct wholly-owned subsidiary of Sichuan Province Yibin Wuliangye Group Co., Ltd. ("**Wuliangye**") and Wuliangye is deemed or taken to be interested in approximately 31.20% of the issued share capital of the Company in which Xinhua Investment is interested.

(6) These percentages are calculated on the basis of 1,282,211,794 Shares in issue as at 31 December 2022.

Save as disclosed herein, as at 31 December 2022, there was no other person (other than a director or chief executive of the Company) so far as known to the directors or chief executives of the Company, as having an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2022, the interests and short positions of each director and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO); or were required pursuant to Section 352 of the SFO to be entered in the register referred to therein; or were required pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers to be notified to the Company and the Stock Exchange, are set out below:

Interest in the shares of the Company

Name of Director	Nature of interest	Number and class of Shares	Approximate percentage of shareholding (3)
Mr. Wu Xiao An (also known as Ng Siu On) (1)	Beneficial owner	8,320,041 ordinary	0.65%
	Trustee and interest in a controlled corporation	33,993,385 ordinary	2.65%
Mr. Wang Yunxian (2)	Beneficial owner	6,471,143 ordinary	0.50%
	Trustee and interest in a controlled corporation	33,993,385 ordinary	2.65%

Notes:

(1) Mr. Wu Xiao An is a trustee of the Discretionary Trust (which holds 33,993,385 Shares for the Beneficiaries) and holds 50% interests in Lead In. Accordingly, Mr. Wu is deemed or taken to be interested in approximately 2.65% of the issued share capital of the Company.

(2) Mr. Wang Yunxian is a trustee of the Discretionary Trust (which holds 33,993,385 Shares for the Beneficiaries) and holds 50% interests in Lead In. Accordingly, Mr. Wang is deemed or taken to be interested in approximately 2.65% of the issued share capital of the Company.

(3) These percentages are calculated on the basis of 1,282,211,794 Shares in issue as at 31 December 2022.

Save as disclosed above, as at 31 December 2022, none of the directors and chief executives of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO); or were required pursuant to Section 352 of the SFO to be entered in the register referred to therein; or were required pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers to be notified to the Company and the Stock Exchange.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the year ended 31 December 2022 was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate; and none of the directors of the Company, or their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the year.

DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries or associates was a party and in which any director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' SERVICE CONTRACTS

Each of Mr. Wu Xiao An and Mr. Wang Yunxian, both of whom are executive directors of the Company, has entered into a service agreement with the Company for a term of three years commencing from 13 March 2022, and such service agreement shall be terminated in accordance with the terms of the service agreement.

Save as disclosed herein, no director of the Company proposed for re-election at the forthcoming annual general meeting of the Company has a service contract with members of the Group that is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the year ended 31 December 2022, none of the directors of the Company was considered to have interests in business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

PERMITTED INDEMNITY

Pursuant to the Articles of Association of the Company, the directors of the Company shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices. The Company has taken out insurance against the liability and costs associated with defending any proceedings which may be brought against the directors of the Company.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2022.

DISCLOSURE UNDER RULE 13.21 OF THE LISTING RULES

On 8 June 2020, Mianyang Xinchen (as borrower) and the Company (as guarantor) entered into two banking facility agreements (the "**Facility Letters 2020**") with a financial institution as lender for (i) a term loan facility of US$4,000,000; and (ii) a term loan facility of US$36,000,000, respectively, with the final maturity date being three years from the date of first drawdown. Under the Facility Letters 2020, it shall be an event of default, amongst others, if: (1) Brilliance China holds less than 25% (directly or indirectly) of the issued share capital of the Company; or (2) Wuliangye holds less than 25% (directly or indirectly) of the issued share capital of the Company. Details of the Facility Letters 2020 were set out in the announcement of the Company dated 8 June 2020.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association or the laws of the Cayman Islands which oblige the Company to offer new Shares on a pro-rata basis to existing shareholders.

MAJOR CUSTOMERS AND SUPPLIERS

In 2022, the aggregate sales attributable to the Group's five largest customers represented approximately 92% of the Group's total revenue while the sales attributable to the Group's largest customer was approximately 44% of the Group's total revenue. The Company's substantial shareholders are interested in one customer among the Group's five largest customers. The aggregate purchases attributable to the Group's five largest suppliers during the year represented approximately 49% of the Group's total purchases and the purchases attributable to the Group's largest supplier represented approximately 40% of the Group's total purchases. The Company's substantial shareholder is interested in two suppliers among the Group's five largest suppliers.

Save as disclosed above, none of the directors of the Company, their close associates or any shareholders of the Company, which to the knowledge of the directors of the Company, owns more than 5% of the Company's issued share capital, has any interests in the share capital of any of the above five largest customers or suppliers of the Group.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors of the Company, as at the date of this annual report, the Company maintains the prescribed percentage of public float under the Listing Rules.

UNDERTAKING FROM HUACHEN AND BRILLIANCE CHINA AND DEED OF NON-COMPETITION

Each of Huachen and Brilliance China entered into a deed of undertaking in favour of the Company (the "**First Huachen and Brilliance China Undertaking**") on 25 February 2013 pursuant to which each of Huachen and Brilliance China has unconditionally and irrevocably undertaken to the Company (for itself and for the benefit of each other member of the Group) that it will procure its respective subsidiaries (i) to first purchase products from the Group if the products offered by the Group and Shenyang Xinguang Brilliance Automobile Engine Co., Ltd. ("**Shenyang Xinguang**") are of similar quality, specifications and price; and (ii) to maintain or increase the purchases of the products mentioned in (i) above from the Group going forward. In July 2021, the liquidation process of Shenyang Xinguang was officially completed. As a result, no assessment can be made as to the similarity of the quality of the products produced by the Group with that of the products of Shenyang Xinguang for the purposes of determining whether Huachen and Brilliance China (and their respective subsidiaries) shall first purchase products from the Group as required by the First Huachen and Brilliance China Undertaking. This renders the First Huachen and Brilliance China Undertaking unable to be performed.

Each of Huachen and Brilliance China entered into a deed of undertaking in favour of the Company (the "**Second Huachen and Brilliance China Undertaking**") on 25 February 2013 pursuant to which each of Huachen and Brilliance China has unconditionally and irrevocably undertaken to the Company (for itself and for the benefit of each other member of the Group) that it shall abstain from voting in the event that there are discussions on matters that involve both Shenyang Aerospace Mitsubishi Motors Engine Manufacturing Co., Ltd. ("**Aerospace Mitsubishi**") and the Group during Aerospace Mitsubishi's board meetings and that it will procure its respective subsidiaries (i) to first purchase products from the Group if the products offered by the Group and Aerospace Mitsubishi are of similar quality, specifications and price; and (ii) to maintain or increase the purchases of the products mentioned in (i) above from the Group going forward.

On 25 February 2013, Brilliance Investment, Brilliance China, Xinhua Investment, Xinhua Combustion Engine, Pushi Group and Wuliangye (collectively the "**Controlling Shareholders**") and Huachen entered into a deed of non-competition (the "**Deed of Non-competition**") in favour of the Company, pursuant to which each of the Controlling Shareholders and Huachen has unconditionally and irrevocably agreed, undertaken and covenanted with the Company (for itself and for the benefits of each other member of the Group) that it would not, and would procure that its associates (other than any members of the Group) would not, directly or indirectly, either on its own account or in conjunction with or on behalf of any person, firm or company, among other things, carry on, participate or be interested or engaged in or acquire or hold (in each case whether as a shareholder, director, partner, agent, employee or otherwise, and whether for profit, reward or otherwise) any activity or business which competes or is likely to compete, directly or indirectly, with the business referred to in the prospectus of the Company dated 28 February 2013 and any other business from time to time conducted, carried on or contemplated to be carried on by any member of the Group or in which any member of the Group is engaged or has invested or which any member of the Group has otherwise publicly announced its intention to enter into, engage in or invest in (whether as principal or agent and whether undertaken directly or through any body corporate, partnership, joint venture, or other contractual or other arrangement) (the "**Restricted Business**").

Each of the Controlling Shareholders and Huachen has further unconditionally and irrevocably agreed, undertaken to and covenanted with the Company the following:

(i) to provide all information requested by the Company which is necessary for an annual review by the independent non-executive directors of the Company of its compliance with the Deed of Non-competition and the enforcement of the Deed of Non-competition;

(ii) to procure the Company to disclose decisions on matters reviewed by the independent non-executive directors of the Company relating to the compliance and enforcement of the Deed of Non-competition either through the annual report, or by way of announcements to the public; and

(iii) to make an annual declaration on compliance with its undertaking under the Deed of Non-competition in the annual reports of the Company as the independent non-executive directors of the Company think fit and/or as required by the relevant requirements under the Listing Rules.

The Controlling Shareholders and Huachen have further unconditionally and irrevocably agreed, undertaken to and covenanted with the Company to procure that any business investment or other commercial opportunity which directly or indirectly competes, or may lead to competition with the Restricted Business (the "**New Opportunities**") given, identified or offered to it and/or any of its associates (other than any members of the Group) (the "**Offeror**") is first referred to the Company in the following manner:

(i) each of the Controlling Shareholders and Huachen is required to, and shall procure its associates (other than members of the Group) to, refer, or to procure the referral of, the New Opportunities to the Company, and shall give written notice to the Company of any New Opportunities containing all information reasonably necessary for the Company to consider whether (a) such New Opportunities would constitute competition with the Company's core business; and (b) it is in the interest of the Group to pursue such New Opportunities, including but not limited to the nature of the New Opportunities and the details of the investment or acquisition costs (the "**Offer Notice**"); and

(ii) the Offeror will be entitled to pursue the New Opportunities only if (a) the Offeror has received a notice from the Company declining the New Opportunities and confirming that such New Opportunities would not constitute competition with the Company's core business; or (b) the Offeror has not received such notice from the Company within 10 business days from the receipt of the Offer Notice. If there is a material change in the terms and conditions of the New Opportunities pursued by the Offeror, the Offeror will refer the New Opportunities as so revised to the Company in the manner as set out above.

An annual declaration in respect of the Second Huachen and Brilliance China Undertaking from Huachen and Brilliance China, and the Deed of Non-competition from the Controlling Shareholders and Huachen respectively have been received by the Company in compliance with their respective undertakings thereof.

The directors of the Company (including the independent non-executive directors) have reviewed the compliance with the Deed of Non-competition by the Controlling Shareholders and Huachen and the Second Huachen and Brilliance China Undertaking by Huachen and Brilliance China and confirmed that the respective undertakings have been fully complied with and duly enforced during the year ended 31 December 2022.

CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 December 2022, the Group conducted various transactions which constituted continuing connected transactions under Chapter 14A of the Listing Rules. All the continuing connected transactions conducted during the year ended 31 December 2022 that need to be disclosed herein are in compliance with the Listing Rules. The actual monetary value of the continuing connected transactions of the Group for the financial year ended 31 December 2022 is set out below:

	Connected Person	Nature of Transaction	Actual monetary value for the financial year ended 31 December 2022 RMB'000
Non-exempt continuing connected transactions			
1.	Brilliance China and its subsidiaries	Purchase of engine components from Brilliance China and its subsidiaries	2,105
2.	Brilliance China and its subsidiaries	Sale of engines and engine components to Brilliance China and its subsidiaries	764
3.	Wuliangye and its subsidiaries (including Xinhua Combustion Engine)	Purchase of engine components from Wuliangye and its subsidiaries	36,887
4.	BMW Brilliance Automotive	Procurement of engine parts and components and raw materials for manufacturing engines and engine parts and components and the provision of the related services from BMW Brilliance Automotive or its subsidiaries	11,614
5.	BMW Brilliance Automotive	Sale of engine parts and components and raw materials for manufacturing engines and engine parts and components to BMW Brilliance Automotive or its subsidiaries	60,629

Further information on transactions 1 to 5 are provided as follows:

Transaction 1: Brilliance China is a controlling shareholder of the Company and therefore is a connected person of the Company under Chapter 14A of the Listing Rules.

On 30 September 2021, the Company entered into a purchase framework agreement with Brilliance China (the "**Brilliance China Purchase Agreement**"), pursuant to which the Company agreed to purchase various types of engine components from Brilliance China and its subsidiaries for a term of three years commencing from 1 January 2022 and ending on 31 December 2024. Unless the Brilliance China Purchase Agreement is terminated prior to its expiry date, the agreement is renewable for additional terms of three years subject to fulfillment of all necessary statutory and regulatory requirements including but not limited to any applicable requirement under the Listing Rules.

The annual caps of the continuing connected transactions contemplated under the Brilliance China Purchase Agreement for the three financial years ending 31 December 2024 are RMB3,600,000, RMB3,200,000 and RMB2,800,000, respectively. The continuing connected transactions contemplated under the Brilliance China Purchase Agreement for the year ended 31 December 2022 did not exceed the annual cap of RMB3,600,000.

Details of the Brilliance China Purchase Agreement are set out in the announcement of the Company dated 30 September 2021.

Transaction 2: Brilliance China is a connected person of the Company as described in Transaction 1 above.

On 30 September 2021, the Company entered into a sale framework agreement with Brilliance China (the "**Brilliance China Sale Agreement**"), pursuant to which the Company agreed to sell engines and engine components to Brilliance China and its subsidiaries for a term of three years commencing from 1 January 2022 and ending on 31 December 2024. Unless the Brilliance China Sale Agreement is terminated prior to its expiry date, the agreement is renewable for additional terms of three years subject to fulfillment of all necessary statutory and regulatory requirements including but not limited to any applicable requirement under the Listing Rules.

The annual caps of the continuing connected transactions contemplated under the Brilliance China Sale Agreement for the three financial years ending 31 December 2024 are RMB409,000,000, RMB504,000,000 and RMB421,000,000, respectively. The continuing connected transactions under the Brilliance China Sale Agreement for the year ended 31 December 2022 did not exceed the annual cap of RMB409,000,000.

Details of the Brilliance China Sale Agreement are set out in the announcement of the Company dated 30 September 2021 and the circular of the Company dated 28 October 2021.

Transaction 3: Xinhua Combustion Engine is an indirect non wholly-owned subsidiary of Wuliangye and therefore is a connected person of the Company under Chapter 14A of the Listing Rules. The Company has been purchasing various gasoline and diesel engine components such as crankshafts, exhaust manifolds, cylinder chambers and cylinder heads from Xinhua Combustion Engine.

On 30 September 2021, Mianyang Xinchen entered into a purchase framework agreement with Xinhua Combustion Engine (the "**Xinhua Combustion Engine Purchase Agreement**"), pursuant to which Mianyang Xinchen agreed to purchase various gasoline and diesel engine components from Xinhua Combustion Engine for a term of three years commencing from 1 January 2022 and ending on 31 December 2024. Unless the Xinhua Combustion Engine Purchase Agreement is terminated prior to its expiry date, the agreement is renewable for additional terms of three years subject to fulfillment of all necessary statutory and regulatory requirements including but not limited to any applicable requirement under the Listing Rules.

The annual caps of the continuing connected transactions contemplated under the Xinhua Combustion Engine Purchase Agreement for the three financial years ending 31 December 2024 are RMB111,700,000, RMB142,100,000 and RMB128,700,000, respectively. The continuing connected transactions under the Xinhua Combustion Engine Purchase Agreement for the year ended 31 December 2022 did not exceed the annual cap of RMB111,700,000.

Details of the Xinhua Combustion Engine Purchase Agreement are set out in the announcement of the Company dated 30 September 2021 and the circular of the Company dated 28 October 2021.

Transactions 4 & 5: BMW Brilliance Automotive is a sino-foreign equity joint venture company incorporated in the PRC and, from 1 January 2022 to 10 February 2022, was owned as to 50% by Shenyang JinBei Automotive Industry Holdings Co., Ltd. ("**SJBA**"), an indirect wholly-owned subsidiary of Brilliance China, and 50% by BMW Holding B.V. Effective as of 11 February 2022, BMW Brilliance Automotive was owned as to 25% by SJBA and 75% by BMW Holding B.V. Accordingly, from 1 January 2022 to 10 February 2022, BMW Brilliance Automotive was an associate of Brilliance China and therefore was a connected person of the Company under Chapter 14A of the Listing Rules.

On 23 May 2014, the Company, Mianyang Xinchen (including its branches) and BMW Brilliance Automotive entered into the compliance agreement (the "**BBA Compliance Agreement**") in relation to the sale and purchase of engines, engine parts and components and raw materials for manufacturing engines and engines parts and components and the provision of related services.

On 21 January 2015, further to the BBA Compliance Agreement, Mianyang Xinchen (including its branches) and BMW Brilliance Automotive entered into three operational agreements, namely, a consulting service and technical support agreement in connection with consultancy service and technical support for the production of crankshafts from BMW Brilliance Automotive, a raw materials supply agreement in connection with procurement of raw materials from BMW Brilliance Automotive and a purchase agreement for finished crankshafts in connection with supply of finished crankshaft to BMW Brilliance Automotive. Given the Group expected the original annual caps in relation to the transactions contemplated under the BBA Compliance Agreement for the two financial years ending 31 December 2015 and 2016 would be exceeded, the Group proposed to revise the original annual caps under the BBA Compliance Agreement, which was then approved by the independent shareholders of the Company at the extraordinary general meeting held on 25 March 2015.

The Group obtained approval from the independent shareholders of the Company at the extraordinary general meeting held on 1 November 2016 on (i) the second term of the BBA Compliance Agreement for another three-year period upon expiry of the first term of the BBA Compliance Agreement on 17 June 2017 and (ii) the proposed annual caps in respect of the transactions contemplated under the BBA Compliance Agreement for each of the three years ending 31 December 2019.

The Group further obtained approval from the independent shareholders of the Company at the extraordinary general meeting held on 11 December 2019 on (i) the third term of the BBA Compliance Agreement for another three-year period upon expiry of the second term of the BBA Compliance Agreement on 17 June 2020 and (ii) the proposed annual caps in respect of the transactions contemplated under the BBA Compliance Agreement for each of the three years ending 31 December 2021.

The annual cap of the procurement of engine parts and components, raw materials for manufacturing engines and engine parts and components and related services by the Group contemplated under the BBA Compliance Agreement for the year ended 31 December 2022 is approximately RMB127,000,000. The continuing connected transactions in relation to the procurement of engine parts, components, raw materials for manufacturing engines and engine parts and components and related services by the Group contemplated under the BBA Compliance Agreement for the year ended 31 December 2022 did not exceed the annual cap of approximately RMB127,000,000.

The annual cap of the sale of engines and engine parts and components, raw materials for manufacturing engines and engine parts and components by the Group contemplated under the BBA Compliance Agreement for the year ended 31 December 2022 is approximately RMB992,000,000. The continuing connected transactions in relation to the sale of engines and engine parts and components and raw materials for manufacturing engines and engine parts and components by the Group contemplated under the BBA Compliance Agreement for the year ended 31 December 2022 did not exceed the annual cap of approximately RMB992,000,000.

Details of the BBA Compliance Agreement and the annual caps are set out in the announcements of the Company dated 23 May 2014, 28 May 2014, 21 January 2015, 13 September 2016 and 18 September 2019 respectively and the circulars of the Company dated 28 May 2014, 18 February 2015, 12 October 2016 and 1 November 2019 respectively.

The independent non-executive directors of the Company confirmed that the internal control procedures put in place by the Company are adequate and effective and the above continuing connected transactions 1 to 5 have been entered into in the ordinary and usual course of business of the Group, on normal commercial terms or better, and in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Company and its shareholders as a whole. The independent non-executive directors of the Company further confirmed that the annual caps in respect of the above continuing connected transactions 1 to 5 are fair and reasonable and in the interests of the Company and its shareholders as a whole.

The Company's external auditors, Grant Thornton Hong Kong Limited, was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditors have issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions 1 to 5 disclosed above in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditors' letter has been provided by the Company to the Stock Exchange.

The above continuing connected transactions 1 to 5 are also regarded as "related party transactions" under the applicable accounting standards. Details of these transactions are further disclosed in note 41 to the consolidated financial statements of this annual report.

Save as disclosed above, in the opinion of the directors of the Company, there are no other related party transactions in note 41 to the consolidated financial statements which constituted connected transactions or continuing connected transactions of the Group that were required to be disclosed pursuant to Chapter 14A of the Listing Rules.

The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

CORPORATE GOVERNANCE

Details of the Company's corporate governance practices are set out in the Corporate Governance Report on pages 28 to 45 of this annual report.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Details of the Company's environmental, social and governance practices are set out in the Environmental, Social and Governance Report on pages 46 to 62 of this annual report.

AUDITORS

Grant Thornton Hong Kong Limited were appointed as the auditors of the Company with effect from 19 July 2019 to fill the casual vacancy following the resignation of Deloitte Touche Tohmatsu. Particulars of the change in auditors of the Company are set out in the Company's announcement dated 19 July 2019.

Grant Thornton Hong Kong Limited, the auditors of the Company, will retire at the conclusion of the forthcoming annual general meeting of the Company and be eligible to offer themselves for re-appointment. A resolution will be submitted to the annual general meeting to be held on 19 June 2023 to seek shareholders' approval for the re-appointment of Grant Thornton Hong Kong Limited as the Company's auditors until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration.

By order of the Board

Wu Xiao An
(also known as Ng Siu On)
Chairman

Hong Kong,
28 March 2023

Corporate Governance Report

CORPORATE GOVERNANCE

The Company is committed to achieving and maintaining the highest standards of corporate governance consistent with the needs and requirements of the business and its shareholders, and in compliance with the "Corporate Governance Code" (the "**CG Code**") set out in Appendix 14 to the Listing Rules. The Group has considered the CG Code and has put in place corporate governance practices to meet the code provisions. The corporate governance principles of the Company emphasize a quality Board, sound internal controls, and transparency and accountability to all shareholders.

Throughout the accounting year ended 31 December 2022, the Group has complied with all the code provisions as set out in the CG Code.

A. CORPORATE PURPOSE, STRATEGY AND GOVERNANCE

A.1 Corporate strategy, business model and culture

We are governed by the Board which assumes the responsibility for leadership and control of the Company. Our directors are collectively responsible for promoting the success of the Company by developing the strategic direction of the Group and directing and supervising the affairs of the Company.

The Board has fiduciary duties and statutory responsibilities towards the Group and is directly accountable to the shareholders.

The Board is responsible for the management of the business and affairs of the Group with the objective of enhancing shareholder value and presenting a balanced, clear and understandable assessment of the Company's performance, position and prospects in its annual and interim reports, other inside information announcements, other financial disclosures as required under the Listing Rules, reports to regulators, and information required to be disclosed pursuant to statutory requirements. The Board is also required to approve acquisitions or disposals that require shareholders' notification or approval under the Listing Rules.

Daily management and administration functions are delegated to the management. The responsibilities and matters reserved to the Board are set out in paragraph C "Directors' Responsibilities, Delegation and Board Proceedings" below.

The Board meets regularly, normally four times each year with a meeting scheduled at approximately three-month intervals and additional meetings will be arranged if and when necessary. Special Board meetings will be held when necessary. Matters on transactions where directors are considered having a conflict of interest which the Board has determined to be material would not be dealt with by way of written resolutions and a separate Board meeting shall be held where independent non-executive directors who have no material interests should be present at the meeting. Directors having a conflict of interest or material interests in a transaction before the meeting of the Board will declare his interest therein in accordance with the Articles of Association of the Company, shall abstain from voting on the resolution approving such transaction and shall not be counted in the quorum present at such Board meeting. Such declaration of interests will be duly noted in the minutes of the relevant Board meeting.

Notices are given to all the directors for attending regular Board meetings fourteen (14) days before such meetings generally. For other Board meetings, reasonable notices are given.

Board meetings involve active participation, either in person or through other electronic means of communication, by all of the directors present. The company secretary assists the Chairman in preparing the meeting agenda, and each director may request the inclusion of items in the agenda. Directors are also consulted to suggest matters to be included in the agenda for all regular Board meetings.

Minutes of the Board meetings are recorded in detail and draft minutes are circulated within a reasonable time after the relevant meeting to all directors for their review and comments before being approved by the Board. All the minutes of the meetings are properly kept by the company secretary and are available for inspection by the directors during normal office hours.

Participation of individual directors at the Board meetings in 2022 is as follows:

	Number of Board meetings attended/Number of meetings eligible to attend	Attendance Rate
Executive directors:		
Mr. Wu Xiao An *(Chairman)*	5/5	100%
Mr. Wang Yunxian *(Chief Executive Officer)*	5/5	100%
Non-executive directors:		
Mr. Han Song (appointed on 3 January 2022)	5/5	100%
Mr. Yang Ming	4/5	80%
Independent non-executive directors:		
Mr. Chi Guohua	5/5	100%
Mr. Wang Jun	5/5	100%
Mr. Huang Haibo	5/5	100%
Mr. Wang Songlin (resigned on 11 March 2022)	–	–
Average attendance rate		97%

Apart from the five (5) Board meetings, consent/approval from the Board had also been obtained by written resolutions on a number of matters.

Participation of individual directors at the general meeting in 2022, including the annual general meeting held on 23 June 2022 and the extraordinary general meeting held on 12 August 2022, is as follows:

	Number of general meetings attended/Number of meetings eligible to attend	Attendance Rate
Executive directors:		
Mr. Wu Xiao An (Chairman)	2/2	100%
Mr. Wang Yunxian *(Chief Executive Officer)*	2/2	100%
Non-executive directors:		
Mr. Han Song (appointed on 3 January 2022)	2/2	100%
Mr. Yang Ming	2/2	100%
Independent non-executive directors:		
Mr. Chi Guohua	2/2	100%
Mr. Wang Jun	2/2	100%
Mr. Huang Haibo	2/2	100%
Mr. Wang Songlin (resigned on 11 March 2022)	–	–
Average attendance rate		100%

The Company considers that it has taken out appropriate insurance cover for its directors and officers in respect of legal actions that may be taken against directors and officers. The Company reviews the extent of the insurance coverage every year and was satisfied with the insurance coverage for year 2022.

A.2 Corporate governance function

The Company has adopted the terms of reference for the corporate governance function on 25 April 2012 (which were amended and restated on 8 February 2013) in compliance with code provision A.2 as contained in Part 2 of the CG Code. Pursuant to the terms of reference of the corporate governance function, the Board shall be responsible for developing, reviewing and/or monitoring the policies and practices on corporate governance of the Company; training and continuous professional development of directors and senior management; and compliance with legal and regulatory requirements of the Company. This corporate governance report has been reviewed by the Board in discharge of its corporate governance function.

B. BOARD COMPOSITION AND NOMINATION

B.1 Board composition, succession and evaluation

Currently, the Board comprises seven directors: two executive directors, two non-executive directors and three independent non-executive directors. The current composition of the Board is as follows:

	Membership of Board Committee(s)
Executive directors:	
Mr. Wu Xiao An *(Chairman)*	Member of Remuneration Committee Member of Nomination Committee
Mr. Wang Yunxian *(Chief Executive Officer)*	–
Non-executive directors:	
Mr. Han Song	–
Mr. Yang Ming	–
Independent non-executive directors:	
Mr. Chi Guohua	Chairman of Audit Committee
Mr. Wang Jun	Chairman of Nomination Committee Member of Audit Committee Member of Remuneration Committee
Mr. Huang Haibo	Chairman of Remuneration Committee Member of Audit Committee Member of Nomination Committee

Pursuant to the Listing Rules, every listed issuer is required to have such number of independent non-executive directors representing at least one-third of the board, and at least one of whom must have appropriate professional qualifications, or accounting or related financial management expertise. Throughout the year 2022, the number of independent non-executive directors of the Company has met the minimum requirement under the Listing Rules. Mr. Chi Guohua is a certified public accountant (non-practicing member) in the PRC. Mr. Chi has over 20 years of experience in finance, internal control and strategic investment in the PRC. He currently also holds positions in certain academic and professional organizations in the PRC.

The Company has received from each of the independent non-executive directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board has assessed the independence of all the independent non-executive directors and considered that all the independent non-executive directors have met the independence criteria as set out in Rule 3.13 of the Listing Rules.

The Board members do not have any family, financial or business relations with each other. The biographies of the directors are set out on pages 10 to 12 of this annual report.

The list of directors has been published on the website of the Company and the website of the Stock Exchange, and is disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time.

B.2 Appointment, re-election and removal of directors

Directors of the Company are aware that they should give sufficient time and attention to the affairs of the Company.

Code provision B.2.2 as contained in Part 2 of the CG Code stipulates that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Pursuant to Article 112 of the Articles of Association of the Company, a director appointed by the Board to fill a casual vacancy shall hold office until the next following general meeting while a director appointed by the Board as an addition to the Board shall hold office until the next following annual general meeting.

Each of the executive directors was appointed to the Board pursuant to their respective service agreements and each of the non-executive directors and independent non-executive directors was appointed to the Board pursuant to their respective letters of appointment for a term of three (3) years commencing from their respective appointment date and their appointments are subject to the retirement by rotation provisions in the Articles of Association of the Company and the Listing Rules. At every annual general meeting, one-third of the directors for the time being, or if their number is not three or a multiple of three, the number nearest to but not greater than one-third, shall retire from office by rotation according to Article 108(a) of the Articles of Association of the Company. All directors of the Company are subject to the retirement by rotation provision in the Articles of Association of the Company and are subject to the retirement by rotation at least once every three years pursuant to code provision B.2.2 as contained in Part 2 of the CG Code.

To comply with code provision B.2.2 as contained in Part 2 of the CG Code and in accordance with Article 108 of the Articles of Association of the Company, Mr. Wu Xiao An and Mr. Wang Yuanxian will retire by rotation at the forthcoming annual general meeting of the Company to be held on 19 June 2023 and have offered themselves for re-election at that annual general meeting.

B.3 Nomination Committee

The Board adopts a formal, considered and transparent procedure for appointment of new directors to the Board. The appointment of a new director has been a collective decision of the Board, taking into consideration the candidate's qualification, expertise, experience, integrity and commitment to his/her responsibilities within the Group. In addition, all candidates to be selected and appointed as a director must be able to meet the standards set out in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive director must also meet the independence criteria set out in Rule 3.13 of the Listing Rules.

The Nomination Committee of the Company was established on 25 April 2012 with specific written terms of reference (which was amended and restated on 25 March 2019) which include the duties set out in code provisions B.3.1 as contained in Part 2 of the CG Code. The existing members of the Nomination Committee comprise Mr. Wang Jun and Mr. Huang Haibo, all of whom are independent non-executive directors, and Mr. Wu Xiao An, an executive director. Mr. Wang Jun is the chairman of the Nomination Committee.

In 2022, the Nomination Committee held one (1) meeting and discharged its responsibilities. Attendance of individual members at the Nomination Committee meeting is as follows:

	Attendance by directors/ Number of meetings eligible to attend	**Attendance Rate**
Mr. Wang Jun *(chairman of the Nomination Committee)*	1/1	100%
Mr. Huang Haibo	1/1	100%
Mr. Wang Songlin (resigned on 11 March 2022)	–	–
Mr. Wu Xiao An	1/1	100%
Average attendance rate		100%

The Nomination Committee is responsible for reviewing the Board's composition and diversity, developing the relevant procedures for nomination and appointment of directors and assessing the independence of the independent non-executive directors to ensure that the Board has a balance of expertise, skills and experience and formulating succession plans for executive directors and senior executives. The Nomination Committee is also authorised to obtain outside professional advice and to seek information from employees, and the Company will provide sufficient resources to the Nomination Committee for performance of its duties.

The work performed by the Nomination Committee in 2022 included:

– nominated new non-executive director as the replacement of resigned non-executive director;

– reassessed the independence of the independent non-executive directors; and

– made recommendation to the Board for re-election of retiring directors at the annual general meeting of the Company held on 23 June 2022.

Full minutes of the Nomination Committee meetings are kept by the company secretary. Draft and final versions of the minutes of the Nomination Committee meetings are sent to all members of the Nomination Committee for comments and approval and all decisions of the Nomination Committee are reported to the Board.

The terms of reference of the Nomination Committee are available on the website of the Company and the website of the Stock Exchange.

The Company has adopted a board diversity policy on 17 December 2013. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Board's composition, including gender, ethnicity, age, length of service, is set out below:

	Gender	Ethnicity	Age	Length of Service
Mr. Wu Xiao An	Male	Chinese	61	12 years
Mr. Wang Yunxian	Male	Chinese	68	12 years
Mr. Han Song	Male	Chinese	53	1 year
Mr. Yang Ming	Male	Chinese	54	7 years
Mr. Chi Guohua	Male	Chinese	48	10 years
Mr. Wang Jun	Male	Chinese	61	11 years
Mr. Huang Haibo	Male	Chinese	68	11 years

The members of the Nomination Committee are of the opinion that the Board's composition meets with the board diversity policy of the Company. Since all the independent non-executive directors have served more than nine years on the board, the Company plans to appoint one new independent non-executive director at the forthcoming annual general meeting, considering the diversity perspectives, including but not limited to gender, as well as the merit and contribution that the candidates will bring to the Board.

Gender diversity at workforce levels (including our senior management) is disclosed in paragraph "B1 Employment" set out in Environmental, Social and Governance Report of this annual report.

C. DIRECTORS' RESPONSIBILITIES, DELEGATION AND BOARD PROCEEDINGS

C.1 Responsibilities of directors

Newly appointed directors of the Company are provided with a package of orientation materials setting out the required duties and responsibilities of directors under the Listing Rules and other relevant statutory requirements of Hong Kong. An orientation as to a director's duties and obligations under the Listing Rules and relevant legislations will be arranged for all newly appointed directors of the Company. The directors are kept informed from time to time on the latest development of any changes to the regulatory requirements and the progress of compliance of applicable rules and regulations by the Company. The directors will also be updated from time to time on the business development and operation plans of the Company.

In compliance with code provision C.1.4 as contained in Part 2 of the CG Code, the Company has arranged for, and provided fund for, all directors of the Company to participate in continuous professional development organised in the form of in-house training, seminars or other appropriate courses to keep them refreshed of their knowledge, skill and understanding of the Group and its business or to update their skills and knowledge on the latest development or changes in the relevant statutes, the Listing Rules and corporate governance practices. As part of the continuous professional development program, the Company has also updated the directors of the Company on any material changes in the Listing Rules and corporate governance practices from time to time. Directors of the Company are provided with reading materials summarizing the duties and responsibilities in acting as directors from time to time to keep the directors of the Company abreast of such duties and responsibilities.

In addition to directors' attendance at meetings and review of papers and circulars sent by management during 2022, each director of the Company has participated in the continuing professional development training arranged and funded by the Company as follows:

Name of Directors	Type of training *(Notes)*
Mr. Wu Xiao An	1 and 2
Mr. Wang Yunxian	1 and 2
Mr. Han Song (appointed on 3 January 2022)	1 and 2
Mr. Yang Ming	1 and 2
Mr. Chi Guohua	1 and 2
Mr. Wang Jun	1 and 2
Mr. Huang Haibo	1 and 2
Mr. Wang Songlin (resigned on 11 March 2022)	–

Notes:

1. Reading seminar materials and updates relating to the latest development of the Listing Rules and other applicable regulatory requirements.

2. Attending a briefing session conducted by legal professional relating to updates on the Listing Rules and corporate governance practices.

The functions of non-executive directors of the Company include the functions as specified in code provisions C.1.2 as contained in Part 2 of the CG Code.

All independent non-executive directors of the Company and the non-executive director of the Company have attended the general meetings held in 2022 in person or by way of telephone conference as required by code provision C.1.6 as contained in Part 2 of the CG Code.

The Company has adopted the standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") contained in Appendix 10 to the Listing Rules, in relation to the dealings in securities of the Company by the directors.

Having made specific enquiry of all directors, each director of the Company has confirmed that he has complied with the standards set out in the Model Code during the year ended 31 December 2022.

The Company also established on 25 April 2012 written guidelines on no less exacting terms than the Model Code (the "**Code for Securities Transactions by Employees**") for securities transactions by the employees of the Company and also the directors and employees of its subsidiaries and its holding company who, because of such office or employment, are likely to be in possession of unpublished inside information of the Group or the securities of the Company.

No incident of non-compliance of the Code for Securities Transactions by Employees by the employees of the Company and the directors and employees of its subsidiaries and its holding company during the year ended 31 December 2022 was noted by the Company.

C.2 Chairman and Chief Executive Officer

Code provision C.2.1 as contained in Part 2 of the CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

The Company has segregated the roles of the Chairman of the Board and the Chief Executive Officer of the Company. Mr. Wu Xiao An is the Chairman of the Board and Mr. Wang Yunxian is the Chief Executive Officer of the Company. On 25 April 2012, the Board adopted a set of guidelines (which were amended and restated on 25 March 2019) regarding the power and duties of each of the Chairman and the Chief Executive Officer.

One meeting was held by the Chairman of the Board with the independent non-executive directors of the Company without other directors present in 2022 in compliance with code provision C.2.7 as contained in Part 2 of the CG Code. This provides an additional platform for direct communication of the independent non-executive directors of the Company with the Chairman of the Board without the presence of other directors.

C.3 Management functions

In general, the Board oversees the Company's strategic development and determines the objectives, strategies and policies of the Group. The Board also monitors and controls operating and financial performance and sets appropriate policies for risk management in pursuit of the Group's strategic objectives. The Board delegates the implementation of strategies and day-to-day operation of the Group to the management. The Board is entrusted with the following reserved powers:

1. *Business strategy*

   - approval of strategic objectives, annual plans and performance targets for the Group;
   - approval of proposals for expansion or closures other than those which have been specifically approved in the strategic objectives and/or annual plans of the Group;
   - approval of budgets; and
   - approval of performance indicators.

2. *Appointment*

   - appointment of any person as director to fill a casual vacancy or as an additional director;
   - appointment of the chairman and the chief executive officer;
   - appointment of senior executives;
   - fixing of auditors' remuneration;
   - selection, appointment and dismissal of company secretary; and
   - formation of board committees and approval of the membership and terms of reference of the board committees.

3. *Board and senior management*

    - delegation of authority to the chairman, chief executive officer, management and board committee(s);
    - approval of remuneration and incentive policies;
    - approval of Group benefit policies;
    - approval of remuneration of directors and senior management; and
    - assessment of the performance of the Company and the Board.

4. *Relations with the shareholders*

    - arrangements for annual general meetings and any other shareholders' meetings;
    - matters relating to disclosure as required by the applicable law and regulations; and
    - formation of shareholders' communication policy.

5. *Financial matters*

    - approval of annual accounts and directors' reports;
    - approval of accounting policies;
    - approval of any substantial change in the policies of the Company for statements of financial position management including but without limitation capital adequacy, credit, liquidity, debt maturity profile, interest rate and exchange rate risks and asset concentration both geographically and by sector;
    - approval of internal audit plan;
    - approval of internal control policy and procedures;
    - acceptance of auditors' reports including management letters; and
    - declaration of interim dividends and making recommendations on final dividends.

6. *Capital expenditures*

    - approval of the capital expenditure budget;
    - approval of capital commitment, whether or not the same has been provided for in the capital expenditure budget and/or annual budget; and
    - approval of priorities.

7. Any transaction that constitutes notifiable transaction or connected transaction for the Company under the Listing Rules (as amended from time to time).

8. To assess the likely impact of unexpected and significant events and other events which can affect price and market activity of the shares of the Company and to decide whether the relevant information would be price-sensitive and need to be disclosed.

9. *Risk management*

   - risk assessment and insurance; and

   - risk management policies.

10. *Internal controls and reporting system*

    - approval and establishment of any effective procedures for monitoring and control of operations including internal procedures for audit and compliance.

11. Use of the company seal(s).

12. Donations and sponsorships (if any) above approved limits.

C.4 Non-executive directors

Each of the non-executive directors of the Company has entered into a letter of appointment with the Company for a term of three years commencing from their respective appointment date.

C.5 Conduct of board proceedings and supply of and access to information

With respect to regular Board meetings, and so far as practicable in all other cases, an agenda and accompanying board papers are sent in full to all directors in a timely manner as permitted under the circumstances. Notices are given to all the directors for attending regular Board meetings fourteen (14) days before such meetings generally. For other Board meetings, reasonable notices are given. It has been the practice of the Board and accepted by all members of the Board that relevant information of Board meetings will be sent to all directors three (3) days in advance of the relevant meetings or any reasonable time before such meetings where it is not practicable to send out the information three (3) days in advance.

Members of the management have been reminded that they have an obligation to supply the Board and the Board committees with adequate information on a timely basis to enable each of them to make informed decisions. The Board and each director have separate and independent access to the Group's senior management.

All directors of the Company are entitled to have access to board papers, minutes and related materials.

C.6 Company Secretary

Ms. Ngai Ka Yan, the company secretary appointed by the Board and an employee of the Company, in the opinion of the Board, possesses the necessary qualification and experience and is capable of performance of the functions of the company secretary and the Company will provide fund for Ms. Ngai to take not less than 15 hours of appropriate professional training in each financial year as required under Rule 3.29 of the Listing Rules. During 2022, Ms. Ngai has attended training programs and seminars arranged by The Hong Kong Chartered Governance Institute, the Stock Exchange and other institutions and has satisfied the 15 hours professional training requirement of the Listing Rules.

D. AUDIT, INTERNAL CONTROL AND RISK MANAGEMENT

D.1 Financial reporting

The management shall provide such explanation and information to the Board as will enable the Board to make an informed assessment of the financial and other matters put before the Board for approval.

The directors are responsible for overseeing all financial aspects of the Company and for keeping proper accounting records and preparing financial statements for each financial period, that give a true and fair view of the state of affairs of the Group and of the results and cash flow for that period. In preparing the financial statements for the year ended 31 December 2022, the directors of the Company have:

– approved the adoption of all applicable Hong Kong Financial Reporting Standards which are issued by the Hong Kong Institute of Certified Public Accountants;

– selected and applied consistently appropriate accounting policies;

– made judgments and estimates that are prudent and reasonable; and

– prepared the accounts on a going concern basis.

The Board is accountable to shareholders for a clear and balanced assessment of the Company's financial position and prospects. In this regard, the directors' responsibility to present a balanced, clear and understandable assessment extends to annual and interim reports, other inside information announcements and other financial disclosures required under the Listing Rules, reports to regulators, and information required to be disclosed pursuant to statutory requirements.

Financial results of the Group are announced in a timely manner in accordance with all statutory requirements, particularly the timeframe stipulated in Rules 13.49(1) and (6) of the Listing Rules.

All directors of the Company acknowledge their responsibility for preparing the financial statements for the year ended 31 December 2022. Currently, the Company's external auditors are Grant Thornton Hong Kong Limited (the "**Auditors**").

In 2022, the audit and non-audit service fees paid or payable by the Company amounted to approximately HK$1,700,000 and RMB1,468,000, respectively. The non-audit services mainly included interim review of condensed consolidated financial statements and advisory service.

The statement of the Auditors about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 63 to 67 of this annual report.

D.2 Risk management and internal control

The Board is entrusted with the responsibility of evaluating and determining the nature and extent of the risks exposure for the Company, and ensuring that the Company has established and maintained appropriate and effective risk management and internal control systems for the Group's various business and operational functions. The Board is also responsible for overseeing such systems' design and implementation on an ongoing basis and reviewing their effectiveness annually so that the interests of the shareholders are well protected. The review has fully covered all important aspects of the Company's operations, including financial, operational and compliance monitoring. It is important to note that such systems are designed to manage rather than eliminate the risks of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Company has an internal audit function to review the adequacy and effectiveness of the Group's risk management and internal control systems. The risk management and internal control function set up by the Group is responsible for coordinating, monitoring and commenting on the risk management and internal control activities of all departments and subsidiaries. The risk management and internal control function holds regular meetings with the heads of departments and subsidiaries to discuss matters in relation to risk management and internal control and the corresponding policies. It also submits annual reports on risk management and internal control to the Board and the Audit Committee. The Board and the Audit Committee are responsible for the final assessment of the work of risk management and internal control as well as the effectiveness of the systems, discussing specific major risks and material failure of internal control; and providing support and comprehensive action plans to the management so as to ensure the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit, financial reporting functions, as well as those relating to the Group's environmental, social and governance performance and reporting.

The Group's risk management and internal control systems focuses on identifying and analysing risks faced by the Group and reviewing the Group's strategies, finance, markets, operations and compliance. It also establishes appropriate risk appetite and risk management, and controls risks in a timely and reliable manner, so as to contain the risks within the established risk appetite. We review the major risks of the Group from five perspectives, namely causes, management strategies, responsible entities, solutions and progress. In case of any material risk, we analyse and deliberate to identify the cause(s) of the risk, formulate risk management strategies for each cause and identify the departments who will be the responsible entities to take charge of the implementation of the strategies. We also adopt effective solutions for controlling and mitigating risks and follow up the implementation progress to ensure effective risk control.

In 2022, the Company also engaged Moore Advisory Services Limited (the "**Internal Control Consultant**") as the independent internal control consultant of the Company to carry out a review of the internal control systems and procedures of the Group and make recommendations for remedial action. For the year ended 31 December 2022 (the "**Reporting Period**"), the Internal Control Consultant has reviewed a number of material internal control areas of the Group, such as compliance review of Appendix 14 of the Listing Rules, cash management, and financial reporting and disclosure management. The result of the review was independently reported to the Board and the Audit Committee. The findings in the report are confirmed with the management of each company of the Group. No significant internal control defects were observed during the Reporting Period.

The Board and the Audit Committee have conducted a review of the effectiveness of the risk management and internal control systems on all major operations of the Group and noted that recommendations on certain areas of improvement identified in previous years have been properly followed up and implemented. The Board and the Audit Committee will continue to improve the effectiveness of the risk management and internal control systems of the Group and to monitor the systems and the progress of improvements. The Board and the Audit Committee considered that the key areas of the Group's risk management and internal control systems are effective and adequate and the Group has fully complied with the relevant code provisions set out in the CG Code regarding risk management and internal control systems generally.

In addition, the Company complies with the requirements of the Listing Rules and the SFO to handle and disclose inside information. The Company and its directors maintain strict confidentiality of the inside information until disclosure. Employees are reminded regularly that they must not make any unauthorized disclosure of inside information or make any use of such information for the advantage of himself or herself or others.

A system with good moral integrity and anticorruption mechanism is the cornerstone for a sustainable and healthy development of the Group. The Group strictly forbids any form of corruption, bribery, fraud and all other acts against professional ethics. In order to promote a clean working environment, the Group has established policies and systems related to anti-corruption in accordance with the Prevention of Bribery Ordinance (Chapter 201) and requires all employees to comply with them. In addition, the Group has established a whistleblowing policy and has set up channels for employees and other stakeholders to report to the Audit Committee in an anonymous manner, in order to enhance the effectiveness of monitoring of management within the Group.

D.3 Audit Committee

The Audit Committee of the Company was established on 25 April 2012 with reference to "A Guide for the Formation of an Audit Committee" issued by the Hong Kong Institute of Certified Public Accountants. The terms of reference of the Audit Committee (which was amended and restated on 25 March 2019) include the duties set out in code provisions D.3.3(a) to (n) as contained in Part 2 of the CG Code. The existing members of the Audit Committee comprise Mr. Chi Guohua, Mr. Wang Jun and Mr. Huang Haibo, all of whom are independent non-executive directors. Mr. Chi Guohua is the chairman of the Audit Committee. The Audit Committee does not have any former partner of the Group's existing audit firm as a member. The Company has adopted policy for hiring of employees and former employees of its external auditors on 25 April 2012 (which was amended and restated on 25 March 2019) to ensure judgment and independence of the audit of the Group will not be impaired.

In 2022, the Audit Committee held two (2) meetings and discharged its responsibilities. Attendance of individual members at the Audit Committee meetings is as follows:

	Attendance by directors/ Number of meetings eligible to attend	**Attendance Rate**
Mr. Chi Guohua *(chairman of the Audit Committee)*	2/2	100%
Mr. Wang Jun	2/2	100%
Mr. Huang Haibo	2/2	100%
Mr. Wang Songlin (resigned on 11 March 2022)	–	–
Average attendance rate		100%

The principal duties of the Audit Committee include reviewing the Company's financial controls, internal controls and risk management system, annual reports, accounts and half-yearly reports. The Audit Committee is also authorised to obtain outside professional advice and to seek information from employees, and the Company will provide sufficient resources to the Audit Committee for performance of its duties.

The following is a summary of the work performed by the Audit Committee in 2022:

- reviewed the auditors' management letter and the management's response;
- reviewed and considered the recently issued accounting standards, the adoption of new accounting standards and the change in significant accounting policies;
- reviewed the audited financial statements, the annual report and the final results announcement for the year ended 31 December 2021;
- reviewed the interim report and the interim results announcement for the six months ended 30 June 2022;
- met with the auditors to go through any significant audit issues or key findings noted during the audit of the Group's 2021 final results;
- met with the auditors to go through any significant key findings on the internal control and financial reporting matters based on the agreed-upon procedures performed for the Group's 2022 unaudited interim results;
- reviewed risk management and internal control systems and the effectiveness of the Company's internal audit function;

– reviewed the continuing connected transactions; and

– made recommendations to the Board regarding the appointment of external auditors and auditors remuneration.

In 2022, all issues raised by the Audit Committee were addressed by the management. The work and findings of the Audit Committee were reported to the Board. In 2022, no issues brought to the attention of the management and the Board were of sufficient importance to require disclosure in this annual report.

The Audit Committee reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2022 in conjunction with the Company's external auditors. Based on the review and discussions with management, the Audit Committee was satisfied that the audited consolidated financial statements of the Group were prepared in accordance with applicable accounting standards and fairly present the Group's financial position and results for the year ended 31 December 2022. The Audit Committee therefore recommended the audited consolidated financial statements of the Group for the year ended 31 December 2022 be approved by the Board.

Full minutes of the Audit Committee meetings are kept by the company secretary. Draft and final versions of the minutes of the Audit Committee meetings are sent to all members of the Audit Committee for comments and approval and all decisions of the Audit Committee are reported to the Board.

The terms of reference of the Audit Committee are available on the website of the Company and the website of the Stock Exchange. This annual report has been reviewed by the Audit Committee.

E. REMUNERATION

E.1 Remuneration Committee

The Remuneration Committee of the Company was established on 25 April 2012 with specific written terms of reference. The existing members of the Remuneration Committee comprise Mr. Huang Haibo and Mr. Wang Jun, all of whom are independent non-executive directors, and Mr. Wu Xiao An, an executive director. Mr. Huang Haibo is the chairman of the Remuneration Committee. The terms of reference of the Remuneration Committee are adopted with reference to the CG Code, including the specific duties set out in code provisions E.1.2(a) to (h) as contained in Part 2 of the CG Code.

In 2022, the Remuneration Committee held one (1) meeting and discharged its responsibilities. Attendance of individual members at the Remuneration Committee meeting is as follows:

	Attendance by directors/ Number of meetings eligible to attend	**Attendance Rate**
Mr. Huang Haibo *(chairman of the Remuneration Committee)*	1/1	100%
Mr. Wang Jun	1/1	100%
Mr. Wang Songlin (resigned on 11 March 2022)	–	–
Mr. Wu Xiao An	1/1	100%
Average attendance rate		100%

The Remuneration Committee is responsible for making recommendations to the Board regarding the Group's policy and structure for all remuneration of directors and senior management and approving the remuneration package of the individual executive directors. The Remuneration Committee is authorised to seek any information it requires from any employee of the Group and has the power to request the executive directors and other persons to attend its meetings. The Remuneration Committee is also authorised to obtain outside professional advice and to secure the attendance of other persons with relevant experience and expertise if it considers as necessary, and the Company will provide sufficient resources to the Remuneration Committee for performance of its duties.

The work performed by the Remuneration Committee in 2022 included:

– reviewing the director's service agreement of new non-executive director;

– approving the remuneration of directors (including the independent non-executive directors);

– approving the bonus payment to the staff of the Group; and

– considering the grant of share options when necessary as a means to provide incentives or rewards to the directors and/or employees of the Group.

The remuneration of directors is determined with reference to their respective qualifications, experience, duties and responsibilities in the Group. When approving the remuneration of directors, no individual directors will be involved in decisions relating to his own remuneration.

Full minutes of the Remuneration Committee meeting are kept by the company secretary. Draft and final versions of the minutes of the Remuneration Committee meetings are sent to all members of the Remuneration Committee for comments and approval and all decisions of the Remuneration Committee are reported to the Board subject to applicable restriction.

The terms of reference of the Remuneration Committee are available on the website of the Company and the website of the Stock Exchange.

F. SHAREHOLDERS ENGAGEMENT

F.1 Effective communication

Pursuant to code provision F.1.1 as contained in Part 2 of the CG Code, the Company should have a policy on payment of dividends and should disclose it in its annual report.

On 25 March 2019, the Board approved and adopted a dividend policy (the "**Dividend Policy**").

According to the Dividend Policy, the declaration, payment and amount of dividends will be subject to the discretion of the Board with reference to the following factors:

(a) the operating and financial results of the Group;

(b) the Group's cash flow position;

(c) the Group's liquidity position;

(d) the Group's business conditions and strategies;

(e) the retained earnings and distributable reserves of the Company;

(f) the capital requirements and expenditure plans;

(g) the future prospects, operations and earnings of the Group;

(h) the interests of the shareholders of the Company; and

(i) other factors that the Board deems relevant and appropriate.

Any declaration and payment of the dividend by the Company is also subject to any restrictions under the Companies Act (Revised) of the Cayman Islands, any other applicable laws, rules and regulations and the Articles of Association of the Company.

Any declaration and payment of future dividends under the Dividend Policy are subject to the Board's determination that it is in best interests of the Group and the shareholders of the Company as a whole. The Board will review the Dividend Policy from time to time and may exercise at its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time as it deems fit and necessary. There is no assurance that dividends will be paid in any particular amount for any given period.

F.2 Shareholders meetings

The Company attaches great importance to communications with its shareholders. Information on the Group's activities, business, strategies and developments is provided in the Company's annual reports and interim reports. Shareholders of the Company are encouraged to attend the annual general meetings of the Company which offer a valuable forum for dialogue and interaction with management.

In line with the practice of the Company, in respect of each matter to be considered at the annual general meetings and extraordinary general meetings, including the re-election of directors, a separate resolution will be proposed by the Chairman.

An annual general meeting of the Company was held on 23 June 2022 at which Mr. Wu Xiao An, the Chairman of the Board, and the chairman of each of the Audit Committee, Remuneration Committee and Nomination Committee attended the meeting either in person or by way of telephone conference to answer questions raised by the shareholders at the meeting in accordance with code provision F.2.2 as contained in Part 2 of the CG Code.

At the extraordinary general meeting of the Company held on 12 August 2022, all directors of the Company attended either in person or by way of telephone conference to answer questions raised by the shareholders at the meetings.

The Chairman of the Board, the chairman of each the Audit Committee, Remuneration Committee and Nomination Committee, or in their absence, another member of the relevant committee or an appointed representative, will attend the forthcoming annual general meeting of the Company to answer questions of shareholders.

Pursuant to code provision F.2.2 as contained in Part 2 of the CG Code, the Company will invite representatives of the external auditors to attend the forthcoming annual general meeting of the Company to answer shareholders' questions about the conduct of the audit, the preparation and content of the auditors' report, the accounting policies and auditors independence.

At each of the annual general meeting held on 23 June 2022 and the extraordinary general meeting held on 12 August 2022, the Chairman provided an explanation of the procedures for conducting a poll at the commencement of the meetings. Poll results were posted on the website of the Stock Exchange and the website of the Company on the day of the holding of the shareholders' meetings.

G. SHAREHOLDERS' RIGHT

G.1 Shareholders' right to convene extraordinary general meetings

Pursuant to Article 64 of the Articles of Association of the Company, extraordinary general meetings of the Company shall also be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the company secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 months after deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself/herself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

G.2 Procedures for putting forward proposals at shareholders' meetings

To put forward proposals at a general meeting of the Company, a shareholder should lodge a written notice of his/her/its proposal with his/her/its detailed contact information to the principal place of business of the Company in Hong Kong. The identity of the shareholder and his/her/its request will be verified with the Company's branch share registrar in Hong Kong and upon confirmation by the branch share registrar that the request is proper and in order and made by a shareholder, the Board will determine in its sole discretion whether the proposal may be included in the agenda for the general meeting.

The Company also adopted a set of guidelines on procedures for shareholders to propose a person for election as a director of the Company on 25 April 2012 which is available on the website of the Company.

G.3 Shareholders' enquiries

Shareholders may at any time make a request for the Company's information to the extent such information is publicly available and the Company has an investor relationship personnel to attend to enquiries from the shareholders. Details of the contact person are set out below:

Name	:	The Company Secretary
Telephone	:	2516 6918
Email	:	xce@xinchenpower.com

Shareholders may also make enquiries with the Board at the general meetings of the Company and/or by sending them to the Company's principal place of business in Hong Kong and addressing to the Board.

Shareholders should direct their questions about their shareholdings, share transfer, registration and payment of dividend to the Company's branch share registrar.

H. INVESTOR RELATIONS

H.1 Constitutional documents

Pursuant to a special resolution of the shareholders of the Company passed on 25 April 2012, the amended and restated memorandum and articles of association of the Company were adopted with effect from 13 March 2013. During the year ended 31 December 2022, there was no change in the memorandum and articles of association of the Company.

The amended and restated memorandum and articles of association of the Company are available on the website of the Stock Exchange and the website of the Company.

H.2 Shareholders' communication policy

The Company adopted a shareholders' communication policy on 25 April 2012 (as revised with effect on 23 May 2013) which is available on the website of the Company. To promote effective communication with shareholders of the Company (the "**Shareholders**"), the Company adopts this policy with the objectives to ensure that the Company provides timely, clear and reliable information to the Shareholders to allow them to make informed decisions and assessment of the performance and prospect of the Company, and that views of the Shareholders are communicated to the Company in assistance to the Company's development of appropriate strategies and measures in line with the interests of the Shareholders.

The Board shall be responsible for maintaining effective communication with the Shareholders and shall regularly review this policy to ensure its effectiveness. The Board concluded that such communication policy was effective during the year ended 31 December 2022 because no negative feedback has been received.

Environmental, Social and Governance Report

The Group is one of the leading automotive engine manufacturers in the indigenous branded passenger vehicle and light duty commercial vehicle engine market in the PRC. This environmental, social and governance ("**ESG**") report ("**ESG Report**") covers the Group's principal operations in PRC, namely the development, manufacturing and sale of light duty gasoline and diesel engines that are used by domestic passenger vehicle and light duty commercial vehicle manufacturers, and the manufacture and sales of core engine parts and components for domestic passenger vehicles. There has been no change to the entities covered by this ESG Report from the ESG report for the year ended 31 December 2021, save for a new subsidiary (directly wholly owned by Mianyang Xinchen) incorporated on 26 September 2022.

This ESG Report covers the period from 1 January 2022 to 31 December 2022. The Group fosters sustainable growth by fulfilling its corporate governance, environmental and social responsibilities. This ESG Report has been reviewed by the Board. For information on corporate governance, please refer to the Corporate Governance Report in this annual report.

As a responsible corporation, the Group is committed to maintaining the highest environmental and social standards to ensure the sustainable development of its business. During the year, the Group has endeavoured to manage, monitor, recommend and report on environmental and social aspects.

The Group has complied with all relevant laws and regulations in relation to its business including health and safety, workplace conditions, employment and the environment. The Group understands a better future depends on everyone's participation and contribution. Towards that end, it has encouraged employees, customers, suppliers and other stakeholders to participate in environmental and social activities which benefit the community as a whole.

The Group maintains strong relationships with its employees, has enhanced cooperation with its suppliers and has provided high quality products and services to its customers so as to ensure sustainable development.

Reporting Principles

This ESG Report is prepared in accordance with the Environmental, Social and Governance Reporting Guide (the "**ESG Guide**") as set out in Appendix 27 to the Listing Rules. The preparation of this ESG Report has applied the following principles:

Materiality: In accordance with principles and requirements of the ESG Guide, the Group identified and selected the ESG factors that are highly relevant. The Group's management and staff in major functions are involved in the preparation of this ESG Report, so as to assist the Group in reviewing its operations, identifying the relevant ESG factors, and assessing the materiality of those relevant ESG factors to our business and stakeholders by communicating with various stakeholders and enabling them to provide their opinion on the ESG factors of the Group.

Quantitative: The Group monitors regularly statistics on the quantitative key performance indicators ("**KPIs**") as stated in the ESG Guide, summarises and discloses them at the end of the year. Information on the standards, its methodologies and assumptions, calculation tools used and sources of conversion factors used have been disclosed in respective sections of this ESG Report when applicable.

Consistency: Consistent statistical methodologies and presentation of KPIs have been used to allow meaningful comparisons of related data over time.

A. ENVIRONMENTAL

A1 Emissions

Being a mechanical manufacturing corporation, the Group closely manages its emissions to minimise the impacts of its operations on the environment in strict compliance with environmental protection laws and regulations, such as the Environmental Protection Law of the People's Republic of China (《中華人民共和國環境保護法》), the Air Pollution Prevention and Control Law of the People's Republic of China (《中華人民共和國大氣污染防治法》), the Water Pollution Prevention and Control Law of the People's Republic of China (《中華人民共和國水污染防治法》) and the Law of the People's Republic of China on the Prevention and Control of Solid Waste (《中華人民共和國固體廢物防治法》). In 2022, the types of emissions of the Group were as follows:

- Atmospheric: industrial emissions and cooking fumes, the major pollutants of which are mainly nitrogen oxide (NO_x), sulphur dioxide (SO_2) and non-methane hydrocarbons (C_2-C_8) and other pollutants.

- Water: effluents from production activities and domestic sewage, the major pollutants of which are chemical oxygen demand by dichromate (CODcr), suspended solids (SS), grease, ammoniacal nitrogen (NH_3-N) and other pollutants.

- Solid waste: solid waste (non-hazardous) including non-metal scrap, used packaging materials and domestic waste; and dangerous waste (hazardous) including oil-stained cloth, oil sludge, used mineral oil, used containers, effluents containing mineral oils and generated by sewage treatment plants, and liquid waste generated by online monitoring and aluminium waste.

(I) Mitigate air emissions, greenhouse gases (GHG) and effluents

Measures to mitigate air emissions, GHG and effluents implemented by the Group in 2022 were as follows:

- Atmospheric emissions were dispersed at higher altitudes using chimney after being treated by mechanical ventilators, dust collectors and fume filters, and fume treatment devices and an online monitoring system were installed, so as to comply with the requirements of environmental protection standards.

- Effluent from production activities was treated in the Group's sewage treatment station before being discharged to the municipal sewer systems so as to meet the required environmental protection standards in terms of CODcr, SS and other key pollutant treatment indicators.

- Domestic sewage was treated in the sewage treatment facilities of the plants before being discharged into the municipal sewer systems so as to meet level-3 standards under the Integrated Wastewater Discharge Standard（《污水綜合排放標準》）(GB 8978-1996).

(II) Waste treatment

The Group implemented the following measures to further strengthen waste treatment management in 2022:

- Solid waste (non-hazardous) was separated and collected throughout the production processes before being disposed of by local environmental and hygiene bureaus.

- Dangerous waste (hazardous) was disposed of by qualified professional waste disposal companies in strict compliance with the requirements of environmental protection regulations after reporting to local environmental protection bureaus.

KPIs	**Descriptions**	**What to report**
A1.1	The types of emissions and respective emissions data.	The Group's equipment was mainly powered by electricity with no gaseous fuel consumption. The Group had 21 official vehicles. In 2022, their emissions (in kg) were: • nitrogen oxides (NO_x): 16,434.31 • sulphur dioxide (SO_2): 566.59 • particulate matter: 1,210.02

KPIs	Descriptions	What to report
A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Scope 1 – Direct GHG emissions or removals A. GHG emissions from stationary combustion sources: 0.21 tonne of carbon dioxide (CO_2) equivalent Breakdown of GHG emissions (in tonne(s)): • carbon dioxide (CO_2): 0.21 • methane (CH_4): 0.00003 • nitrous oxide (N_2O): 0.00022 B. GHG emissions from mobile combustion sources (road, air and water transport): 103.26 tonnes of carbon dioxide (CO_2) equivalent Breakdown of GHG emissions (in tonne(s)): • carbon dioxide (CO_2): 91.01 • methane (CH_4): 0.19 • nitrous oxide (N_2O): 12.06 C. Hydrofluorocarbons (HFC) and per fluorocarbons (PFC) emissions for refrigeration/air-conditioning (both commonly known as refrigerants): not applicable as the Group did not store refrigerants. D. GHG removals from newly planted trees: • carbon dioxide (CO_2) removal: 16.56 tonnes Scope 2 – Energy indirect GHG emissions (the Group mainly purchased electricity instead of gas) 22,129.35 tonnes of carbon dioxide (CO_2) equivalent Total GHG emissions: 22,215.48 tonnes of carbon dioxide (CO_2) equivalent GHG emission intensity (carbon dioxide equivalent (in tonnes)/unit of production): 1.0097
A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Total hazardous waste produced: 500.51 tonnes Per unit data: 0.0227 tonne produced per unit of production volume

KPIs	Descriptions	What to report
A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Total non-hazardous waste produced: 1,000.83 tonnes Per unit data: 0.0454 tonne produced per unit of production volume
A1.5	Description of emissions target(s) set and steps taken to achieve them.	The Group's emissions target is that the pollutants, such as atmospheric emissions, effluent, noise, etc. meet the requirements under national environmental protection standards. Major steps taken to mitigate emissions in 2022: • Atmospheric emissions were dispersed at higher altitudes using chimney after being treated by mechanical ventilators, dust collectors and fume filters. After the treatment, 95% of pollutants such as dust and non-methane total hydrocarbon are removed, bringing the emissions up to the required environmental protection standards. • Effluent from production activities was treated in the Group's sewage treatment station before being discharged to the municipal sewer systems so as to meet the required environmental protection standards in terms of CODcr, SS and other key pollutant treatment indicators (concentration after the treatment was approximately 200/100 mg/L, which was far below 500/400 mg/L as required by the Integrated Wastewater Discharge Standard (《污水綜合排放標準》) (GB 8978-1996)). • Domestic sewage was treated in the sewage treatment facilities of the plants (CODcr concentration after the treatment was lower than 200 mg/L) before being discharged into the municipal sewer systems so as to meet level-3 standards under the Integrated Wastewater Discharge Standard (《污水綜合排放標準》) (GB 8978-1996).

KPIs	Descriptions	What to report
A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	The Group's target of disposal of hazardous and non-hazardous wastes is to recycle as much as possible and dispose of the remainder in strict compliance with the requirements under environmental protection laws and regulations in order to reduce waste. In 2022, the Group's hazardous and non-hazardous wastes were handled as below: • 100% of hazardous waste was disposed of by qualified handling companies approved by environmental protection departments. • Non-hazardous waste was reused to the extent that direct internal reuse is possible, and then collected, recycled and disposed of by environmental and hygiene departments when reuse is not possible. The recycling rate based on the volume generated was 100%. In 2022, the treatment rate of hazardous waste was 100% with no misplacement, leakage, dispersal or other accidents. As to valuable non-hazardous waste, the recycling rate based on the volume generated was 100%.

A2 Use of Resources

The Group attaches great importance to the use of resources, and has formulated a number of documents including the Packaging Standards and Design Control Procedures (《包裝規範與設計控制程序》) and the Delivery Control Procedures (《交付控制程序》) and issued the Hints for Use of Office Air-conditioning (《辦公場所空調使用的溫馨提示》) and the Workplace Protocols (《文明辦公要求的通知》). Staff is encouraged to use resources efficiently in order to avoid wastage.

(I) Energy use efficiency

In 2022, the Group's energy use efficiency in production activities was enhanced through the following initiatives:

- Capitalising on Sichuan's preferential electricity use policies to reduce electricity cost by reasonably arranging production during rainy seasons.
- Energy-saving transformers were used to minimise wear and tear and ensure safe operation.
- LED energy-saving lighting was widely used in office buildings.
- Heating and cooling systems will only be turned on when it is below 18℃ during winter and over 25℃ during summer, respectively, and will be turned off 5 minutes before the closure of the relevant offices or workshops.
- Extended idling of office equipment was prohibited.

(II) Water use efficiency

The Group stresses water recycling in its production activities. Recycled water is used in the cooling systems of laboratories and testing workshops to reduce fresh water consumption and save water. Collected rainwater and river water instead of tap water are used for greening and irrigation.

KPIs	Descriptions	What to report
A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	Electricity consumption in total: 35,125,966.59 kW Diesel consumption in total: 0 kW Energy consumption intensity: 1,596.64 kW per unit of production volume
A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	Water consumption in total: 78,784.54 tonnes Water consumption intensity: 3.58 tonne per unit of production volume
A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	In 2022, the Group's target of energy use efficiency is to reduce electricity consumption by 5% year-on-year. The major steps taken were as follows: • Capitalising on Sichuan's preferential electricity use policies to reduce electricity cost by reasonably arranging production during rainy seasons. Output of engines and crankshafts decreased by 44% and 10% respectively, and electricity consumption was reduced by 11% as compared to the previous year. • LED energy-saving lighting was widely used in office buildings. • Heating and cooling systems will only be turned on when it is below 18℃ during winter and over 25℃ during summer, respectively, and will be turned off 5 minutes before the closure of the relevant offices or workshops. • Extended idling of office equipment was prohibited.

KPIs	Descriptions	What to report
A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	There was no issue in sourcing water as all water comes from fresh water supply systems of industrial parks. In 2022, the target of water efficiency is to reduce water consumption while meeting production and operation requirements. The major steps taken were as follows: • Water consumption was effectively reduced by reusing water from cooling towers in engine testing and casting workshops. • Water consumption was reduced by using collected rainwater and river water instead of tap water for greening and irrigation.
A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	The three major packaging materials used by the Group are steel, paper and wood, and plastic. If customers do not have special requests, we deliver our products by steel frames, which are recovered and reused after delivery. In other cases, we deliver our products in wooden boxes, cartons and plastic wrapping film. Total packaging material used for finished products: 324.80 tonnes Material used per unit produced: 0.0147 tonne

A3 The Environment and Natural Resources

The Group advocates environmental protection and energy-saving amongst its staff. Actions taken to mitigate any substantial impacts on the environment and natural resources are as follows:

- Email, intranet and centralised printing systems are used to reduce the use of paper.
- Paperless quality inspection reports and electronic filing systems are adopted, and all documents of which the hard copy is required must be printed on both sides in order to reduce the use of paper.
- Corporate shuttle buses take the staff members to and from work collectively to reduce vehicle exhaust fumes.
- Office lighting is minimised by using natural light and turning off lights when the last person leaves the offices.

KPIs	Descriptions	What to report
A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	The Group endeavours to minimise its impact on the environment in its production, manufacturing and technical modification processes. As the manufacturing operation requires the use of natural resources, public facilities and materials, we advocate sustainable improvement of the environment in its product design and production. We persistently improve our products in order to reduce their impact on the environment. Products produced and sold by us comply with national emissions and fuel consumption regulations for vehicles. Major actions taken in 2022: • Replacing paper packaging and wooden pallets with reusable metal frames and conserving and recycling more paper to minimise the direct/indirect use of wood and thus indirectly reducing carbon emissions. • Engaging the suppliers to decontaminate and dispose of oil-stained sodium salt of carboxymethyl ether of cellulose after grease removal treatment, and reusing the removed grease in the equipment after filtration to produce less hazardous waste, conserve more energy consumed by the suppliers during the disposal process, and directly/indirectly reduce total emissions to the environment and energy consumed during the disposal process. • Using natural ventilation instead of air-conditioning at offices during summer to reduce energy consumption. • Adopting paperless quality inspection reports and electronic filing systems, and printing all documents of which the hard copy is required on both sides in order to reduce the use of paper. • Using less corporate cars and more public transport. • Using collected rainwater and river water instead of tap water for greening and irrigation. • Turning on heating and cooling systems only when it is below 18℃ during winter and over 25℃ during summer, respectively, and turning them off 5 minutes before the closure of the relevant offices or workshops. Turning off lights before leaving the offices.

A4 Climate Change

The Group strictly complies with the requirements under the Air Pollution Prevention and Control Law (《大氣污染防治法》) and the Implementation Measures of Sichuan Province Regarding the Air Pollution Prevention and Control Law of the People's Republic of China (Amendments) (《四川省〈中華人民共和國大氣污染防治法〉實施辦法(修訂)》) to reduce the emission of air pollutants.

KPIs	Descriptions	What to report
A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	By being heedful of the warning of heavy pollution issued by the government, the Group lowers and limits production accordingly in order to reduce air pollutants. Major actions taken in 2022: • The staff are encouraged to use video conferences so as to strictly control the number of business travels and reduce the use of air and other public transportation, thereby decreasing energy consumption. • 11 electric forklifts were used to move and transport products in order to reduce the emission of pollutants. • 5 electric vehicles were leased from a public transportation company to take the staff members to and from work.

B. SOCIAL

Employment and Labour Practices

B1 Employment

(I) Working environment

The Group creates a harmonious and comfortable working environment with 5S (i.e. sort (SEIRI), set in order (SEITON), shine (SEISO), standardise (SETKETSU) and sustain (SHIT-SUK)) and visual management methods. It also provides dormitories, canteens, gym halls, basketball courts and reading rooms to the staff so as to promote work-life balance and mental and physical well-being.

Team-building is fostered to boost collaboration amongst the staff. Performance-based appraisals and open communication channels are maintained for the staff to express their career expectations as well as their opinions on and suggestions for the Group. Through a fair working environment, it aims to motivate its staff to work and contribute proactively with passion so as to facilitate the Group's development.

(II) Employment system

The Group has an open, fair and equitable staff recruitment system in place to maximise its human resources by matching employees with positions according to their capability for them to realise their full potential.

Newly-recruited employees must participate in safety, environmental protection, occupational health and other legal training in strict compliance with national, provincial and municipal regulations such as the Labour Contract Law of the People's Republic of China (《中華人民共和國勞動合同法》) and the Environmental Protection Law of the People's Republic of China (《中華人民共和國環境保護法》).

The Group has prepared the Guiding Handbook for Human Resources Management (《人力資源管理指導手冊》) and the Staff Handbook (《員工手冊》) that incorporate several rules and systems, such as the Measures for the Administration of Labour Contracts (《勞動合同管理辦法》), the Measures for the Administration of Staff Working Hours (《員工工作時間管理辦法》), the Measures for the Administration of Termination of Employment (《員工離職管理辦法》), the Measures for the Administration of Staff Training (《員工培訓管理辦法》), the Measures for the Administration of Performance (《績效管理辦法》) and the Measures for the Administration of Staff Remuneration (《員工薪酬管理辦法》), which cover various aspects of employment that are closely related to the interests of the employees, including, amongst other matters, compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare, to ensure the stringent implementation and execution of the relevant regulations.

The Group conducts annual staff satisfaction survey with the view to constantly boosting staff's satisfaction in terms of working environment, remuneration and benefits.

KPIs	Descriptions	What to report
B1.1	Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region.	At the end of 2022, the number of full-time staff was 998, of which 850 were male and 148 were female. 182 aged 30 or below, 350 aged 31 to 40, 264 aged 41 to 50 and 202 aged 51 or above. 511 were located in Mianyang, 480 were located in Shenyang and 7 were located in Hong Kong.
B1.2	Employee turnover rate by gender, age group and geographical region.	At the end of 2022, the turnover rates for male and female staff were 5% and 1%, respectively. Turnover rates were 4% for the age group of below 40 and 2% for the age group of 40 or above. Turnover rates for staff in Mianyang, Shenyang and Hong Kong were 6%, 2% and 0% respectively.

B2 Health and Safety

The Group strives to reduce health and safety risks by persistently improving the working environment in strict compliance with health and safety laws and regulations, such as the Production Safety Law of the People's Republic of China (《中華人民共和國安全生產法》) and the Prevention and Control of Occupational Diseases Law of the People's Republic of China (《中華人民共和國職業病防治法》).

The Group adopted a people-oriented approach in respect of occupational health and safety in accordance with the safety-first, prevention-focused, comprehensive management and prevention-and-management-integrated national occupational health and safety guidelines.

The Group believes that the number of work accidents and occupational diseases can be effectively reduced by constantly perfecting the relevant occupational health and safety management rules as well as offering a relatively safe and comfortable workplace and relevant training to the staff.

KPIs	Descriptions	What to report
B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	With sustained effort, the Group successfully achieved its annual occupational health and safety goals of zero critical workplace injury and zero occupational disease in the past three years including 2022.
B2.2	Lost days due to work injury.	There were 0 lost days due to work injury in 2022.
B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	In 2022, the Group conducted occupational health checkup for staff members who are exposed to occupational hazards. Staff members showing certain contraindications according to the checkup were re-examined and re-designated to other positions in a timely manner in order to prevent occupational diseases. It aims to mitigate corporate occupational health risk, safeguard the well-being of the entire staff, and promote their career development.

B3 Development and Training

In 2022, the Group further strengthened its training system, organised group training for different departments, refined its staff orientation procedures and training materials, and renewed the contents of the programmes and number of training hours.

The Group enhanced the performance of its staff by focusing on core operational training such as research and development, quality control, production, manufacturing and cost control according to its development directions and strategic goals. During the year, all staff members attended some sort of training and a total of 110 training sessions were conducted with 6,115 participants. Regular staff training topics included but were not limited to induction, IATF 16949 quality system standards and audit skills, legal risk prevention and control ability, safety, occupational health and environmental protection, tax management and planning in a new tax environment, tax arrangement, calculation, settlement and payment, physical and chemical measurements, and special operation practices.

KPIs	Descriptions	What to report
B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	In 2022, 80% of the participating staff was male and 20% was female. Top management, middle officers and other staff members accounted for 10%, 20% and 70% of the participating staff, respectively.
B3.2	The average training hours completed per employee by gender and employee category.	The training hours completed in 2022 were 32 for both male and female staff. Top management, middle officers and other staff members received 25, 32 and 35 hours of training, respectively.

B4 Labour Standards

To establish a customer-friendly, open, transparent, responsible and innovative corporation, the Group makes concerted efforts to prohibit the use of child and forced labour and create a harmonious, safe and healthy working environment with its staff based on the principles of fairness, equity and mutual respect in strict compliance with the Labour Law of the People's Republic of China (《中華人民共和國勞動法》), the Labour Contract Law of the People's Republic of China (《中華人民共和國勞動合同法》) and other relevant laws and regulations.

KPIs	Descriptions	What to report
B4.1	Description of measures to review employment practices to avoid child and forced labour.	The Group formulated and implements the Recruitment Management Methods (《招聘管理辦法》) which stipulates the prohibition of child and forced labour. During the recruitment process, the Group verifies the particulars of all candidates and participates in legitimate job fairs, so as to strictly forbid child and forced labour.
B4.2	Description of steps taken to eliminate such practices when discovered.	Any irregularity, if identified, will be immediately stopped and handled in accordance with the Labour Law of the People's Republic of China (《中華人民共和國勞動法》), the Labour Contract Law of the People's Republic of China (《中華人民共和國勞動合同法》) and relevant laws and regulations.

Operating Practices

B5 Supply chain management

The Group has devised and implemented the Procurement Management Procedures (《採購管理程序》) for the procurement department to draw up procurement plans according to sales forecasts, production plans and inventory position, and the Supplier Management Procedures (《供方管理程序》) for it to select suppliers based on the assessment of their technical development capacity, technique, equipment and process designs, quality, and commercial terms. To ensure the product quality, safety, environmental management and other capacities of the suppliers, the Group designs its annual audit plan to conduct on-site audit on the suppliers in accordance with the Supplier APQP Management Procedures (《供貨商APQP管理流程》), the Supplier Quality Issue Resolution Management Procedures (《供貨商質量問題解決管理流程》), the Measures for the Administration of Supplier PPAP Audit and Production Capacity Assessment (《供貨商PPAP審核及產能評估管理辦法》) and the On-site Supplier Audit Management Procedures (《供貨商現場審核管理流程》). As supply chains are the key to sustainable business operation, the Group steadfastly manages its supply chain risks and uses green procurement practices in accordance with the Supplier Management Procedures (《供方管理程序》).

In 2022, the Group had 16 supply chain management staff members, of which 1 was a manager and 15 were general staff. The numbers of personnel responsible for direct and indirect procurement were 9 and 7, respectively. The duties of these teams and each member are clearly set out in the Departmental Functions (《部門職能》) and the Position Descriptions (《崗位說明書》) and include the identification of direct and indirect material suppliers, the execution of relevant documents and the management of suppliers.

KPIs	Descriptions	What to report
B5.1	Number of suppliers by geographical region.	In 2022, the Group had 79 suppliers, of which 34 were located in eastern China, 5 in northern and northeast China, 18 in Sichuan and Chongqing, 13 in central China, 3 in southern China and 6 in other countries.
B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	The Group formulated and implements the Supplier Engagement and Management Procedures (《供方引入及管理程序》) to engage suppliers through tendering. The existing 79 suppliers were all engaged according to established procedures, which strictly require suppliers to meet the standards under ISO 9000 or IATF 16949 quality systems. All selected suppliers are monitored and appraised under the Group's Measures for Comprehensive Management and Appraisal of Suppliers (《供方綜合管理考評辦法》). Audit plans are drawn up on an annual basis and on-site audits are carried out according to the Group's On-site Supplier Audit Management Procedures (《供貨商現場審核管理流程》). Suppliers are required to rectify any issue raised during the on-site audit and the Group will follow up the rectification in accordance with established procedures.
B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	The Group has formulated and implemented the Measures for the Administration of Potential Suppliers (《潛在供方管理辦法》) and the Supplier Management Procedures (《供方管理程序》) to incorporate environmental and social responsibility index to be assessed by the quality assurance, technical, technology, business and other relevant departments into its supplier management system with the aim of ensuring that the suppliers are able to fulfil the Group's needs before selecting them. The Group has also formulated and implemented the On-site Supplier Audit Management Procedures (《供貨商現場審核管理流程》) and the Supplier Management Procedures (《供方管理程序》) for quality assurance, technical and other relevant departments to identify environmental and social risks in each part of the supply chain during on-site audits after selecting the suppliers. At the same time, the quality department conducts monthly supplier assessments. Going forward, it will focus on assessing the environmental and social risks of the suppliers so as to implement the Group's green procurement practices. The Group provides anti-corruption training for the suppliers by ways of meetings, on-site audits and mails in order to communicate the Group's anti-corruption requirements.

KPIs	Descriptions	What to report
B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	Upon being selected, suppliers sign the Mass Production and Supply Agreement (《量產供貨協議》), which requires that: • A vendor shall establish and maintain a certified environmental management system in accordance with the requirements under ISO 14001 or other environmental management system derived from or approved or certified by ISO 14001. • The purpose of a purchaser and a vendor shall be in line with the approaches under the United Nations Global Compact (Davos, 01/99) and the principals and rights proposed by the International Labour Organisation (ILO) in the Declaration on Fundamental Principles and Rights at Work (Geneva, 06/98). Suppliers are required to ensure the compliance with such social responsibility commitments by all of their sub-contractors.

B6 Product Responsibility

The Group lays stress on product quality and production responsibility. It has established a quality assurance management system that covers the whole operation (including raw material procurement, product design, manufacturing, advertising, labelling, privacy, after-sale services and quality control), an assessment management system and laboratory management standards, and strengthened its testing systems, and persistently studies and minimises its environmental impacts, in order to always provide its customers with products that are in strict compliance with national and industrial standards, government policies and regulations such as the Product Quality Law of the People's Republic of China (《中華人民共和國產品質量法》), the Law of the People's Republic of China on the Protection of Consumer Rights and Interests (《中華人民共和國消費者權益保護法》), the Provisions on Repairing, Replacing & Returning Liabilities of Family Car Products (《家用汽車產品修理、更換、退貨責任規定》) and the Regulations on the Administration of Recall of Defective Auto Products (《缺陷汽車產品召回管理條例》), as well as prohibited substances, emission and fuel consumption standards such as Requirements for Prohibited Substances on Automobiles (GB/T 30512-2014), Limits and Measurement Methods for Emissions from Light-duty Vehicles (CHINA 5) (GB 18352.5-2013), Fuel Consumption Limits for Heavy-duty Commercial Vehicles (GB 30510-2014), Fuel Consumption Evaluation Methods and Targets for Passenger Cars (GB 27999-2014), and Limits and Measurement Methods for Emissions from Light-duty Vehicles (CHINA 6) (GB 18352.6-2016).

To reach higher standards, the Group has extended its product service coverage across the nation and even overseas so that timely and effective measures can be taken when its product is out of order. The Group collects and analyses customers' feedbacks on the experience and quality of the products in a timely manner so as to take preventive measures and constantly increase the reliability and satisfaction, while lowering the failure rates, of its products.

KPIs	Descriptions	What to report
B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	In 2022, 0% of the total products sold or shipped by the Group was subject to recalls for safety and health reasons.

KPIs	Descriptions	What to report
B6.2	Number of products and service related complaints received and how they are dealt with.	In 2022, no products and service related complaints were received. Corresponding plans for handling complaints have been formulated. The Group will respond to complaints inside and outside the province within 4 hours and 24 hours, respectively. The Group serves nearly 1,000 after-sales service stations (including customer service stations designated by car manufacturers) and 10 accessories distributors. The After-Sales Service Department employs expert technicians to provide advice to customers and training to the after-sales service stations. It has also set certain emergency maintenance quality standards, including technical triage and failure elimination, to meet customers' and users' demand for on-site services.
B6.3	Description of practices relating to observing and protecting intellectual property rights.	In relation to counterfeit Xinchen Power accessories in the market, two methods will be adopted to observe and protect intellectual property rights: (1) specialists from the Accessory Department will visit accessory markets across the PRC and enhance the awareness of distributors of accessories of distinguishing genuine and counterfeit products; (2) the Group will partner with distributors to investigate and take legal actions against infringement of Xinchen Power's trademark, sale of counterfeit and inferior goods and defending rights.
B6.4	Description of quality assurance process and recall procedures.	The Group formulated and implements the Inspection and Testing Control Procedures (《檢驗和試驗控制程序》). Samples of raw and auxiliary materials are taken and tested in accordance with product drawings, inspection guidelines on purchased materials and relevant standards by the Quality Assurance Department pursuant to inspection control plans. Production processes are inspected by the Quality Assurance Department and workshops according to the inspection guidelines. The Group formulated and implements the Management Procedures for Non-conforming Products (《不合格品管理程序》). In case of any defects found in an engine, the engine number and locations will be the first to be identified. The engine in question will then be locked and moved to a separate area for repair/testing. Repaired engines will be unlocked and transported to a different place for storage.
B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	The commercial contracts entered into with service plants contain binding provisions in relation to the protection of consumer data. Abnormalities and consumers' complaints are reviewed by the Group and the service plants regularly. Corrective measures will be formulated and remedies will be taken in a timely manner in case of performance issues.

B7 Anti–corruption

The Group's disciplinary and supervision department regularly conducts self-evaluations and implements improvements over its key aspects and activities such as construction work management, project investment, procurement of supplies, invitation and provision of tenders, utilization of substantial funds together with the audit, financial and compliance departments. They identify risk factors, evaluate risk level, formulate prevention and control measures, establish databases, and refine the systems and procedures against corruption. To promote party rules and anti-corruption culture as well as define relevant liabilities across the Group, it has implemented dual responsibilities for each position, defined the substance of the responsibilities, established assessment systems for such responsibilities and laid out the liabilities of breaches. Meetings for the promotion of Chinese Communist Party's rules and anti-corruption culture, comprehensive party committee standing order, leader management system and the management systems for the "Three Key and One Substantial（三重一大）" matters were established and refined. Whistleblowing procedures were clarified and disciplinary review systems were reinforced to monitor the conducts and actions of the staff during daily operations and prevent bribery, extortion, fraud and money-laundering. As at the date of this report, the Group was not aware of any legal case regarding corrupt practices brought against the Group or its employees.

KPIs	Descriptions	What to report
B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	No legal case regarding corrupt practices was brought against the Group or its employees in 2022.
B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	The Group has put in place and perfect its interview system for the promotion of party rules and anti-corruption culture, the Rules of Procedures of the Party Committee and the management system for decision-making of "Three Key and One Substantial（三重一大）" matters. A regular mechanism for promoting anti-corruption is established in order to incorporate materials of caution and education into integrity talks for leaders and cadres as well as induction training for new cadres. Reminders and notices on clean operation are issued during major festivals and holidays and important occasions every year. Hotlines, mailboxes and email addresses are set up for whistle-blowing and the reports and tips received will be verified and investigated.
B7.3	Description of anti–corruption training provided to directors and staff.	Educational activities are launched to demonstrate integrity with illustrations and video lessons are arranged regularly for party members and cadres in order to educate staff on compliance with party rules, laws and regulations.

Community

B8 Community Investment

The Group values good social relationships with local communities and is therefore committed to its social responsibilities. It employs and offers a good working environment to local workers.

In 2022, the Veit Fund (懷特基金) set up by the Group and Dr. Veit Kohnhause, the former Consultant of General Manager, continued to subsidise 3 local underprivileged students with excellent academic results. In addition, individual employees and departments of the Group have raised funds for the Love Foundation (愛心基金) to support staff members in need. The labour union and senior staff union of the Group have established close support systems that document supports provided across the nation in order to offer regular support to employees in need according to their respective difficulties.

KPIs	Descriptions	What to report
B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	In 2022, the Group's focus areas of contribution were as follows: • Subsidies to 3 local underprivileged students. • Establishment of the staff in need database and the Love Foundation (愛心基金) to timely support staff members in need. • Staff events to celebrate the International Women's Day organised by the labour union.
B8.2	Resources contributed (e.g. money or time) to the focus area.	In 2022, the resources contributed by the Group to the focus areas were as follow: • RMB4,200 for staff events to celebrate the International Women's Day. • RMB45,000 for subsidising underprivileged students. • RMB190,000 for helping staff in need.

Independent Auditor's Report

Grant Thornton
致同

To the members of Xinchen China Power Holdings Limited
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Xinchen China Power Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 68 to 146, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirement of the Hong Kong Companies Ordinance ("CO").

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to Note 3.2 in the consolidated financial statements, which describes the principal conditions that raise doubt about the Group's ability to continue as a going concern. These events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How the matter was addressed in our audit
Impairment assessment of property, plant and equipment, right-of-use assets, prepaid lease payments and intangible assets	
At 31 December 2022, the Group had significant property, plant and equipment amounting to approximately RMB1,197,268,000, right-of-use assets amounting to approximately RMB510,517,000, prepaid lease payments amounting to approximately RMB117,695,000 and intangible assets amounting to approximately RMB603,379,000. The Group had reported losses in the current year which indicates the carrying amount of certain property, plant and equipment, right-of-use assets, prepaid lease payments and intangible assets may be impaired. The Group performed an impairment assessment on these assets as at 31 December 2022 to determine the recoverable amount of each cash-generating unit ("CGU") to which the assets belongs, using value-in-use calculation based on the valuations performed by an independent qualified professional valuer (the "Valuer"). Based on the results of the assessment, it is concluded that there was impairment amounting to approximately RMB8,528,000 and RMB6,907,000 in property, plant and equipment and intangible assets respectively. We focused on this area due to the significance of the balance, the existence of impairment indicators and the determination of recoverable amount of these assets, using value-in-use calculation, require significant judgements and estimates by management about the future results of the related business and the discount rate applied to the cash flow forecast. Management's disclosures with regard to the estimation are set out in Note 4.6 to the consolidated financial statements whilst the disclosures in respect of the carrying values of property, plant and equipment, right-of-use assets, prepaid lease payments and intangible assets are set out in Note 16, Note 17, Note 18 and Note 20 to the consolidated financial statements, respectively.	Our audit procedures in relation to assessment of the carrying values of property, plant and equipment, right-of-use assets, prepaid lease payments and intangible assets with impairment indicator included the following: • discussed with management and obtained an understanding of management's impairment assessment process; • evaluated management's identification of CGUs and the allocation of property, plant and equipment, right-of-use assets, prepaid lease payments and intangible assets to the corresponding CGUs; • evaluated the competence, capabilities and objectivity of the Valuer and obtained an understanding of their scope of work and their terms of engagement; and • assessed the arithmetical accuracy of the value-in-use calculation of the cash flow forecast and assessed the appropriateness of the methodology used. Tested the key assumptions used in the future cash flow forecast, including revenue growth rate and terminal growth rate, based on other available market data in the automobile industry taking into account the historical performance of the Group, where applicable indicative saleable units confirmed by customers and corroborating with the development plan based on our discussion with management. Tested the discount rate by benchmarking them to the rates used by similar companies in the market.

KEY AUDIT MATTERS (Cont'd)

Key audit matter

Impairment assessment on trade receivables and trade related amounts due from related companies (collectively referred to as "Trade-related-receivables")

We identified impairment assessment on Trade-related-receivables as a key audit matter due to the significance of the balances to the consolidated financial statements as a whole and the involvement of subjective judgement and management estimates in evaluating the expected credit losses ("ECL") of Trade-related-receivables at the end of the reporting period.

At 31 December 2022, the carrying amounts of trade receivables and trade related amounts due from related companies are RMB676,242,000 and RMB10,409,000 respectively, which represented approximately 16.3% and 0.3% of total assets of the Group.

As disclosed in Note 4.4 to the consolidated financial statements, the Group estimates the amount of lifetime ECL of Trade-related receivables based on the valuations performed by the Valuer for the year ended 31 December 2022. The valuations of Trade-related-receivables are based on provision matrix and individual assessment. For the ECL assessment of trade receivables based on provision matrix which is through grouping of various debtors that have similar credit characteristic, after considering credit ratings of trade debtors, ageing, repayment history and/or past due status of respective trade receivables, whereas the ECL assessment of trade related amounts due from related companies based on individual assessment is by reference to the credit rating, including the Group's historical credit loss experiences, adjusted for factors that are specific to the debtors. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information. The assessment of ECL involves a high degree of uncertainties.

As disclosed in Notes 24 and 25 to the consolidated financial statements, the Group recognises an additional impairment amount of RMB 1,010,000 (net of reversal) charged to profit or loss for Trade-related-receivables for the year ended 31 December 2022 and the Group's lifetime ECL on Trade-related-receivables as at 31 December 2022 amounted to RMB952,362,000.

How the matter was addressed in our audit

Our audit procedures in relation to the impairment assessment on Trade-related-receivables included the following:

- evaluated the competence, capabilities and objectivity of the Valuer and obtaining an understanding of their scope of work and their terms of engagement;
- tested the integrity of information provided by management to the Valuer to develop the provision matrix and individual assessment, including Trade-related-receivables ageing analysis as at 31 December 2022, on a sample basis, by comparing individual items in the analysis with the relevant sales orders, sales invoices and other supporting documents;
- assessed the arithmetical accuracy of management and the Valuer's basis and judgement in determining the ECL based on historical credit loss records and with reference to other factors that have been taken into consideration by management and the Valuer;
- assessed the reasonableness of Valuer's grouping of the Trade-related-receivables in the provision matrix, and the basis of estimated loss rate applied in each category in the provision matrix with reference to historical default rates and forward-looking information; and
- evaluated the disclosures regarding the impairment assessment of Trade-related-receivables in Notes 24 and 25 to the consolidated financial statements.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the 2022 annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated 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 DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the CO, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group'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 the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors assisted by the Audit Committee are responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated 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 solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs 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 consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated 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, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

- conclude on the appropriateness of the directors' 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 the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated 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 the Group to cease to continue as a going concern.

- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated 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 Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee 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, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated 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.

Grant Thornton Hong Kong Limited
Certified Public Accountants
11th Floor,
Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong SAR

28 March 2023

Chiu Wing Ning
Practising Certificate No.: P04920

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2022

	NOTES	2022 RMB'000	2021 RMB'000
Revenue	5	**1,652,481**	1,462,777
Cost of sales		**(1,550,089)**	(1,386,340)
Gross profit		**102,392**	76,437
Other income	6	**24,978**	109,204
Impairment losses, net	7	**(1,010)**	(298,877)
Other gains and losses	8	**11,528**	5,074
Selling and distribution expenses		**(12,370)**	(17,388)
Administrative expenses		**(143,883)**	(199,129)
Finance costs	9	**(62,350)**	(58,365)
Other expenses		**(12,610)**	(16,616)
Share of loss of associate	19	**(17,406)**	–
Loss before tax		**(110,731)**	(399,660)
Income tax (expense)/credit	10	**(5,098)**	6,887
Loss for the year	11	**(115,829)**	(392,773)
Other comprehensive income:			
Item that may be reclassified subsequently to profit or loss:			
Fair value gain/(loss) on:			
Receivables measured at fair value through other comprehensive income ("FVTOCI")	12	**139**	(161)
Total comprehensive loss for the year		**(115,690)**	(392,934)
Loss per share – Basic and diluted (RMB)	15	**(0.090)**	(0.306)

The notes on pages 74 to 146 are an integral part of these consolidated financial statements.

Consolidated Statement of Financial Position

As at 31 December 2022

	NOTES	2022 RMB'000	2021 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment	16	**1,197,268**	1,876,085
Right-of-use assets	17	**510,517**	4,232
Prepaid lease payments	18	**117,695**	121,816
Interest in an associate	19	**211,263**	–
Intangible assets	20	**603,379**	646,684
Deferred tax assets	21	**16,044**	19,550
Loan to a shareholder	22	**11,876**	14,784
Other assets	27	**–**	213,696
		2,668,042	2,896,847
CURRENT ASSETS			
Inventories	23	**483,140**	471,886
Trade and other receivables	24a	**783,560**	144,142
Receivables measured at FVTOCI	24b	**3,278**	12,950
Amounts due from related companies	25	**10,433**	150,662
Tax recoverable		**–**	1,548
Pledged/restricted bank deposits	26	**148,619**	273,937
Bank balances and cash	26	**59,059**	12,853
		1,488,089	1,067,978
CURRENT LIABILITIES			
Trade and other payables	28	**601,464**	822,755
Amounts due to related companies	29	**23,924**	81,675
Amount due to an associate	30	**467,461**	–
Borrowings due within one year	32	**551,740**	1,068,232
Lease liabilities	31	**170,024**	2,095
Tax payable		**1,052**	–
		1,815,665	1,974,757
NET CURRENT LIABILITIES		**(327,576)**	(906,779)
TOTAL ASSETS LESS CURRENT LIABILITIES		**2,340,466**	1,990,068

Consolidated Statement of Financial Position (Cont'd)

As at 31 December 2022

	NOTES	2022 RMB'000	2021 RMB'000
NON-CURRENT LIABILITIES			
Borrowings due after one year	32	**108,184**	172,060
Lease liabilities	31	**537,835**	2,157
Deferred income	33	**19,521**	25,235
		665,540	199,452
NET ASSETS		**1,674,926**	1,790,616
CAPITAL AND RESERVES			
Share capital	34	**10,457**	10,457
Reserves		**1,664,469**	1,780,159
TOTAL EQUITY		**1,674,926**	1,790,616

The notes on pages 74 to 146 are an integral part of these consolidated financial statements.

The consolidated financial statements on pages 68 to 146 were approved and authorised for issue by the board of directors of the Company (the "Board") on 28 March 2023 and are signed on its behalf by:

Wu Xiao An (also known as Ng Siu On)
Director

Wang Yunxian
Director

Consolidated Statement of Changes in Equity

For the year ended 31 December 2022

	Share capital RMB'000	Share premium# RMB'000 *(Note a)*	Special reserve# RMB'000 *(Note b)*	Surplus reserves# RMB'000 *(Note c)*	Deemed distribution to a shareholder# RMB'000 *(Note d)*	Contribution from a shareholder# RMB'000 *(Note e)*	FVTOCI reserve# RMB'000	Retained profits# RMB'000	Total RMB'000
At 1 January 2021	10,457	700,258	193,457	394,760	(11,285)	8,319	–	887,584	2,183,550
Loss for the year	–	–	–	–	–	–	–	(392,773)	(392,773)
Other comprehensive loss for the year	–	–	–	–	–	–	(161)	–	(161)
Total comprehensive loss for the year	–	–	–	–	–	–	(161)	(392,773)	(392,934)
Transfer of reserves	–	–	–	612	–	–	–	(612)	–
At 31 December 2021	10,457	700,258	193,457	395,372	(11,285)	8,319	(161)	494,199	1,790,616
At 1 January 2022	10,457	700,258	193,457	395,372	(11,285)	8,319	(161)	494,199	1,790,616
Loss for the year	–	–	–	–	–	–	–	(115,829)	(115,829)
Other comprehensive income for the year	–	–	–	–	–	–	139	–	139
Total comprehensive loss for the year	–	–	–	–	–	–	139	(115,829)	(115,690)
Transfer of reserves	–	–	–	1,327	–	–	–	(1,327)	–
At 31 December 2022	**10,457**	**700,258**	**193,457**	**396,699**	**(11,285)**	**8,319**	**(22)**	**377,043**	**1,674,926**

Notes:

(a) Share premium represents the difference between the par value of the share issued and the subscription and issue price of new shares in prior years.

(b) Special reserve represents the difference between paid-in capital of Mianyang Xinchen Engine Co., Limited* (綿陽新晨動力機械有限公司) ("Mianyang Xinchen") and issued share capital of the Company arising from group reorganization.

(c) Surplus reserves comprise statutory surplus reserve and discretionary surplus reserve of Mianyang Xinchen, a major operating subsidiary of the Group, which are non-distributable and the transfer to these reserves is determined according to the relevant laws in the People's Republic of China (the "PRC") and by the board of directors of Mianyang Xinchen in accordance with its Articles of Association. Statutory surplus reserve amounting to approximately RMB266,955,000 as at 31 December 2022 (2021: RMB265,628,000), can be used to make up for previous year's losses or convert into additional capital of Mianyang Xinchen. Discretionary surplus reserve amounting to approximately RMB129,744,000 as at 31 December 2022 (2021: RMB129,744,000) can be used to expand the existing operations of Mianyang Xinchen.

(d) Deemed distribution to a shareholder represents the fair value adjustments on interest-free loan to a subsidiary of a joint controlling shareholder of Mianyang Xinchen in prior years.

(e) Contribution from a shareholder represents the fair value adjustments on shares awarded by Lead In Management Limited ("Lead In") to a third party in prior years.

The notes on pages 74 to 146 are an integral part of these consolidated financial statements.

The reserves accounts comprise the Group's reserves of RMB1,664,469,000 (2021: RMB1,780,159,000) in the consolidated statement of financial position.

* *English name for reference only.*

Consolidated Statement of Cash Flows

For the year ended 31 December 2022

	2022 RMB'000	2021 RMB'000
OPERATING ACTIVITIES		
Loss before tax	**(110,731)**	(399,660)
Adjustments for:		
Interest expenses	**62,350**	58,365
Interest income	**(3,701)**	(5,619)
Depreciation and amortisation	**183,782**	331,543
Amortisation of government grants	**(5,714)**	(7,084)
Provision for warranty	**7,876**	22,217
Provision for inventories, net	**983**	7,283
Impairment loss of property, plant and equipment	**8,528**	16,580
Impairment loss of intangible asset	**6,907**	9,115
Impairment loss on trade and other receivables and amounts due from related companies, net	**1,010**	298,877
Unrealised exchange loss/(gain)	**8,938**	(2,373)
Imputed interest income from loan to a shareholder	**(936)**	(888)
Waiver of long-outstanding trade and other payables	**(11)**	(286)
Share of loss of associate	**17,406**	–
(Gain)/Loss on disposal of property, plant and equipment	**(4,360)**	10
Gain arising from sale and leaseback transactions	**(12,674)**	–
Gain on disposal of intangible assets	**(4,000)**	–
Operating cash flows before movements in working capital	**155,653**	328,080
(Increase)/Decrease in inventories	**(12,237)**	155,230
(Increase)/Decrease in trade and other receivables	**(661,894)**	23,559
Decrease/(Increase) in receivables measured at FVTOCI	**9,811**	(13,111)
Decrease in trade and other payables	**(262,907)**	(353,899)
Decrease/(Increase) in amounts due from related companies	**161,695**	(37,897)
Decrease in amounts due to related companies	**(43,879)**	(127,623)
Increase in amount due to an associate	**476,501**	–
Cash used in operations	**(177,257)**	(25,661)
Income tax recoverable/(paid)	**1,008**	(1,342)
NET CASH USED IN OPERATING ACTIVITIES	**(176,249)**	(27,003)
INVESTING ACTIVITIES		
Interest received	**3,701**	5,619
Purchase of property, plant and equipment	**(63,058)**	(89,774)
Proceeds from disposal of property, plant and equipment	**16,024**	34,232
Proceeds from disposal of intangible assets	**37,000**	–
Proceeds from sale and leaseback transactions	**319,349**	–
Development costs paid	**(24,364)**	(26,864)
Decrease in pledged/restricted bank deposits	**125,318**	264,522
NET CASH GENERATED FROM INVESTING ACTIVITIES	**413,970**	187,735

Consolidated Statement of Cash Flows (Cont'd)

For the year ended 31 December 2022

	2022 RMB'000	2021 RMB'000
FINANCING ACTIVITIES		
Interest paid	**(71,964)**	(43,734)
New borrowings raised	**378,976**	793,093
Repayment of borrowings	**(469,455)**	(937,860)
Payment of lease liabilities	**(29,831)**	(7,274)
Advance from related companies	**759**	71
Repayment to related companies	**–**	(7,460)
NET CASH USED IN FINANCING ACTIVITIES	**(191,515)**	(203,164)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	**46,206**	(42,432)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	**12,853**	55,285
CASH AND CASH EQUIVALENTS AT END OF THE YEAR, represented by bank balances and cash	**59,059**	12,853

Note:

The Group entered into the following non-cash operating activities which are not reflected in the consolidated statement of cash flows:

(a) During the year ended 31 December 2022, the Group entered into sale and leaseback agreement in which additions to right-of-use assets and lease liabilities amounting to RMB542,099,000 (Note 17) and RMB733,438,000 (Note 31) were recognised at the lease commencement date, respectively.

(b) During the year ended 31 December 2022, the Group completed the transfer of other assets of RMB213,696,000 to Sichuan Li Xinchen Technology Co., Ltd* (四川理想新晨科技有限公司) ("Li Xinchen") for capital injection (Note 27) with value added tax payable of RMB26,307,000, offsetting the construction payable of RMB2,294,000 which was recognised as "Other payables" settled by Li Xinchen and intercompany balance with Li Xinchen of RMB9,040,000 which was recognised as "Amount due to an associate". The total amount of RMB228,669,000 was recognised in "Interest in an associate" (Note 19) as at 31 December 2022.

(c) The net consideration of RMB319,349,000 received from sale and leaseback transaction which represent the difference between the sales consideration of RMB925,864,000, reduced by the value added tax of RMB106,515,000 and the repayment of the borrowing from BMW Brilliance Automotive Ltd.* (華晨寶馬汽車有限公司) ("BMW Brilliance Automotive") amounted to RMB500,000,000.

The notes on pages 74 to 146 are an integral part of these consolidated financial statements.

* *English name for reference only.*

1. GENERAL INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Act (Revised) of the Cayman Islands on 10 March 2011. Brilliance China Automotive Holdings Limited ("Brilliance China", Brilliance China and its subsidiaries collectively referred to as "Brilliance China Group"), a company listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), and Sichuan Province Yibin Wuliangye Group Co., Ltd.*（四川省宜賓五糧液集團有限公司）("Wuliangye", Wuliangye and its subsidiaries collectively referred to as "Wuliangye Group"), a state owned enterprise registered in the PRC, are able to exercise significant influence over the Company. In March 2013, the Company completed the listing of its shares on the Main Board of the Stock Exchange. The addresses of the registered office and the principal place of business of the Company are disclosed in corporate information section of the annual report.

The principal activities of the Group are the development, manufacture and sale of automotive engines for passenger vehicles and light duty commercial vehicles and manufacture of engine parts and components of passenger vehicles in the PRC. The principal activities of the Company's subsidiaries are set out in Note 45.

The consolidated financial statements are presented in Renminbi ("RMB"), which is same as the functional currency of the Company and its subsidiaries.

* *English name for reference only.*

2. APPLICATION OF AMENDMENTS TO HKFRSs

Amended HKFRSs that are effective for annual periods beginning on or after 1 January 2022

In the current year, the Group has applied for the first time the following amended HKFRSs issued by the HKICPA, which are relevant to the Group's operations and effective for the Group's consolidated financial statements for the annual period beginning on 1 January 2022:

Amendment to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to Hong Kong Accounting Standard ("HKAS") 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRS Standards 2018-2020
Accounting Guideline 5 (Revised)	Merger Accounting for Common Control Combination

The adoption of the amended HKFRSs had no material impact on how the results and financial position of the Group for the current and prior periods have been prepared and presented.

2. APPLICATION OF AMENDMENTS TO HKFRSs (Cont'd)

Issued but not yet effective HKFRSs

At the date of authorisation of these consolidated financial statements, certain new and amended HKFRSs have been published but are not yet effective, and have not been adopted early by the Group.

HKFRS 17	Insurance Contracts and related amendments[1]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback[2]
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5[2]
Amendments to HKAS 1	Non-current Liabilities with Covenants[2]
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies[1]
Amendments to HKAS 8	Definition of Accounting Estimates[1]
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction[1]

1 Effective for annual periods beginning on or after 1 January 2023
2 Effective for annual periods beginning on or after 1 January 2024
3 Effective date not yet determined

The directors anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning on or after the effective date of the pronouncement. Information on new and amended HKFRSs that are expected to have impact on the Group's accounting policies is provided below. Other new and amended HKFRSs are not expected to have a material impact on the Group's consolidated financial statements.

Amendments to HKFRS 10 and HKAS 28 "Sale or Contribution of Assets between an Investor and its Associate or Joint Venture"

The amendments remove an acknowledged inconsistency between the requirements in HKFRS 10 "Consolidated Financial Statements" and those in HKAS 28 (2011) "Investments in Associates and Joint Ventures" in dealing with the sale or contribution of assets between an investor and its associate or joint venture and require that a full gain or loss is recognised when a transaction involves a business (whether it is housed in a subsidiary or not). A partial gain or loss is recognised when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary.

The amendments are originally effective prospectively to transactions occurring in annual period beginning on or after 1 January 2016. However, such effective date has been postponed indefinitely with earlier adoption permitted. The directors expect that the amendments have no material impact on the consolidated financial statements.

Amendments to HKFRS 16 "Lease Liability in a Sale and Leaseback"

The amendments specify that, in subsequent measurement of the lease liability arising from a sale and leaseback transaction (where the transaction qualifies as a sale under HKFRS 15), a seller-lessee determines "lease payments" and "revised lease payments" in a way that does not result in the recognition of a gain or loss that relates to the right of use it retains. It would reduce the lease liability as if the "lease payments" estimated at the date of transaction had been paid. Any difference between those lease payments and the amounts actually paid is recognised in profit or loss. The amendments do not prescribe a particular method of subsequent measurement. The seller-lessee will need to develop and apply an accounting policy that results in relevant and reliable information in accordance with HKAS 8.

2. APPLICATION OF AMENDMENTS TO HKFRSs (Cont'd)

Amendments to HKFRS 16 "Lease Liability in a Sale and Leaseback" (Cont'd)

The illustrative examples to HKFRS 16 have also been amended. Example 24 now illustrates a sale and leaseback transaction with fixed payments and above-market terms. A new Example 25 illustrates a sale and leaseback transaction with variable lease payments that do not depend on an index or rate. The illustrative examples also clarify that the liability, that arise from a sale and leaseback transaction that qualifies as a sale applying HKFRS 15, is a lease liability.

Amendments to HKFRS 16 are effective for annual reporting period beginning on or after 1 January 2024 and are applied by seller-lessee retrospectively to sale and leaseback transactions entered into after the date of initial application (i.e. from the beginning of annual reporting period in which the entity first applied HKFRS 16). Earlier application is permitted. The directors expect that the amendments have no material impact on the consolidated financial statements.

Amendments to HKAS 1 "Classification of Liabilities as Current or Non-current" and related amendments to Hong Kong Interpretation 5 and Amendments to HKAS 1 "Non-current Liabilities with Covenants" ("2022 Amendments")

The amendments provide further guidance to clarify how to classify debt and other liabilities as current or non-current which are summarised as follows:

- It clarifies that a liability is non-current if an entity has a right (instead of unconditional right as stated before the amendments) to defer settlement of the liability for at least twelve months from the end of the reporting period. This right has to be existed at the end of the reporting period, regardless of whether the lender tests for compliance at the date or at a later date;

- Any expectations about events after the reporting period do not impact the assessment made at the end of the reporting period as to the classification of the liability; and

- "Settlements" are newly defined as a transfer to the counterparty that results in the extinguishment of the liability. The transfer could be of cash, other economic resources (e.g. goods or services), or entity's own equity instruments. Thus, if the counterparty conversion option is classified as liability under HKAS 32 "Financial Instruments: Presentation", the transfer of equity instruments by exercising the conversion option constitute settlement of liability for the purpose of current or non-current classification of liabilities. One exception to the definition is that if the counterparty conversion option is classified as equity in accordance with HKAS 32, the transfer of equity instruments by exercising the conversion option does not constitute settlement of liability and would be disregarded when determining whether the liability is current or non-current.

2022 Amendments issued in 2022 clarified that only covenants of a liability arising from a loan arrangement, which an entity must comply with on or before the reporting date (even if the covenant is only assessed after the reporting date) affect the classification of that liability as current or non-current. Those covenants to be complied with after the reporting date do not affect the classification of loan arrangements as current or non-current at the reporting date.

2. APPLICATION OF AMENDMENTS TO HKFRSs (Cont'd)

Amendments to HKAS 1 "Classification of Liabilities as Current or Non-current" and related amendments to Hong Kong Interpretation 5 and Amendments to HKAS 1 "Non-current Liabilities with Covenants" ("2022 Amendments") (Cont'd)

Besides, the 2022 Amendments required an entity to provide additional disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months. The information provided should enable users of financial statements to understand the risk that the liability could become repayable within twelve months of the reporting period, including:

- the carrying amount of the related liabilities;
- information about the covenants (including the nature of the covenants and when the entity is required to comply with them); and
- facts and circumstances, if any, that indicate that an entity may have difficulty complying with covenants. Such facts and circumstances could also include the fact that the entity would not have complied with the covenants based on its circumstances at the end of the reporting period.

The 2022 Amendments also deferred the effective date of the 2020 Amendments to the annual reporting periods beginning on or after 1 January 2024, in which both amendments are to be applied as a package and apply retrospectively. Earlier application is permitted. The directors of the Group expect that the amendments have no material impact on the consolidated financial statements.

Amendments to HKAS 1 and HKFRS Practice Statement 2 "Disclosure of Accounting Policies"

The amendments to HKAS 1 require entities to disclose material accounting policy information instead of significant accounting policies in its financial statements. The amendments also provide some guidance on how material policy information are being identified and provide some examples of when accounting policy information is likely to be material.

In March 2022, HKICPA issued HKFRS Practice Statement 2 "Making Materiality Judgements" to provide entities with non-mandatory guidance on how to make materiality judgements when preparing their general purpose financial statements in accordance with HKFRS. HKFRS Practice Statement 2 was subsequently revised to provide guidance and examples on how to apply the concept of materiality to accounting policy disclosures.

The amendments to HKAS 1 are effective for annual reporting period beginning on or after 1 January 2023 and are applied prospectively. Earlier application is permitted. Except for the disclosures of accounting policies in Note 3 to consolidated financial statements may need to be revised to cope with the above changes, the directors expect that the amendments have no other material impact on the consolidated financial statements.

Amendments to HKAS 8 "Definition of Accounting Estimates"

The amendments clarify how entities should distinguish changes in accounting policies from changes in accounting estimates by introducing a definition for accounting estimates, which is now defined as "monetary amounts in the financial statements that are subject to measurement uncertainty".

Besides, the amendments also clarify the relationship between accounting policies and accounting estimates by specifying that an entity develop an accounting estimate to achieve the objective set out by an accounting policy. Accounting estimates typically involve the use of judgements or assumptions based on latest available reliable information. A change in accounting estimate that results from new information or new development is not correction of an error. Therefore, the effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors. In addition, two illustrative examples are added to illustrate how to apply the new definition of accounting estimates.

2. APPLICATION OF AMENDMENTS TO HKFRSs (Cont'd)

Amendments to HKAS 8 "Definition of Accounting Estimates" (Cont'd)

The amendments are effective for annual reporting period beginning on or after 1 January 2023 and are applied prospectively. Earlier application is permitted. The directors expect that the amendments have no material impact on the consolidated financial statements.

Amendments to HKAS 12 "Deferred Tax related to Assets and Liabilities arising from a Single Transaction"

The amendments clarify that the initial recognition exemption of deferred tax in HKAS 12 "Income Taxes" does not apply to transactions that give rise to equal taxable and deductible temporary differences, such as lease contracts that give rise to the recognition of a lease liability and the corresponding right-of-use assets and contracts that give rise to the recognition of decommissioning obligations and corresponding amounts recognised as assets. Instead, entities are required to recognise the related deferred tax asset and liability on initial recognition, with the recognition of any deferred tax asset being subject to the recoverability criteria in HKAS 12 "Income Taxes".

The amendments are effective for annual reporting period beginning on or after 1 January 2023. Earlier application is permitted. The directors expect that the amendments have no other material impact on the consolidated financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation

These annual consolidated financial statements have been prepared in accordance with HKFRSs which collective term includes all applicable individual HKFRSs, HKAS and Interpretations issued by the HKICPA and the accounting principles generally accepted in Hong Kong.

The financial statements also comply with the applicable disclosure requirements of the CO and include the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules").

The consolidated financial statements have been prepared on the historical cost basis, except for receivables measured at FVTOCI that are measured at fair values at the end of each reporting period. Non-current assets held for disposal are stated the lower of carrying amount and fair value less costs to sell. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in preparation of the consolidated financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

3.2 Going concern assumption

In preparing the consolidated financial statements of the Group, the directors of the Company have given consideration to the future liquidity of the Group in light of its net loss of approximately RMB115,829,000 (2021: RMB392,773,000) incurred for the year ended 31 December 2022 and, as at that date, the Group had net current liabilities of approximately RMB327,576,000 (2021: RMB906,779,000) and incurred net cash outflows from operating activities of approximately RMB176,249,000 (2021: RMB27,003,000) for the year then ended.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Going concern assumption (Cont'd)

As at 31 December 2022, the Group's total borrowings comprising bank and other borrowings and lease liabilities amounting to approximately RMB1,367,783,000 (2021: RMB1,244,544,000). The balance of approximately RMB721,764,000 (2021: RMB1,070,327,000) will be due in the coming twelve months from the end of the reporting period, including the borrowing of approximately RMB60,000,000 (2021: RMB70,000,000) from a non-related party, which shall be due after twelve months from the end of reporting period in accordance with the scheduled repayment dates as set out in the respective loan agreements but are reclassified to current liabilities due to the unfulfillment of a loan covenant following the deterioration of the financial conditions of Huachen Automotive Group Holdings Company Limited*（華晨汽車集團控股有限公司）("Huachen Automotive", Huachen Automotive and its subsidiaries collectively referred to as "Huachen Group"), the guarantor of this borrowing, and thereby triggered the default of this borrowing of the Group; accordingly, this borrowing became repayable on demand as at 31 December 2022.

Despite of these circumstances, the consolidated financial statements have been prepared on a going concern basis on the assumption that the Group is able to operate as a going concern for the foreseeable future. In the opinion of the directors of the Company, the Group can meet its financial obligations as and when they fall due within the next year from the end of the reporting period, after taking into consideration of the measures and arrangements that the Group has implemented or is in the process of implementing as detailed below:

- The substantial shareholder, Brilliance China, has undertaken to provide continuing financial support to the Group for a period of twelve months from the date of approval of the consolidated financial statements by the directors in order to maintain the Group as a going concern;

- The Group is in negotiation with financial institutions for the renewals of the Group's short term bank borrowings upon expiry, new borrowings and applying for future credit facilities. As at 31 December 2022, the Group had available unutilised bank facilities of RMB65,405,000. Up to the date of approval of these consolidated financial statements, the banks have shown the positive support on the Group and the Group has not received any demand notice from the banks for the repayment of the borrowing. Therefore, the directors of the Company are confident that the entire borrowings can be renewed upon expiration based on the Group's past experience and credit history; and

- The directors have evaluated all the relevant facts available to them and made a business plan to improve its liquidity by (i) monitoring the production activities in order to fulfill the forecast production volume and meet sales forecast, (ii) taking measures to tighten cost controls over various production costs and expenses, and (iii) any feasible financial arrangement.

The directors of the Company have reviewed the Group's cash flow forecast prepared by management, which covers a period of twelve months from the end of the reporting period. They are of the opinion that, taking into account the above-mentioned plans and measures, the Group will have sufficient cash resources to satisfy its working capital and other financial obligations for the next twelve months from the end of the reporting period after having taken into account of the Group's projected cash flows, current financial resources and capital expenditure requirements with respect to the production facilities and development of its business. Accordingly, the directors are of the opinion that it is appropriate to prepare the consolidated financial statements of the Group for the year ended 31 December 2022 on a going concern basis.

Notwithstanding the above, significant uncertainties exist as to whether the management of the Company will be able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the Group's ability to generate adequate financing and operating cash flows in the near future and obtain the continuous financial support from its substantial shareholder.

* *English name for reference only.*

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Going concern assumption (Cont'd)

Should the going concern assumption be inappropriate, adjustments may have to be made to write down the values of assets to their recoverable amounts, to provide for any further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

3.3 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Intra-group transactions, balances and unrealised gains and losses on transactions between group companies are eliminated in preparing the consolidated financial statements.

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss. Cost also includes direct attributable costs of investment.

3.4 Associates

An associate is an entity over which the Group has significant influence, which is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies.

In consolidated financial statements, an investment in an associate is initially recognised at cost and subsequently accounted for using the equity method. Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognised at the date of acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment. The cost of acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed and equity instruments issued by the Group, plus any costs directly attributable to the investment. Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss in the determination of the Group's share of the associate's profit or loss in the period in which the investment is acquired.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.4 Associates (Cont'd)

Under the equity method, the Group's interest in the associate is carried at cost and adjusted for the post-acquisition changes in the Group's share of the associate's net assets less any identified impairment loss, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). The profit or loss for the year includes the Group's share of the post-acquisition, post-tax results of the associate for the year, including any impairment loss on the investment in associate recognised for the year. The Group's other comprehensive income for the year includes its share of the associate's other comprehensive income for the year.

Unrealised gains on transactions between the Group and its associate are eliminated to the extent of the Group's interest in the associates. Where unrealised losses on assets sales between the Group and its associate are reversed on equity accounting, the underlying asset is also tested for impairment from the Group's perspective. Where the associate uses accounting policies other than those of the Group for like transactions and events in similar circumstances, adjustments are made, where necessary, to conform the associate's accounting policies to those of the Group when the associate's financial statements are used by the Group in applying the equity method.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate. For this purpose, the Group's interest in the associate is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

After the application of equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in its associate. At the end of each reporting period, the Group determines whether there is any objective evidence that the investment in associate is impaired. If such indications are identified, the Group calculates the amount of impairment as being the difference between the recoverable amount (i.e. higher of value in use and fair value less costs of disposal) of the associate and its carrying amount. In determining the value in use of the investment, the Group estimates its share of the present value of the estimated future cash flows expected to be generated by the associate including cash flows arising from the operations of the associate and the proceeds on ultimate disposal of the investment.

The Group discontinues the use of equity method from the date when it ceases to have significant influence over an associate. If the retained interest in that former asssociate is a financial asset, the retained interest is measured at fair value, which is regarded as its fair value on initial recognition as a financial asset in accordance with HKFRS 9. The difference between (i) the fair value of any retained interest and any proceeds from disposing of partial interest in the associate; and (ii) the carrying amount of the investment at the date the equity method was discontinued, is recognised in the profit or loss. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would have been required if the associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by the investee would be reclassified to profit or loss on the disposal of the related assets or liabilities, the entity reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.5 Revenue recognition

Revenue arises mainly from the sales of engines and engine components.

To determine whether to recognise revenue, the Group follows a 5-step process:

1. Identifying the contract with a customer

2. Identifying the performance obligations

3. Determining the transaction price

4. Allocating the transaction price to the performance obligations

5. Recognising revenue when/as performance obligation(s) are satisfied

In all cases, the total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices. The transaction price for a contract excludes any amounts collected on behalf of third parties.

Revenue is recognised either at a point in time or over time, when (or as) the Group satisfies performance obligations by transferring the promised goods or services to its customers.

Further details of the Group's revenue and other income recognition policies are as follows:

Sales of engines and engine components

Revenue from the sales of engines and engine components for a fixed fee is recognised when or as the Group transfers control of the assets to the customer. Invoices for goods or services transferred are due upon receipt by the customer.

Sales-related warranties associated with engines and engine components cannot be purchased separately and are served as an assurance that the products sold comply with agreed-upon specifications (i.e. assurance-type warranties). Accordingly, the Group accounts for warranties in accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets".

Interest income

Interest income is recognised on a time proportion basis using the effective interest method. For financial assets measured at amortised cost or FVTOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of ECL allowance) of the asset.

Rental income

Accounting policies for rental income are set out in Note 3.6.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.6 Leases

(a) Definition of a lease and the Group as a lessee

At inception of a contract, the Group considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an identified asset (the underlying asset) for a period of time in exchange for consideration'. To apply this definition, the Group assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group;
- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and
- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

For contracts that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices. However, for leases of properties in which the Group is a lessee, the Group elected not to separate non-lease components and will instead account for the lease and non-lease components as a single lease component.

Measurement and recognition of leases as a lessee

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the consolidated statement of financial position. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the underlying asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any lease incentives received).

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term unless the Group is reasonably certain to obtain ownership at the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicator exists.

At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.6 Leases (Cont'd)

(a) *Definition of a lease and the Group as a lessee (Cont'd)*

Measurement and recognition of leases as a lessee (Cont'd)

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable payments based on an index or rate, and amounts expected to be payable under a residual value guarantee. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payment of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

Subsequent to initial measurement, the liability will be reduced for lease payments made and increased for interest cost on the lease liability. It is remeasured to reflect any reassessment or lease modification, or if there are changes in in-substance fixed payments. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

The Group remeasures lease liabilities whenever:

- there are changes in lease term or in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.

- the lease payment changes due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

For lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of modification.

When the lease is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

On the consolidated statement of financial position, right-of-use assets have been included in "property, plant and equipment", the same line as it presents the underlying assets of the same nature that it owns. The prepaid lease payments for leasehold land are presented as "Prepaid lease payments" under non-current assets.

(b) *The Group as a lessor*

As a lessor, the Group classifies its leases as operating leases.

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset, and classified as an operating lease if it does not.

The Group also earns rental income from operating leases of its buildings. Rental income is recognised on a straight-line basis over the term of the lease.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.6 Leases (Cont'd)

(b) The Group as a lessor (Cont'd)

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a liability and as a reduction of rental expense over the lease term on a straight line basis.

(c) Sale and leaseback transactions

The Group as a seller-lessee

For a transfer that satisfies the requirements as a sale in accordance with HKFRS 15, the Group as a seller-lessee measures the right-of-use asset arising from the leaseback at the proportion of the previous carrying amount of the asset and recognises any gain or loss that relates to the rights transferred to the buyer-lessor only. Right-of-use asset and lease liability with fixed payments are subsequently measured in accordance with the Group's accounting policies above.

3.7 Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchange prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated (i.e. only translated using the exchange rates at the transaction date).

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

3.8 Borrowing costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

3.9 Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as "Deferred income" in the consolidated statement of financial position and transferred to profit or loss over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Government grants relating to income is presented in gross under "Other income" in the consolidated statement of profit or loss and other comprehensive income.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.10 Employee benefits

Retirement benefit

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

3.11 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Current tax assets and current tax liabilities are presented in net if, and only if,

(a) the Group has the legally enforceable right to set off the recognised amounts; and

(b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.11 Taxation (Cont'd)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3.12 Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purposes (other than construction in progress as described below and cost of right-of-use assets as described in Note 3.6) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment other than construction in progress less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. Accounting policy for depreciation of right-of-use assets is set out in Note 3.6.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3.13 Prepaid lease payments

Prepaid lease payments (which meet the definition of right-of-use assets) represent the upfront payment for long-term land lease in which the payment can be reliably measured. It is stated at cost less accumulated depreciation and any accumulated impairment losses. Depreciation is calculated on a straight line basis over the term of the lease except where an alternative basis is more representative of the time pattern of benefits to be derived by the Group from use of the land.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.14 Intangible assets

Internally-generated intangible assets – research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is charged to profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are measured at cost less accumulated amortisation and accumulated impairment losses.

Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their unit of production by reference to the expected saleable units of respective automotive engines. The expected saleable units are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

3.15 Impairment of tangible and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of tangible and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.15 Impairment of tangible and intangible assets (Cont'd)

Recoverable amount is the higher of fair values less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss. In allocation the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rate basis based on the carrying amount of each asset in the unit. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised in profit or loss immediately.

3.16 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

3.17 Provision for warranty

Provision for warranty is recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation. Provision for warranty is measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision for warranty is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

3.18 Financial instruments

Recognition and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all of its risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.18 Financial instruments (Cont'd)

Financial assets

Classification and initial measurement of financial assets

Except for those receivables that do not contain a significant financing component and are measured at the transaction price in accordance with HKFRS 15 "Revenue from Contracts with Customers", all financial assets are initially measured at fair value, in case of a financial asset not at fair value through profit or loss ("FVTPL"), plus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in the consolidated statement of profit or loss and other comprehensive income.

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

– amortised cost;

– FVTPL; or

– FVTOCI.

The classification is determined by both:

– the entity's business model for managing the financial asset; and

– the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, other income or other gains and losses, except for ECL of financial assets which are presented as a separate item in profit or loss.

Subsequent measurement of financial assets

Debt investments

<u>Financial assets at amortised cost</u>

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

– they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and

– the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Interest income from these financial assets is included in other income in profit or loss. Discounting is omitted where the effect of discounting is immaterial. The Group's bank balances and cash, trade and other receivables, loan to a shareholder and amounts due from related companies fall into this category of financial instruments.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.18 Financial instruments (Cont'd)

Financial assets at FVTOCI – recycling

If the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of ECL, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss. The Group's receivables classified as at FVTOCI fall into this category of financial instruments.

Subsequent changes in the carrying amounts for receivables classified as at FVTOCI as a result of interest income calculated using the effective interest method are recognised in profit or loss. All other changes in the carrying amount of these receivables are recognised in other comprehensive income ("OCI") and accumulated under the heading of FVTOCI reserve. Impairment allowances are recognised in profit or loss with corresponding adjustment to OCI without reducing the carrying amounts of these receivables, if any. The amounts that are recognised in profit or loss are the same as the amounts that would have been recognised in profit or loss if these receivables had been measured at amortised cost. When these receivables are derecognised, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss.

Financial liabilities

Classification and measurement of financial liabilities

The Group's financial liabilities include borrowings, lease liabilities, trade and other payables and amounts due to related companies.

Financial liabilities other than lease liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs.

Subsequently, financial liabilities other than lease liabilities are measured at amortised cost using the effective interest method.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs.

Accounting policies of lease liabilities are set out in Note 3.6.

<u>Borrowings</u>

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

<u>Other financial liabilities</u>

They are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method.

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.19 Impairment of financial assets

HKFRS 9's impairment requirements use forward-looking information to recognise ECL – the "ECL model". Instruments within the scope included loans and other debt-type financial assets measured at amortised cost and FVTOCI and trade receivables.

The Group considers a broader range of information when assessing credit risk and measuring ECL, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

– financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ("Stage 1") and

– financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ("Stage 2").

"Stage 3" would cover financial assets that have objective evidence of impairment at the reporting date.

"12-month ECL" are recognised for the Stage 1 category while "lifetime ECL" are recognised for the Stage 2 category.

Measurement of the ECL is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

Trade and bills receivables

For trade receivables and bills receivables, the Group applies a simplified approach in calculating ECL and recognises a loss allowance based on lifetime ECL at each reporting date. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial assets. In calculating the ECL, the Group has established a provision matrix that is based on its historical credit loss experience and external indicators, adjusted for forward-looking factors specific to the debtors and the economic environment.

To measure the ECL, trade and bills receivables have been grouped based on shared credit risk characteristics and the days past due.

Other financial assets measured at amortised cost and receivables measured at FVTOCI

The Group measures the loss allowance for other receivables, amounts due from related companies and receivables measured at FVTOCI equal to 12-month ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood of risk of default occurring since initial recognition.

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

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.19 Impairment of financial assets (Cont'd)

Other financial assets measured at amortised cost and receivables measured at FVTOCI (Cont'd)

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

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

– significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

– existing or forecast adverse changes in regulatory, business, financial or economic conditions, or technology environment that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations; and

– an actual or expected significant deterioration in the operating results of the debtor.

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

Despite the aforegoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the end of each reporting period. A debt instrument is determined to have low credit risk if it has a low risk of default, the borrower has strong capacity to meet its contractual cash flow obligations in the near term and adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfill its contractual cash flow obligations.

For internal credit risk management, the Group considers an event of default occurs when (i) information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group); or (ii) the financial asset is 90 days past due.

Detailed analysis of the ECL assessment of trade and bills receivables and other financial assets measured at amortised cost and receivables measured at FVTOCI are set out in Note 36.2.

3.20 Share capital

Ordinary shares are classified as equity. Share capital is recognised at the amount of consideration of shares issued, after deducting any transaction costs associated with the issuing of shares (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

3.21 Contract liabilities

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see Note 3.5). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see Note 3.18).

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.22 Non-current assets held for disposal

Non-current assets that are highly probable to be recovered principally through disposal rather than through continuing use, are classified as held for disposal. Immediately before classification as held for disposal, the assets are remeasured in accordance with the Group's accounting policies. Thereafter generally the assets are measured at the lower of their carrying amount and fair value less costs to sell. Impairment losses on initial classification as held for disposal and subsequent gains and losses on remeasurement are recognised in profit or loss. Gains are not recognised in excess of any cumulative impairment loss.

Intangible assets and property, plant and equipment once classified as held for disposal are not amortised or depreciated.

3.23 Related parties

For the purposes of these consolidated financial statements, a party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or of a parent of the Group.

(b) the party is an entity and if any of the following conditions applies:

- (i) the entity and the Group are members of the same group.
- (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) the entity and the Group are joint ventures of the same third party.
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group and the sponsoring employers are also related to the Group.
- (vi) the entity is controlled or jointly controlled by a person identified in (a).
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In the application of the Group's accounting policies, which are described in Note 3, management is required to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The 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 if the revision only affects that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The followings are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing material adjustments to the carrying amounts of assets and liabilities within the next financial year.

4.1 Going Concern basis

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the successful outcomes of the Group's plans and measures to strengthen its capital base and liquidity. Details are explained in Note 3.2 to the consolidated financial statements.

4.2 Principal versus agent consideration (principal)

The Group engages in trading of engines and engine components. The Group concluded that it acts as the principal for such transactions as it controls the specified goods before they are transferred to the customer after taking into consideration indicators such as the Group is primarily responsible for fulfilling the promise to provide the goods and the Group has inventory risk on the merchandise. When the Group satisfies the performance obligation, the Group recognises the trading revenue in the gross amount of consideration to which the Group expects to be entitled as specified in the contracts.

4.3 Amortisation of intangible assets

The Group's management determines the estimated useful lives and related amortisation charges for its intangible assets. This estimate is based on the historical experience of the actual saleable units of intangible assets of similar nature and functions. The management will increase the amortisation charge where saleable units are expected to be less than previously estimated, or it will write-off or write-down obsolete or non-strategic assets that have been abandoned or sold.

Changes in these estimations may have a material impact on the results of the Group. Whilst the Group considers this estimation are the best estimates, the ongoing COVID-19 pandemic has resulted in greater market volatility, which have led to higher degree of uncertainties in respect of the estimation in the current year.

During the year ended 31 December 2022, the management revisited the expected saleable units of each intangible asset and estimated the recoverable amount respectively, an additional amortisation expense of intangible assets amounting to RMB5,283,000 (2021: RMB61,605,000) is recognised in profit or loss.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Cont'd)

4.4 Estimated impairment of trade and other receivables and trade related amounts due from related companies

The Group estimates the amount of lifetime ECL of trade and other receivables and trade related amounts due from related companies based on the valuations performed by the Valuer for the year ended 31 December 2022. The valuations of trade and other receivables and trade related amounts due from related companies are based on provision matrix and individual assessment, respectively. For the ECL assessment of trade receivables based on provision matrix which is through grouping of various debtors that have similar loss patterns, after considering internal credit ratings of trade debtors, ageing, repayment history and/or past due status of respective trade receivables, whereas the ECL assessment of other receivables and trade related amounts due from related companies based on individual assessment is by reference to the credit rating, including the Group's historical credit loss experiences, adjusted for factors that are specific to the debtors. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information.

The provision of ECL is sensitive to changes in estimates. Due to greater financial uncertainty triggered by the COVID-19 pandemic, financial uncertainty triggered by the volatility or disruptions in energy, financial, foreign currency or commodity markets and financial uncertainty triggered by rising market interest rates and high inflation, the Group has increased the expected loss rates in the current year as there is higher risk that a prolonged pandemic could led to increased credit default rates. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

As at 31 December 2022 and 2021, the carrying amounts of trade and other receivables and trade related amounts due from related companies are set out in Notes 24 and 25 respectively.

During the year ended 31 December 2022, impairment loss of RMB22,477,000 (2021: RMB91,176,000) are recognised on trade and other receivables and net impairment reversal of RMB21,467,000 (2021: net impairment loss of RMB207,701,000) are recognised in trade related amounts due from related companies, respectively.

4.5 Depreciation of property, plant and equipment

The Group's management determines the estimated useful lives, residual values and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. Management will increase the depreciation charge where useful lives are expected to be shorter than previously estimated, or it will write-off or write-down obsolete or non-strategic assets that have been abandoned or sold. Changes in these estimations may have a material impact on the results of the Group.

The carrying amount of property, plant and equipment is set out in Note 16.

4.6 Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. The non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, certain assumptions are required to be made in respect of highly uncertain areas including management's expectations of (i) future unlevered free cash flows; (ii) future revenues and profits; and (iii) determining the appropriate discount rate which involves estimating the appropriate adjustment for market risk and asset specific risk factors. These assumptions relate to future events and circumstances and the actual results may vary.

In addition, the estimated cash flows and discount rate are subject to higher degree of estimation uncertainties due to uncertainty on how the COVID-19 pandemic, commodity markets/trends in inflation and market interest rates may progress or evolve. Details of the impairment of property, plant and equipment is disclosed in Note 16. The Group has incurred an impairment loss of approximately RMB8,528,000 (2021: RMB16,580,000) on property, plant and equipment and approximately RMB6,907,000 (2021: RMB9,115,000) on intangible assets for the year ended 31 December 2022.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Cont'd)

4.7 Provision of inventories

The Group records inventories at the lower of cost and net realisable value. Net realisable value is the estimated selling price for inventories, less all the estimated costs of completion and costs necessary to make the sales. Operational procedures have been in place to monitor this risk as a significant proportion of the Group's working capital which is devoted to inventories. Management reviews the inventory aging listing on a periodic basis for those aged inventories. This involves a comparison of carrying value of the aged inventory items with the respective net realisable value. The purpose is to ascertain whether allowance is required to be made in the financial statements for any obsolete and slow moving items. Although the Group carries out periodic review on the net realisable value of inventory, the actual realisable value of inventory is not known until the sale is concluded.

The carrying amount of inventories and the provision on inventories are set out in Note 23. Additional provision of RMB9,723,000 (2021: RMB10,734,000) and reversal of provision of RMB8,740,000 (2021: RMB3,451,000) upon realisation of sales was made during the year ended 31 December 2022.

4.8 Provision for warranty

Provision for warranty is made based on the possible claims on the products by customers with reference to the warranty coverage period and the percentage of warranty expenses incurred over total sales amounts during the year. Where the actual claims are greater than expected, a material increase in warranty expenses may arise, which would be recognised in profit or loss for the period in which such a claim takes place. The carrying amount of provision for warranty claims is set out in Note 28.

4.9 Determination of control over Lead In

Where the Company acts as one of the trustee of trust arrangements it established, the Company makes judgement on whether the Company controls the trust arrangements and the entity that held on trust for the relevant beneficiaries under the trust arrangements, Lead In and should consolidate them. When performing this assessment, the Company considers several factors including, among other things, the scope of its decision-making authority over the trust arrangements and Lead In, the rights held by other parties, the Company's exposure to variability of returns (being the remuneration and investment return if any, on an aggregate basis) from its involvement with the trust arrangements to which it is entitled in accordance with the related agreements for the trustee and Lead In. The Group performs re-assessment when the factors change.

4.10 Determination of the accounting for the sale and leaseback transaction and the discount rate

During the year ended 31 December 2022, the Group entered into an asset purchase agreement with BMW Brilliance Automotive in which the Group agreed to sell and BMW Brilliance Automotive agreed to purchase the production lines, supporting equipment and facilities in relation to the production of crankshaft and connecting rod (the "Disposed Assets") (the "Disposal"). After the Disposal, the Group as a lessee and BMW Brilliance Automotive as a lessor entered into the equipment lease agreement (the "Lease") relating to the leasing back of the Disposed Assets. This transaction is regarded as a sale and leaseback transaction. The Group is required to apply HKFRS 15 "Revenue from Contracts with Customers" ("HKFRS 15") and exercise considerable judgement to determine whether the transfer of the Disposed Assets is accounted for as a sale and when a performance obligation is satisfied in HKFRS 15. Under the lease agreement, the Group has no purchase option during or at the end of the leasing period. BMW Brilliance Automotive obtained the control of the Disposed Assets after the Disposal. Accordingly, the Group determined the Disposal shall be accounted for as a sales arrangement in accordance with HKFRS 15 and the Lease shall be recognised in the form of a right-of-use asset (Note 17) and a lease liability (Note 31) in accordance with HKFRS 16 "Lease".

In determining the discount rate, the Group is required to exercise considerable judgement taking into account the nature of the underlying assets and the terms and conditions of the leases, at both the commencement date and effective date of the modification.

5. REVENUE AND SEGMENT INFORMATION

Information reported to the Board, being the chief operating decision maker, for the purpose of resource allocation and assessment of segment performance, focuses on types of goods delivered.

The Group's operations and main revenue streams are those described as below. The Group's revenue is derived from contracts of customers. Revenue from sales of gasoline engines, diesel engines and engine components is recognised at a point of time. All the contracts with customers are agreed at fixed price and the expected duration of the contracts is one year or less.

5.1 Segment revenue and segment results

The Board reviews operating results and financial information on a product by product basis. Each individual engine product constitutes an operating segment. For certain operating segments that exhibit similar long-term financial performance as they have similar economic characteristics, are produced by using similar production processes and are distributed and sold to similar classes of customers, their segment information is aggregated into a single reportable operating segment. The Group has three reportable operating segments as follows:

(1) Gasoline engines;

(2) Diesel engines; and

(3) Engine components.

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

For the year ended 31 December 2022

	Gasoline engines RMB'000	Diesel engines RMB'000	Engine components RMB'000	Total RMB'000
Revenue from external customers, segment revenue (Note)	**938,017**	**77,137**	**637,327**	**1,652,481**
Segment results	**(33,455)**	**(2,486)**	**138,333**	**102,392**
Other income				**24,978**
Impairment losses, net				**(1,010)**
Other gains and losses				**11,528**
Selling and distribution expenses				**(12,370)**
Administrative expenses				**(143,883)**
Finance costs				**(62,350)**
Other expenses				**(12,610)**
Share of loss of associate				**(17,406)**
Loss before tax				**(110,731)**

5. REVENUE AND SEGMENT INFORMATION (Cont'd)

5.1 Segment revenue and segment results (Cont'd)

For the year ended 31 December 2021

	Gasoline engines RMB'000	Diesel engines RMB'000	Engine components RMB'000	Total RMB'000
Revenue from external customers, segment revenue *(Note)*	450,784	53,303	958,690	1,462,777
Segment results	(10,901)	1,025	86,313	76,437
Other income				109,204
Impairment losses, net				(298,877)
Other gains and losses				5,074
Selling and distribution expenses				(17,388)
Administrative expenses				(199,129)
Finance costs				(58,365)
Other expenses				(16,616)
Loss before tax				(399,660)

Note: There is no inter-segment sales during the years of 2022 and 2021.

Other segment information included in the measurement of segment results:

	Gasoline engines RMB'000	**Diesel engines** RMB'000	**Engine components** RMB'000	**Unallocated** RMB'000	**Total** RMB'000
For the year ended 31 December 2022					
Depreciation and amortisation	**87,974**	**18,375**	**49,338**	**28,095**	**183,782**
Provision of inventories	**879**	**104**	**–**	**–**	**983**
For the year ended 31 December 2021					
Depreciation and amortisation	114,411	36,856	138,867	41,409	331,543
Provision of inventories	6,786	497	–	–	7,283

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment results represent the profit earned by each segment before the allocation of selling and distribution expenses, administrative expenses, finance costs, other income, impairment losses, net, other gains and losses and other expenses. This is the measure reported to the Board for the purposes of resource allocation and performance assessment.

5. REVENUE AND SEGMENT INFORMATION (Cont'd)

5.2 Performance obligations for contracts with customers

The Group sells gasoline engines, diesel engines and engine components directly to the customers which are vehicle manufacturers in the PRC.

For the sale of goods to the customers, revenue is recognised when control of the goods has transferred, being the point the goods have been delivered to and received by customers. The normal credit term is 30 to 90 days upon delivery.

For some customers who buy engine components, the Group receives considerations from the customers in advance. Such advance payment is recognised as contract liabilities until the goods have been delivered to the customers.

Sales-related warranties associated with gasoline engines and diesel engines cannot be purchased separately and they serve as an assurance that the goods sold comply with agreed-upon specifications. Accordingly, the Group accounts for warranties in accordance with HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets*.

5.3 Segment assets and liabilities

The assets and liabilities of the Group are regularly reviewed by the Board as a whole and no discrete financial information on segment assets and segment liabilities is available, therefore total assets and total liabilities analysed by reportable and operating segment are not presented.

5.4 Geographical information

All of the Group's operations and non-current assets are located in the PRC; and all of the Group's revenue from external customers is generated in the PRC.

5.5 Information about major customers

Revenue from major customers which individually accounts for 10% or more of the Group's total revenue are sales of gasoline engines, diesel engines, engine components.

	2022 **RMB'000**	2021 RMB'000
Customer A	**724,135**	–
Customer B	**559,484**	838,671
Customer C *(Note)*	**764**	143,357

Note: The revenue from Customer C for the year ended 31 December 2022 did not exceed 10% of total revenue for the year ended 31 December 2022. The amounts shown above are for the comparative purpose only.

6. OTHER INCOME

	2022 RMB'000	2021 RMB'000
Rental income under operating leases	**6,938**	332
Utility income	**3,758**	–
Bank interest income	**3,701**	5,619
Compensation income *(Note)*	**–**	92,881
Government grants *(Note 33)*	**9,634**	9,198
Imputed interest income from loan to a shareholder *(Note 22)*	**936**	888
Waiver of long-outstanding trade and other payables	**11**	286
	24,978	109,204

Note: Default compensation receivable from a related company as a result of discounted sales of engines and engine components at auction. These engines and engine components were produced or procured under the sales contract previously signed with the related company.

7. IMPAIRMENT LOSSES, NET

	2022 RMB'000	2021 RMB'000
Impairment loss on trade and other receivables, net of reversal *(Note 24a)*	**22,477**	91,176
(Reversal of impairment loss)/Impairment loss on amounts due from related companies, net *(Note 25b)*	**(21,467)**	207,701
	1,010	298,877

As at 31 December 2022 and 2021, the Group considered there are significant increase in credit risk of the receivables due from certain debtors having considered the economic environment in which the debtors operate and the liquidity condition of the debtors and, therefore, resulting a significant amount of ECL allowance was recognised.

8. OTHER GAINS AND LOSSES

	2022 RMB'000	2021 RMB'000
Foreign exchange (losses)/gains, net	**(9,945)**	3,951
Gain on disposal of miscellaneous materials	**3,434**	3,478
Net loss arising on receivables measured at FVTOCI	**(3,362)**	(2,933)
Gain/(Loss) on disposal of property, plant and equipment	**4,360**	(10)
Gain arising from sale and leaseback transaction	**12,674**	–
Gain on disposal of intangible assets	**4,000**	–
Others	**367**	588
	11,528	5,074

9. FINANCE COSTS

	2022 RMB'000	2021 RMB'000
Interest on borrowings:		
Finance charges on lease liabilities	**11,188**	198
Adjustment on loan to a shareholder *(Note 22)*	**5,017**	–
Borrowings	**46,145**	58,167
	62,350	58,365

10. INCOME TAX EXPENSE/(CREDIT)

	2022 RMB'000	2021 RMB'000
PRC Enterprise Income Tax ("EIT")		
– Provision for the year	**1,052**	1,080
– Under provision in prior year	**540**	1,377
	1,592	2,457
Deferred tax *(Note 21)*	**3,506**	(9,344)
	5,098	(6,887)

According to the extension announcement of "The State Administration of Taxation on extension on EIT related with enhancing the Western Region Development Strategy"（國家稅務總局關於延續西部大開發企業所得稅政策的公告）, Mianyang Xinchen will be further eligible to the reduced EIT rate of 15% from 2021 to 2030.

Pursuant to the relevant laws and regulations in the PRC, Xinchen Engine (Shenyang) Co., Limited*（新晨動力機械（瀋陽）有限公司）("Shenyang Xinchen") obtained the High and New Technology Enterprises qualification. Accordingly, it enjoyed a preferential income tax rate of 15% (2021: income tax rate of 15%) for the year ended 31 December 2022.

No Hong Kong Profits Tax has been made as the Group's income neither arises in, nor is derived from, Hong Kong.

* *English name for reference only.*

10. INCOME TAX EXPENSE/(CREDIT) (Cont'd)

Under the EIT laws of PRC, withholding tax is imposed on dividends in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to RMB206,939,000 (2021: RMB205,612,000) as the Group is able to control the timing of reversal of the temporary differences and it is probable that the temporary differences will not be reversed in the foreseeable future. The directors of PRC subsidiaries plan to set aside such undistributed profits of PRC subsidiaries for investment purpose.

The tax expense for the year can be reconciled to the loss before tax per consolidated statement of profit or loss and other comprehensive income as follows:

	2022 **RMB'000**	2021 RMB'000
Loss before tax	**(110,731)**	(399,660)
Tax at the PRC tax rate of 15% (2021: 15%)	**(16,609)**	(59,949)
Tax effect of expenses not deductible for tax purpose	**26,298**	63,226
Tax effect of income not taxable for tax purpose	**(3,941)**	(1,187)
Under provision in prior year	**540**	1,377
Tax incentives on eligible expenditures *(Note)*	**(4,742)**	(19,565)
Tax effect of tax losses not recognised	**3,552**	9,211
Income tax expense/(credit)	**5,098**	(6,887)

Note: The eligible expenditures represent research and development costs charged to profit or loss for the year, which is subject to an additional 100% (2021: 100%) tax deduction in the calculation of income tax expense.

11. LOSS FOR THE YEAR

Loss for the year has been arrived at after charging:

	2022 RMB'000	2021 RMB'000
Directors' remuneration *(Note 13)*	**10,981**	6,642
Other staff costs	**105,127**	94,590
Contributions to retirement benefits scheme other than directors	**23,493**	26,454
Total staff costs	**139,601**	127,686
Depreciation of property, plant and equipment *(Note 16)*	**116,085**	245,443
Depreciation of right-of-use assets *(Note 17)*	**35,814**	3,730
Depreciation of prepaid lease payments *(Note 18)*	**4,121**	4,121
Amortisation of intangible assets *(Note 20)*	**27,762**	78,249
Total depreciation and amortisation	**183,782**	331,543
Auditors' remuneration	**1,468**	1,260
Research and development costs recognised as other expenses	**9,718**	7,659
Impairment loss of property, plant and equipment *(Note 16)*	**8,528**	16,580
Impairment loss of intangible assets *(Note 20)*	**6,907**	9,115
Included in cost of sales:		
Cost of inventories recognised as expense	**1,498,723**	1,319,823
Provision for inventories, net *(Note 23)*	**983**	7,283
Warranty claims expenses *(Note 28)*	**7,876**	22,217

12. OTHER COMPREHENSIVE INCOME

The amount of reclassification adjustments relating to other comprehensive income can be summarised as follows:

	2022 RMB'000	2021 RMB'000
Receivables measured at FVTOCI		
Change in fair value recognised during the year	**(22)**	(161)
Amount reclassified to profit or loss on disposal	**161**	–
Net increase/(decrease) in FVTOCI reserve during the year	**139**	(161)

13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND EMPLOYEES' REMUNERATION

13.1 Directors' and chief executive's emoluments

Details of the emoluments paid to the directors and chief executive of the Company during the year, disclosed pursuant to the applicable Listing Rules, section 383(1) of the CO and Part 2 of the Companies (Disclosures of Information about Benefits of Directors) Regulation, are as follows:

	2022 RMB'000	2021 RMB'000
Fees	**543**	496
Salaries and allowances	**10,164**	5,799
Discretionary bonus	**258**	332
Contributions to retirement benefits scheme	**16**	15
	10,981	6,642

Details of the emoluments paid to each of the directors and chief executive of the Company are as follows:

Year ended 31 December 2022

	Fees RMB'000	**Salaries and allowances RMB'000**	**Discretionary bonus RMB'000**	**Contributions to retirement benefits scheme RMB'000**	**Total RMB'000**
Executive directors					
Wu Xiao An 吳小安	–	**3,401**	–	**16**	**3,417**
Wang Yunxian 王運先 *(Note 1)*	–	**2,705**	–	–	**2,705**
Non-executive directors					
Han Song 韓松 (Note 4)	–	**2,029**	–	–	**2,029**
Yang Ming 楊明	–	**2,029**	–	–	**2,029**
Independent non-executive directors					
Chi Guohua 池國華	**130**	–	**86**	–	**216**
Wang Jun 王雋	**130**	–	**86**	–	**216**
Huang Haibo 黃海波	**130**	–	**86**	–	**216**
Wang Songlin 王松林 *(Note 5)*	**153**	–	–	–	**153**
	543	**10,164**	**258**	**16**	**10,981**

13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND EMPLOYEES' REMUNERATION (Cont'd)

13.1 Directors' and chief executive's emoluments (Cont'd)

Year ended 31 December 2021

	Fees RMB'000	Salaries and allowances RMB'000	Discretionary bonus RMB'000	Contributions to retirement benefits scheme RMB'000	Total RMB'000
Executive directors					
Wu Xiao An 吳小安	–	3,222	–	15	3,237
Wang Yunxian 王運先 *(Note 1)*	–	2,577	–	–	2,577
Non-executive directors					
Ma Nina 馬妮娜 *(Note 2)*	–	–	–	–	–
Gao Weimin 高衛民 *(Note 3)*	–	–	–	–	–
Han Song 韓松 *(Note 4)*	–	–	–	–	–
Yang Ming 楊明	–	–	–	–	–
Independent non-executive directors					
Chi Guohua 池國華	124	–	83	–	207
Wang Jun 王雋	124	–	83	–	207
Huang Haibo 黃海波	124	–	83	–	207
Wang Songlin 王松林 *(Note 5)*	124	–	83	–	207
	496	5,799	332	15	6,642

Notes:

1. Mr. Wang Yunxian is also the Chief Executive Officer of the Company and his emoluments disclosed above included those for services rendered by him as the Chief Executive Officer.

2. Ms. Ma Nina was appointed on 11 January 2021 and resigned on 5 November 2021.

3. Mr. Gao Weimin was appointed on 29 June 2020 and resigned on 11 January 2021.

4. Mr. Han Song was appointed on 3 January 2022.

5. Mr. Wang Songlin resigned on 11 March 2022.

The emoluments of executive directors and non-executives directors shown above were paid for their services in connection with the management of the affairs of the Company and the Group and for serving as directors of the Company or its subsidiaries. The emoluments of independent non-executive directors were paid for serving as directors of the Company.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

13. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND EMPLOYEES' REMUNERATION (Cont'd)

13.2 Employees' remunerations

Of the five highest paid individuals of the Group, four (2021: two) are directors of the Company whose emoluments are disclosed above during the year ended 31 December 2022. The remunerations of the remaining one (2021: three) individuals are as follows:

	2022	2021
	RMB'000	RMB'000
Salaries and allowances	**1,318**	2,876
Discretionary bonus	**285**	481
Contributions to retirement benefits scheme	**15**	69
	1,618	3,426

The discretionary bonus is determined by reference to the individual performance of the directors and employees and approved by the Board annually.

The directors and certain senior management have also been employed by the Brilliance China Group and Wuliangye Group and the payment of their contributions to retirement benefits scheme was centralised and made by the Brilliance China Group and Wuliangye Group for both years, in which the amounts are considered as insignificant.

The five highest paid individuals were within the following bands:

	Number of Employee	
	2022	2021
Hong Kong Dollars ("HK$")		
1,000,001 to HK$1,500,000	**–**	2
HK$1,500,001 to HK$2,000,000	**1**	1
HK$2,000,001 to HK$2,500,000	**2**	–
HK$3,000,001 to HK$3,500,000	**1**	1
HK$3,500,001 to HK$4,000,000	**1**	1
HK$4,000,001 to HK$4,500,000	**–**	–

During the years ended 31 Decembe 2022 and 2021, no emoluments were paid by the Group to any of the directors of the Company or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

14. DIVIDENDS

No dividend has been paid or declared by the Company during the years ended 31 December 2022 and 2021, nor has any dividend been proposed since the end of the reporting period.

15. LOSS PER SHARE

The calculation of the basic loss per share attributable to the owners of the Company is based on the loss of RMB115,829,000 (2021: RMB392,773,000), and weighted average number of shares of 1,282,211,794 (2021: 1,282,211,794), for the year ended 31 December 2022.

No diluted earnings per share is presented as there was no potential dilutive ordinary share outstanding during the year or as at the end of reporting period. The amount presented for diluted earnings per share is the same as basic earnings per share amount.

16. PROPERTY, PLANT AND EQUIPMENT

	Buildings RMB'000	Plant and machinery RMB'000	Electronic equipment and others RMB'000	Motor vehicles RMB'000	Construction in progress RMB'000	Total RMB'000
Cost						
At 1 January 2021	954,618	2,301,334	160,610	26,681	307,908	3,751,151
Additions	–	13,261	11,938	–	64,575	89,774
Transfer *(Note a)*	2,726	115,448	1,028	–	(119,202)	–
Transfer to other assets *(Note 27)*	(6,931)	(169,908)	(4,531)	(10,971)	(81,276)	(273,617)
Transfer to construction in progress *(Note b)*	–	(62,915)	–	–	58,641	(4,274)
Disposals	–	(34,261)	(12)	–	–	(34,273)
Reallocation	–	5,095	(5,122)	27	–	–
At 31 December 2021	950,413	2,168,054	163,911	15,737	230,646	3,528,761
Additions	–	8	1,884	677	60,489	63,058
Transfer *(Note a)*	897	84,200	–	–	(85,097)	–
Transfer to construction in progress *(Note b)*	–	(3,449)	–	–	3,002	(447)
Disposals of the Disposed Assets *(Note c)*	(73,533)	(1,159,975)	(29,807)	(1,343)	–	(1,264,658)
Disposals	(8,756)	(22,924)	(129)	(399)	–	(32,208)
At 31 December 2022	**869,021**	**1,065,914**	**135,859**	**14,672**	**209,040**	**2,294,506**
Depreciation and impairment						
At 1 January 2021	242,881	1,097,257	101,985	12,534	222	1,454,879
Provided for the year	31,883	196,417	15,468	1,675	–	245,443
Transfer to other assets *(Note 27)*	(844)	(50,354)	(2,909)	(5,814)	–	(59,921)
Transfer to construction in progress *(Note b)*	–	(4,274)	–	–	–	(4,274)
Eliminated on disposals	–	(31)	–	–	–	(31)
Reallocation	–	604	(604)	–	–	–
Impairment loss *(Note d)*	4,986	7,021	852	52	3,669	16,580
At 31 December 2021	278,906	1,246,640	114,792	8,447	3,891	1,652,676
Provided for the year	23,587	86,071	6,040	387	–	116,085
Transfer to construction in progress *(Note b)*	–	(447)	–	–	–	(447)
Eliminated on the Disposed Assets *(Note c)*	(47,182)	(588,580)	(22,383)	(915)	–	(659,060)
Eliminated on disposals	(1,674)	(18,521)	(116)	(233)	–	(20,544)
Impairment loss *(Note d)*	4,070	2,253	248	46	1,911	8,528
At 31 December 2022	**257,707**	**727,416**	**98,581**	**7,732**	**5,802**	**1,097,238**
Carrying values						
At 31 December 2022	**611,314**	**338,498**	**37,278**	**6,940**	**203,238**	**1,197,268**
At 31 December 2021	671,507	921,414	49,119	7,290	226,755	1,876,085

16. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

Notes:

a. The Group commenced a project to upgrade certain plant, machineries and electronic equipment and others in coping with production of new connection rods, the upgrade has been completed during the years ended 31 December 2022 and 2021.

b. During the years ended 31 December 2022 and 2021, the Group commenced a project to upgrade certain plant and machineries in coping with production of new connection rods and crankshaft.

c. During the year ended 31 December 2022, the Group entered into the sale and leaseback transaction with BMW Brilliance Automotive (See Note 4.10). The Disposal shall be accounted for as a sales arrangement in accordance with HKFRS 15 and the Lease shall be recognised in the form of a right-of-use asset (Note 17) and a lease liability (Note 31) in accordance with HKFRS 16 "Lease". As such, the Group as a seller-lessee measures the right-of-use assets arising from the leasing back and recognises the gain or loss that relates to the rights transferred to the buyer-lessor as follow:

	Note	**RMB'000**
Net consideration	*(i)*	**819,349**
Less:		
Carrying value of the Disposed Assets		**(605,598)**
Transaction cost directly attributable to the Disposal		**(9,738)**
Gain on the Disposal, before the Lease		**204,013**
Leaseback effect		
Add: Amount of right-of-use assets retained by the Group *(Note 17)*	*(ii)*	**542,099**
Less: Lease liabilities assumed by the Group *(Note 31)*	*(ii)*	**(733,438)**
Gain arising from sale and leaseback *(Note 8)*		**12,674**

(i) The amount represents the sales consideration of the Disposal of approximately RMB925,864,000 in accordance with the asset purchase agreement, net of the value-added tax of approximately RMB106,515,000 which is payable at the completion date of the Disposal.

(ii) The adjustment represents the recognition of right-of-use assets of the Company of approximately RMB542,099,000 (i.e. right-of-use assets retained through the leaseback of the Disposed Assets as a proportion of its previous carrying value) and lease liabilities of approximately RMB733,438,000 (i.e. discounted value of the total lease payment of approximately RMB823,239,000 which represents total lease payment of RMB930,260,000, net of the value-added tax of approximately RMB107,021,000 under the measurement requirements of HKFRS 16 "Leases") respectively.

d. During the year ended 31 December 2022, there were impairment loss of property, plant and equipments amounted to RMB8,528,000 on the Group's Traditional-engines cash generating unit (the "Traditional-engines CGU") (2021: RMB4,789,000 on other assets as disclosed in Note 27 and RMB11,791,000 disclosed on the Traditional-engines CGU). In 2022 and 2021, the Traditional-engines CGU performed below budget, the Group engaged the Valuer to conduct impairment assessment on the Traditional-engines CGU. The value in use calculations were based on the cash flow projections based on the latest financial budgets approved by the Company's management covering a five-year period. Management determines annual sales growth rate to be a key assumption as it is the main driver for revenue and costs in each period. The annual sales growth rate is based on past performance, management's expectations of market development and the expected saleable units of respective automotive engines. The pre-tax discount rate used for the calculation was 12.24% (2021: 11.80%) and reflects specific risks relating to the relevant business. The recoverable amount of the Traditional-engines CGU was RMB1,430,000,000 as at 31 December 2022 (2021: RMB1,570,619,000), therefore, an impairment loss of approximately RMB8,528,000 (2021: RMB11,791,000) and RMB6,907,000 (2021: RMB9,115,000) was allocated to write down the carrying amount of the property, plant and equipment and intangible assets (Note 20), respectively.

16. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

Notes: (Cont'd)

The above items of property, plant and equipment (other than construction in progress) are depreciated on a straight-line basis at the following useful lives after taking into account the residual values:

Buildings for factory premises	26-30 years
Buildings for staff quarter	50 years
Plant and machinery	10 years
Electronic equipment and others	5 years
Motor vehicles	6 years

The Group's buildings are located in the PRC and the carrying amounts of the buildings amounting to RMB102,601,000 as at 31 December 2022 (2021: RMB106,920,000), is in the process of obtaining the property ownership certificate.

The Group has pledged certain property, plant and equipment with the following carrying values to secure general banking facilities and other borrowing granted to the Group.

	2022 **RMB'000**	2021 RMB'000
Buildings	**122,905**	175,671
Plant and machinery	**117,208**	604,373
	240,113	780,044

17. RIGHT-OF-USE ASSETS

	Building **RMB'000**	**Plant and machinery** **RMB'000**	**Total** **RMB'000**
As at 1 January 2022	**4,232**	**–**	**4,232**
Addition *(Note 16(c))*	**–**	**542,099**	**542,099**
Depreciation for the year	**(1,933)**	**(33,881)**	**(35,814)**
At 31 December 2022	**2,299**	**508,218**	**510,517**
As at 1 January 2021	1,536	–	1,536
Depreciation for the year	(3,730)	–	(3,730)
Modification of lease term *(Note)*	6,426	–	6,426
At 31 December 2021	4,232	–	4,232

Note: During the year ended 31 December 2021, the Group entered into a modified contract with a lessor to revise the monthly rental and extend the lease term of the lease. As the modification does not add the right to use one or more underlying assets, it is not accounted for as a separate lease. Accordingly, the Group remeasures the existing lease liabilities including the lease payments for the revised monthly rental using a revised discount rate. The difference between the carrying amount of the modified lease liability and the lease liability immediately before the modification of RMB6,426,000.

18. PREPAID LEASE PAYMENTS

The Group's prepaid lease payments comprise leasehold lands in the PRC under medium-term leases. Land use rights are released to profit or loss over the lease terms ranging from 41 to 50 years. The prepaid lease payments fall into the scope of HKFRS 16 as it meets the definition of right-of-use assets. The movements in their net carrying amounts are analysed as follows:

	RMB'000
CARRYING VALUES	
At 1 January 2021	125,937
Released to profit or loss	(4,121)
At 31 December 2021 and 1 January 2022	121,816
Released to profit or loss	(4,121)
At 31 December 2022	**117,695**

The Group has pledged land use rights with carrying values of RMB87,040,000 as at 31 December 2022 (2021: RMB110,100,000), to secure general banking facilities and other borrowing granted to the Group.

19. INTEREST IN AN ASSOCIATE

	2022 **RMB'000**
Cost of investment in an associate *(Note)*	**228,669**
Share of post-acquisition loss and other comprehensive income	**(17,406)**
	211,263

The following list contains only the particulars of an associate, which is an unlisted corporate entity whose quoted market prices is not available, which in the opinion of the directors principally affected the results or net assets of the Group as at 31 December 2022.

Name of associate	**Form of business structure**	**Country/place of incorporation and business**	**Particulars of issued and paid up capital**	**% of interest held**	**Principal activity**
Li Xinchen	Incorporated on 22 October 2021	PRC	Registered capital of RMB629,936,000 Paid up capital of RMB464,669,000	49% (2021: Nil)	Manufacturing; research and development sales of engines and parts

Note: During the year ended 31 December 2022, the Group has transferred the other assets (Note 27) amounting to RMB213,696,000 to Li Xinchen, value added tax payable amounting to RMB26,307,000 and settled the intercompany balance amounting to RMB11,334,000 for capital injection and thus, a total amount of RMB228,669,000 was recognised for capital injection.

19. INTERESTS IN AN ASSOCIATE (Cont'd)

Set out below are the summarised financial information of each of the material associate which are accounted for using the equity method:

	2022 RMB'000
Current assets	884,366
Non-current assets	234,377
Current liabilities	(674,764)
Non-current liabilities	(14,839)
Net assets	429,140
Revenue	722,767
Total expenses	(758,290)
Loss before income tax expense	(35,523)
Income tax expenses	–
Loss for the year	(35,523)
Other comprehensive income for the year	–
Total comprehensive loss for the year	(35,523)

A reconciliation of the above summarised financial information to the carrying amount of the investment in Li Xinchen is set out below:

	2022 RMB'000
Total net assets of Li Xinchen	429,140
Proportion of ownership interests held by Group	49%
Carrying amount of the investment in Li Xinchen in the consolidated financial statements	211,263

20. INTANGIBLE ASSETS

	Completed development costs RMB'000	Development costs in progress RMB'000	Total RMB'000
Cost			
At 1 January 2021	533,107	439,508	972,615
Additions	–	26,864	26,864
At 31 December 2021 and 1 January 2022	533,107	466,372	999,479
Additions	–	24,364	24,364
Disposal	–	(33,000)	(33,000)
Transfer	226,962	(226,962)	–
At 31 December 2022	**760,069**	**230,774**	**990,843**
Amortisation and impairment			
At 1 January 2021	265,431	–	265,431
Charge for the year *(Note)*	78,249	–	78,249
Impairment loss	9,115	–	9,115
At 31 December 2021 and 1 January 2022	352,795	–	352,795
Charge for the year *(Note)*	27,762	–	27,762
Impairment loss	6,907	–	6,907
At 31 December 2022	387,464	–	387,464
CARRYING VALUES			
At 31 December 2022	**372,605**	**230,774**	**603,379**
At 31 December 2021	180,312	466,372	646,684

Note: During the year ended 31 December 2022 and 2021, the management revisited the expected saleable units of each intangible asset and estimated the recoverable amount respectively, an additional amortisation expense of intangible assets amounting to RMB5,283,000 (2021: RMB61,605,000) is recognised in profit or loss.

Development costs of technical know-how of new automotive engines are costs incurred internally and have finite useful lives and are amortised based on unit of production by reference to the expected saleable units of respective automotive engines.

21. DEFERRED TAX ASSETS

The following are the major deferred tax assets recognised and movements thereon during the current and prior years:

	Temporary difference on				
	Development costs	**Provisions**	**Deferred income**	**Tax losses**	**Total**
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2021	(2,484)	5,936	4,683	2,071	10,206
(Charge)/Credit to profit or loss	12,102	211	(898)	(2,071)	9,344
At 31 December 2021 and 1 January 2022	9,618	6,147	3,785	–	19,550
(Charge)/Credit to profit or loss	(2,797)	148	(857)	–	(3,506)
At 31 December 2022	**6,821**	**6,295**	**2,928**	**–**	**16,044**

At 31 December 2022 and 2021, the Group had no other material unrecognised deductible temporary differences. No deferred tax assets has been recognised in respect of the unused tax losses of approximately RMB98,894,000 (2021: RMB75,214,000) as at 31 December 2022 due to the unpredictability of future profit streams.

22. LOAN TO A SHAREHOLDER

As detailed in Note 43, the Company has two trust arrangements which entitle the Group's employees to subscribe for shares of the Company through Lead In for their services to the Group. Under the loan agreements dated 18 October 2011, each of the two shareholders of the Company, namely Brilliance Investment Holdings Limited and Xinhua Investment Holdings Limited, advanced loans in equal amounts of HK$20,000,000 to the Company (collectively, the "Loans from Shareholders"). In return, (i) the Company lent an aggregate amount of HK$40,000,000, equal to the Loans from Shareholders, to Lead In (the "Loan to a Shareholder"), with an original repayment term of one year from the date of loan agreements entered by the Company and Lead In, and (ii) Lead In used the funding obtained from the Company to subscribe for 36,977,960 shares of the Company under the Discretionary Trust (Note 43). The Company does not have the power to direct the relevant activities of Lead In and the ability to use its power over the entities to affect its exposure of returns as detailed in Note 43. Therefore, the Group considers the funding to Lead In is classified as loan to a shareholder. All the loans are non-trade related, unsecured and interest free.

Following the cessation of the operation and further implementation of the share incentive scheme by the Company as detailed in Note 43, depending on, among others, the prevailing trading prices of the shares held under the discretionary trust, Lead In may in future dispose of these shares gradually and in an orderly manner and use the sale proceeds to repay the Loan to a Shareholder.

The Group provided loss allowance amounting to HK$18,864,000, equivalent to approximately RMB16,742,000 and RMB15,408,000 as at 31 December 2022 and 2021 based on periodic individual assessment on the recoverability.

The Company had repaid the Loans from Shareholders in October 2013, whilst the Loan to a Shareholder was renewed annually and further extended to October 2023 in 2022.

At 31 December 2022 and 2021, management of the Company expected the Loan to a Shareholder was unlikely to be recovered within one year and the outstanding balance is classified as non-current assets. An amount of RMB5,017,000, representing the adjustment on revised estimate of receipts from the shareholder, is recognised in profit or loss for the year. Management of the Company conducted the 12-month ECL assessment on the receivable after taking into account factors that are specific to the debtor, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date. The details of assessment on ECL are set out in Note 36.

23. INVENTORIES

	2022 RMB'000	2021 RMB'000
Raw materials	**314,606**	289,579
Work-in-progress	**21,236**	40,397
Finished goods	**147,298**	141,910
	483,140	471,886

At 31 December 2022, the carrying amount of inventories included provision of RMB41,966,000 (2021: RMB40,983,000), which is determined with reference to the net realisable value of the inventory items. Additional provision of RMB9,723,000 (2021: RMB10,734,000) and reversal of provision of RMB8,740,000 (2021: RMB3,451,000) upon realisation of sales was made during the year ended 31 December 2022.

24. TRADE AND OTHER RECEIVABLES, RECEIVABLES MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

a. Trade and other receivables:

	2022 RMB'000	2021 RMB'000
Trade receivables	**975,781**	440,297
Less: Allowance for credit losses	**(299,539)**	(363,876)
Trade receivables, net	**676,242**	76,421
Bills receivable	**82,199**	41,613
Less: Allowance for credit losses	**–**	–
Total trade and bills receivables	**758,441**	118,034
Prepayments for purchase of raw materials and engine components	**19,433**	18,846
Other receivables	**5,686**	7,262
Less: Allowance for credit losses	**–**	–
	783,560	144,142

24. TRADE AND OTHER RECEIVABLES, RECEIVABLES MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (Cont'd)

a. Trade and other receivables: (Cont'd)

The Group generally allows a credit period of 30 to 90 days from the invoice date for trade receivables and a further 3 to 6 months for bills receivable to its external customers. The following is an aging analysis of trade receivables, net of allowance for credit losses, presented based on the invoice date at the end of the reporting period:

	2022	2021
	RMB'000	RMB'000
Within 1 month	**659,005**	23,331
Over 1 month but within 2 months	**7,089**	3,120
Over 2 months but within 3 months	**449**	284
Over 3 months but within 6 months	**645**	8,644
Over 6 months but within 1 year	**267**	7,819
Over 1 year	**8,787**	33,223
	676,242	76,421

The following is an aging analysis of bills receivable, net of allowance for credit losses, presented based on the issuance date of bills at the end of the reporting period:

	2022	2021
	RMB'000	RMB'000
Within 3 months	**26,039**	17,948
Over 3 months but within 6 months	**39,790**	23,635
Over 6 months but within 1 year	**16,370**	30
	82,199	41,613

24. TRADE AND OTHER RECEIVABLES, RECEIVABLES MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (Cont'd)

a. Trade and other receivables: (Cont'd)

At 31 December 2022, the Group engaged the Valuer to assess the impairment of its customers based on provision matrix. The table below provides information about the exposure to credit risk and ECL for trade receivables which are assessed based on provision matrix as at 31 December 2022 and 2021:

31 December 2022

	Gross carrying amount RMB'000	Loss rate range %	ECL (not credit-impaired) RMB'000
Not past due	**645,302**	**0.83–2.13**	**459**
Past due:			
Within 1 month	**17,040**	**0.83–2.13**	**219**
Over 1 month but within 3 months	**1,119**	**1.38–2.13**	**20**
Over 3 months but within 6 months	**391**	**1.38–3.32**	**11**
Over 6 months but within 1 year	**268**	**1.38–5.30**	**4**
Over 1 year *(Note)*	**311,661**	**38.45–100.00**	**298,826**
	975,781		**299,539**

31 December 2021

	Gross carrying amount RMB'000	Loss rate range %	ECL (not credit-impaired) RMB'000
Not past due	8,073	0.72-1.19	58
Past due:			
Within 1 month	18,658	0.72-1.84	209
Over 1 month but within 3 months	274	0.72-1.84	3
Over 3 months but within 6 months *(Note)*	9,071	2.86-100	405
Over 6 months but within 1 year *(Note)*	28,899	4.57-100.00	5,713
Over 1 year *(Note)*	375,322	4.57-100.00	357,488
	440,297		363,876

Note: As at 31 December 2022, RMB293,337,000 (2021: RMB360,309,000) of trade receivables was fully impaired because the Group considered there are significant increase in credit risk of this receivables due to the liquidity problem of the debtors.

24. TRADE AND OTHER RECEIVABLES, RECEIVABLES MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (Cont'd)

a. Trade and other receivables: (Cont'd)

Movement in the expected credit losses of trade receivables:

	2022 **RMB'000**	2021 RMB'000
At beginning of year	**363,876**	272,700
Transferred from ECL of amounts due from a related company *(Note 25b)*	**28**	–
Expected credit loss recognised	**22,477**	91,176
Amount writhen off during the year *(Note)*	**(86,842)**	–
At end of year	**299,539**	363,876

Note: As at 31 December 2022, approximately RMB86,842,000 of trade receivables was fully written off because the Group considered these receivables are unrecoverable due to the completion of court judgment on the recoverable amount from the debtor.

Before accepting any new customers, the Group assesses the potential customer's credit quality and defines its credit limit based on the reputation of the customers in the industry. Limits attributed to customers are reviewed regularly.

In determining the recoverability of trade and bills receivables, the Group considers any changes in the credit quality of the trade and bills receivables from the date credit was initially granted up to the end of the reporting period.

Movement in the expected credit losses of bills receivable:

	2022 **RMB'000**	2021 RMB'000
At beginning of year	–	100
Amount written off during the year	–	(100)
At end of year	–	–

At 31 December 2022 and 2021, all the Group's bills receivable are neither past due nor impaired. No provision for loss allowance was made during the year ended 31 December 2022 and 2021.

24. TRADE AND OTHER RECEIVABLES, RECEIVABLES MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (Cont'd)

b. Receivables measured at fair value though other comprehensive income:

Under HKFRS 9, certain bills which were held by the Group for the practice of discounting/endorsing to financial institutions/suppliers before the bills due for payment were classified as "receivables measured at FVTOCI". At 31 December 2022 and 2021, all the bills are with a maturity period of less than 6 months. The Group considers the credit risk is limited because counterparties are banks with good credit standing and are highly likely to be paid, and the expected credit loss are considered as insignificant.

25. AMOUNTS DUE FROM RELATED COMPANIES

	2022 RMB'000	2021 RMB'000
Non-trade related *(Notes a)*	**24**	22
Trade related *(Notes b)*	**10,409**	150,640
	10,433	150,662

Notes:

a. The balance is unsecured, interest free and repayable on demand. The maximum amount outstanding as at 31 December 2022 amounting to RMB24,000 (2021: RMB128,000).

b. The amounts due from related companies are trade related with details as follows:

	2022 RMB'000	2021 RMB'000
Brilliance China Group		
Shenyang XingYuanDong Automobile Component Co., Ltd.* 瀋陽興遠東汽車零部件有限公司	**10,409**	64,635
BMW Brilliance Automotive#	**–**	85,922
	10,409	150,557
Wuliangye Group		
Mianyang Xinhua Trading Co., Ltd* 綿陽新華商貿有限公司 ("Mianyang Xinhua Trading")	**–**	83
	10,409	150,640

Effective as of 11 February 2022, BMW Brilliance Automotive was owned as to 25% by Shenyang JinBei Automotive Industry Holdings Co., Ltd. ("SJBA"), an indirect wholly-owned subsidiary of Brilliance China and 75% by BMW Holding B.V. As at 31 December 2022, BMW Brilliance Automotive is no longer considered as a related party of the Group.

* *English name for reference only.*

25. AMOUNTS DUE FROM RELATED COMPANIES (Cont'd)

Analysed as:

	2022 **RMB'000**	2021 RMB'000
Trade receivables	**10,409**	150,557
Prepayment	**–**	83
	10,409	150,640

The Group has pledged certain amounts due from related companies, before ECL allowance, amounting to RMB10,498,000 as at 31 December 2022 (2021: RMB82,635,000) to secure general banking facilities granted to the Group.

Trade related amounts due from related companies are unsecured, interest free and with a credit period ranging from 45 to 90 days from the invoice date and a further 3 to 6 months for bills receivable. The following is an aging analysis of trade receivables, net of allowance for credit losses, presented based on the invoice date at the end of the reporting period:

	2022 **RMB'000**	2021 RMB'000
Within 3 months	**–**	85,922
Over 6 months but within 1 year	**10,409**	64,635
	10,409	150,557

The Group's credit limits offered to related companies are based on assessment of their financial viability and reputation in the industry, including historical payment records.

25. AMOUNTS DUE FROM RELATED COMPANIES (Cont'd)

The Group applied simplified approach to provide the expected credit losses prescribed by HKFRS 9.

To measure the ECL of amounts due from related companies, the balances are regarded as not credit-impaired and have been assessed based on individual assessment. At 31 December 2022 and 2021, the Group engaged the Valuer to assess the credit rating for its customers and applying the expected loss rate ranging from 0.1% to 100% (2021: 0.1% to 100%) over the gross carrying amounts. As at 31 December 2022 and 2021, loss allowance amounting to RMB652,823,000 (2021: RMB674,318,000) was recognised based on individual assessment by reference to the Group's historical credit loss experiences, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

Movement in the expected credit loss:

	2022 **RMB'000**	2021 RMB'000
At beginning of year	**674,318**	466,617
Transferred to ECL of trade receivables *(Note 24a)*	**(28)**	–
Expected credit losses reversed *(Note a)*	**(21,467)**	(13,238)
Expected credit losses recognised *(Note b)*	**–**	220,939
At end of year	**652,823**	674,318

Notes:

a. Reversal of provision for loss allowance of RMB21,467,000 (2021: RMB13,238,000) was recognised due to the decrease in the past due balance of trade receivables from Brilliance China Group.

b. As at 31 December 2021, the Group considered that there are significant increase in credit risk of the receivable with (i) net carrying amount of RMB333,418,000 from the Brilliance China Group and, therefore, resulting an increase in ECL allowance of RMB182,861,000 was recognised and (ii) net carrying amount of RMB24,840,000 from Huachen Group who were in the process of restructuring and bankruptcy. The Group considered that there are significant increase in credit risk of this receivable and, therefore, resulting an addition in ECL allowance of RMB24,840,000 was recognised.

   As at 31 December 2022, no addition in ECL allowance was recognised.

26. PLEDGED/RESTRICTED BANK DEPOSITS/BANK BALANCES AND CASH

Bank balances and pledged/restricted bank deposits carry interest at variable market rates as follows:

	Bank balances RMB'000	Pledged/ restricted bank deposits RMB'000
At 31 December 2022	0.01% - 0.35% per annum	1.30% - 3.15% per annum
At 31 December 2021	0.01% - 0.35% per annum	1.30% - 3.15% per annum

An amount of RMB135,130,000 (2021: RMB250,618,000) represents bank deposits pledged to banks to secure bills payable issued to suppliers of the Group for the purchase of raw materials.

An amount of RMB2,350,000 (2021: RMB5,700,000) represents restricted bank deposits for issuance of letters of credit with maturity of 3 months to 1 year.

An amount of RMB10,596,000 (2021: RMB17,244,000) represents restricted bank deposits to secure for borrowings.

An amount of RMB543,000 (2021: RMB375,000) represents restricted bank deposits have been frozen by a court.

Balances denominated in foreign currencies:

	2022 **RMB'000**	2021 RMB'000
HK$	**730**	2,300
United States Dollars ("US$")	**804**	747

Other than bank balances shown above, all other remaining bank balances are denominated in RMB which is not a freely convertible currency. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business.

27. OTHER ASSETS

On 27 August 2021, Mianyang Xinchen entered into an investment agreement (the "Investment Agreement") with Beijing CHJ Automotive Technology Co., Ltd*（北京車和家汽車科技有限公司）("Beijing CHJ"), a company established in the PRC and controlled by Li Auto Inc., for the establishment of Li Xinchen in the PRC (See Note 39). Pursuant to the Investment Agreement, Mianyang Xinchen agreed to inject capital assets into Li Xinchen for the registered capital of Li Xinchen, which mainly comprise equipment and machinery and constructions in-progress relating to CE engine assembly line and cylinder block machining line (the "Contribution Assets"), with a total book value and appraised value of approximately RMB218,485,000 and RMB213,696,000, respectively and resulting an impairment loss of property, plant and equipments amounted to RMB4,789,000 and a transfer from property, plant and equipments to asset held for disposal amounting to RMB213,696,000 (See Note 16). The transfer of the Contribution Assets into Li Xinchen was completed during the year ended 31 December 2022 (See Note 19).

* *English name for reference only.*

28. TRADE AND OTHER PAYABLES

	2022	2021
	RMB'000	RMB'000
Trade payables	**260,238**	414,839
Bills payable	**236,515**	336,646
Total trade and bills payables	**496,753**	751,485
Construction payables	**4,744**	4,717
Payroll and welfare payables	**15,857**	18,115
Advance from customers *(Note a)*	**4,910**	9,622
Provision for warranty *(Note b)*	**5,782**	5,887
Retention money	**13,184**	13,741
Other tax payables *(Note c)*	**51,507**	4,618
Provision for operating expenses	**3,215**	7,960
Other payables	**5,512**	6,610
	601,464	822,755

Notes:

a. As at 31 December 2022 and 2021, the balances amounting to RMB4,910,000 and RMB9,622,000, respectively, represented the contract liabilities, i.e. the Group's obligation to transfer goods or services to customers for which the Group has received consideration from the customers. During the year ended 31 December 2022, the contract liabilities balance at the beginning of the year were fully recognised as revenue from sale of goods.

b. The balance of provision for warranty represents management's best estimate of the Group's liability under the one year warranty granted to customers on the sale of automotive engines and automotive engine components, based on prior experience and industry averages for defective products at the end of reporting period.

c. Included in the balance is value added tax payable of RMB51,112,000 (2021: RMB4,345,000).

28. TRADE AND OTHER PAYABLES (Cont'd)

The credit periods of trade payables and bills payable are normally within 3 months and 3 to 6 months, respectively. The following is an aging analysis of trade payables presented based on the invoice date at the end of the reporting period:

	2022	2021
	RMB'000	RMB'000
Within 3 months	**172,579**	287,987
Over 3 months but within 6 months	**36,188**	26,504
Over 6 months but within 1 year	**3,449**	26,025
Over 1 year but within 2 years	**14,030**	48,004
Over 2 years	**33,992**	26,319
	260,238	414,839

The following is an aging analysis of bills payable presented based on the issuance date of bills at the end of the reporting period:

	2022	2021
	RMB'000	RMB'000
Within 3 months	**79,093**	127,816
Over 3 months but within 6 months	**157,422**	187,250
Over 6 months but within 1 year	**–**	21,580
	236,515	336,646

The movement of provision for warranty are as follows:

	2022	2021
	RMB'000	RMB'000
At beginning of year	**5,887**	7,512
Provision for the year	**7,876**	22,217
Utilised for the year	**(7,981)**	(23,842)
At end of year	**5,782**	5,887

All amounts are short term and hence the carrying values of the Group's trade payables, bills payable and other payables are considered to be a reasonable approximation of fair values.

29. AMOUNTS DUE TO RELATED COMPANIES

Details of amounts due to related companies are as follows:

	2022 RMB'000	2021 RMB'000
Trade related:		
Huachen Group		
Huachen Automotive	**610**	610
Shenyang Brilliance Power Train Machinery Co., Ltd.* 瀋陽華晨動力機械有限公司	**155**	155
Brilliance China Group		
Mianyang Brilliance Ruian Automotive Components Co., Ltd.* 綿陽華晨瑞安汽車零部件有限公司	**3,108**	4,545
Shenyang ChenFa Automotive Components Co., Ltd.* 瀋陽晨發汽車零部件有限公司	**3,583**	3,583
BMW Brilliance Automotive#	**–**	24,049
Shenyang Jinbei Vehicle Dies Manufacturing Co., Ltd.* 瀋陽金杯汽車模具製造有限公司	**15**	15
Wuliangye Group		
Mianyang Xinhua Trading	**1**	10
Mianyang Xinhua Internal Combustion Engine Joint Stock Company Limited* 綿陽新華內燃機股份有限公司	**13,416**	31,177
Sichuan Yi Bin Pushi Automotive Components Co., Ltd.* 四川省宜賓普什汽車零部件有限公司	**123**	705
Mianyang Xin Xinmao Trading Co., Ltd.* 綿陽新鑫茂商貿有限公司	**655**	696
	21,666	65,545
Non-trade related:		
Brilliance China Group		
Brilliance China	**2,258**	1,499
BMW Brilliance Automotive	**–**	14,631
	2,258	16,130
	23,924	81,675

Effective as of 11 February 2022, BMW Brilliance Automotive was owned as to 25% by SJBA, an indirect wholly-owned subsidiary of Brilliance China and 75% by BMW Holding B.V. As at 31 December 2022, BMW Brilliance Automotive is no longer considered as a related party of the Group.

* *English name for reference only.*

29. AMOUNTS DUE TO RELATED COMPANIES (Cont'd)

The trade related amounts are analysed as:

	2022 RMB'000	2021 RMB'000
Trade payables	**11,783**	39,988
Bills payable	**9,883**	25,557
	21,666	65,545

The aging of trade related amounts due to related companies presented based on the invoice date at the end of the reporting period is as follows:

	2022 RMB'000	2021 RMB'000
Within 3 months	**6,275**	30,922
Over 3 months but within 6 months	**247**	560
Over 6 months but within 1 year	**63**	733
Over 1 year	**5,198**	7,773
	11,783	39,988

The bills payable are guaranteed by the banks in the PRC and have maturities of 3 to 12 months. The following is an aging analysis of trade related bills payable presented based on the issuance date of bills at the end of the reporting period:

	2022 RMB'000	2021 RMB'000
Within 3 months	**6,203**	3,100
Over 3 months but within 6 months	**3,680**	17,457
Over 6 months but within 1 year	**–**	5,000
	9,883	25,557

The trade related amounts are interest free, unsecured and with credit period of 3 to 6 months.

The non-trade related amounts are interest free, unsecured and repayable on demand.

30. AMOUNT DUE TO AN ASSOCIATE

The balance is interest free, unsecured and repayable on demand.

The aging of trade related amounts due to an associate presented based on the invoice date at the end of the reporting period is as follows:

	2022 RMB'000	2021 RMB'000
Within 3 months	293,065	–
Over 3 months but within 6 months	174,396	–
	467,461	–

31. LEASE LIABILITIES

	2022 RMB'000	2021 RMB'000
Total minimum lease payments:		
Due within one year	199,010	2,192
Due in the second to fifth years	587,602	2,191
	786,612	4,383
Future finance charges on lease liabilities	(78,753)	(131)
Present value of lease liabilities	707,859	4,252

	2022 RMB'000	2021 RMB'000
Present value of minimum lease payments:		
Due within one year	170,024	2,095
Due in the second to fifth years	537,835	2,157
	707,859	4,252
Less: Portion due within one year included under current liabilities	(170,024)	(2,095)
Portion due after one year included under non-current liabilities	537,835	2,157

Note:

As at 31 December 2022, lease liabilities amounting to RMB707,859,000 (2021: RMB4,252,000) are effectively secured by the related underlying assets as the rights to the leased asset would be reverted to the lessor in the event of default by repayment by the Group.

31. LEASE LIABILITIES (Cont'd)

During the year ended 31 December 2022, the total cash outflows for the leases are RMB41,019,000 (2021: RMB7,472,000).

Types of right-of-use assets	Financial statements items of right-of-use assets included in	Number of leases	Range of remaining lease term	Particulars
Office premise	Buildings in "Property, plant and equipment"	1	1 year (2021: 2 years)	Contains an option to renew the lease after the end of the contract by giving a one-month notice to landlord before the end of the contract
Production facilities	Buildings in "Property, plant and equipment"	1	5 years (2021: Nil)	Contains an option to renew the lease after the end of the contract by giving a three-month notice to landlord before the end of the contract

The Group considered that no extension option or termination option would be exercised at the lease commencement date.

32. BORROWINGS

a. Bank borrowings

	2022 RMB'000	2021 RMB'000
Carrying amount repayable:		
Within 1 year or on demand	**481,740**	488,232
After 1 year but within 2 years	**77,365**	74,000
After 2 years but within 5 years	**30,819**	98,060
	589,924	660,292
Less: amounts shown under current liabilities	**(481,740)**	(488,232)
Amounts shown under non-current liabilities	**108,184**	172,060
Secured *(Note a)*	**388,965**	346,820
Unsecured *(Note b)*	**200,959**	313,472
	589,924	660,292

32. BORROWINGS (Cont'd)

b. Other borrowings

	2022 RMB'000	2021 RMB'000
Carrying amount repayable:		
Within 1 year or on demand	**10,000**	510,000
	10,000	510,000
Carrying amount of borrowings that are repayable on demand due to breach of loan covenants (shown under current liabilities) *(Note c)*	**60,000**	70,000
Less: amounts shown under current liabilities	**(70,000)**	(580,000)
Amounts shown under non-current liabilities	**–**	–
Secured *(Note d)*	**–**	500,000
Unsecured *(Note e)*	**70,000**	80,000
	70,000	580,000

Notes:

a. At 31 December 2022 and 2021, the balances were secured by property, plant and equipment, prepaid lease payments and amounts due from related companies as set out in Notes 16, 18 and 25 respectively.

b. At 31 December 2022, included in the unsecured borrowings is RMB106,965,000 guaranteed by companies within the Group (2021: RMB231,548,000 guaranteed by companies within the Group). The remaining balance of RMB93,994,000 (2021: RMB81,924,000) was unguaranteed, unsecured and arose from discounting, with recourse of bills receivable.

At 31 December 2022, other than borrowing which are denominated in US$, i.e. US$1,000,000, equivalent to approximately RMB6,965,000 (2021: US$19,000,000, equivalent to approximately RMB121,138,000), the remaining loans are all denominated in RMB.

c. At 31 December 2022, other borrowings of approximately RMB60,000,000 (2021: RMB70,000,000) from a non-related party, which shall be due after twelve months from the end of reporting period in accordance with the scheduled repayment dates as set out in the respective loan agreements but are reclassified to current liabilities due to the unfulfilment of a loan covenant following the deterioration of the financial conditions of Huachen Automotive, the guarantor of this borrowing, and thereby triggered the default of this borrowing of the Group; accordingly, this borrowing became repayable on demand as at 31 December 2022 and 2021.

d. At 31 December 2021, included in the balances was other borrowings amounting to RMB500,000,000 from BMW Brilliance Automotive which was secured by property, plant and equipment and prepaid lease payments as set out in Notes 16 and 18, bearing interest at 4.6% per annum and repayable on demand as at 31 December 2021. At 31 December 2022, the balance was settled.

e. At 31 December 2022, included in the balances was other borrowings amounting to RMB70,000,000 (2021: RMB80,000,000) from a non-related party which was unsecured, bearing interest at 1.2% per annum and repayable on demand as at 31 December 2022 and 2021.

32. BORROWINGS (Cont'd)

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

	2022	2021
	% per annum	% per annum
Fixed-rate borrowings – RMB	**1.200% to 6.0%**	1.200% to 6.0%
Variable-rate borrowings – US$	**3.400%# + 2.850%**	0.299%# + 2.500%

London Inter-Bank Offer Rate ("LIBOR")

33. DEFERRED INCOME

	2022	2021
	RMB'000	RMB'000
Amounts recognised in profit or loss during the year:		
Subsidies related to incurred costs *(Note a)*	**3,816**	2,114
Subsidies related to property, plant and equipment *(Note b)*	**5,714**	7,084
Subsidies related to the Anti-epidemic Fund *(Note c)*	**104**	–
	9,634	9,198

The movement of deferred income is as follows:

	2022	2021
	RMB'000	RMB'000
At beginning of year	**25,235**	32,319
Amount credited to profit or loss during the year	**(5,714)**	(7,084)
At end of year	**19,521**	25,235

33. DEFERRED INCOME (Cont'd)

Notes:

a. The Group received government subsidies for reimbursement of logistics costs and research and development activities to enhance the competitiveness in the industry and to promote new products. The subsidies are recognised in profit or loss as the relevant expenses were incurred.

b. The Group received government subsidies for the compensation of capital expenditures incurred for the plant and machinery. The amounts are deferred and amortised over the estimated useful lives of the respective assets.

c. The Group successfully applied for fund support from the Employment Support Scheme under the Anti-epidemic Fund, set up by the Hong Kong Special Administrative Region Government during the year ended 31 December 2022. The purpose of the funding is to provide financial support to enterprises to retain their employees who would otherwise be made redundant. Under the terms of the grant, the Group is required not to make redundancies during the subsidy period and to spend all the funding on paying wages to the employees.

34. SHARE CAPITAL

Details of movement of the share capital of the Company are as follows:

	Number of shares	**Amount**
		HK$
Ordinary shares of HK$0.01 each		
Authorised:		
At date of incorporation, 1 January 2021, 31 December 2021 and 2022	8,000,000,000	80,000,000
Issued and fully paid:		
At 1 January 2021, 31 December 2021 and 2022	1,282,211,794	12,822,118

	2022	2021
	RMB'000	RMB'000
Share capital presented in consolidated statement of financial position	**10,457**	10,457

35. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balances. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debts (which include borrowings, lease liabilities and non-trade related amounts due to related companies), net of cash and cash equivalents and equity attributable to owners of the Company, comprising share capital, retained profits and other reserves.

Management of the Group reviews the capital structure periodically. As part of this review, management considers the cost of capital and the risks associated with the capital. Based on recommendations of management, the Group will balance its overall capital structure through the payment of dividends and raising of new capital as well as the issue of new debt or the redemption of existing debt.

36. FINANCIAL INSTRUMENTS

36.1 Categories of financial instruments

	2022 RMB'000	2021 RMB'000
Financial assets		
Financial assets at amortised cost#	**982,101**	562,136
Receivables measured at FVTOCI	**3,278**	12,950
Financial liabilities		
Financial liabilities at amortised cost##	**1,671,502**	2,098,521
Lease liabilities	**707,859**	4,252

\# *Prepayment, deposits and value added tax recoverable are excluded*

\#\# *Accruals, advance from customers, provision for warranty, payroll and welfare payables and other tax payables are excluded*

36.2 Financial risk management objectives and policies

The Group's financial instruments include trade and other receivables, receivables measured at FVTOCI, amounts due from/to related companies, amounts due to an associate, loan to a shareholder, bank balances and cash, pledged/restricted bank deposits, trade and other payables, lease liabilities and borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner. There has been no material change to the Group's exposure to market risks or the manner in which it manages and measures the risk from prior year.

Currency risk

The carrying amounts of the Group's significant monetary assets/(liabilities) denominated in foreign currency, i.e. currency other than the functional currency of the respective group entities at the end of the reporting period are as follows:

	2022 RMB'000	2021 RMB'000
US$		
– Cash and cash equivalents	**804**	747
– Borrowings	**(6,965)**	(121,138)
	(6,161)	(120,391)
HK$		
– Cash and cash equivalents	**730**	2,300
– Loan to a shareholder	**11,876**	14,784
	12,606	17,084

36. FINANCIAL INSTRUMENTS (Cont'd)

36.2 Financial risk management objectives and policies (Cont'd)

Currency risk (Cont'd)

Sensitivity analysis

The following table details the Group's sensitivity to a 5% (2021: 5%) increase and decrease in RMB, the functional currency of the respective group entities operating in the PRC, against US$ and HK$. 5% is the sensitivity rate used which represents management's assessment of the possible changes in foreign currency rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for 5% change in foreign currency rates. A positive/(negative) number below indicates a decrease/(increase) in loss for the year where RMB strengthens 5% against US$ and HK$. For a 5% weakening of RMB against US$ and HK$, there would be an equal but opposite impact on the loss for the year.

	2022	2021
	RMB'000	RMB'000
Loss for the year		
US$	**262**	6,020
HK$	**(526)**	(854)

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to cash flow interest rate risk on the variable rate of interest earned on the restricted/pledged bank deposits and bank balances, and variable rate of interest incurred on borrowings. The Group is also exposed to fair value interest rate risk in relation to fixed-rate borrowings. It is the Group's policy to maintain an appropriate level between its fixed-rate and variable-rate borrowings so as to minimise the fair value and cash flow interest rate risk. The Group monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

At 31 December 2022, the interest income amounting to RMB3,701,000 (2021: RMB5,619,000) are from financial assets that are measured at amortised cost.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for non-derivative instruments. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. The following sensitivity analysis represents management's assessment of the reasonably possible change in interest rates.

36. FINANCIAL INSTRUMENTS (Cont'd)

36.2 Financial risk management objectives and policies (Cont'd)

Interest rate risk (Cont'd)

Variable-rate borrowings

If interest rates of the variable-rate borrowings had been 50 basis points higher/lower than the lending benchmark interest rate stipulated by the People's Bank of China or LIBOR and all other variables were held constant, the Group's loss for the year ended 31 December 2022 would have increased/decreased by approximately RMB30,000 (2021: RMB515,000).

Lease liabilities

If interest rates of the lease liabilities had been 50 basis points higher/lower and all other variables were held constant, the Group's loss for the year ended 31 December 2022 would have increased/decreased by approximately RMB2,395,000 (2021: RMB16,000).

Variable-rate bank balances

If interest rate of variable-rate bank balances had been 10 basis points higher/lower and all other variables were held constant, the Group's loss for the year ended 31 December 2022 would have decreased/increased by approximately RMB85,000 (2021: RMB244,000).

In the director's opinion, the sensitivity analysis above is unrepresentative for the interest rate risk as the exposure at the end of reporting period does not reflect the exposure during the year.

Credit risk

At the end of each reporting period, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position and outstanding endorsed and discounted bills receivable as disclosed in Note 40.

Before accepting any new customers, the Group assesses the potential customer's credit quality and defines its credit limit based on the reputation of the customers in the industry. Limits attributed to customers are reviewed regularly. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model upon application of HKFRS 9 on trade balances individually or based on provision matrix, as appropriate.

Trade receivables are written off (i.e. derecognised) when there is no reasonable expectation of recovery. Failure to make payments within 360 days from the invoice date and failure to engage with the Group on alternative payment arrangement amongst other is considered indicators of no reasonable expectation of recovery.

36. FINANCIAL INSTRUMENTS (Cont'd)

36.2 Financial risk management objectives and policies (Cont'd)

Credit risk (Cont'd)

As at 31 December 2022, the Group has concentration of credit risk, 57% and 73% (2021: 34% and 53%) of the Group's total trade receivables, receivables measured at FVTOCI and trade related amounts due from related companies was due from the Group's largest customer and five largest customers respectively. Those five largest customers are with good creditworthiness based on historical settlement record. In order to minimise the concentration of credit risk, the management has delegated staff responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure follow-up action is taken to recover overdue debts. The management also performs periodic evaluations and customer visits to ensure the Group's exposure to bad debts is not significant and adequate impairment losses are made for irrecoverable amount. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group had concentration of credit risk by geographical location as trade and bills receivables and trade related amounts due from related companies comprise various debtors which are all located in PRC during the years ended 31 December 2022 and 2021.

The Group reassess the lifetime ECL for Trade-related-receivables, bills receivable and receivables measured at FVTOCI at the end of each reporting period to ensure that adequate impairment losses are made for significant increases in the likelihood or risk of a default occurring since initial recognition. In this regard, management of the Group considers that the Group's credit risk is significantly reduced.

The Group applied ECL model upon adoption of HKFRS 9. The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis.

To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition, it considers available reasonable the supportive forwarding looking information, including the below indicators:

- internal credit rating based on historical information
- actual or expected significant changes in the operating results of the debtors
- significant changes in the expected performance and behaviour of the debtors, including changes in the debtors' ability to meet its debt obligations.

Other than collective assessment of ECL (i.e. provision matrix) on trade receivables, the Group applies individual assessment of ECL on other receivables, trade related amounts due from related companies and receivables measured at FVTOCI prescribed by HKFRS 9. The expected credit loss rates applied in the both collective assessment and individual assessment are derived according to internal and external credit rating, including the Group's historical credit loss experiences, adjusted for factors that are specific to the debtors. Estimated loss rates are based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information. The assessment of ECL involves a high degree of uncertainties.

Relevant information with regard to the exposure of credit risk and expected credit losses for Trade-related-receivables as at 31 December 2022 and 2021 are set out in Notes 24 and 25.

36. FINANCIAL INSTRUMENTS (Cont'd)

36.2 Financial risk management objectives and policies (Cont'd)

Credit risk (Cont'd)

For non-trade related amounts due from related companies, the Group makes periodic individual assessment on the recoverability, and concluded that the expected credit loss rate for these receivables is immaterial under 12 month ECL method based on the Group's assessment on the risk of the default of that counterparty. Thus, no loss allowance for credit losses for the amounts is recognised during the years ended 31 December 2022 and 2021.

For loan to a shareholder, the Group provided loss allowance amounting to HK$18,864,000, equivalent to approximately RMB16,742,000 and RMB15,408,000 as at 31 December 2022 and 2021 based on periodic individual assessment on the recoverability.

The Group has assessed that the ECL for other receivables (excluding prepayments and value-added tax recoverable) are minimal under the 12-month ECL method as there is no significant increase in credit risk on these financial assets since initial recognition and the risk of default is loss during the years ended 31 December 2022 and 2021.

Management considered the credit risk on pledged/restricted bank deposits and bank balances are limited because the counterparties are banks with good credit standing. There have been no history of default in relation to these banks and thus the risk of default was regarded as low. No loss allowance provision for pledged/restricted bank deposits and bank balances is recognised upon application of HKFRS 9.

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December 2022 and 2021. The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2022

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Loan to a shareholder	**28,618**	–	–	–	**28,618**
Trade receivables#	–	–	–	**975,781**	**975,781**
Other receivables	**87,885**	–	–	–	**87,885**
Receivables measured at FVTOCI	**3,278**	–	–	–	**3,278**
Amounts due from related companies	**10,522**	–	**652,734**	–	**663,256**
Pledged/restricted bank deposits	**148,619**	–	–	–	**148,619**
Bank balances and cash	**59,059**	–	–	–	**59,059**
	337,981	–	**652,734**	**975,781**	**1,966,496**

36. FINANCIAL INSTRUMENTS (Cont'd)

36.2 Financial risk management objectives and policies (Cont'd)

Credit risk (Cont'd)

As at 31 December 2021

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Loan to a shareholder	30,192	–	–	–	30,192
Trade receivables#	–	–	–	440,297	440,297
Other receivables	48,875	–	–	–	48,875
Receivables measured at FVTOCI	12,950	–	–	–	12,950
Amounts due from related companies	86,157	82,635	656,188	–	824,980
Pledged/restricted bank deposits	273,937	–	–	–	273,937
Bank balances and cash	12,853	–	–	–	12,853
	464,964	82,635	656,188	440,297	1,644,084

For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in Note 24 to the consolidated financial statements.

Liquidity risk

In the management of the liquidity risk, the Group closely monitors its cash position resulting from its operations and maintains a level of cash and cash equivalents deemed adequate by management to meet in full its financial obligations as they fall due for the foreseeable future. Management also monitors the utilisation of bank and other borrowings.

The following table details the Group's remaining contractual maturity for its financial liabilities based on the agreed repayment terms as at 31 December 2022 and 2021. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

The table includes both interest and principal cash flows. To the extent that interest flows are carried at floating rate, the undiscounted amount is derived from the interest rate at the end of the reporting period.

In addition, the following table details the Group's liquidity analysis for outstanding endorsed and discounted bills receivable. The tables have been drawn up based on the undiscounted contractual net cash outflows on endorsed and discounted bills receivable that could be required to be paid if the relevant bank defaults on payment. The liquidity analysis for the Group's endorsed and discounted bills receivable are prepared based on the contractual maturities as management considers that the contractual maturities are essential for an understanding of the timing of the cash flows of endorsed and discounted bills receivable.

36. FINANCIAL INSTRUMENTS (Cont'd)

36.2 Financial risk management objectives and policies (Cont'd)

Liquidity risk (Cont'd)

Liquidity tables

	Weighted average interest rate %	Repayable on demand or within 3 months RMB'000	3 – 6 months RMB'000	6 months to 1 year RMB'000	Over 1 year RMB'000	Total undiscounted cash flows RMB'000	Carrying amount RMB'000
At 31 December 2022							
Non-interest bearing							
Trade and other payables	N/A	520,193	–	–	–	520,193	520,193
Amounts due to related companies	N/A	23,924	–	–	–	23,924	23,924
Amount due to an associate	N/A	467,461	–	–	–	467,461	467,461
Outstanding endorsed and discounted bills receivable (Note a)	N/A	175,527	28,634	–	–	204,161	–
Interest bearing							
Other borrowings (Note b)	1.20	70,000	–	–	–	70,000	70,000
Borrowings (Note b)							
– Fixed rate	3.20–6.00	43,470	282,980	166,420	113,979	606,849	582,959
– Variable rate	6.25	6,965	–	–	–	6,965	6,965
Lease liabilities	2.94–4.60	49,752	49,752	99,505	587,603	786,612	707,859
		1,357,292	361,366	265,925	701,582	2,686,165	2,379,361
At 31 December 2021							
Non-interest bearing							
Trade and other payables	N/A	776,554	–	–	–	776,554	776,554
Amounts due to related companies	N/A	81,675	–	–	–	81,675	81,675
Outstanding endorsed and discounted bills receivable (Note a)	N/A	98,912	105,678	53,182	–	257,772	–
Interest bearing							
Other borrowings (Note b)	1.20-4.60	570,000	10,230	420	–	580,650	580,000
Borrowings (Note b)							
– Fixed rate	4.40-6.00	19,137	172,284	195,773	183,837	571,031	539,154
– Variable rate	3.65-4.47	26,756	26,449	70,798	–	124,003	121,138
Lease liabilities	2.94	548	548	1,096	2,191	4,383	4,252
		1,573,582	315,189	321,269	186,028	2,396,068	2,102,773

Notes:

a. The amounts included above for outstanding endorsed and discounted bills receivable are the maximum amounts the Group could be required to settle under the arrangement for the bills for the full guaranteed amount if that amount is defaulted by the counterparties to the guarantee. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, the estimate is subject to change depending on the probability of the default of the counterparties under the arrangement which is a function of the likelihood that the financial receivables held by the counterparties suffer credit losses.

36. FINANCIAL INSTRUMENTS (Cont'd)

36.2 Financial risk management objectives and policies (Cont'd)

Liquidity risk (Cont'd)

Liquidity tables (Cont'd)

Notes: (Cont'd)

b. Borrowings repayable on demand due to breach of loan covenants are included in the "Repayable on demand or within 3 months" time band in the above maturity analysis. As at 31 December 2022, the aggregate carrying amounts of these borrowings amounting to RMB76,965,000 (2021: RMB231,548,000). Taking into account the Group's financial position, the directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors believe that such borrowings will be repaid after the reporting date in accordance with the scheduled repayment dates set out in the loan agreements, details of which are set out in the table below:

Maturity analysis – Borrowings repayable on demand due to breach of loan covenants based on scheduled repayments

	Within 3 months	3 – 6 months	6 months to 1 year	Over 1 year	Total undiscounted cash flows	Carrying amount
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
31 December 2022	**7,175**	**10,200**	**360**	**61,250**	**78,985**	**76,965**
31 December 2021	27,971	137,669	70,798	–	236,438	231,548

36.3 Fair value

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on recurring basis

Other than receivables measured at FVTOCI, the fair value of financial assets and financial liabilities is determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities other than receivables measured at FVTOCI recognised in the consolidated financial statements approximate their fair values.

Fair value of the Group's financial assets and financial liabilities

Financial assets/ financial liabilities	Fair value as at 31 December 2022	2021	Fair value hierarchy	Valuation technique and key inputs
	RMB'000	RMB'000		Discounted cash flows
Receivables measured at FVTOCI in the consolidated statement of financial position	**3,278**	12,950	Level 2	Future cash flows are estimated based on discount rates which are based on the yield-to-maturity of commercial bank bond, with matched terms, and credit risk of various counterparties.

There were no transfer between the different levels of the fair value hierarchy during the year ended 31 December 2022 (2021: Nil).

37. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes.

	Borrowings	**Amounts due to related companies**	**Leases liabilities**	**Total**
	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2021	1,387,862	8,888	5,100	1,401,850
Interest paid	(43,536)	–	(198)	(43,734)
New borrowings raised	793,093	–	–	793,093
Repayment of borrowings	(937,860)	–	–	(937,860)
Capital element of lease rentals paid	–	–	(7,274)	(7,274)
Advance from related companies	–	71	–	71
Repayment to related companies	–	(7,460)	–	(7,460)
Non-cash:				
Finance cost recognised *(Note 9)*	43,536	14,631	198	58,365
Modification of lease term	–	–	6,426	6,426
Exchange adjustment	(2,803)	–	–	(2,803)
At 1 January 2022	1,240,292	16,130	4,252	1,260,674
Interest paid	(43,462)	(17,314)	(11,188)	(71,964)
New borrowings raised	378,976	–	–	378,976
Repayment of borrowings	(469,455)	–	–	(469,455)
Capital element of lease rentals paid	–	–	(29,831)	(29,831)
Advance from related companies	–	759	–	759
Non-cash:				
Additions	–	–	733,438	733,438
Finance cost recognised *(Note 9)*	43,462	2,683	11,188	57,333
Loan repayment	(500,000)	–	–	(500,000)
Exchange adjustment	10,111	–	–	10,111
At 31 December 2022	**659,924**	**2,258**	**707,859**	**1,370,041**

38. LEASE COMMITMENTS

The Group as lessor

Property rental income earned from the buildings previously transferred from investment properties amounting to RMB459,000 (2021: RMB332,000) for the year ended 31 December 2022.

At the end of the reporting period, the Group had contracted with tenant for the following future minimum lease payments:

	2022	2021
	RMB'000	RMB'000
Within one year	**8,647**	438
Due in the second to fifth years	**8,586**	–
	17,233	438

39. CAPITAL COMMITMENTS

	2022 RMB'000	2021 RMB'000
Contracted but not provided for Capital expenditure in respect of the acquisition of property, plant and equipment, prepaid lease payments and development costs	**24,334**	37,070
Capital expenditure in respect of investment in associates *(Note)*	**80,000**	308,669

Note: Pursuant to the Investment Agreement with Beijing CHJ, Li Xinchen was incorporated on 22 October 2021 and its registered capital was RMB629,936,000 that has been subscribed for but has not been fully paid up as at 31 December 2022 (See Note 19). The registered capital consist of RMB321,267,000 that shall be contributed by Beijing CHJ in cash and RMB308,669,000 that shall be contributed by the Group, composed of RMB80,000,000 in cash and RMB228,669,000 by injecting the Contribution Assets into Li Xinchen (See Note 27). Beijing CHJ and the Group will hold 51% and 49% of the equity interests in Li Xinchen, respectively.

40. CONTINGENT LIABILITIES

During the year, the Group (i) endorsed certain bills receivable for the settlement of trade and other payables; and (ii) discounted certain bills receivable to banks for raising of cash. In the opinion of the directors, the Group has transferred the significant risks and rewards relating to these bills receivable, and the Group's obligations to the corresponding counterparties were discharged in accordance with the commercial practice in the PRC and the risk of the default in payment of the endorsed and discounted bills receivable is low because all endorsed and discounted bills receivable are issued and guaranteed by the reputable PRC banks. As a result, the relevant assets and liabilities were not recognised in the consolidated financial statements. The maximum exposure to the Group that may result from the default of these endorsed and discounted bills receivable at the end of each reporting period are as follows:

	2022 RMB'000	2021 RMB'000
Settlement of trade and other payables	**112,648**	196,341
Discounted bills for raising of cash	**91,514**	61,431
Outstanding endorsed and discounted bills receivable with recourse	**204,162**	257,772

Maturity analysis of the outstanding endorsed and discounted bills receivable:

	2022 RMB'000	2021 RMB'000
Within 3 months	**175,528**	98,912
Over 3 months but within 6 months	**28,634**	105,678
Over 6 months but within 12 months	**–**	53,182
	204,162	257,772

41. RELATED PARTY DISCLOSURES

Other than those disclosed elsewhere in the consolidated financial statements, during the year, the Group entered into the following transactions with related parties:

	2022 RMB'000	2021 RMB'000
Sale of goods		
Brilliance China Group *(Note)*	**61,393**	982,707
Huachen Group	**–**	227
Li Xinchen	**34,936**	–
	96,329	982,934
Purchase of goods		
Brilliance China Group *(Note)*	**13,719**	102,762
Huachen Group	**–**	211
Wuliangye Group	**36,941**	75,127
Li Xinchen	**720,695**	–
	771,355	178,100
Provision of service		
Li Xinchen	**2,112**	–
Lease payment and auxiliary services received		
Brilliance China Group	**2,469**	2,366
Huachen Group	**–**	274
	2,469	2,640
Lease income and auxiliary services charged		
Li Xinchen	**9,472**	–
Compensation income		
Brilliance China Group	**–**	92,881
Cleaning and greening services received		
Wuliangye Group	**–**	87
Consulting service received		
Wuliangye Group	**–**	50
Water and electricity costs (received)/charged		
Wuliangye Group	**(759)**	16
Repairment fee		
Wuliangye Group	**22**	74
Interest expense charged		
Brilliance China Group *(Note)*	**2,683**	14,631
Sale of intangible assets		
Li Xinchen	**37,000**	–

Note: During the year ended 31 December 2022, the amount included sale and purchase transaction and interest expense charged with BMW Brilliance Automotive from 1 January 2022 to 10 February 2022 (2021: 1 January 2021 to 31 December 2021).

41. RELATED PARTY DISCLOSURES (Cont'd)

The above transactions were carried out in the ordinary course of business and conducted in accordance with the terms and conditions mutually agreed by both parties.

Brilliance China Group, Huachen Group and Wuliangye Group are also the connected persons of the Company under Chapter 14A of the Listing Rules.

Balances with the Brilliance China Group, Huachen Group and Wuliangye Group are disclosed elsewhere in the consolidated financial statements.

41.1 Transactions/balances with other state-controlled entities in the PRC

The Group operates in an economic environment currently predominated by entities directly or indirectly owned or controlled by the PRC government (the "State-controlled Entities"). The Group has entered into various transactions in the ordinary course of business, including deposits placements, borrowings and other general banking facilities, with banks which are PRC governments related entities. In addition, the Group itself is jointly controlled by a subsidiary of Brilliance China and a subsidiary of Wuliangye, each of which are ultimately controlled by the PRC government. Apart from the transactions with the Brilliance China Group, Huachen Group and Wuliangye Group disclosed above, the Group also conducts business with other State-controlled Entities. The directors of the Company consider those State-controlled Entities as independent third parties so far as the Group's business transactions with them are concerned.

41.2 Compensation of key management personnel

The remuneration of directors and other members of key management during the year were as follows:

	2022 **RMB'000**	2021 RMB'000
Short-term benefits	**14,187**	9,824
Post-employment benefits	**119**	108
	14,306	9,932

The directors and certain senior management have also been employed by the Brilliance China Group and Wuliangye Group and the payment of their post-employment benefits representing contributions to retirement benefits scheme was centralised and made by the Brilliance China Group and Wuliangye Group for the years ended 31 December 2022 and 2021, and such amounts are considered as insignificant.

42. RETIREMENT BENEFIT PLAN

The employees of the Group are members of the state-managed retirement benefit scheme operated by the PRC government and of Mandatory Provident Fund Scheme. The Group is required to contribute a certain percentage of basic payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the required contributions under the scheme. During the year ended 31 December 2022, RMB23,509,000 (2021: RMB26,469,000) expenses were incurred and recognised in profit or loss.

43. SHARE-BASED PAYMENT TRANSACTIONS

43.1 Share Incentive Scheme

During the year ended 31 December 2011, the Company established a share incentive scheme (the "Incentive Scheme") to provide an incentive to directors, management, employees and relevant personnel of the Group who have contributed or will make contributions to the development and growth of the Group (the "Beneficiaries") which contains two trust arrangements, namely a fixed trust (the "Fixed Trust") and a discretionary trust (the "Discretionary Trust"). On 31 October 2011, the Company issued 93,999,794 shares of the Company (the "Shares"), representing approximately 9.998% of then enlarged issued share capital of the Company, to Lead In, which held on trust for the relevant Beneficiaries under the two trust arrangements at subscription price of HK$1.0817 per Share. The subscription price of HK$1.0817 per Share is considered as fair value since it was determined based on the Mianyang Xinchen Valuation Report, which was issued by an independent valuer for the purpose of group reorganisation and it was also used to determine the consideration for the shares issued to Dongfeng Motors Engineering (i.e. HK$1.0817 per Share), which is an independent third party prior to its investment.

The Company ceased the operation and further implementation of the Incentive Scheme with effect from 6 December 2021.

Prior to 1 January 2017, all Shares under the Fixed Trust were awarded to the Beneficiaries. No Share had been awarded under the Discretionary Trust for the year ended 31 December 2022 (2021: Nil). As at 31 December 2022, Lead In held 33,993,385 (2021: 33,993,385) Shares under the Discretionary Trust.

No Shares were granted, exercised, lapsed or forfeited under the Discretionary Trust during the years ended 31 December 2022 and 2021.

43.2 Share Option Scheme

The Company has adopted a share option scheme (the "Share Option Scheme") on 25 April 2012 (amended and restated on 8 February 2013) to provide incentives or rewards to participants for their contribution to the Group and/or to enable the management of the Group to recruit and retain employees that are valuable to the Group.

During the years ended 31 December 2022 and 2021, no share options were granted under the Share Option Scheme by the Company. In addition, as at 31 December 2022 and 2021, no share options under the Share Option Scheme were outstanding.

44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2022 RMB'000	2021 RMB'000
Non-current assets		
Investment in a subsidiary	**826,377**	826,377
Property, plant and equipment	**2,299**	4,232
Loan to a shareholder	**11,876**	14,784
	840,552	845,393
Current assets		
Prepayments and other receivables	**561**	457
Amount due from a related company	**24**	22
Bank balances and cash	**980**	2,554
	1,565	3,033
Current liabilities		
Other payables	**3,534**	1,197
Amounts due to related companies	**48,956**	27,378
Lease liabilities	**2,344**	2,095
	54,834	30,670
Net current liabilities	**(53,269)**	(27,637)
Non-current liabilities		
Lease liabilities	**–**	2,157
	–	2,157
Net assets	**787,283**	815,599
Capital and reserves		
Share capital	**10,457**	10,457
Reserves *(Note)*	**776,826**	805,142
Total equity	**787,283**	815,599

Wu Xiao An (also known as Ng Siu On)
Director

Wang Yunxian
Director

44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Cont'd)

Note: Below table sets out the details of the reserves of the Company:

	Share premium RMB'000	Special reserve RMB'000 *(Note)*	Contribution from a shareholder RMB'000	Accumulated losses RMB'000	Total RMB'000
At 1 January 2021	700,258	348,103	8,319	(233,743)	822,937
Loss and total comprehensive expense for the year	–	–	–	(17,795)	(17,795)
At 31 December 2021	700,258	348,103	8,319	(251,538)	805,142
Loss and total comprehensive expense for the year	–	–	–	(28,316)	(28,316)
At 31 December 2022	**700,258**	**348,103**	**8,319**	**(279,854)**	**776,826**

Note: The special reserve represents the difference between total equity of Southern State Investment Limited ("Southern State") at the date the Company obtained entire issued share capital of Southern State from the shareholders of the Company and the paid consideration of US$1 upon group reorganisation underwent in 2011.

45. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

Name of subsidiary	Place of incorporation or establishment/ operation	Issued and fully paid share/ registered capital	Proportion of issued share/ registered capital held by the Company Directly	Indirectly	Principal activities
Southern State	British Virgin Islands/ Hong Kong	US$1 Ordinary share	100% (2021: 100%)	–	Investment holding
Mianyang Xinchen	PRC	US$100,000,000 Registered capital	–	100% (2021: 100%)	Development, manufacture and sale of automotive engines for passenger vehicles and light duty commercial vehicles and manufacture of engine parts and components of the passenger vehicles
Shenyang Xinchen	PRC	RMB483,000,000 Registered capital	–	100% (2021: 100%)	Factory premise leasing
Mianyang Xinchen Automotive Components Co., Ltd.* (綿陽新晨汽車零部件有限公司)	PRC	RMB5,000,000 Registered capital	–	100% (2021: Nil)	Manufacture and sale of engine parts and components of the passenger vehicles

There is no loan capital issued by the Company's subsidiaries at the end of the year.

* *English name for reference only*

46. COMPARATIVE AMOUNTS

Certain comparative figures have been reclassified to conform with the current period's presentation.