



京城機電股份
JINGCHENG MAC

北京京城機電股份有限公司

Beijing Jingcheng Machinery Electric Company Limited

(a joint stock company incorporated in the People's Republic of China with limited liability)
(在中華人民共和國註冊成立之股份有限公司)

(H Share Stock Code H 股代號 : 0187 ; A Share Stock Code A 股代號 : 600860)

2022
ANNUAL REPORT
年度報告



Section 1 第一節	DEFINITION 釋義	4
Section 2 第二節	COMPANY PROFILE AND KEY FINANCIAL INDICATORS 公司簡介和主要財務指標	7
Section 3 第三節	MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析	15
Section 4 第四節	CHAIRMAN'S STATEMENT 董事長報告	46
Section 5 第五節	CORPORATE GOVERNANCE 公司治理	54
Section 6 第六節	ENVIRONMENTAL AND SOCIAL RESPONSIBILITY 環境與社會責任	113
Section 7 第七節	REPORT OF THE DIRECTORS 董事會報告	127
Section 8 第八節	IMPORTANT MATTERS 重要事項	132
Section 9 第九節	CHANGES IN SHARES AND INFORMATION OF SHAREHOLDERS 股份變動及股東情況	179
Section 10 第十節	INFORMATION ABOUT PREFERENCE SHARES 優先股相關情況	201
Section 11 第十一節	CORPORATE BONDS 債券相關情況	202
Section 12 第十二節	FINANCIAL REPORT 財務報告	203
Section 13 第十三節	INTERNAL CONTROL AUDIT REPORT 內部控制審計報告	357
Section 14 第十四節	FIVE YEARS' FINANCIAL SUMMARY 五年業績摘要	368

Documents Available for Inspection	1. Original copy of the annual report, which has been signed by the chairman.
	2. Original copy of the auditors' report signed and chopped by the certified public accountant and under the seal of the accountant firm.
	3. The original copies of all documents and announcements of the Company publicly disclosed during the Reporting Period in Shanghai Securities News, the website of Shanghai Stock Exchange and the HKEX News website of the The Stock Exchange of Hong Kong Limited.
	4. The Articles of Association of the Company.
	5. The above documents are available for inspection at the Office of the Board of Directors of the Company, situated at No.2 Huo Xian Nan San Road, Huo Xian Town, Tongzhou District, Beijing, the People's Republic of China.

備查文件目錄	1、 載有董事長親筆簽名的年度報告正本。
	2、 載有會計師事務所蓋章、註冊會計師簽名並蓋章的審計報告原件。
	3、 報告期內在《上海證券報》，上海交易所網站，香港聯合交易所有限公司披露易網站上公開披露過的所有公司文件的正本及公告原稿。
	4、 公司章程。
	5、 以上備查文件可到本公司董事會辦公室查閱，地址為中華人民共和國北京市通州區漷縣鎮漷縣南三街2號。

Important Notes

重要提示



- I. **The Board, the Supervisory Committee and the Directors, Supervisors and senior management of the Company confirm that information contained in this annual report is true, accurate, and complete without any false and misleading statements or material omissions, and severally and jointly accept legal responsibility for the above.**
- II. **All directors of the Company have attended the meetings of the Board.**
- III. **ShineWing Certified Public Accountants (Special General Partnership) has issued a standard audited report without qualifying opinions for the Company.**
- IV. **Mr. Wang Jun, the person in charge of the Company, Ms. Feng Yongmei, the Accounting Supervisor and Mr. Wang Yandong, Accounting Manager (accountant in charge), have declared that they guarantee the truthfulness, accuracy and completeness of the financial statements contained in this annual report.**
- V. **Resolutions of profit distribution or capitalisation from capital reserves of the Company for the Reporting Period examined and reviewed by the Board**
During the Reporting Period, as audited by Shinewing Certified Public Accountants (Special General Partnership), net profit attributable to shareholders of the listed company was RMB18,302,413.93 and undistributed profit at the end of the year was RMB-669,031,286.39. As the Company recorded negative undistributed profits at the end of the year, the Company proposed not to distribute any profit and not to capitalize from capital reserves for the year 2022. Such resolutions are required to be submitted at the AGM for consideration and approval.
- VI. **Declaration on risk from forward-looking statements**
 Applicable Not applicable
The content of this annual report involves forward-looking statements such as future plans and other does not constitute substantial undertakings of the Company to investors due to uncertainties. Investors are advised to be cautious about investment risks.
- VII. **Whether the controlling shareholders of the Company and other associates have misappropriated the Company's funds or not**
No
- VIII. **Whether any external guarantees are provided in violation of any specified decision-making procedures or not**
No
- IX. **Whether more than half of the directors cannot guarantee the truthfulness, accuracy and completeness of the annual report disclosed by the Company**
No
- 一、 本公司董事會、監事會及董事、監事、高級管理人員保證年度報告內容的真實性、準確性、完整性，不存在虛假記載、誤導性陳述或重大遺漏，並承擔個別和連帶的法律責任。
- 二、 公司全體董事出席董事會會議。
- 三、 信永中和會計師事務所(特殊普通合夥)為本公司出具了標準無保留意見的審計報告。
- 四、 公司負責人王軍先生、主管會計工作負責人馮永梅女士及會計機構負責人(會計主管人員)王艷東先生聲明：保證年度報告中財務報告的真實、準確、完整。
- 五、 董事會決議通過的本報告期利潤分配預案或公積金轉增股本預案
報告期，經信永中和會計師事務所(特殊普通合夥)審計，歸屬於上市公司股東的淨利潤為人民幣18,302,413.93元，年末未分配利潤為人民幣-669,031,286.39元。由於公司年末未分配利潤為負，故2022年度不進行利潤分配，也不進行資本公積金轉增股本，該預案尚需提交股東大會審議。
- 六、 前瞻性陳述的風險聲明
 適用 不適用
本年度報告內容中涉及未來計劃等前瞻性陳述因存在不確定性，不構成公司對投資者的實質承諾，請投資者注意投資風險。
- 七、 是否存在被控股股東及其他關聯方非經營性佔用資金情況
否
- 八、 是否存在違反規定決策程序對外提供擔保的情況
否
- 九、 是否存在半數以上董事無法保證公司所披露年度報告的真實性、準確性和完整性
否



Important Notes

重要提示

X. IMPORTANT RISK WARNINGS

1. The risk associated with the implementation of the project of the non-public issuance of A shares.

On 16 November 2022, the nineteenth extraordinary meeting of the tenth session of the Board of the Company considered and approved the “Resolution in relation to the Proposal for the Company’s Non-public Issuance of A Shares” and other resolutions, pursuant to the relevant requirements of the “Company Law of the People’s Republic of China”, “Securities Law of the People’s Republic of China”, “Administrative Measures for the Issuance of Securities by Listed Companies”, “Detailed Implementation Rules for the Non-public Issuance of Shares by Listed Companies” and other laws and regulations, the Company proposed a plan for the non-public issuance of A shares. Currently, there is uncertainty regarding the issuance of A Shares of the Company. The Company will strictly perform the information confidentiality work and fulfil its information disclosure obligations under relevant laws and regulations according to the progress of the matter, so as to announce the progress of the matter in a timely manner.

XI. Others

Applicable Not applicable

十、重大風險提示

- 1、 實施本次非公開發行A股股票項目相關風險。

2022年11月16日，公司第十屆董事會第十九次臨時會議審議通過了《關於公司非公開發行A股股票方案》等議案，根據《中華人民共和國公司法》、《中華人民共和國證券法》、《上市公司證券發行管理辦法》、《上市公司非公開發行股票實施細則》等法律法規的相關規定，公司擬定非公開發行A股股票方案。目前，公司本次發行A股股票事項尚存在不確定性，公司將根據相關進展情況，嚴格做好信息保密工作，並嚴格按照相關法律法規要求履行信息披露義務，及時對該事項的進展情況進行公告。

十一、其他

適用 不適用

Section 1 Definition

第一節 釋義



1. Definitions

Unless otherwise stated in context, the following terms should have the following meanings in this report:

一、釋義

在本報告書中，除非文義另有所指，下列詞語具有如下含義：

		Definition of frequently used terms 常用詞語釋義
Company	means	Beijing Jingcheng Machinery Electric Company Limited (北京京城機電股份有限公司), a joint stock company incorporated in the PRC with limited liability and the shares of which are listed on the Main Board of the Stock Exchange and the SSE
公司、本公司	指	北京京城機電股份有限公司，一間於中國註冊成立之股份有限公司，其股份於聯交所主板及上交所上市
Beiren Holdings 北人股份	means 指	Beiren Printing Machinery Holdings Limited (the former name of the Company) 北人印刷機械股份有限公司(更名前本公司)
Group 本集團	means 指	the Company and its subsidiaries 本公司及其附屬公司
Jingcheng Holding or Jingcheng Machinery Electric (controlling shareholder and beneficial controller)	means	Beijing Jingcheng Machinery Electric Holding Co., Ltd. (北京京城機電控股有限責任公司), a company established in the PRC and the controlling shareholder of the Company, holding approximately 45.32% equity interest in the Company
京城控股或京城機電(控股股東、實際控制人)	指	北京京城機電控股有限責任公司，一間於中國成立之公司，為本公司之控股股東，持有本公司約45.32%之股權
Beiren Group 北人集團	means 指	Beiren Group Corporation (北人集團公司), a company incorporated in the PRC and a subsidiary of Jingcheng Holding (the former controlling shareholder of the Company) 北人集團公司，一間於中國註冊成立之公司，京城控股之附屬子公司(原為本公司之控股股東)
Tianhai Industry or Beijing Tianhai	means	Beijing Tianhai Industry Co., Ltd. (北京天海工業有限公司), a subsidiary of the Company
天海工業或北京天海	指	北京天海工業有限公司(本公司之子公司)
BYTQ 北洋天青	means 指	Qingdao BYTQ United Digital Intelligence Co., Ltd., a subsidiary of the Company 青島北洋天青數聯智能有限公司(本公司之子公司)
Jingcheng HK 京城香港	means 指	Jingcheng Holding (Hong Kong) Company Limited (京城控股(香港)有限公司), a subsidiary of the Company 京城控股(香港)有限公司(本公司之子公司)
Tianjin Tianhai 天津天海	means 指	Tianjin Tianhai High Pressure Container Co., Ltd, an indirect subsidiary of the Company 公司孫公司天津天海高壓容器有限責任公司
Board 董事會	means 指	the board of directors of the Company 本公司董事會
Supervisory Committee 監事會	means 指	the supervisory committee of the Company 本公司監事會
AGM 股東大會	means 指	the 2021 Annual General Meeting convened on 9 June 2022 於2022年6月9日召開的2021年度股東週年大會
First EGM 第一次臨時股東大會	means 指	the 2022 First Extraordinary General Meeting convened on 24 February 2022 於2022年2月24日召開的2022年第一次臨時股東大會
First A Share Class Meeting 第一次A股類別股東大會	means 指	the 2022 first A share class meeting convened on 24 February 2022 於2022年2月24日召開的2022年第一次A股類別股東大會
First H Share Class Meeting 第一次H股類別股東大會	means 指	the 2022 first H share class meeting convened on 24 February 2022 於2022年2月24日召開的2022年第一次H股類別股東大會
Director(s) 董事	means 指	the director(s) of the Company 本公司董事
Supervisor(s) 監事	means 指	the supervisor(s) of the Company 本公司監事

1. Definitions (Continued)

一、釋義(續)

Definition of frequently used terms 常用詞語釋義

Shareholder(s) 股東	means 指	the holder(s) of shares 股份持有人
Connected Person 關聯人士	means 指	has the same meaning ascribed to it under the Listing Rules 具有上市規則賦予該詞之涵義
Share(s) of the Company 公司股份	means 指	Unless otherwise stated, share(s) of the Company, including A share(s) and H share(s) 本公司股份，包括A股及H股，另有所指除外
Reporting Period 報告期	means 指	the period from 1 January 2022 to 31 December 2022 2022年1月1日至2022年12月31日
SSE 上交所	means 指	the Shanghai Stock Exchange 上海證券交易所
Stock Exchange 聯交所	means 指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
CSRC 中國證監會	means 指	China Securities Regulatory Commission 中國證券監督管理委員會
Beijing SASAC 北京市國資委	means 指	State-owned Assets Supervision and Administration Commission of Beijing Municipal Government 北京市人民政府國有資產監督管理委員會
Beijing Securities Regulatory Bureau 北京證監局	means 指	Beijing Securities Regulatory Bureau under the CSRC 中國證券監督管理委員會北京監管局
Controlling Shareholder(s) 控股股東	means 指	has the same meaning ascribed to it under the Listing Rules 具有上市規則賦予該詞之涵義
Equipment base in Huo County 灤縣生產基地	means 指	the base for production of liquefied natural gas cylinder for vehicles and cryogenic equipment (LNG industry) 車用液化天然氣瓶與低溫設備生產(LNG產業)基地
Listing Rules 上市規則	means 指	the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on the Stock Exchange 上海證券交易所上市規則和聯交所證券上市規則
PRC Accounting Standards for Business Enterprises 中國企業會計準則	means 指	PRC Accounting Standards for Business Enterprises 中國企業會計準則
RMB 人民幣	means 指	Renminbi, the lawful currency of the PRC 中國法定貨幣人民幣
HK\$ 港元	means 指	Hong Kong dollars, the lawful currency of Hong Kong 香港法定貨幣港元
USD 美元	means 指	United States dollars, the lawful currency of the United States of America 美利堅合眾國法定貨幣美元
DOT DOT	means 指	abbreviation of US Department of Transportation 美國交通部 (US Department of Transportation) 的英文縮寫
LNG LNG	means 指	abbreviation of liquefied natural gas 液化天然氣 (liquefied natural gas) 的英文縮寫
CNG CNG	means 指	abbreviation of Compressed Natural Gas 壓縮天然氣 (compressed natural gas) 的英文縮寫

Section 1 Definition

第一節 釋義



1. Definitions (Continued)

一、釋義(續)

Definition of frequently used terms 常用詞語釋義

Station, filling station 加氣站	means 指	the station where automobiles are filled with LNG or CNG 將液化天然氣或壓縮天然氣給汽車加注的站
Industrial Gas Cylinder 工業氣瓶	means 指	collective name for the cylinders that are filled with industrial gas 灌裝工業氣體的鋼瓶統稱
Type IV Cylinders 四型瓶	means 指	plastic tank full-winding compound gas cylinder (塑料內膽纖維全纏繞複合氣瓶), mainly used for vehicle fuel storage, for filling natural gas or hydrogen 塑料內膽纖維全纏繞複合氣瓶，主要用於車用燃料儲氣用、充裝天然氣或氫氣
Construction project of intelligent numerical control production line for type IV cylinders 四型瓶智能化數控生產線建設項目	means 指	the construction project of intelligent numerical control production line for plastic tank full-winding compound gas cylinder (塑料內膽纖維全纏繞複合氣瓶) 塑料內膽纖維全纏繞複合氣瓶智能化數控生產線建設項目
This Reorganisation 本次重組	means 指	the issue of shares and payment of cash in consideration of acquiring certain equity interests in Qingdao BYTQ United Digital Intelligence Co., Ltd. (青島北洋天青數聯智能有限公司) and fund raising 向特定對象發行股份及支付現金購買青島北洋天青數聯智能有限公司部分股權並配套募集資金的行為
Non-public Issuance 本次非公開發行	means 指	the non-public issuance of A shares to not more than 35 specific investors, including Jingcheng Machinery Electric, being the controlling shareholder and de facto controller of the Company 本次向包括公司控股股東和實際控制人京城機電在內的不過35名特定投資者非公開發行A股股票的行為
Beiren Intelligent 北人智能	means 指	Beiren Intelligent Equipment Technology Co., Ltd. 北人智能裝備科技有限公司
Jingcheng Haitong 京城海通	means 指	Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. 北京京城海通科技文化發展有限公司
Beijing Nengtong 北京能通	means 指	Beijing Nengtong Lease Company 北京能通租賃公司
Beiren Equipment 北人設備	means 指	Beijing Beiren Printing Equipment Co., Ltd. 北京北人印刷設備有限公司
Shanghai Tianhai 上海天海	means 指	Shanghai Tianhai Composite Cylinders Co., Ltd. 上海天海復合氣瓶有限公司
Tianjin Tianhai 天津天海	means 指	Tianjin Tianhai High Pressure Container Co., Ltd. 天津天海高壓容器有限責任公司

Unless otherwise specified, all amounts stated in this report are denominated in Renminbi.
除非另有說明，本報告的所有金額均以人民幣計值。

Section 2 Company Profile and Key Financial Indicators

第二節 公司簡介和主要財務指標

I. Information of the Company

一、公司信息

Chinese name of the Company 公司的中文名稱	北京京城機電股份有限公司
Chinese abbreviation 公司的中文簡稱	京城股份
English name of the Company 公司的外文名稱	BEIJING JINGCHENG MACHINERY ELECTRIC COMPANY LIMITED
English abbreviation 公司的外文名稱縮寫	JINGCHENG MAC
Company's legal representative 公司的法定代表人	Mr. Wang Jun 王軍先生

II. Contact Persons and Contact Methods

二、聯繫人和聯繫方式

	Secretary to the Board 董事會秘書	Representative in charge of securities affairs 證券事務代表
Name 姓名	Luan Jie 樂杰	Chen Jian 陳健
Contact address 聯繫地址	No. 2 Huo Xian Nan San Road, Huo Xian Town, Tongzhou District, Beijing 北京市通州區漷縣鎮漷縣南三街2號	No. 2 Huo Xian Nan San Road, Huo Xian Town, Tongzhou District, Beijing 北京市通州區漷縣鎮漷縣南三街2號
Telephone 電話	010-87707289	010-87707289
Facsimile 傳真	010-87707291	010-87707291
E-mail 電子信箱	jcgf@btic.com.cn	jcgf@btic.com.cn

III. Basic Information

三、基本情況簡介

Registered address of the Company 公司註冊地址	Room 901, No. 59 Mansion, Dongsanhuan Road Central, Chaoyang District, Beijing 北京市朝陽區東三環中路59號樓901室
Historical changes in the Company's registered address 公司註冊地址的歷史變更情況	Registered office from 13 July 1993 to 6 January 2004 as: No. 44, Guangqu Road South, Chaoyang District, Beijing, China Registered office from 7 January 2004 to 31 October 2013: No. 6 Rongchang East Street, Beijing Economic and Technological Development Area, Beijing, China Changed to the Company's current registered address on 1 November 2013 1993年7月13日至2004年1月6日註冊地址為：中國北京市朝陽區廣渠路南側44號 2004年1月7日至2013年10月31日註冊地址為：中國北京市北京經濟技術開發區榮昌東街6號 2013年11月1日變更為公司現註冊地址
Office address of the Company 公司辦公地址	No. 2 Huo Xian Nan San Road, Huo Xian Town, Tongzhou District, Beijing 北京市通州區漷縣鎮漷縣南三街2號
Postal code of the office address of the Company 公司辦公地址的郵政編碼	101109
Company's website 公司網址	www.jingchenggf.com.cn
E-mail 電子信箱	www.jingchenggf.com.cn jcgf@btic.com.cn

Section 2 Company Profile and Key Financial Indicators

第二節 公司簡介和主要財務指標

IV. Dissemination of Company Information and the Place for Preparation and Reference

Name of media and website for the disclosure of the Company's annual report
 公司披露年度報告的媒體名稱及網址
 Website of the stock exchange for the disclosure of the Company's annual report
 公司披露年度報告的證券交易所網址
 Place for inspection of the Company's annual report
 公司年度報告備置地地點

四、信息披露及備置地地點

Shanghai Securities News
 《上海證券報》
 www.sse.com.cn
 www.sse.com.cn
 Office of the Board of the Company
 本公司董事會辦公室

V. Basic Information of the Company's Shares

五、公司股票簡況

Basic Information of the Company's Shares 公司股票簡況

Type of shares 股票種類	Place of listing of the shares 股票上市交易所	Securities abbreviation 股票簡稱	Stock code 股票代碼	Stock abbreviation before change 變更前股票簡稱
A shares A股	the Shanghai Stock Exchange 上海證券交易所	京城股份 京城股份	600860 600860	京城股份 京城股份
H Shares H股	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司	JINGCHENG MAC 京城機電股份	00187 00187	JINGCHENG MAC 京城機電股份

VI. Other Related Information

六、其他相關資料

Name of the accounting firm engaged by the Company (domestic) 公司聘請的會計師事務所(境內)	Name 名稱 Office address 辦公地址 Names of signing accountant 簽字會計師姓名	ShineWing Certified Public Accountants (Special General Partnership) 信永中和會計師事務所(特殊普通合伙) 9/F, Block A, Fu Hua Mansion, No. 8 Chao Yang Men Bei Da Jie, Dong Cheng District, Beijing 北京市東城區朝陽門北大街8號富華大廈A座9層 Ma Chuanjun, Yan Huan 馬傳軍、閻歡
Name of the accounting firm engaged by the Company (internal control reporting and audit) 公司聘請的會計師事務所(內控報告審計)	Name 名稱 Office address 辦公地址 Names of signing accountant 簽字會計師姓名	Da Hua Certified Public Accountants (Special General Partnership) 大華會計師事務所(特殊普通合夥) 8/F, Xihai International Center, Building 1, No.99 Courtyard, Beisanhuan West Road, Haidian District, Beijing City 北京市海澱區北三環西路99號院1號樓西海國際中心8層 Zhang Xinfa, Bai Lihan 張新發、白麗陰
Name of the domestic legal adviser engaged by the Company 公司聘請的境內法律顧問	Name 名稱 Office address 辦公地址	Beijing Kang Da Law Firm 北京市康達律師事務所 8th, 9th, and 11th floors of Emperor Group Center, No.12 Jianwai Street Ding, Chaoyang District, Beijing 北京市朝陽區建外大街丁12號英皇集團中心8層、9層、11層
Name of the overseas legal adviser engaged by the Company 公司聘請的境外法律顧問	Name 名稱 Office address 辦公地址	Woo Kwan Lee & Lo 胡關李羅律師行 26/F, Jardine House, Central, Hong Kong 香港中環怡和大廈26樓

Section 2 Company Profile and Key Financial Indicators

第二節 公司簡介和主要財務指標

VI. Other Related Information (Continued)

六、其他相關資料(續)

Sponsor continuously performing its supervisory function during the Reporting Period 報告期內履行持續督導職責的保薦機構	Name 名稱 Office address 辦公地址 Name of sponsor representatives as signatories 簽字的保薦代表人姓名 Period of continuously performing its supervisory function 持續督導的期間	Zhong De Securities Company Limited 中德證券有限責任公司 Floors 22-23, Deutsche Bank Tower China Central Place, No. 81 Jianguo Avenue, Chaoyang District, Beijing 北京市朝陽區建國路81號華貿中心德意志銀行大廈 22、23層 Hao Guodong, Miao Xingwang 郝國棟、繆興旺 Delayed due to uncompleted fund raising projects 因募投項目未結項延期
Financial adviser performing continuous supervision duties during the Reporting Period 報告期內履行持續督導職責的財務顧問	Name 名稱 Office address 辦公地址 Names of signing organizer of financial advisor 簽字的財務顧問主辦人姓名 Period of continuously performing its supervisory function 持續督導的期間	CSC Financial Co., Ltd. 中信建投證券股份有限公司 Block B, E, Kaiheng Center Building, Dongcheng District, Beijing 北京市東城區凱恆中心B、E座 He Chengda, Hou Shun 賀承達、侯順 From the date of completion of the reorganisation of major assets to 2023 自重大資產重組實施完畢之日起至2023年度
Other basic information of the Company 公司其他基本情況		Reception of shareholders' enquiries: 10th and 20th day of each month (or on the following business day if it falls on a public holiday) (Closed on Saturdays and Sundays) 9:00 a.m. to 11:00 a.m., 2:00 p.m. to 4:00 p.m. 股東接待日：每月10日及20日(節假日順延)(公司每星期六、星期日休息)上午9：00-11：00下午2：00-4：00

Section 2 Company Profile and Key Financial Indicators

第二節 公司簡介和主要財務指標

VII. Major Accounting Figures and Financial Indicators for the Past Three Years

(i) Major accounting figures

七、近三年主要會計數據和財務指標

(一) 主要會計數據

Unit: Yuan Currency: RMB
單位：元 幣種：人民幣

Major accounting figures		2022	2021	Changes over the same period of the preceding year (%)	2020
主要會計數據		2022年	2021年	本期比上年同期增減(%)	2020年
Operating income	營業收入	1,372,261,232.14	1,182,664,494.03	16.03	1,088,296,501.51
Operating income after deducting income from non-principal business and revenue that was not considered as commercial in nature	扣除與主營業務無關的業務收入和 和不具備商業實質的收入後的營業收入	1,336,112,109.68	1,148,503,206.55	16.34	1,054,328,126.39
Net profit attributable to shareholders of listed company	歸屬於上市公司股東的淨利潤	18,302,413.93	-23,282,271.43	-	156,431,757.57
Net profit attributable to shareholders of listed company after extraordinary items	歸屬於上市公司股東的扣除非經常性損益的淨利潤	-4,859,898.19	-34,816,036.55	-	-127,558,167.27
Net cash flows generated from operating activities	經營活動產生的現金流量淨額	5,223,758.74	-32,694,712.35	-	-27,911,136.21
		At the end of 2022	At the end of 2021	Changes over the same period end of the preceding year (%)	At the end of 2020
		2022年末	2021年末	本期末比上年同期末增減(%)	2020年末
Net assets attributable to shareholders of listed company	歸屬於上市公司股東的淨資產	1,072,265,062.63	677,655,614.84	58.23	699,472,630.04
Total assets	總資產	2,434,589,099.53	1,568,448,757.50	55.22	1,705,430,862.39

Section 2 Company Profile and Key Financial Indicators

第二節 公司簡介和主要財務指標

VII. Major Accounting Figures and Financial Indicators for the Past Three Years (Continued)

(ii) Key financial indicators

Key financial indicators	2022	2021	Changes over the same period of the preceding year (%)	2020
主要財務指標	2022年	2021年	本期比上年同期增減(%)	2020年
Basic earnings per share (RMB/share)	0.04	-0.05	N/A 不適用	0.34
Diluted earnings per share (RMB/share)	0.04	-0.05	N/A 不適用	0.34
Basic earnings per share after extraordinary items (RMB/share)	-0.01	-0.07	N/A 不適用	-0.28
Returns on net assets on weighted average basis (%)	2.15	-3.38	Increase of 5.53 percentage points 增加5.53個百分點	30.13
Return on net assets on weighted average basis after extraordinary items (%)	-0.57	-5.06	Increase of 4.49 percentage points 增加4.49個百分點	-24.64

Explanation on the major accounting data and financial indicators of the Company at the end of the Reporting Period for the past three years

Applicable Not applicable

報告期末公司前三年主要會計數據和財務指標的說明

適用 不適用

VIII. Accounting Data Differences Under Domestic and Foreign Accounting Standards

(i) Difference in net profit and net assets attributable to shareholders of listed company in the financial statements disclosed simultaneously pursuant to the International Accounting Standards and the PRC Accounting Standards for Business Enterprises

Applicable Not applicable

八、境內外會計準則下會計數據差異

(一) 同時按照國際會計準則與按中國會計準則披露的財務報告中淨利潤和歸屬於上市公司股東的淨資產差異情況

適用 不適用

Section 2 Company Profile and Key Financial Indicators

第二節 公司簡介和主要財務指標

VIII. Accounting Data Differences Under Domestic and Foreign Accounting Standards (Continued)

(ii) Difference in net profit and net assets attributable to shareholders of listed company in the financial statements disclosed simultaneously pursuant to the Foreign Accounting Standards and the PRC Accounting Standards for Business Enterprises

Applicable Not applicable

(iii) Description of differences between PRC GAAP and foreign GAAP:

Applicable Not applicable

IX. Major Financial Data of 2022 By Quarter

八、境內外會計準則下會計數據差異(續)

(二) 同時按照境外會計準則與按中國會計準則披露的財務報告中淨利潤和歸屬於上市公司股東的淨資產差異情況

適用 不適用

(三) 境內外會計準則差異的說明：

適用 不適用

九、2022年分季度主要財務數據

Unit: Yuan Currency: RMB
單位：元 幣種：人民幣

		First quarter (January to March) 第一季度 (1-3月份)	Second quarter (April to June) 第二季度 (4-6月份)	Third quarter (July to September) 第三季度 (7-9月份)	Fourth quarter (October to December) 第四季度 (10-12月份)
Operating income	營業收入	279,765,054.92	357,911,961.85	400,494,865.43	334,089,349.94
Net profit attributable to shareholders of listed company	歸屬於上市公司股東的淨利潤	-1,250,153.46	11,827,150.88	10,143,425.27	-2,418,008.76
Net profit attributable to shareholders of listed company, after extraordinary items	歸屬於上市公司股東的扣除非經常性損益後的淨利潤	-1,648,484.82	8,905,082.31	5,958,718.64	-18,075,214.32
Net cash flows generated from operating activities	經營活動產生的現金流量淨額	-42,316,254.26	23,400,663.07	-24,747,496.49	48,886,846.42

Description of differences between quarterly data and data in disclosed regular reports

Applicable Not applicable

季度數據與已披露定期報告數據差異說明

適用 不適用

Section 2 Company Profile and Key Financial Indicators

第二節 公司簡介和主要財務指標

X. Extraordinary Items and Amounts

√ Applicable □ Not applicable

十、非經常性損益項目和金額

√ 適用 □ 不適用

Unit: Yuan Currency: RMB
單位：元 幣種：人民幣

Extraordinary items 非經常性損益項目		Amount of 2022 2022年金額	Note (where applicable) 附註(如適用)	Amount of 2021 2021年金額	Amount of 2020 2020年金額
Gain or loss on disposal of non-current assets Unauthorised or informal approval documents or one off tax returns and exemptions on tax	非流動資產處置損益 越權審批，或無正式批准文件，或偶發性的稅收返還、減免	324,288.25		197,317.56	277,928,300.45
Government subsidies included in current profit or loss, other than on-going government subsidies which are closely related to the Company's normal operation, meet the requirements of government policies and are subject to certain limits or conditions	計入當期損益的政府補助，但與公司正常經營業務密切相關，符合國家政策規定，按照一定標準定額或定量持續享受的政府補助除外	15,296,825.69		10,065,386.91	4,201,931.19
Capital occupation fee received from non-financial entities included in current profit or loss	計入當期損益的對非金融企業收取的資金佔用費				
Gain from the excess of the fair value of the identifiable net assets of investee companies on acquisition of the investment over the cost of investment in the Company's subsidiaries, associates and joint ventures	企業取得子公司、聯營企業及合營企業的投資成本小於取得投資時應享有被投資單位可辨認淨資產公允價值產生的收益				
Gain or loss on exchange of non-monetary assets	非貨幣性資產交換損益				
Gain or loss on entrusted investments or asset under management	委託他人投資或管理資產的損益				
Provision for impairment on assets due to force majeure events, such as natural disasters	因不可抗力因素，如遭受自然災害而計提的各項資產減值準備	3,806,900.04		554,913.61	
Gain or loss on debt restructuring	債務重組損益				
Corporate restructuring costs, such as employee relocation expenses and integration costs	企業重組費用，如安置職工的支出、整合費用等				
Gain or loss on transactions with obviously unfair transaction price for amount which exceeds fair value	交易價格顯失公允的交易產生的超過公允價值部分的損益				
Net gains or losses of subsidiaries for the current period from the beginning of the period to the date of combination arising from business combination under common control	同一控制下企業合併產生的子公司期初至合併日的當期淨損益				
Gain or loss on other contingencies which are not related to the Company's normal operations	與公司正常經營業務無關的或有事項產生的損益				
Gain or loss on changes in fair value from disposal of financial assets held for trading, derivative financial assets, financial liabilities held for trading, derivative financial liabilities and other debt investment and investment income from disposal of financial assets held for trading, derivative financial assets, financial liabilities held for trading, derivative financial liabilities and other debt investment, except for effective hedging transactions that are closely related to the Company's normal operation	除同公司正常經營業務相關的有效套期保值業務外，持有交易性金融資產、衍生金融資產、交易性金融負債、衍生金融負債產生的公允價值變動損益，以及處置交易性金融資產、衍生金融資產、交易性金融負債、衍生金融負債和其他債權投資取得的投資收益	608,700.53		30,675.01	
Reversal of the impairment provision for receivables and contract assets which are tested individually for impairment	單獨進行減值測試的應收款項、合同資產減值準備轉回	4,869,414.50		1,818,371.90	4,201,369.81
Gain or loss on entrusted loans	對外委託貸款取得的損益				

Section 2 Company Profile and Key Financial Indicators

第二節 公司簡介和主要財務指標



X. Extraordinary Items and Amounts (Continued)

十、非經常性損益項目和金額(續)

Extraordinary items 非經常性損益項目		Amount of 2022 2022年金額	Note (where applicable) 附註(如適用)	Amount of 2021 2021年金額	Amount of 2020 2020年金額
Gain or loss arising from changes in fair value of investment properties under fair value model on subsequent measurement	採用公允價值模式進行後續計量的投資性房地產公允價值變動產生的損益				
Effect of one-time adjustment to current profit or loss according to the requirements of tax and accounting laws and regulations on current profit or loss	根據稅收、會計等法律、法規的要求對當期損益進行一次性調整對當期損益的影響				
Entrusted fee income from entrusted operations	受託經營取得的託管費收入				
Investment income from disposal of long-term equity investment	處置長期股權投資取得投資收益				-270,300.00
Other non-operating income and expenses apart from the aforesaid items	除上述各項之外的其他營業外收入和支出	8,873,633.76		-438,510.72	-840,278.62
Other gain or loss items falling within the definition of extraordinary items	其他符合非經常性損益定義的損益項目	0.00			
Less: Effect of income tax	減：所得稅影響額	234,165.76		296,085.76	63,432.64
Effect of minority interest (after tax)	少數股東權益影響額(稅後)	10,383,284.89		398,303.39	1,167,665.35
Total	合計	23,162,312.12		11,533,765.12	283,989,924.84

For the non-recurring profit and loss items defined by the Company according to the definition of "Explanatory Announcement No. 1 on Information Disclosure by Public Issuers – Non-recurring Profit or Loss Items" (《公開發行證券的公司信息披露解釋性公告第1號—非經常性損益》), as well as the non-recurring profit and loss items listed in "Explanatory Announcement No. 1 on Information Disclosure by Public Issuers – Non-recurring Profit or Loss Items" (《公開發行證券的公司信息披露解釋性公告第1號—非經常性損益》), the reasons should be explained.

Applicable Not applicable

適用 不適用

XI. Items Measured at Fair Value

Applicable Not applicable

十一、採用公允價值計量的項目

適用 不適用

XII. Others

Applicable Not applicable

十二、其他

適用 不適用



Section 3 Management Discussion and Analysis

第三節 管理層討論與分析

I. MANAGEMENT DISCUSSION AND ANALYSIS

2022 was a crucial year for the implementation of the 14th Five-Year Strategic Plan. The Company was determined to carry out the general requirements of “stabilizing the economy, developing in a safe manner”, and implemented various decisions and deployments around the strategic plan and the annual budget, and strived to overcome the impact of objective and unfavorable factors such as the short term market fluctuation, the Russo-Ukrainian conflict, energy crisis, and the aggravation of international trade risks, striving to grasp the daily operational works, completing the annual operation target in a better way and laying a solid foundation for achieving high quality development in the 14th Five-Year Plan.

1. Complete BYTQ’s acquisition and reorganization project to enhance the profitability of the listed company

The BYTQ acquisition project was successfully completed. BYTQ focuses on the field of industrial automation and informatisation, and is a leading enterprise in the field of intelligent manufacturing equipment in the home appliance industry, with the ability to provide customers with comprehensive intelligent manufacturing solutions of automation and informatisation and overall application solutions of industrial internet smart factory. The acquisition enables the Company to fully utilise the accumulated technology and advantageous resources of BYTQ in automation system integration, intelligent manufacturing and intelligent factory construction, to strengthen its position in the intelligent manufacturing industry, promote the development of intelligent manufacturing and information technology construction business, accelerate the process of promoting the Company’s business towards “precision and high-tech”, optimise the business structure and expand the business scope and market precision and high-tech of the Company, helping the Company to form a diversified equipment manufacturing industry and achieve complementary advantages in its business, which will help the Company to accelerate the transformation and upgrade of its business.

2. Keep an eye on the annual budget and making progress on market development in a stable manner

Gas Storage and Transportation Segment:

The steady growth in the revenue from export business indicates that the Company overcame the impact of anti-globalization and the short term market fluctuation to achieve certain growth in export market. The Company has achieved multiple deliveries for hydrogen energy products. The Company has also focused on developing lightweight and high-pressure series products in the industrial gas and fire services and completed batch delivery of Type IV cylinders for the field of natural gas applications.

Intelligent Manufacturing Segment:

By expanding the home appliances business market and grasping the core customers, the Company can give full play to the brand advantages and expand the high end market share. Jingcheng Machinery Electric established strategic cooperation with Haier Group and concentrated on developing core customer resources, achieving breakthroughs in the field of intelligent manufacturing of air conditioners, refrigerators (cabinets), washing machines and stamp lines in water heaters, which provided order guarantee for the realization of BYTQ’s annual operation target.

一、經營情況討論與分析

2022年是實施「十四五」戰略規劃的關鍵之年，公司堅決貫徹「經濟要穩住、發展要安全」的總體要求，圍繞戰略規劃和全年預算，堅決落實各項決策部署，努力克服短期市場波動、俄烏衝突、能源危機、國際貿易風險加劇等客觀不利因素影響，全力抓好日常經營工作，較好的完成了全年經營目標，為實現「十四五」高質量發展奠定了堅實基礎

1. 完成北洋天青併購重組項目，提升上市公司盈利能力

公司併購北洋天青項目順利完成，北洋天青聚焦工業自動化、信息化領域，是家電行業智能製造裝備領域的領先企業，具有全方位為客戶提供自動化、信息化的智能製造整體解決方案和工業互聯網智能工廠整體應用方案的能力。本次收購使得公司能夠充分利用北洋天青在自動化系統集成、智能製造領域和智能工廠建設方面的技術積累和優勢資源，佈局智能製造行業，推動智能製造和信息化建設業務發展，加速公司產業「高精尖」化進程，優化產業結構，拓展公司業務範圍和市場空間，有助於公司形成相關多元化的裝備製造產業格局，業務實現優勢互補，助力公司加快推進產業轉型升級。

2. 緊盯全年預算，市場開拓穩中有進

氣體儲運板塊：

出口業務收入穩定增長，克服逆全球化及短期市場波動影響，在出口市場取得了一定幅度增長；氫能產品實現多批次交付；工業氣體及消防領域著力開發輕質高壓系列產品；完成了四型瓶在天然氣應用領域的批量交付。

智能製造板塊：

開拓家電業務市場，緊抓核心客戶，發揮品牌優勢，擴大高端市場佔有率。金城機電與海爾集團建立戰略合作，集中開發核心客戶資源，實現了空調、冰箱（櫃）、洗衣機、熱水器的沖壓連線智能製造領域的突破，為北洋天青全年經營目標的實現提供了訂單保障。

Section 3 Management Discussion and Analysis

第三節 管理層討論與分析



I. MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

3. Continue innovation-driven development and intensively undertaking key projects

The hydrogen energy product completed various research and production of products such as type IV cylinders and hydrogen filling station. The digital automation transformation has been carried out in an orderly manner. Shanghai Tianhai automation transformation project has completed pre-inspection with its work efficiency increased significantly; Tianjin Tianhai intelligent transformation has completed overall adjustment and the production capacity has been steadily improved, and the production capacity and efficiency have reached the target value.

BYTQ, the subsidiary, has obtained the title of the first batch of "Specialized and New" small and medium-sized enterprise in Qingdao City in 2022. By increasing the technological innovation and upgrading of intelligent manufacturing and the construction of integrated intelligent factory, BYTQ will gradually improve the Company's technical competitiveness of intelligent manufacturing and make the intelligent products deeply integrate into the domestic circular economy, which will be conducive to broaden the business scale of the Company, improve the profitability of the Company and promote synergy and efficiency in the businesses of enterprises.

4. Strengthen the lean management and standardize the system process

By using reducing costs expensed in procurement, production, technology and management and reducing the percentage of accounts receivable and inventory in total assets as the grasp, and promoting the "three cutting, one reduction and one improvement" special action as the opportunity to implement the whole process of production and operation and the whole chain of lean management, the Company comprehensively improved its operation quality.

To implement the requirements of the three-year reform of state-owned enterprises, the Company clarified compliance management requirements in key areas and included them in the evaluation of internal control compliance, guided its subsidiaries to determine the main points and achieve full coverage of the compliance management system by combining the actual compliance plan.

一、經營情況討論與分析(續)

3、堅持創新驅動，重點項目緊鑼密鼓

氫能產品完成四型瓶、加氫站等多款產品研製；數字化自動化轉型有序推進，上海天海自動化改造項目已完成預驗收，工效大幅提高；天津天海智能化改造已完成整體聯調，產能穩步提升，產能和效率已達到目標值。

子公司北洋天青取得青島市2022年度第一批「專精特新」中小企業的稱號，北洋天青通過加大智能製造技術創新升級，智能工廠一體化建設，逐步提高公司智能製造的技術競爭力，使智能化產品深度融入到國內大循環經濟中，有利於拓寬公司的業務規模，提升公司的盈利能力，促進企業產業協同增效。

4、強化精益管理，規範制度流程

以採購降本、生產降本、科技降本、管理降本、壓減兩金等方面為抓手，以推動「三降一減一提升」專項行動為契機，實施生產經營全流程、全鏈條的精細化管理，全面提升運營質量。

落實公司國企改革三年行動要求，明確重點領域合規管理要求，納入內控合規評價，指導子公司明確重點、結合實際擬訂合規方案，實現公司系統合規管理體系全覆蓋。



Section 3

Management Discussion and Analysis

第三節 管理層討論與分析

II. Situation of the industry in which the Company operated during the Reporting Period

(1) Gas Storage and Transportation Segment Industrial gas industry

In recent years, the national and local governments have successively issued a series of policies to encourage the development of industrial gas industry. New energy, new materials, electronics, semiconductors, environmental protection, biopharmaceuticals and other emerging industries have a growing demand for industrial gases, which further expand the room for development of the industrial gas industry, and the development prospects of China's industrial gas industry continues to show positive sign.

Fire industry

The 14th Five-Year National Fire Work Plan issued by the Work Safety Committee of the State Council points out that by 2025, the fire safety risk prevention and control system and the fire rescue force system with Chinese characteristics will be basically established, and by 2035, a fire governance system with Chinese characteristics will be established to match with the basic realization of modernization. Under the continuous promotion of national policies, governments at all levels attach high importance to fire work and continuously promote the rapid development of the fire industry, the future demand for fire products will continue to expand, and it is expected that the fire industry will continue to show a growth trend in 2023.

Natural gas industry

In 2022, due to the slowdown in domestic economic growth and the impact of high international natural gas prices, the demand of natural gas industry market has been suppressed to certain extent. The data recently published by the National Bureau of Statistics of China shows that natural gas which rapid rose showed simultaneous negative growth in total consumption and consumption structure for the first time in 2022. The demand for natural gas in China is mainly industrial, chemical, transportation and residential gas, and natural gas power generation will also increase in the future, therefore, the long-term trend of natural gas consumption will still return to the growth track. In 2023, with the recovery of the national economy, energy prices maintain a low and stable confidence growth, China's natural gas consumption is expected to return to positive growth, coupled with the promotion of a series of policies such as domestic low-carbon environmental protection, energy-saving and emission reduction subsidies and the long-term development is expected to remain optimistic.

Hydrogen and fuel cell industry

The medium- and long-term plan for the development of the national hydrogen energy industry and the "14th Five-Year Plan" for the development of hydrogen energy in various provinces and municipalities have clearly defined the important position of the hydrogen energy industry in the future national energy system. In 2022, the domestic hydrogen energy industry grew at a relatively fast pace and the domestic hydrogen fuel cell vehicle has formed a regional industrial clustering effect, however, in the short term, due to the high costs of hydrogen products production, storage and transportation, the annual sales volume of hydrogen-fueled vehicles has not met the expectations. Recently, various provinces and cities, including Beijing, Shanghai and Guangdong, have formulated policies and plans related to the hydrogen fuel cell vehicle industry, with detailed layouts for the planning and construction of hydrogen filling stations, the promotion and application of hydrogen fuel cell vehicles and the core industrial chain. The sales volume of hydrogen fuel cell vehicles is expected to achieve growth in 2023.

二、報告期內公司所處行業情況

(1) 氣體儲運板塊

工業氣體行業

近年來，國家和地方政府相繼出台一系列鼓勵政策，不斷利好工業氣體行業的發展。新能源、新材料、電子、半導體、環保、生物製藥等新興產業對工業氣體的需求量不斷增長，進一步拓展了工業氣體行業的發展空間，我國工業氣體行業發展前景持續向好。

消防行業

國務院安全生產委員會印發《十四五國家消防工作規劃》指出，到2025年消防安全風險防控體系和中國特色消防救援力量體系基本建立，到2035年建立與基本實現現代化相適應的中國特色消防治理體系。在國家政策的不斷推動下，各級政府對消防工作高度重視，不斷推動消防行業快速發展，未來對消防產品的需求將不斷擴大，預計2023年消防行業將繼續呈現增長趨勢。

天然氣行業

2022年，受國內經濟增長放緩和國際天然氣價格走高影響，天然氣行業市場需求受到一定的壓制。從國家統計局近期公佈的數據顯示來看，曾經一度快速上揚的天然氣在2022年首次出現消費總量和消費結構的同步負增長。我國天然氣的需求主要是工業、化工、交通和民用氣，未來天然氣發電也會增長，因此天然氣的長期消費趨勢仍會回到增長軌道。2023年，隨著國民經濟的復甦，能源價格維持低位穩定的信心增強，我國天然氣消費將有望重現正增長，再加上國內低碳環保、節能減排補貼等一系列政策的推動，預計長期發展依然樂觀。

氫能及燃料電池行業

國家氫能產業發展中長期規劃及各省市氫能「十四五」發展規劃明確了氫能產業在未來國家能源體系的重要地位，2022年國內氫能產業增速較快，國內氫燃料電池汽車已形成區域產業聚集效應，但短期內受制於氫氣產品的制、儲、運等各個環節的高成本影響，全年氫燃料電池汽車銷量未達預期。近期，北京、上海、廣東等多個省市先後制定了氫燃料電池汽車產業相關政策和規劃，對加氫站的規劃建設、氫燃料電池汽車的推廣應用、核心產業鏈等都進行了詳細佈局，預計2023年氫燃料電池汽車銷量將實現增長。

Section 3 Management Discussion and Analysis

第三節 管理層討論與分析

II. Situation of the industry in which the Company operated during the reporting period (Continued)

(2) Intelligent Manufacturing Segment

Automation Equipment Industry:

In 2022, the robotics industry companies showed a trend of rapid growth in market size, operating income and profits, and the market size of automation equipment is expected to further expand in the future as the level of automation in China's manufacturing industry continues to increase. In addition, the industry nationalisation rate such as industrial robotics and work monitoring system is still relatively low and the industrial robotics market is a blue ocean market. In the future, there will be a huge room for the future growth of the domestic market share, and there is plenty of opportunity and space for the development of intelligent manufacturing enterprises.

Home appliances industry:

Qingdao City focuses on building strong linkage of key industries to accelerate the cultivation of world-class intelligent home appliance advanced manufacturing clusters, and promote the quality development of the manufacturing industry. The Industry and Information Bureau has formulated the "Qingdao City Intelligent Home Appliance Key Components Investment Guide Catalogue (2022)" to guide the investment of core enterprises such as Haier, Aucma and Hisense. The largest project invested by Haier in China is located in Jiaozhou, Qingdao, and the Haier Kaaosi industrial internet cemeteries project has commenced construction in the core area of SCODA, and the future development of the industry is promising.

二、報告期內公司所處行業情況(續)

(2) 智能製造板塊

自動化設備行業：

2022年機器人行業公司表現出市場規模、經營收入、利潤高速增長的趨勢，未來隨著我國製造業自動化水平的持續提高，自動化設備市場規模仍有望進一步擴大。且當前我國工業機器人、工控設備等行業國產化率仍較低，工業機器人市場屬於藍海市場，未來內資市場份額提升空間巨大，智能製造企業的發展機會和空間都非常廣闊。

家電行業：

青島市聚焦重點產業建群強鏈，加快培育世界級智能家電先進製造業集群，推動製造業質量發展，市工業和信息化局制訂《青島市智能家電關鍵零部件投資導向目錄(2022年本)》，引導海爾、澳柯瑪、海信等核心企業投資。海爾在中國投資最大項目落戶青島膠州，海爾卡奧斯工業互聯網生態園項目在上合示範區核心區開工，行業發展未來可期。



Section 3

Management Discussion and Analysis

第三節 管理層討論與分析

III. Businesses engaged by the Company during the Reporting Period

Business scope:

Licensed items of operation: general logistics; professional contracting.

General scope of operation: development, design, sales, installation, adjustment and trial, maintenance of cryogenic containers for storage and transportation, compressors (piston compressor, membrane compressor and nuclear-grade membrane compressor) and accessories; machinery equipment and electrical equipment; technical consultancy and technical services; import and export of commodities, import and export of technology and acting as an agency for import and export. Manufacturing of general equipment (excluding special equipment); manufacturing of special equipment (excluding manufacturing of licensed professional equipment); research and development of machinery and equipment; sales of machinery and equipment; manufacturing of intelligent basic manufacturing equipment; research and development of intelligent robotics; manufacturing of industrial robotics; sales of intelligent robotics; sales of industrial robotics; installation and maintenance of industrial robotics; manufacturing of servo control unit; sales of artificial intelligent hardware; manufacturing of industrial automatic control system devices; sales of industrial automatic control system devices; sales of intelligent storage equipment; manufacturing of ocean engineering equipment; sales of ocean engineering equipment; manufacturing of oil drilling and production equipment; sales of oil drilling and production equipment; installation services of general machinery and equipment; information system integration services; software development; sales of software; information technology consultation services; technical services, technology development, technology consulting, technology exchange, technology transfer, technology promotion; industrial internet information services; import and export of commodities; import and export of technology; manufacturing of metallic products; sales of metallic products. (Other than the items subject to approval according to laws, operating activities shall be operated by itself based on the business license and in accordance with laws) Permitted items: electrical installation services. (For items subject to approval in accordance with laws, operating activities can only be conducted upon approval by relevant authorities, and the specific business items are subject to the approval documents or licenses issued by relevant authorities).

Main products:

1. Gas Storage and Transportation Segment:

Main products include: liquidified natural gas (LNG) cylinders for vehicles, compressed natural gas (CNG) cylinders for vehicles, seamless steel gas cylinders, welded insulated cylinders, carbon fiber full-winding compound gas cylinders, ISO tank containers, cryogenic tanks, aluminum carbon fiber full-winding compound gas cylinders for fuel cells, plastic carbon fiber full-winding compound gas cylinders as well as filling station equipment.

三、報告期內公司從事的業務情況

經營範圍：

許可經營項目：普通貨運；專業承包。

一般經營項目：開發、設計、銷售、安裝、調試、修理低溫儲運容器、壓縮機(活塞式壓縮機、隔膜式壓縮機、核級膜壓縮機)及配件；機械設備、電氣設備；技術諮詢、技術服務；貨物進出口、技術進出口、代理進出口。通用設備製造(不含特種設備製造)；專用設備製造(不含許可類專業設備製造)；機械設備研發；機械設備銷售；智能基礎製造裝備製造；智能機器人的研發；工業機器人製造；智能機器人銷售；工業機器人銷售；工業機器人安裝、維修；伺服控制機構製造；人工智能硬件銷售；工業自動控制系統裝置製造；工業自動控制系統裝置銷售；智能倉儲裝備銷售；海洋工程裝備製造；海洋工程裝備銷售；石油鑽探專用設備製造；石油鑽探專用設備銷售；普通機械設備安裝服務；信息系統集成服務；軟件開發；軟件銷售；信息技術諮詢服務；技術服務、技術開發、技術諮詢、技術交流、技術轉讓、技術推廣；工業互聯網數據服務；貨物進出口；技術進出口；金屬材料製造；金屬材料銷售。(除依法須經批准的項目外，憑營業執照依法自主開展經營活動)許可項目：電氣安裝服務。(依法須經批准的項目，經相關部門批准後方可開展經營活動，具體經營項目以相關部門批准文件或許可證件為準)。

主要產品：

1. 氣體儲運板塊：

主要產品包括：車用液化天然氣(LNG)氣瓶、車用壓縮天然氣(CNG)氣瓶、鋼質無縫氣瓶、焊接絕熱氣瓶、碳纖維全纏繞複合氣瓶、ISO罐式集裝箱、低溫儲罐、燃料電池用鋁內膽碳纖維全纏繞複合氣瓶、塑料內膽碳纖維全纏繞複合氣瓶、加氣站設備等。

Section 3 Management Discussion and Analysis

第三節 管理層討論與分析

III. Businesses engaged by the Company during the Reporting Period (Continued)

2. Intelligent manufacturing segment:

Main products include ground conveyance and assembly system products, suspension chain air conveyance system products, integrated robotic applications and stamping lines products, non-standard automation machine products, etc.

IV. Analysis of core competencies during the Reporting Period

Applicable Not applicable

(I) Gas storage and transportation segment

After years of development, the Company has the following competitive advantages in terms of scale and brand, technology, sales network, human resources, etc.:

1. Scale and Brand Advantages

The Company is a group company consisted of eight production bases for the manufacture of professional gas storage and transportation equipment and a company located in the United States. With 20 years of operation development, the Company has established a corporate image of fine technology foundation and product stability and reliability in the industry; and the Tianhai brand has become one of the well-known brands.

2. Technology Advantages

After continuous technology research and development, the Company has A1, A2, C2 and C3 level pressure vessel design qualifications and A1, A2, B1, B2, B3, C2, C3, D1 and D2 level pressure vessel manufacturing qualifications currently. It can produce over 800 types of seamless steel gas cylinders, winding gas cylinders, accumulator shells, asbestos-free acetylene cylinders, welded insulated cylinders, carbon fiber full-winding compound gas cylinders (including those for vehicles), plastic carbon fiber full-winding compound gas cylinders, cryogenic tanks and filling stations; the Company's products are widely applied in automotive, chemical, fire-fighting, medical, petroleum, energy, urban construction, food, metallurgy, machinery, electronics and other industries.

Meanwhile, with an accurate grasp of the clean energy market, the Company has combined different aspects of technologies in respect of LNG cylinders for vehicles, CNG cylinders, cryogenic tanks and natural gas vehicle filling stations and is able to provide customers with LNG/CNG system solutions. The Company is also capable of designing and manufacturing cryogenic tanks and IMO tank container products of different volume and pressure level in accordance with China pressure vessel standards, EU ADM and 97/23/ECPED and Australia/New Zealand AS1210 standards.

三、報告期內公司從事的業務情況 (續)

2. 智能製造板塊：

主要產品包括地面輸送裝配系統產品、懸掛鏈空中輸送系統產品、機器人集成應用和沖壓連線產品、非標自動化專機產品等。

四、報告期內核心競爭力分析

適用 不適用

(一) 氣體儲運板塊

公司經過多年的發展，在規模與品牌、技術、銷售體系、人力資源等方面擁有以下競爭優勢：

1、規模與品牌優勢

公司是一個擁有八個專業氣體儲運裝備生產基地及一個美國公司的集團公司。經過二十多年的經營發展，公司在行業內樹立了技術基礎優良、產品穩定可靠的企業形象，天海品牌已成為行業內知名品牌之一。

2、技術優勢

經過持續不斷的技术研發創新，目前公司已具有A1、A2、C2、C3級壓力容器設計資格和A1、A2、B1、B2、B3、C2、C3、D1、D2級壓力容器製造資格。現可生產800餘個品種規格的鋼質無縫氣瓶、纏繞氣瓶、蓄能器殼體、無石棉填料乙炔瓶、焊接絕熱氣瓶、碳纖維全纏繞複合氣瓶(含車用)、塑料內膽碳纖維全纏繞複合氣瓶、低溫罐箱及加氣站等系列產品；公司的產品廣泛應用於汽車、化工、消防、醫療、石油、能源、城建、食品、冶金、機械、電子等行業。

同時，憑藉對清潔能源市場的準確把握，公司通過對車用LNG氣瓶、CNG氣瓶、低溫貯罐、天然氣汽車加氣站等多方位的技術整合，可為客戶提供LNG/CNG系統解決方案。公司還可按中國壓力容器標準、歐盟ADM和97/23/ECPED、澳大利亞/新西蘭AS1210等標準設計製造不同容積和壓力等級的低溫貯罐、IMO罐式集裝箱產品。



Section 3 Management Discussion and Analysis

第三節 管理層討論與分析

IV. Analysis of core competencies during the Reporting Period (Continued)

3. Sales Network Advantages

The Company has established a complete sales network equipped with over 30 distribution offices scattering across the country, achieving a full geographical coverage nationwide, and is capable of offering components to largest-scaled automobile manufacturers of the national automobile industry in the supply chain of components for domestic mainstream automobile manufacturers. The Company has also set up eight overseas sales offices which are mainly located in the United States, Singapore, Korea, India, Australia and other countries. Relevant products have been accepted by seven out of the world's top eight influential gas companies. To build a bridge between the basic unit and the market, and to increase the vitality of the strategy execution unit and results of operation, the Company carried out transformation and upgrade of the internal management and control so that each of its subsidiaries could establish a business model of unifying research, production, supply and sales, so as to fully unleash the potential of the organization, make flexible and quick responses to the changes in the market and effectively enhance the results of operation.

Leveraging on advanced technology, outstanding management, reliable products and completed aftersales services system, the Company is keeping its pace of becoming a global leading manufacturing and service enterprise of energy gas storage devices.

4. Human Resources Advantages

In order to provide a career development platform for its management and employees to grow with the Company and share the fruits of development and to create a good corporate culture, the Company has established an internal organizational system and operational mechanism, performance appraisal mechanism and salary and welfare system which meet the requirements for market competition. It aimed to retain talents with strong prospects, competitive remuneration and loyalty. It has established a team of talents with ability and integrity, core competence and professional quality in respect of in research and development, sales, management, operation and production.

(II) Intelligent Manufacturing Segment

After years of development, BYTQ, a subsidiary of the Company, has the following competitive advantages in terms of technology, sales and talents:

1. Technology advantages: the company focuses on the industrial automation field and deeply engages in the home appliances industry. With the enterprise informalization business module as the driving core and customized intelligent manufacturing equipment as the base, the company has the ability to provide industrial automation, digitalization, networking and intelligent products and services to customers by connecting the equipment with the control system, operation and decision making.
2. Sales advantages: The company has established a strong sales team which focuses on core customers, understands customers' needs in depth, fully releases the vitality of the team, and can quickly adjust the marketing model in response to market changes. With advanced technology, reliable quality and excellent sales management team, the company has targeted at the home appliances business sub-market and steadily expanded its market share.

四、報告期內核心競爭力分析(續)

3、銷售體系優勢

公司建立了完備的銷售網絡。在國內擁有三十多個經銷網點，實現全國各個地區全覆蓋，在國內主流車廠的零部件供應鏈中，為國內汽車行業規模最大的汽車廠商等提供零部件；在境外建立了八個銷售網點，主要分佈在美國、新加坡、韓國、印度、澳大利亞等國家，相關產品已被全球最具影響力的八大氣體公司中的七家接受；為了打通基層與市場的鏈接，提高戰略執行單元的活力和經營業績，公司對內部的管控模式進行了轉型升級，使各下屬公司建立起研產供銷為一體的事業部模式，充分釋放組織活力，能夠針對市場變化靈活快速的做出反應，切實提升經營業績。

公司憑藉先進的技術、優良的管理水平、可靠的產品質量和完善的售後服務體系，穩步向成為全球領先的能源氣體儲運裝備製造及服務企業邁進。

4、人力資源優勢

公司建立了符合市場競爭要求的內部組織體系和運行機制、績效考核機制和薪酬福利體系，為幹部員工提供個人與企業共同成長、共享發展成果的事業發展平台，創造良好的企業文化氛圍，實現事業留人、待遇留人、感情留人。在研發、銷售、管理、運營及生產一線等崗位，打造德才兼備、具有核心能力和職業素養的核心人才隊伍。

(二) 智能製造板塊

公司子公司北洋天青經過多年的發展，在技術、銷售和人才等方面擁有以下競爭優勢：

1. 技術優勢：公司聚焦工業自動化領域，深耕家電行業，以企業信息化業務版塊為驅動核心，以定制化智能製造裝備為基礎，打通設備層、控制層、運營層、決策層，具備為客戶提供工業自動化、數字化、網絡化、智能化的產品和服務的能力。
2. 銷售優勢：公司建立了較強的銷售團隊，圍繞核心客戶，深度瞭解客戶需求，充分釋放團隊活力，能夠針對市場變化快速調整營銷模式。公司憑借先進的技術、可靠的質量和優良的銷售管理團隊，錨定家電業務細分市場，穩步擴大市場份額。

Section 3 Management Discussion and Analysis

第三節 管理層討論與分析

IV. Analysis of core competencies during the Reporting Period (Continued)

4. Human Resources Advantages (Continued)

(II) Intelligent Manufacturing Segment (Continued)

3. Human resources advantages: The company has set up an efficient and professional staff team, established a performance appraisal and salary and welfare system to fully mobilize the employees' innovation initiatives, and provided a platform for employees to grow together with the enterprise. The company cultivates excellent talents with high professional quality in core positions such as technology, production, sales, management and operation.

V. Principal Operation during the Reporting Period

During the Reporting Period, the Company realized operating income of approximately RMB1.372 billion, representing an increase of approximately 16.03% as compared with the corresponding period of the previous year. Net profits attributable to shareholders of the Company was approximately RMB18.3024 million.

(i) Analysis of principal business

1. Table of movement analysis on the related items in income statement and cash flow statement

Item 科目		Current year 本期數	Corresponding period of last year 上年同期數	Change (%) 變動比例(%)
Operating income	營業收入	1,372,261,232.14	1,182,664,494.03	16.03
Operating cost	營業成本	1,186,461,657.86	1,053,267,942.82	12.65
Selling expense	銷售費用	31,940,023.66	34,036,511.06	-6.16
Administrative expense	管理費用	101,820,649.76	95,132,712.12	7.03
Finance cost	財務費用	9,165,646.57	12,816,032.83	-28.48
R&D expenses	研發費用	47,649,016.32	26,536,621.86	79.56
Net cash flows generated from operating activities	經營活動產生的現金流量淨額	5,223,758.74	-32,694,712.35	Not applicable 不適用
Net cash flows generated from investing activities	投資活動產生的現金流量淨額	-63,409,608.31	-59,371,985.68	Not applicable 不適用
Net cash flows generated from financing activities	籌資活動產生的現金流量淨額	242,886,708.61	-71,190,178.01	Not applicable 不適用
Taxes and surcharge	稅金及附加	7,512,492.91	5,534,307.59	35.74
Other income	其他收益	15,304,144.59	10,065,386.91	52.05
Investment income	投資收益	25,075,531.62	19,146,786.10	30.96
Profit arising from changes in fair value	公允價值變動收益	-	30,675.01	-100.00
Credit impairment loss	信用減值損失	3,594,695.68	199,499.78	1701.85
Incomes of assets disposal	資產處置收益	324,288.25	197,317.56	64.35
Non-operating revenue	營業外收入	12,213,843.95	872,734.66	1,299.49
Non-operating expenses	營業外支出	3,340,210.19	1,311,245.38	154.74
Income tax expenses	所得稅費用	7,298,542.11	4,158,891.52	75.49
Net of tax of other comprehensive income	其他綜合收益的稅後淨額	3,486,077.88	-773,087.38	Not applicable 不適用

Details of the material changes in type of business, profit components or income sources of the Company in the current period

Applicable Not applicable

本期公司業務類型、利潤構成或利潤來源發生重大變動的詳細說明

適用 不適用

四、報告期內核心競爭力分析(續)

4、人力資源優勢(續)

(二) 智能製造板塊(續)

3. 人力資源優勢：公司組建了高效專業的人員團隊，建立了績效考核和薪酬福利制度，充分調動員工的自主創新積極性，為員工提供與企業共同成長的平台。在技術、生產、銷售、管理、運營等核心崗位培養專業素質過硬的優秀人才。

五、報告期內主要經營情況

報告期內，公司實現營業收入約13.72億元，同比增長約16.03%；歸屬上市公司股東的淨利潤約為1,830.24萬元。

(一) 主營業務分析

1. 利潤表及現金流量表相關科目變動分析表

Unit: Yuan Currency: RMB
單位：元 幣種：人民幣

Section 3 Management Discussion and Analysis

第三節 管理層討論與分析

V. Principal Operation during the Reporting Period (Continued)

(i) Analysis of principal business (Continued)

2. Analysis of income and cost

Applicable Not applicable

The Company continued to optimize its product structure. During the Reporting Period, operating revenue increased by approximately RMB189.5967 million and operating costs increased by approximately RMB133.1937 million as compared to the corresponding period of the previous year.

(1) Principal business by industry, by product, by region and by sales model

五、報告期內主要經營情況(續)

(一) 主營業務分析(續)

2. 收入和成本分析

適用 不適用

公司不斷優化產品結構，本報告期營業收入比上年同期增加約18,959.67萬元，營業成本比上年同期增加約13,319.37萬元。

(1) 主營業務分行業、分產品、分地區、分銷售模式情況

Unit: Yuan Currency: RMB
單位：元 幣種：人民幣

		Principal business by product 主營業務分產品情況					
By product	分產品	Operating income 營業收入	Operating cost 營業成本	Gross profit margin (%) 毛利率(%)	Increase/decrease in operating income over last year (%) 營業收入比上年增減(%)	Increase/decrease in operating cost over last year (%) 營業成本比上年增減(%)	Increase/decrease in gross profit margin over last year (%) 毛利率比上年增減(%)
Gas storage and transportation product	氣體儲運產品	1,163,154,426.08	1,067,783,011.85	8.20	2.42	4.22	Decrease of 1.59 percentage points 減少1.59個百分點
Automatic manufacturing equipment system integration	自動化製造設備系統集成	129,517,170.72	73,292,666.20	43.41	-	-	
Others	其他	31,870,104.51	8,200,219.98	74.27	-	-	
Total	合計	1,324,541,701.31	1,149,275,898.03	13.23	16.63	12.18	Increase of 3.44 percentage points 增加3.44個百分點

		Principal business by region 主營業務分地區情況					
By region	分地區	Operating income 營業收入	Operating cost 營業成本	Gross profit margin (%) 毛利率(%)	Increase/decrease in operating income over last year (%) 營業收入比上年增減(%)	Increase/decrease in operating cost over last year (%) 營業成本比上年增減(%)	Increase/decrease in gross profit margin over last year (%) 毛利率比上年增減(%)
Domestic	國內	751,446,463.47	632,911,260.37	15.77	12.00	6.33	Increase of 4.49 percentage points 增加4.49個百分點
Overseas	國外	573,095,237.84	516,364,637.66	9.90	23.31	20.29	Increase of 2.26 percentage points 增加2.26個百分點
Total	合計	1,324,541,701.31	1,149,275,898.03	13.23	16.63	12.18	Increase of 3.44 percentage points 增加3.44個百分點

Section 3 Management Discussion and Analysis

第三節 管理層討論與分析

V. Principal Operation during the Reporting Period (Continued)

(i) Analysis of principal business (Continued)

2. Analysis of income and cost (Continued)

(1) Principal business by industry, by product and by region (Continued)

Description of principal business by industry, by product and by region

Domestic market: Adjusting the product structure, focusing on improving cost control and product delivery capability, and actively expanding into the fields of new application, the revenue from the domestic market grew by 12% year-on-year during the Reporting Period.

International market: Growing steadily in revenue, overcoming the impact of counter-globalization and the short term market fluctuation, the Company achieved substantial growth in the North American and Asian markets. The revenue from the international markets grew by 23.31% year-on-year during the Reporting Period.

(2) Analysis of production and sales volume

√ Applicable □ Not applicable

Principal product	Unit	Production volume	Sales volume	Inventory volume	Increase/decrease in production volume over last year (%) 生產量比上年增減(%)	Increase/decrease in sales volume over last year (%) 銷售量比上年增減(%)	Increase/decrease in inventory volume over last year (%) 庫存量比上年增減(%)
主要產品	單位	生產量	銷售量	庫存量			
Seamless steel gas cylinders 鋼質無縫氣瓶	Unit 隻	868,108	1,190,959	148,584	-13.2%	3.2%	-24.6%
Compound gas cylinders 複合氣瓶	Unit 隻	117,327	121,777	6,524	9.2%	11.9%	-42.1%
Cryogenic tanks 低溫儲罐	Unit 隻	262	280	34	-46.1%	-37.4%	-34.6%
Cryogenic gas cylinders 低溫瓶	Unit 隻	8,426	7,758	969	5.0%	-2.0%	19.5%

Description of production and sales volume

The production volume declined in 2022 due to the factors such as the short term market fluctuation, however, with the continuous growth in demand from overseas market, the sales volume increased by 3.2% year-on-year and the finished goods inventory volume declined significantly.

The production volume and sales volume are not comparable as the products of BYTQ are non-standard customized equipment, its production is based on sales and there is no inventory and every product scale and amount are different.

(3) Performance of major purchase contracts and major sales contracts

□ Applicable √ Not applicable

五、報告期內主要經營情況(續)

(一) 主營業務分析(續)

2. 收入和成本分析(續)

(1) 主營業務分行業、分產品、分地區情況的說明(續)

主營業務分行業、分產品、分地區情況的說明

國內市場：調整產品結構，重點提升成本控制和產品交付能力，積極拓展新的應用領域，本報告期內國內市場收入同比增長12%。

國際市場：收入穩定增長，克服逆全球化及短期市場波動影響，在北美、亞洲等市場取得了較大幅度增長，本報告期內國際市場收入同比增長23.31%。

(2) 產銷量情況分析表

√ 適用 □ 不適用

產銷量情況說明

2022年受短期市場波動等因素影響產量有所下降，但是隨著海外市場需求的持續增長，銷量同比增長3.2%，產成品庫存下降明顯。

因北洋天青產品為非標訂製設備，以銷量定產量，沒有庫存，且每個產品規模及金額不同，產量及銷量沒有可比性。

(3) 重大採購合同、重大銷售合同的履行情況

□ 適用 √ 不適用

Section 3 Management Discussion and Analysis

第三節 管理層討論與分析

V. Principal Operation during the Reporting Period (Continued)

(i) Analysis of principal business (Continued)

2. Analysis of income and cost (Continued)

(4) Cost analysis

五、報告期內主要經營情況(續)

(一) 主營業務分析(續)

2. 收入和成本分析(續)

(4) 成本分析表

Unit: Yuan Currency: RMB
單位：元 幣種：人民幣

By product	分產品	Component of cost	成本構成項目	By Product 分產品情況		Corresponding period of last year 上年同期金額	Proportion over total cost for the corresponding period of last year (%) 上年同期佔總成本比例(%)	Change in amount over last year (%) 本期金額較上年同期變動比例(%)	Description 情況說明
				Current period 本期金額	Proportion over total cost for the current period (%) 本期佔總成本比例(%)				
Gas storage and transportation products	氣體儲運產品	Materials	材料	679,469,426.71	63.63	664,659,988.19	64.88	2.23	
		Labour cost	人工費	90,598,033.89	8.49	90,571,010.61	8.84	0.03	
		Manufacturing cost	製造費	297,715,551.25	27.88	269,270,367.19	26.28	10.56	
		Total	合計	1,067,783,011.85	100.00	1,024,501,365.99	100.00	4.22	
Automatic manufacturing equipment system integration	自動化製造設備系統集成	Materials	材料	61,451,642.01	83.85	-	-	-	
		Labour cost	人工費	5,939,800.78	8.10	-	-	-	
		Manufacturing cost	製造費	5,901,223.41	8.05	-	-	-	
		Total	合計	73,292,666.20	100	-	-	-	
Others	其他	Leasing cost	租賃成本	8,200,219.98	100	-	-	-	
		Total	合計	8,200,219.98	100	-	-	-	

Other information on cost analysis

During the Reporting Period, the Company further reduced the procurement cost of raw materials and auxiliary materials by developing new suppliers, implementing centralized procurement and cooperation negotiation, so as to effectively control the rapid increase in procurement cost.

成本分析其他情況說明

報告期內，我司通過開發新供方、集中採購、合作談判等方式進一步降低原材料及輔材採購成本，有效控制了採購成本過快上漲。

(5) Change in scope of consolidation due to change in shareholding of major subsidiaries during the reporting period

Applicable Not applicable

1. Change in the scope of consolidation due to the acquisition of BYTQ

During the Reporting Period, the Company acquired 80% equity interest in BYTQ through the asset acquisition by way of share issuance. On 27 June 2022, the Company issued the "Announcement in relation to the Issuance Results of the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds and Change in Share Capital". According to the documents such as the business licence issued to BYTQ by the Qingdao Administration for Market Regulation (where BYTQ is located), as at the date of the announcement, all the target assets of the transaction have been changed and registered in the name of the listed company and the listed company directly holds 80.00% equity interest in BYTQ and the transfer of the target assets involved in the transaction has been completed.

(5) 報告期主要子公司股權變動導致合併範圍變化

適用 不適用

1. 收購北洋天青導致合併範圍變化

報告期內，公司通過發行股份購買資產收購了北洋天青80%股權，2022年6月27日，公司發佈《關於發行股份及支付現金購買資產並募集配套資金之發行結果暨股本變動的公告》，根據北洋天青所在地青島市市場監督管理局向北洋天青換發的營業執照等文件，截至公告日，本次交易的標的資產已全部變更登記至上市公司名下，上市公司直接持有北洋天青80.00%的股權，本次交易涉及的標的資產的過戶事宜已辦理完畢。

Section 3 Management Discussion and Analysis

第三節 管理層討論與分析

V. Principal Operation during the Reporting Period (Continued)

(i) Analysis of principal business (Continued)

2. Analysis of income and cost (Continued)

(5) Change in scope of consolidation due to change in shareholding of major subsidiaries during the reporting period (Continued)

2. *Change in the scope of consolidation due to the acquisition of 2% equity interest in Jingcheng Haitong*

During the Reporting Period, the Company acquired 2% equity interest in Jingcheng Haitong. On 6 July 2022, the Company issued the “(1) Completion Announcement in relation to the Acquisition of Further Interest in a Joint Venture Company (2) Continuing Connected Transactions pursuant to Rule 14A.60(1) of the Listing Rules” announcement. Jingcheng Haitong has completed the industrial and commercial change registration procedures such as change of capital contribution and the equity ratio of shareholders and filing the “Articles of Association”, and obtained a new business license. The capital contribution and equity ratio of shareholders of Jingcheng Haitong has been changed as follows: Tianhai Industry contributes RMB40.80 million, with a shareholding of 51%, and Beijing Nengtong contributes RMB39.20 million, with a shareholding of 49%. The Company indirectly controls Jingcheng Haitong through its subsidiary Beijing Tianhai.

(6) Significant changes or adjustment in businesses, products or services of the Company during the Reporting Period

Applicable Not applicable

(7) Information on major customers and major suppliers

A. Sales to major customers of the Company

Applicable Not applicable

Sales to five largest customers amounted to RMB284.3870 million, representing 20.72% of total annual sales, of which sales to related parties were RMB0 million, representing 0% of total annual sales.

During the Reporting Period, the proportion of sales to a single customer exceeds 50% of the total amount, there are new customers among the top 5 customers or there is heavy reliance on few customers

Applicable Not applicable

五、報告期內主要經營情況(續)

(一) 主營業務分析(續)

2. 收入和成本分析(續)

(5) 報告期主要子公司股權變動導致合併範圍變化(續)

2. 收購京城海通2%股權導致合併範圍變化

報告期內，公司收購京城海通2%股權，2022年7月6日，公司發佈《(1)關於收購合營公司之進一步權益的完成公告(2)根據上市規則第14A.60(1)條之持續關連交易》公告，京城海通已完成變更股東出資額和股權比例及備案《公司章程》等工商變更登記手續，取得新的營業執照。京城海通股東出資額和股權比例變更為：天海工業出資人民幣4,080萬元，持股51%，北京能通出資人民幣3,920萬元，持股49%。公司通過子公司北京天海間接控股京城海通。

(6) 公司報告期內業務、產品或服務發生重大變化或調整有關情況

適用 不適用

(7) 主要銷售客戶及主要供應商情況

A. 公司主要銷售客戶情況

適用 不適用

前五名客戶銷售額28,438.70萬元，佔年度銷售總額20.72%；其中前五名客戶銷售額中關聯方銷售額0萬元，佔年度銷售總額0%。

報告期內向單個客戶的銷售比例超過總額的50%、前5名客戶中存在新增客戶或嚴重依賴於少數客戶的情形

適用 不適用

Section 3 Management Discussion and Analysis

第三節 管理層討論與分析

V. Principal Operation during the Reporting Period (Continued)

(i) Analysis of principal business (Continued)

2. Analysis of income and cost (Continued)

(7) Information on major customers and major suppliers (Continued)

B. Major suppliers of the Company

Applicable Not applicable

Procurement from the five largest suppliers amounted to RMB397,151,700, representing 43.47% of total annual procurement cost, of which procurement from related parties were RMB99,175,800, representing 10.86% of total annual procurement cost, and procurement from the largest supplier amounted to approximately RMB131,337,817.53, representing approximately 14.38% of total annual procurement cost.

None of the directors, their close associates, or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's issued share capital) had interests in any of the above five largest suppliers.

During the Reporting Period, the proportion of purchase from a single supplier exceeds 50% of the total amount, there are new suppliers among the top 5 suppliers or there is heavy reliance on few customers

Applicable Not applicable

Other information
Not applicable

3. Expenses

Applicable Not Applicable

五、報告期內主要經營情況(續)

(一) 主營業務分析(續)

2. 收入和成本分析(續)

(7) 主要銷售客戶及主要供應商情況(續)

B. 公司主要供應商情況

適用 不適用

前五名供應商採購額人民幣39,715.17萬元，佔年度採購總額43.47%；其中前五名供應商採購額中關聯方採購額人民幣9,917.58萬元，佔年度採購總額10.86%；而最大供應商採購額約人民幣131,337,817.53元，佔年度採購總額約14.38%。

董事、其緊密聯繫人或任何股東(據董事所知持有本公司已發行股本超過5%)並無於上述前五名供應商中擁有任何權益。

報告期內向單個供應商的採購比例超過總額的50%、前5名供應商中存在新增供應商或嚴重依賴於少數供應商的情形

適用 不適用

其他說明
不適用

3. 費用

適用 不適用

Unit: Yuan Currency: RMB
單位：元 幣種：人民幣

Item	科目	Current year 本期數	Corresponding period of last year 上年同期數	Change (%) 變動比例(%)
Selling expense	銷售費用	31,940,023.66	34,036,511.06	-6.16
Administrative expense	管理費用	101,820,649.76	95,132,712.12	7.03
Research and Development expenses	研發費用	47,649,016.32	26,536,621.86	79.56
Finance cost	財務費用	9,165,646.57	12,816,032.83	-28.48

Section 3 Management Discussion and Analysis

第三節 管理層討論與分析



V. Principal Operation during the Reporting Period (Continued) 五、報告期內主要經營情況(續)

(i) Analysis of principal business (Continued)

4. Research and development expenditure

(1) Breakdown of research and development expenditure

Applicable Not Applicable

Research and development expenditure recorded in expenses during the period
 Research and development expenditure capitalised during the period
 Total research and development expenditure
 Percentage of total research and development expenditure over operating income (%)
 Percentage of research and development expenditure capitalised (%)

(2) Research and development staff

Applicable Not Applicable

Number of research and development staff
 Number of research and development staff over total number of staff (%)

Academic structure of research and development staff

Category of academic structure

PhD student
 Postgraduate
 Undergraduate
 Specialties
 Senior high school graduates and below

Age structure of research and development staff

Age structure category

Under 30 (exclusive)
 30 (inclusive) to 40(exclusive)
 40 (inclusive) to 50(exclusive)
 50 (inclusive) to 60(exclusive)
 60 and above

(3) Description

Applicable Not applicable

(4) Reasons for the significant changes in the composition of the research and development staff and the impact on the future development of the Company

Applicable Not applicable

(一) 主營業務分析(續)

4. 研發投入

(1) 研發投入情況表

適用 不適用

Unit: Yuan Currency: RMB
 單位：元 幣種：人民幣

本期費用化研發投入	47,649,016.32
本期資本化研發投入	
研發投入合計	47,649,016.32
研發投入總額佔營業收入比例(%)	3.47
研發投入資本化的比重(%)	0.00

(2) 研發人員情況表

適用 不適用

公司研發人員的數量	159
研發人員數量佔公司總人數的比例(%)	11.6
研發人員學歷結構	
學歷結構類別	Number of staff with academic structure 學歷結構人數
博士研究生	0
碩士研究生	22
本科	98
專科	31
高中及以下	8
研發人員年齡結構	Number of staff with age structure 年齡結構人數
30歲以下(不含30歲)	52
30-40歲(含30歲, 不含40歲)	67
40-50歲(含40歲, 不含50歲)	34
50-60歲(含50歲, 不含60歲)	5
60歲及以上	1

(3) 情況說明

適用 不適用

(4) 研發人員構成發生重大變化的原因及對公司未來發展的影響

適用 不適用

Section 3 Management Discussion and Analysis

第三節 管理層討論與分析

V. Principal Operation during the Reporting Period (Continued)

(i) Analysis of principal business (Continued)

5. Cash flows

Applicable Not Applicable

五、報告期內主要經營情況(續)

(一) 主營業務分析(續)

5. 現金流

適用 不適用

Unit: Yuan Currency: RMB
單位：元 幣種：人民幣

Item	科目	Current period 本期數	Corresponding period of last year 上年同期數	Change (%) 變動比例(%)
Cash inflows from operating activities	經營活動現金流入	1,259,985,741.75	1,086,666,026.03	15.95
Cash outflows from operating activities	經營活動現金流出	1,254,761,983.01	1,119,360,738.38	12.10
Net cash flows generated from operating activities	經營活動產生的現金流量淨額	5,223,758.74	-32,694,712.35	Not Applicable 不適用
Cash inflows from investing activities	投資活動現金流入	62,869,752.60	996,336.65	6,210.09
Cash outflows from investing activities	投資活動現金流出	126,279,360.91	60,368,322.33	109.18
Net cash flows generated from investing activities	投資活動產生的現金流量淨額	-63,409,608.31	-59,371,985.68	Not Applicable 不適用
Cash inflows from financing activities	籌資活動現金流入	425,165,977.40	113,870,000.00	273.38
Cash outflows from financing activities	籌資活動現金流出	182,279,268.79	185,060,178.01	-1.50
Net cash flows generated from financing activities	籌資活動產生的現金流量淨額	242,886,708.61	-71,190,178.01	Not Applicable 不適用

Description: 1. Net cash flow from operating activities increased by approximately RMB37,918,500 compared with the corresponding period last year, which was mainly due to the increase in cash inflow from operating activities, which increased the net cash flows from operating activities during the period;

2. Net cash flow from the investing activities decreased by approximately RMB4,037,600 compared with the corresponding period last year, which was mainly attributable to the increase in the cash paid for the purchase of fixed assets, intangible assets and other long term assets during the period;

3. Net cash flow from financing activities increased by approximately RMB314,076,900 compared with the corresponding period last year, which was mainly due to the funds received from issuance of shares and special funds allocated by controlling shareholders for research and development during the period.

說明：1、經營活動現金淨額同比增加約3,791.85萬元，主要是本期經營活動現金流入增加，使本期經營活動現金流量淨額增加；

2、投資活動產生的現金流量淨額同比減少約403.76萬元，主要是本期購建固定資產、無形資產和其他長期資產支付的現金增加所致；

3、籌資活動產生的現金流量淨額同比增加約31,407.69萬元主要是本期發行股票取得資金、取得控股股東撥付的研發專項資金所致。

(ii) Description of material change in profit due to non-principal business

Applicable Not Applicable

(二) 非主營業務導致利潤重大變化的說明

適用 不適用

Section 3 Management Discussion and Analysis

第三節 管理層討論與分析



V. Principal Operation during the Reporting Period (Continued)

(iii) Analysis of assets and liabilities

√ Applicable □ Not Applicable

1. Assets and liabilities

Name of item	Balance at the end of the current period	Balance at the end of the current period over total assets (%)	Balance at the end of the previous period	Balance at the end of the previous period over total assets (%)	Change in amount over the previous period (%)	Description
項目名稱	本期期末數	本期期末數佔總資產的比例(%)	上期期末數	上期期末數佔總資產的比例(%)	本期期末金額較上期期末變動比例(%)	情況說明
Monetary funds 貨幣資金	336,627,993.24	13.83	105,776,763.72	6.74	218.24	Mainly due to the change in the scope of the consolidated statements during the current period and the impact of the inclusion of BYTQ and Jingcheng Haitong in the scope of the Company's consolidated statements 主要是本期合併報表範圍發生了變化，北洋天青、京城海通納入公司合併報表範圍影響所致
Financial assets held for trading 交易性金融資產	-	0.00	30,675.01	0.00	-100.00	Mainly due to the forward exchange settlement and sales in the previous period 主要是上期有遠期結匯所致
Notes receivable 應收票據	8,603,853.52	0.35	-	0.00	100.00	Mainly due to the change in the scope of the consolidated statements during the current period and the impact of the inclusion of BYTQ in the scope of the Company's consolidated statements 主要是本期合併報表範圍發生了變化，北洋天青納入公司合併報表範圍影響所致
Accounts receivable 應收賬款	315,652,015.26	12.97	175,225,191.63	11.17	80.14	Mainly due to the change in the scope of the consolidated statements during the current period and the impact of the inclusion of BYTQ and Jingcheng Haitong in the scope of the Company's consolidated statements 主要是本期合併報表範圍發生了變化，北洋天青、京城海通納入公司合併報表範圍影響所致
Receivable financing 應收款項融資	29,790,417.72	1.22	10,465,061.76	0.67	184.67	Mainly due to the increase in bank acceptance bill planned to be settled in advance during the current period 主要是本期計劃提前結算的銀行承兌匯票增加所致
Other receivables 其他應收款	4,809,858.44	0.20	9,636,026.09	0.61	-50.08	Mainly due to the decrease in the intercorporate funds during the current period 主要是本期往來款減少所致
Other current assets 其他流動資產	10,221,016.45	0.42	27,386,862.15	1.75	-62.68	Mainly as a result of the impact of tax refunds retained by subsidiaries 主要是下屬子公司留抵稅影響所致
Construction in progress 在建工程	59,457,140.18	2.44	38,592,075.56	2.46	54.07	Mainly due to the increased investment on type IV cylinder project during the current period 主要是本期四型瓶項目增加投入所致
Right-of-use assets 使用權資產	220,518,068.16	9.06	-	0.00	100.00	Mainly due to the change in the scope of the consolidated statements during the current period and the impact of the inclusion of BYTQ and Jingcheng Haitong in the scope of the Company's consolidated statements 主要是本期合併報表範圍發生了變化，北洋天青、京城海通納入公司合併報表範圍影響所致
Intangible assets 無形資產	192,378,307.38	7.90	120,037,115.68	7.65	60.27	Mainly due to the change in the scope of the consolidated statements during the current period and the impact of the inclusion of BYTQ in the scope of the Company's consolidated statements 主要是本期合併報表範圍發生了變化，北洋天青納入公司合併報表範圍影響所致

(三) 資產、負債情況分析

√ 適用 □ 不適用

1. 資產及負債狀況

Unit: Yuan Currency: RMB
單位：元 幣種：人民幣

Section 3 Management Discussion and Analysis

第三節 管理層討論與分析

V. Principal Operation during the Reporting Period (Continued)

(iii) Analysis of assets and liabilities (Continued)

1. Assets and liabilities (Continued)

Name of item	Balance at the end of the current period	Balance at the end of the current period over total assets (%)	Balance at the end of the previous period	Balance at the end of the previous period over total assets (%)	Change in amount over the previous period (%)	Description
項目名稱	本期期末數	本期期末數佔總資產的比例(%)	上期期末數	上期期末數佔總資產的比例(%)	本期期末金額較上期期末變動比例(%)	情況說明
Goodwill 商譽	168,996,039.10	6.94	-	0.00	100.00	Mainly as a result of the cost of acquiring the equity interest in BYTQ being greater than the share of the fair value of the identifiable net assets based on the percentage of shareholding 主要為取得北洋天青股權的成本大於按持股比例計算的可辨認淨資產公允價值的份額所致
Long-term deferred expenses 長期待攤費用	16,622,473.45	0.68	4,372,745.88	0.28	280.14	Mainly due to the change in the scope of the consolidated statements during the current period and the impact of the inclusion of Jingcheng Haitong in the scope of the Company's consolidated statements 主要是本期合併報表範圍發生了變化，京城海通納入公司合併報表範圍影響所致
Other non-current assets 其他非流動資產	26,835,176.42	1.10	-	0.00	100.00	Mainly due to the prepayment for equipment by subsidiaries during the current period 主要是本期下屬子公司預付設備款所致
Deferred income tax assets 遞延所得稅資產	8,340,599.88	0.34	51,632.65	0.00	16,053.73	Mainly due to the change in the scope of the consolidated statements during the current period and the impact of the inclusion of BYTQ and Jingcheng Haitong in the scope of the Company's consolidated statements 主要是本期合併報表範圍發生了變化，北洋天青、京城海通納入公司合併報表範圍影響所致
Notes payable 應付票據	77,497,454.43	3.18	50,693,681.14	3.23	52.87	Mainly due to the change in the scope of the consolidated statements during the current period and the impact of the inclusion of BYTQ in the scope of the Company's consolidated statements 主要是本期合併報表範圍發生了變化，北洋天青納入公司合併報表範圍影響所致
Taxes payable 應交稅費	21,834,560.15	0.90	6,186,732.62	0.39	252.93	Mainly due to the change in the scope of the consolidated statements during the current period and the impact of the inclusion of BYTQ and Jingcheng Haitong in the scope of the Company's consolidated statements 主要是本期合併報表範圍發生了變化，北洋天青、京城海通納入公司合併報表範圍影響所致
Other payables 其他應付款	63,942,916.44	2.63	25,960,072.78	1.66	146.31	Mainly attributable to the amount payable to the former shareholder of BYTQ for the transfer of equity interest and the deposits payable by Jingcheng Haitong 主要是應付北洋天青原股東股權轉讓款以及京城海通應付押金保證金所致
Non-current liabilities due within one year 一年內到期的非流動負債	21,127,930.84	0.87	7,000,000.00	0.45	201.83	Mainly due to the change in the scope of the consolidated statements during the current period and the lease liabilities due within one year from Jingcheng Haitong 主要是本期合併報表範圍發生了變化，京城海通一年內到期的租賃負債所致
Other current liabilities 其他流動負債	6,677,447.44	0.27	4,613,930.02	0.29	44.72	Mainly due to the reclassification of value-added tax in contract liabilities for the current period 主要是本期合同負債中的增值稅重分類所致
Lease liabilities 租賃負債	248,801,063.86	10.22	-	0.00	100.00	Mainly due to the change in the scope of the consolidated statements during the current period and the impact of the inclusion of BYTQ and Jingcheng Haitong in the scope of the Company's consolidated statements 主要是本期合併報表範圍發生了變化，北洋天青、京城海通納入公司合併報表範圍影響所致

五、報告期內主要經營情況(續)

(三) 資產、負債情況分析(續)

1. 資產及負債狀況(續)

Section 3 Management Discussion and Analysis

第三節 管理層討論與分析



V. Principal Operation during the Reporting Period (Continued)

五、報告期內主要經營情況(續)

(iii) Analysis of assets and liabilities (Continued)

(三) 資產、負債情況分析(續)

1. Assets and liabilities (Continued)

1. 資產及負債狀況(續)

Name of item	Balance at the end of the current period	Balance at the end of the current period over total assets (%)	Balance at the end of the previous period	Balance at the end of the previous period over total assets (%)	Change in amount over the previous period (%)	Description
項目名稱	本期末末數	本期末末數佔總資產的比例(%)	上期末末數	上期末末數佔總資產的比例(%)	較上期末末變動比例(%)	情況說明
Long-term payables 長期應付款	113,207,700.00	4.65	30,000,000.00	1.91	277.36	Mainly due to the acquisition of specific payables by subsidiaries during the current period 主要是本期子公司取得專項應付款所致
Estimated liabilities 預計負債	8,020,131.96	0.33	5,794,470.12	0.37	38.41	Mainly due to the change in the scope of the consolidated statements during the current period and the impact of the inclusion of BYTQ in the scope of the Company's consolidated statements 主要是本期合併報表範圍發生了變化，北洋天青納入公司合併報表範圍影響所致
Deferred incomes 遞延收益	358,604.17	0.01	5,318,879.05	0.34	-93.26	Mainly due to the carrying over from a subsidiary to other income during the current period 主要是本期下屬子公司結轉到其他收益所致
Capital reserves 資本公積	1,151,111,016.32	47.28	835,353,861.68	53.26	37.80	Mainly due to the difference between the consideration for the purchase and merger of BYTQ and the consideration of share issuance and cash payment during the current period 主要是本期購買北洋天青合併對價與發行股份及支付現金對價的差額所致
Other comprehensive income 其他綜合收益	2,128,736.81	0.09	-1,030,194.20	-0.07	-306.63	Mainly due to the impact of exchange differences arising from translation of foreign currency statements 主要是外幣報表折算差額影響所致
Special reserves 專項儲備	124,960.21	0.01	-	0.00	100.00	Mainly due to the provision of production safety expense by subsidiaries Other comprehensive income 主要是下屬子公司計提安全生產費所致
Other information Nil						其他說明 無

Section 3 Management Discussion and Analysis

第三節 管理層討論與分析

V. Principal Operation during the Reporting Period (Continued)

(iii) Analysis of assets and liabilities

2. Overseas Assets

Applicable Not applicable

(1) Size of assets

Including: overseas assets of 220,032,623.37 (Unit: Yuan Currency: RMB), accounting for 9.04% of the total assets.

(2) Details of the higher proportion of overseas assets

Applicable Not applicable

3. Properties held for investment purposes

Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. is located in No. 9 Tianying North Road, Chaoyang District, Beijing, and is mainly used for an integrated industrial park with transformation, construction and operation of technical innovations, cultural creativity and business office with long-term leasing. Such property is not a freehold.

4. Major restricted assets at the end of the Reporting Period

Applicable Not Applicable

五、報告期內主要經營情況(續)

(三) 資產、負債情況分析(續)

2. 境外資產情況

適用 不適用

(1) 資產規模

其中：境外資產 220,032,623.37 (單位：人民幣) 佔總資產的比例為9.04%。

(2) 境外資產佔比較高的相關說明

適用 不適用

3. 持作投資用途的物業

北京京城海通文化科技文化發展有限公司，位於北京市朝陽區天盈北路9號，現主要用於改造、建設、運營科技創新、文化創意及商務辦公類聚集性產業園區，租賃期限為長期出租。該物業不屬於永久業權。

4. 截至報告期末主要資產受限情況

適用 不適用

Unit: Yuan Currency: RMB
單位：元 幣種：人民幣

Item	項目	Closing balance 年末餘額	Opening balance 年初餘額
L/C guarantee deposit	信用證保證金	22,374,406.22	3,551,143.00
Deposits of bank acceptance bill	銀行承兌匯票保證金	46,822,813.02	22,000,000.00
Litigation freeze	訴訟凍結	3,625,647.23	0.00
Bond for letter of guarantee	保函保證金	2,926.79	2,908.98
Foreign exchange trading margin	外匯交易保證金	0.00	330,878.00
Total	合計	72,825,793.26	25,884,929.98

5. Other descriptions

Applicable Not Applicable

5. 其他說明

適用 不適用

(iv) Analysis of industry operation

Applicable Not Applicable

The principal business of the Company is the manufacturing of gas storage and transportation equipment and intelligent equipment manufacturing. For specific industry-related information, please refer to the sections headed "Section 3 Management Discussion and Analysis" in this annual report.

Analysis of investments

General analysis of external equity investments

Applicable Not Applicable

(四) 行業經營性信息分析

適用 不適用

公司主營業務為氣體儲運裝備製造及智能設備製造，行業相關的具體信息見本年度報告中「第三節管理層討論與分析」章節內容。

投資狀況分析

對外股權投資總體分析

適用 不適用

Section 3 Management Discussion and Analysis

第三節 管理層討論與分析

V. Principal Operation during the Reporting Period (Continued) 五、報告期內主要經營情況(續)

(iv) Analysis of industry operation (Continued)

1. Material equity investments

Applicable Not Applicable

(四) 行業經營性信息分析(續)

1. 重大的股權投資

適用 不適用

Unit: Yuan Currency: RMB
單位：元 幣種：人民幣

Name of investee company	Main business	Whether the subject is mainly engaged in investment business 標的是否主營投資業務	Investment method	Investment amount	Shareholding	Whether consolidated	Financial statement item (if applicable)	Sources of fund	Cooperation partner (if applicable)	Duration of investment (if any)	Progress as of the balance sheet date 截至資產負債表日的進展情況	Estimated earnings (if any)	Effect on profit or loss for the period	Whether any lawsuit is involved	Date of disclosure (if any)	Index of disclosure (if any)
被投資公司名稱	主要業務		投資方式	投資金額	持股比例	是否併表	報表科目(如適用)	資金來源	合作方(如適用)	投資期限(如有)		預計收益	本期權益影響	是否涉訴	披露日期(如有)	披露索引(如有)
Qingdao BYTQ United Digital Intelligence Co., Ltd.	Automatic manufacturing equipment system integration	No	Acquisition	246.4 million	80%	Yes	/	Share issuance	/	/	Completed	/	41,4013 million	No	First disclosed on 17 August 2020	The website of the SSE (http://www.sse.com.cn) and the HKEXNews website of the Stock Exchange (www.hkexnews.hk)
青島北洋天青數聯智能有限公司	自動化製造設備系統集成	否	收購	24,640.00 萬元	80%	是	/	發行股份	/	/	已完成	/	4,140.13萬元	否	2020年8月17日首次披露	上交所網站 http://www.sse.com.cn 聯交所披露易網站 www.hkexnews.hk
Qingdao BYTQ United Digital Intelligence Co., Ltd.	Automatic manufacturing equipment system integration	No	Capital increase	30 million	81.45%	Yes	/	Share issuance	/	/	Completed	/	/	No	First disclosed on 17 August 2020	The website of the SSE (http://www.sse.com.cn) and the HKEXNews website of the Stock Exchange (www.hkexnews.hk)
青島北洋天青數聯智能有限公司	自動化製造設備系統集成	否	增資	3,000萬元	81.45%	是	/	發行股份	/	/	已完成	/	/	否	2020年8月17日首次披露	上交所網站 http://www.sse.com.cn 聯交所披露易網站 www.hkexnews.hk
Beijing Jingcheng Haitong Technology Culture Development Co., Ltd.	Property management, property leasing	No	Acquisition	0.4617 million	51%	Yes	/	privately-owned funds of the subsidiary	/	/	Completed	/	13.5708 million	No	First disclosed on 28 April 2022	The website of the SSE (http://www.sse.com.cn) and the HKEXNews website of the Stock Exchange (www.hkexnews.hk)
北京京城海通科技文化發展有限公司	物業管理、房屋租賃	否	收購	46.17萬元	51%	是	/	子公司自有資金	/	/	已完成	/	1,357.08萬元	否	2022年4月28日首次披露	上交所網站 http://www.sse.com.cn 聯交所披露易網站 www.hkexnews.hk
Total	/	/	/	276.8617 million	/	/	/	/	/	/	/	/	54.9721 million	/	/	/
合計	/	/	/	27,686.17 萬元	/	/	/	/	/	/	/	/	5,497.21 萬元	/	/	/

2. Material non-equity investments

Applicable Not Applicable

2. 重大的非股權投資

適用 不適用

3. Financial assets measured at fair value

Applicable Not Applicable

3. 以公允價值計量的金融資產

適用 不適用

Securities investment
 Applicable Not Applicable

證券投資情況
 適用 不適用

Private fund investment
 Applicable Not Applicable

私募基金投資情況
 適用 不適用

Derivatives investment
 Applicable Not Applicable

衍生品投資情況
 適用 不適用



Section 3

Management Discussion and Analysis

第三節 管理層討論與分析

V. Principal Operation during the Reporting Period (Continued)

(iv) Analysis of industry operation (Continued)

4. Specific progress of major asset reorganisation and integration during the reporting period

Applicable Not applicable

In order to enhance the Company's ongoing operation and profitability, the Company started implementing the acquisition of 80% equity interests in Qingdao BYTQ United Digital Intelligence Co., Ltd. in August 2020. On 15 December 2021, the Company issued the "Announcement on Obtaining Conditional Approval for the Asset Acquisition by Way of Share Issuance and Cash Payment and Raising of Supporting Funds from the Listed Company Merger and Reorganization Vetting Committee of the CSRC and Resumption of Trading in A Shares", the Listed Company Merger and Reorganization Vetting Committee of the CSRC convened the 33rd working meeting of the MRVC for the year of 2021, at which the reorganization was vetted and conditionally approved. On 24 March 2022, the Company received from the CSRC the "Approval for the asset acquisition by way of share issuance and raising of supporting funds by Beijing Jingcheng Machinery and Electric Company Limited to Li Hong and Others", approving the matter of the asset acquisition by way of share issuance and cash payment and raising of supporting funds by the Company. On 17 June 2022, the Company issued the "Announcement in relation to the Transfer of Assets of the Asset Acquisition by Way of Share Issuance and Cash Payment and Raising of Supporting Funds", all the target assets of the transaction have been changed and registered in the name of the listed company and the listed company directly holds 80% equity interest in BYTQ and the transfer of the target assets involved in the transaction has been completed; the asset acquisition by way of share issuance and cash payment and raising of supporting funds of the Company was completed, and the Company will strictly comply with the regulations on the use of the proceeds and perform its obligations of information disclosure in strict accordance with relevant laws and regulations.

Independent Directors' opinion

We have carefully examined the relevant information provided by the Board prior to the meeting of the Board, and have fully understood the background information of the Company's transaction, and have conducted necessary communications regarding the relevant information and our prior approval was obtained.

The "Resolution regarding the Proposal on the Asset Acquisition by Way of Share Issuance and Cash Payment and Raising of Supporting Funds by Beijing Jingcheng Machinery Electric Company Limited" and other relevant resolutions of the Company in relation to the transaction have been submitted to the fifth extraordinary meeting of the tenth session of the Board of the Company for consideration and approval.

五、報告期內主要經營情況(續)

(四) 行業經營性信息分析(續)

4. 報告期內重大資產重組整合的具體進展情況

適用 不適用

為提升公司持續經營和盈利能力，公司於2020年8月開始實施購買青島北洋天青數聯智能有限公司80%股權項目。2021年12月15日，公司發佈《關於發行股份及支付現金購買資產並募集配套資金事項獲得中國證監會上市公司併購重組審核委員會有條件審核通過暨公司A股股票復牌的公告》，中國證監會上市公司併購重組審核委員會召開2021年第33次併購重組委工作會議本次重組事項進行了審核，本次重組事項獲得有條件審核通過。2022年3月24日公司收到中國證監會《關於核准北京京城機電股份有限公司向李紅等發行股份購買資產並募集配套資金的批復》，核准公司發行股份及支付現金購買資產並募集配套資金事項；2022年6月17日，公司發佈《關於發行股份及支付現金購買資產並募集配套資金之資產過戶情況的公告》本次交易的標的資產已全部變更登記至上市公司名下，上市公司直接持有北洋天青80%的股權，本次交易涉及的標的資產的過戶事宜已辦理完畢；公司本次發行股份及支付現金購買資產並募集配套資金項目已完成，公司將嚴格遵守募集資金使用規範，嚴格按照相關法律法規要求履行信息披露義務。

獨立董事意見

我們已在本董事會會議召開之前，認真審查董事會提供的相關資料，並在充份瞭解公司本次交易的背景信息前提下，針對相關資料進行了必要的溝通，獲得了我們的事前認可。

《關於北京京城機電股份有限公司發行股份及支付現金購買資產並募集配套資金方案的議案》及公司本次交易的其他相關議案已提交公司第十屆董事會第五次臨時會議審議通過。

Section 3 Management Discussion and Analysis

第三節 管理層討論與分析



V. Principal Operation during the Reporting Period (Continued)

(iv) Analysis of industry operation (Continued)

4. Specific progress of major asset reorganisation and integration during the reporting period (Continued) Independent Directors' opinion (Continued)

The counterparties of the Company's asset acquisition by way of share issuance and cash payment are 17 natural persons such as Li Hong and Qingdao Eternal Economic Information Consulting Co., Ltd. The target subscribers for the Company's share issuance and raising of supporting funds will be no more than 35 specific qualified investors, according to the relevant provisions of the "Administrative Measures for Major Asset Restructuring of Listed Companies" and the "Rules Governing the Listing of Securities on the Shanghai Stock Exchange", the above-mentioned counterparties are not associates of the Company. The asset acquisition by way of share issuance and cash payment and raising of supporting funds does not constitute a connected transaction, and the Board will not abstain from voting on these resolutions.

In summary, the convening and voting procedures of the meeting of the Board of the Company to consider the transaction were in compliance with the relevant laws and regulations and the relevant provisions of the "Articles of Association".

五、報告期內主要經營情況(續)

(四) 行業經營性信息分析(續)

4. 報告期內重大資產重組整合的具體進展情況(續)

獨立董事意見(續)

公司本次發行股份及支付現金購買資產的交易對方為李紅等17個自然人及青島艾特諾經濟信息諮詢有限公司；公司本次發行股份募集配套資金的發行對象為不超過35名符合條件的特定投資者，根據《上市公司重大資產重組管理辦法》《上海證券交易所股票上市規則》的相關規定，上述交易對方並非公司關聯方，本次發行股份及支付現金購買資產並募集配套資金不構成關聯交易，董事會在對該等議案進行表決時不涉及迴避表決。

綜上所述，公司審議本次交易的董事會的召開、表決程序符合相關法律、法規及《公司章程》的相關規定。

(v) Material disposal of assets and equity interest

Applicable Not Applicable

(五) 重大資產和股權出售

適用 不適用

(vi) Analysis of major subsidiaries and associates

Applicable Not Applicable

(六) 主要控股參股公司分析

適用 不適用

Company name 公司名稱	Business nature 業務性質	Principal products or services 主要產品或服務	Registered capital 註冊資本	Total assets 總資產	Net assets 淨資產	Net profit 淨利潤
Beijing Tianhai Industry Co., Ltd.	Production	Production and sale of gas cylinders, accumulator shells, pressure vessels and auxiliary equipment, etc.	US\$83,386,300	1,842,402,792.24	583,765,360.22	-24,242,320.97
北京天海工業有限公司	生產	生產、銷售氣瓶、蓄能器、壓力容器及配套設備等	8,338.63萬美元	1,842,402,792.24	583,765,360.22	-24,242,320.97
Jingcheng Holding (Hong Kong) Company Limited	Trading and investment	Import and export trade, investment holding and consultancy services, etc.	HK\$1,000	167,877,271.34	163,496,471.70	67,761.81
京城控股(香港)有限公司	貿易投資	進出口貿易、投資控股及顧問服務等	1,000港元	167,877,271.34	163,496,471.70	67,761.81
Qingdao BYTQ United Digital Intelligence Co., Ltd.	Production	Robots and automation equipment products etc.	RMB21,418,633	315,149,472.18	203,040,951.89	48,042,819.15
青島北洋天青數聯智能有限公司	生產	機器人與自動化裝備等	2,141.8633萬元	315,149,472.18	203,040,951.89	48,042,819.15

(vii) Structured entities under the control of the Company

Applicable Not Applicable

(七) 公司控制的結構化主體情況

適用 不適用



Section 3

Management Discussion and Analysis

第三節 管理層討論與分析

VI. Discussion and Analysis of the Company Concerning the Future Development of the Company

六、公司關於公司未來發展的討論與分析

(i) Industry structure and trends

√ Applicable □ Not Applicable

(一) 行業格局和趨勢

√ 適用 □ 不適用

Gas Storage and Transportation Segment:

1. Industrial cylinders and natural gas products

The fierce low price competition of conventional industrial gas cylinders is difficult to change in a short period of time. The application field of special gas is wide, and its market size will continue to maintain rapid development. Against the backdrop of energy transformation, energy conservation and environmental protection policies have sped up the construction of a low-carbon energy system and driven the growth of natural gas consumption in China while market demand for automotive cylinders is also expected to rise. In the future, it will be necessary for the Company to strengthen cooperation with large-scale gas companies and establish a full-service chain consisting of sales, technology and quality management to meet increasing market service demand.

In the context of energy saving and environmental protection, the construction of a green and low-carbon transportation system and the development of clean transportation equipment are conducive to driving the market demand for cryogenic products. The essence of carbon emission peak is the substitution of low-carbon clean energy for high-carbon energy. In the long run, the trend of global promotion of environmental governance, the Chinese government's energy saving and emission reduction, and the gradual proportionate increase of clean energy consumption will not change, and natural gas will remain the main force against the backdrop of energy transformation. The future marine market, natural gas storage peak shaving market and overseas tank container market demand will remain positive in the future.

2. Hydrogen energy products

The development of hydrogen energy has become a global consensus under the context of "carbon emission peak and carbon neutrality". It can be used in a wide range of traditional energy applications, including transportation, industrial fuel and power generation. The "14th Five-Year Plan" states that China will actively develop the hydrogen energy industry and deploy a number of key hydrogen energy projects, formally determining the overall foundation for development of the hydrogen fuel cell vehicle industry. With the release of the "14th Five-Year Plan" and the strong support for the hydrogen energy industry from all regions, China's hydrogen energy technology continues to make breakthroughs and the industry system is gradually being improved. As for hydrogen filling stations, more than 270 stations had been constructed and put into operation in China by the end of 2022. The industry predicts that the number of hydrogen filling stations in China will exceed approximately 400 stations by 2023. As for fuel cell vehicles, 4,463 units of hydrogen fuel cell vehicles were sold in 2022, with a year-on-year increase of 135.64%, and the hydrogen energy industry will achieve rapid growth with the tilt of national policy. The Company will adhere to the guiding principles of market orientation, independent innovation and leading development, and continue to improve its technology to build its leading position in the field of hydrogen energy equipment.

氣體儲運板塊：

1. 工業瓶及天然氣產品

常規工業氣瓶激烈的低價競爭的態勢短期內難以改觀，特種氣體應用領域廣泛，市場規模也將持續保持高速發展。能源轉型背景下，節能環保政策加快低碳能源體系建設，推動我國天然氣消費量的增長，車用瓶市場需求有望提高。未來要加強與大規模的氣體公司合作，建立由銷售、技術、質量管理共同組成的全方位服務鏈，以滿足不斷提高的市場服務需求。

節能環保的大背景下，構建綠色低碳交通體系，發展清潔化運輸裝備，有利於帶動低溫產品的市場需求。碳達峰的實質是低碳清潔能源對高碳能源的替代，長期來看，全球推進環境治理、我國政府節能減排、逐步提高清潔能源消費比重的趨勢不會改變，能源轉型背景下天然氣仍是主力軍，未來船用市場、天然氣儲氣調峰市場以及海外罐箱市場需求依舊樂觀。

2. 氫能產品

在「碳達峰、碳中和」背景下，氫能的發展已成為全球共識。其應用可廣泛滲透到傳統能源的各個方面，包括交通運輸、工業燃料、發電等。「十四五」規劃中明確我國將積極佈局氫能產業，並部署了一批氫能重點專項任務，正式確定了氫燃料電池汽車產業發展的總基調。隨著「十四五」規劃的發佈及各地區對氫能產業的大力支持，我國氫能技術不斷突破，產業體系逐步完善。加氫站方面，截至2022年底，我國已建成投運的加氫站已經超過270座，業界預測2023年全國加氫站數量或將突破400座左右。燃料電池汽車方面，2022年國內氫燃料電池汽車累計銷售4,463輛，同比上漲135.64%，隨著國家政策的傾斜，氫能產業將實現快速增長。公司將堅持市場導向、自主創新、引領發展的指導方針，持續提升技術水平，打造公司在氫能裝備領域的領先地位。

Section 3 Management Discussion and Analysis

第三節 管理層討論與分析



VI. Discussion and Analysis of the Company Concerning the Future Development of the Company (Continued)

(i) Industry structure and trends (Continued)

Intelligent Manufacturing Segment: Intelligent equipment manufacturing

In recent years, the production of industrial robotics in China has continued to grow and is one of the few industries which continue to maintain rapid growth under the influence of the downward economic cycles and the impact of macroeconomic conditions. In the process of the gradual development of future intelligent cities and intelligent factories, a large number of industrial robotics are needed for intelligent operation, and industrial robotics will play a very important role, and the accelerated construction of 5G, IoT, industrial internet and other technologies are of great significance to the development of industrial robotics. In accordance to the survey and analysis of the Qianzhan Industry Institute, it is expected that the market size of industrial robotics in China will continue to expand in the future.

(ii) Development strategies of the Company

Applicable Not Applicable

1. Gas Storage and Transportation Segment

Positioning: A global leading enterprise in the manufacturing and services of gas storage and transportation equipment.

Strategy: continuously strengthening the leading position and market position of Industrial Gas Cylinder and fire-fighting gas cylinders to enhance its profitability; focus and optimise the product structure of natural gas business, maintain an appropriate scale, innovate the operating model and enhance its competitive edge; accelerating the industrialisation and batching process of Type IV Cylinders to seize the opportunity to develop the hydrogen energy industry and occupy the leading position in the market.

2. Intelligent Manufacturing Segment

Positioning: An industry leading comprehensive intelligent manufacturing solutions provider

Strategy: focusing on the industrial automation equipment manufacturing field and deeply engaging in the home appliances industry, industrial automation, robotics integration applications, intelligent manufacturing equipment and other product production and manufacturing as well as integrated applications, providing comprehensive solutions for enterprises in the intelligent manufacturing industry, maintaining the competitive advantages of existing products and actively expanding new markets.

六、公司關於公司未來發展的討論與分析(續)

(一) 行業格局和趨勢(續)

智能製造板塊： 智能設備製造

近年來中國工業機器人產量持續增長，是少有的在经济下行週期、宏觀經濟受到衝擊條件下繼續保持高速增長的行業之一。在未來智慧城市、智能工廠逐漸發展的過程中，需要大量的工業機器人進行智能化運作，工業機器人將起到非常重要的作用，而5G、物聯網、工業互聯網等科技的加速建設對於工業機器人的發展有著重要意義。根據前瞻產業研究院的調查分析，預計未來我國的工業機器人市場規模將繼續擴大。

(二) 公司發展戰略

適用 不適用

1. 氣體儲運板塊

企業定位：打造全球領先的氣體儲運裝備製造及服務企業。

戰略思路：繼續鞏固工業氣瓶和消防氣瓶的領先優勢和市場地位，提升盈利能力；聚焦、優化天然氣業務產品結構，保持適度規模，創新運營模式，提升競爭優勢；加快四型瓶產業化、批量化進程，搶佔氫能行業發展先機，佔據市場龍頭地位。

2. 智能製造板塊

企業定位：打造行業領先的智能製造整體解決方案服務商

戰略思路：聚焦工業自動化設備製造領域，深耕家電業，工業自動化、機器人集成應用、智能製造裝備等產品生產製造及集成應用，為企業提供智能製造整體解決方案，保持現有產品競爭優勢，積極拓展新市場。



Section 3

Management Discussion and Analysis

第三節 管理層討論與分析

VI. Discussion and Analysis of the Company Concerning the Future Development of the Company (Continued)

(iii) Operating plan

Applicable Not Applicable

The year of 2023 is a crucial year for the implementation of China's 14th Five-Year Plan. By focusing on promoting the high quality development of the Company, taking the "14th Five-Year Plan" strategic plan as the guiding principle, reform and innovation as the main line, improving asset efficiency and enhancing profitability as the core, and "three cutting, one reduction and one improvement" and benchmarking against first-rate enterprises as the main starting point, the Company will deepen the reformation of state-owned enterprises, accelerate the adjustment of product structure, expand the scale of intelligent manufacturing equipment business, focus on resources, mainly develop the hydrogen energy business, strengthen the core technology, continuously enhance the independent innovation capability, continue to make great efforts to improve quality and efficiency, integrate sales resources, reduce costs throughout the process, and make all-out efforts to push the Company to a new level of high quality development.

(iv) Potential risks

Applicable Not Applicable

1. Risk associated with the implementation of the non-public issuance of shares

On 16 November 2022, the nineteenth extraordinary meeting of the tenth session of the Board of the Company considered and approved the "Resolution in relation to the Proposal for the Company's Non-public Issuance of A Shares" and other resolutions, pursuant to the relevant requirements of the "Company Law of the People's Republic of China", "Securities Law of the People's Republic of China", "Administrative Measures for the Issuance of Securities by Listed Companies", "Detailed Implementation Rules for the Non-public Issuance of Shares by Listed Companies" and other laws and regulations, the Company proposed a plan for the non-public issuance of A shares. Currently, there is uncertainty regarding the issuance of A Shares of the Company. The Company will strictly perform the information confidentiality work and fulfil its information disclosure obligations under relevant laws and regulations according to the progress of the matter, so as to announce the progress of the matter in a timely manner.

2. Risk of deterioration of the international situation

On the one hand, the Russo-Ukrainian conflict in 2022 led to tightened European energy supply and soaring prices, resulting in the revenue of our products in the European market not meeting the expectation and the revenue of the entire European market has declined significantly, the continuation of the Russo-Ukrainian conflict this year led to greater uncertainty in the European energy supply and prices; on the other hand, the escalation of the competition between China and the U.S. and the intensification of trade conflicts between China and the U.S. have led to greater uncertainty in the U.S. and even in the entire export market revenue.

六、公司關於公司未來發展的討論與分析(續)

(三) 經營計劃

適用 不適用

2023年是中國實施「十四五」規劃的承上啟下關鍵之年，公司將以推動公司高質量發展為主題，以「十四五」戰略規劃為統領，以改革創新為主線，以提高資產效率、增強盈利能力為核心，以「三降一減一提升」、對標世界一流為主要抓手，全面深化國企改革，加快產品結構調整，開拓智能製造設備業務規模，聚焦資源，重點發展氫能業務，加強核心技術攻關，不斷提升自主創新能力，繼續下大力氣提質增效，整合營銷資源，全過程壓降成本，踔厲奮發推動公司高質量發展再上新台階。

(四) 可能面對的風險

適用 不適用

1、實施本次非公開發行股份項目的風險

2022年11月16日，公司第十屆董事會第十九次臨時會議審議通過了《關於公司非公開發行A股股票方案》等議案，根據《中華人民共和國公司法》《中華人民共和國證券法》《上市公司證券發行管理辦法》《上市公司非公開發行股票實施細則》等法律法規的相關規定，公司擬定非公開發行A股股票方案。目前，公司本次發行A股股票事項尚存在不確定性，公司將根據相關進展情況，嚴格做好信息保密工作，並嚴格按照相關法律法規要求履行信息披露義務，及時對該事項的進展情況進行公告。

2、國際局勢惡化風險

一方面2022年俄烏衝突使歐洲能源供應緊張、價格暴漲，導致我司產品在歐洲市場收入不及預期，整個歐洲市場收入出現明顯下滑，今年俄烏衝突的持續使歐洲能源供應和價格仍存在較大不確定性；另一方面中美之間的競爭加劇，中美貿易摩擦的加劇導致美國乃至整個出口市場收入存在較大不確定性。

Section 3 Management Discussion and Analysis

第三節 管理層討論與分析



VI. Discussion and Analysis of the Company Concerning the Future Development of the Company (Continued)

(iv) Potential risks (Continued)

3. Industrial policy risks

Gas Storage and Transportation segment: First, factors such as oil and gas price differences and new energy industry policies resulted in significant change to market demand for natural gas storage and transportation, impacting the natural gas storage and transportation sector, which is the Company's principal business. Second, the Company's hydrogen energy storage and transportation segment is categorized as a "new industry", which may easily be affected by national policies, economic environment, upstream and downstream industrial chain development, and other factors. Therefore, in response to these risks, the Company will grasp the national macro policies in a timely manner, identify industrial development trends, broaden areas of product application, at the same time strengthen core technology development, expand new markets, minimize risk factors associated with industry policies, and reduce the impact on the Company.

Intelligent Manufacturing Segment: The industrial automation industry is a strategic industry that provides technical equipment for all sectors of the national economy, and is highly valued by the government and strongly supported by national regulations and policies, with a huge and diversified market demand. The current national policy actively supports the intelligent manufacturing industry and predicts that the policy of encouraging the research and development and application of industrial robotics and promoting the innovative development of industries such as industrial robotics will remain unchanged in the short term. In terms of traditional industrial technology transformation, factory automation and enterprise information development, the demand in industrial automation market will continue to increase. If China's economic development is restricted by the macroeconomic trend and the the down-stream, which accounts for a large proportion of the industry demand will be affected by the cycle, which will lead to a reduction in its new fixed asset investment and will have an adverse impact on the production and operation of the Company. The Company will keep abreast of the macroeconomic situation, pay attention to upstream and downstream development, broaden product application areas, while strengthening core technology development and expanding new product markets to keep industry policy risk factors to a minimum level and reduce the impact on the Company.

4. Risk of intensified market competition

Although the overall gas storage and transportation and intelligent equipment manufacturing market has been showing a steady rising trend, competition in the industry is intensifying. The product market may change in the future, which will bring some uncertain factors and influences to the Company's business development. Therefore, in the future, the Company must focus on technological self-reliance, continue to improve its independent innovation capability, make scientific arrangements, and make every effort to drive scientific and technological innovation. The Company will also enhance market and competition awareness, highlight the direction of professional development, and consolidate, expand and enlarge market share.

六、公司關於公司未來發展的討論與分析(續)

(四) 可能面對的風險(續)

3、行業政策風險

氣體儲運板塊：其一受油氣價差、新能源產業政策等方面因素的影響，天然氣儲運行業市場需求變動明顯，對公司主營業務天然氣儲運板塊產生一定的影響；其二公司所涉及的氫能儲運板塊屬於新產業，容易受國家政策、經濟環境、上下游產業鏈發展等因素的影響。因此，針對上述風險，公司將及時掌握國家宏觀政策，關注行業發展動態，拓寬產品應用領域，同時加強核心技術發展，拓展新產品市場，將行業政策風險因素控制在最小範圍，減少對公司的影響。

智能製造板塊：工業自動化行業是為國民經濟各行業提供技術裝備的戰略性產業，受到政府高度重視和國家法規政策的大力支持，擁有龐大多元化的市場需求，目前國家政策積極支持智能製造行業，預測短期內鼓勵工業機器人研發及應用和推動工業機器人等產業創新發展的政策不變，在傳統工業技術改造、工廠自動化以及企業信息化發展等方面，工業自動化市場需求將不斷增長。若宏觀經濟走勢造成我國經濟發展受限，下游佔比較大的行業需求受週期影響，將導致其新增固定資產投資減少，將對公司的生產經營帶來不利影響。公司將及時掌握宏觀經濟情況，關注上下游發展動態，拓寬產品應用領域，同時加強核心技術發展，拓展新產品市場，將行業政策風險因素控制在最小範圍，減少對公司的影響。

4、市場競爭加劇風險

儘管氣體儲運及智能設備製造市場總體呈現穩中有升的態勢，但是行業競爭愈加激烈，未來產品市場可能會發生變化，也會給公司的經營發展帶來一定的不確定因素和影響。因此未來公司要突出科技自立自強，持續提升自主創新能力，科學部署，全力推進科技創新工作。增強市場意識和競爭意識，突出專業化發展方向，鞏固、拓展、擴大市場份額。



Section 3 Management Discussion and Analysis

第三節 管理層討論與分析

VI. Discussion and Analysis of the Company Concerning the Future Development of the Company (Continued)

(iv) Potential risks (Continued)

5. Development risk on new business and new market

Hydrogen energy and fuel cells are currently dominated by commercial vehicles in China, are mainly used in logistics, public transportation and large buses, and are still at the stage of gaining momentum. Due to national and local policies and other sources of uncertainty, the Company has encountered unexpected risks in the development of new business and new markets. The Company will continue to drive the development of hydrogen energy business and enhance core technology to improve its core competitiveness track.

The Company's intelligent equipment manufacturing market is mainly focused on the home appliances industry, and the market development products are gradually developing in the direction of medicines, electronics and automobiles, etc. The market for new products may change in the future, which will bring certain uncertainties and influences on the Company's operation and development. The Company will continue to improve its innovation capability, develop new products and gradually expand its market share to other industries based on the home appliances industry.

(v) Others

Applicable Not Applicable

1. Analysis of operating results

During the Reporting Period, total profit of the Company increased by approximately RMB58,429,700 as compared with the corresponding period of last year; operating profit increased by approximately RMB49,117,600 year-on-year; and net non-operating revenue and expenses increased by approximately RMB9,312,100 year-on-year. Operating income increased by approximately RMB189,596,700 as compared with the corresponding period of last year; operating cost increased by approximately RMB133,193,700 as compared with the corresponding period of last year.

During the Reporting Period, expenses increased by approximately RMB22,053,500 as compared with the corresponding period of last year, of which, selling expenses decreased by RMB2,096,500 as compared with last year, or 6.16%, mainly due to the decrease in after-sales service fees of subsidiaries; management expense increased by RMB6,687,900 as compared with last year, or 7.03%, mainly due to the increase in the scope of the consolidated statements during the year resulting in the corresponding increase of management expense; research and development expenses increased by RMB21,112,400 as compared with last year, or 79.56%, mainly due to (1) the increase in research and development expenses as a result of the increase in the scope of the consolidated statements during the year and (2) the Company's increased investment in research and development during the year; financial expense decreased by approximately RMB3,650,400, mainly due to the decrease in loan bears interests during the year and the decrease in interest expenses and the increase in net foreign exchange gains as compared with last year.

六、公司關於公司未來發展的討論與分析(續)

(四) 可能面對的風險(續)

5、新業務新市場開拓風險

氫能及燃料電池目前中國以商用車為主，主要應用在物流、公交和大巴等領域，尚處於蓄勢待發階段，受國家和各地政策等較多不確定因素影響，公司在發展新業務、新市場開拓方面則會遇到不可預期的風險。公司將繼續加大氫能業務發展力度，加強核心技術攻關，提高產品核心競爭力。

公司智能設備製造市場主要集中於家電行業，市場開拓產品逐漸向醫藥、電子、汽車等方向發展，未來新產品市場可能會發生變化，會給公司的經營發展帶來一定的不確定因素和影響，公司將持續提升創新能力，研發新產品，以家電行業為基礎，逐漸向其他行業擴大市場份額。

(五) 其他

適用 不適用

1. 經營成果分析

本報告期公司利潤總額比上年同期增加約5,842.97萬元，營業利潤同比增加約4,911.76萬元，營業外收支淨額同比增加約931.21萬元。營業收入比上年同期增加約18,959.67萬元，營業成本比上年同期增加約13,319.37萬元。

本報告期期間費用較上年同期增加約2,205.35萬元。其中銷售費用較上年減少209.65萬元，減少幅度為6.16%，主要是下屬子公司售後服務費較上年減少所致；管理費用較上年增加668.79萬元，增加幅度為7.03%，主要是受本年合併範圍增加，管理費用相應有所增加；研發費用較上年增加2,111.24萬元，增加幅度為79.56%，主要原因(1)受本年合併範圍增加，研發費用相應有所增加，(2)公司本年加大研發投入；財務費用減少約365.04萬元，主要是本年貸款利率下降，利息支出減少以及匯兌淨收益較上年增加所致。

Section 3 Management Discussion and Analysis

第三節 管理層討論與分析



VI. Discussion and Analysis of the Company Concerning the Future Development of the Company (Continued)

(v) Others (Continued)

1. Analysis of financial position (Continued)

During the Reporting Period, taxes and surcharges increased by RMB1,978,200 as compared with the corresponding period of last year, mainly due to the corresponding increase in taxes and surcharges as a result of the increase in the scope of consolidated statement during the year and the increase in supplementary tax as a result of the increase in value-added tax of subsidiaries.

During the Reporting Period, the credit impairment losses increased by approximately RMB3,395,200 as compared with the corresponding period of last year, mainly due to the increase in provisions for bad debts as a result of the increase in the scope of consolidated statement during the current period, the inclusion of BYTQ and Jingcheng Haitong and increase in accounts receivable.

The investment income during the Reporting Period increased by approximately RMB5,928,700, mainly due to the increase in profits of the associate and the increase in gains arising from debt restructuring.

During the Reporting Period, non-operating income increased by approximately RMB11,341,100, mainly due to the compensation income received by a subsidiary.

During the Reporting Period, non-operating expenses increased by approximately RMB2,029,000, mainly due to the payment of the compensation by a subsidiary.

2. Analysis of assets, liabilities and shareholders' equity

As at the end of the Reporting Period, total assets and total liabilities increased as compared with the beginning of the year due to the effect of the scope of consolidated statements.

Total assets were approximately RMB2,434,589,100, representing an increase of approximately RMB866,140,300 or 55.22% as compared with the beginning of the year.

Total liabilities were approximately RMB1,028,107,600, representing an increase of approximately RMB421,070,900 or 69.36% as compared with the beginning of the year.

Total shareholders' equity amounted to approximately RMB1,406,481,500, representing an increase of approximately RMB445,069,400 or 46.29% as compared with the beginning of the year.

六、公司關於公司未來發展的討論與分析(續)

(五) 其他(續)

1. 財務狀況分析(續)

本報告期稅金及附加較上年同期增加197.82萬元，主要原因為本年合併範圍增加導致稅金及附加相應增加以及下屬子公司因增值稅增加導致的附加稅增加。

本報告期信用減值損失較上年同期增加約339.52萬元，主要是本期合併報表範圍增加，北洋天青、京城海通納入合併，應收賬款增加導致的壞賬準備增加。

本報告期投資收益增加約592.87萬元，主要是聯營公司利潤增加以及債務重組產生的收益增加所致。

本報告期營業外收入增加約1,134.11萬元，主要是下屬子公司收到賠償金收入所致。

本報告期營業外支出增加約202.90萬元，主要是下屬子公司支付賠償金所致。

2. 資產、負債及股東權益分析

本報告期末受合併報表範圍影響，總資產及總負債較年初相比均有所增加。

資產總額約243,458.91萬元，比年初增加約86,614.03萬元，增加了55.22%。

負債總額約102,810.76萬元，比年初增加約42,107.09萬元，增長了69.36%。

股東權益總額約140,648.15萬元，比年初增加約44,506.94萬元，增長了46.29%。

Section 3 Management Discussion and Analysis

第三節 管理層討論與分析

VI. Discussion and Analysis of the Company Concerning the Future Development of the Company (Continued)

(v) Others (Continued)

3. Analysis of financial position

By implementing its prudent financial policies, the Company established a strict risk control system for investment, financing and cash management to maintain a sound capital structure and solid financing channels. The Company kept its loan scale under strict control such that it can satisfy the capital need of operating activities while minimizing its finance cost and preventing against financial risks in a timely manner by fully utilizing financial instruments, for purposes of achieving sustainable development of the Company and maximizing its shareholders' value.

Liquidity and capital structure

(1) Gearing ratio	(1)資產負債率
(2) Quick ratio	(2)速動比率
(3) Current ratio	(3)流動比率

4. Bank loans

The Company prudently implemented its annual capital budget plan in accordance with the market conditions and requirement of customers to control the bank loan scale strictly. The Company fully utilized financial tools to make timely efforts to reduce finance cost and prevent financial risks. In so doing, the Company improved the profit of the Company and shareholders while satisfying the capital need of operating activities of the Company. As at the end of the Reporting Period, the Company had short-term loan amounting to approximately RMB100,000,000, representing an increase of 19.29% as compared with the beginning of the year.

5. Foreign exchange risk management

The Company is mainly exposed to foreign exchange risk relating to US dollars and euro. The Group's main operation is settled by RMB, except Beijing Tianhai Industry Co., Ltd., BTIC AMERICA CORPORATION and Jingcheng Holding (Hong Kong) Co., Ltd., subsidiaries of the Company, which use US dollars and euro for procurement and sale. Accordingly, it may be exposed to foreign exchange risks arising from the changes in the exchange rate between US dollars, euro and RMB. The Company actively adopted such measures to reduce the foreign exchange risk.

六、公司關於公司未來發展的討論與分析(續)

(五) 其他(續)

3. 財務狀況分析

公司實施謹慎的財務政策，對投資、融資及現金管理等建立了嚴格的風險控制體系，一貫保持穩健的資本結構和良好的融資渠道，公司嚴格控制貸款規模，在滿足公司經營活動資金需求的同时，充分利用金融工具及時努力減少財務費用和防範財務風險，以實現公司持續發展和股東價值的最大化。

流動性和資本結構

	2022 2022年	2021 2021年
(1) Gearing ratio	42.23%	38.70%
(2) Quick ratio	121.39%	71.25%
(3) Current ratio	171.54%	131.75%

4. 銀行借款

公司認真執行年度資金收支預算並依據市場環境變化和客戶要求，嚴格控制銀行貸款規模。在滿足公司經營活動資金需求的同时充分利用金融工具及時努力減少財務費用和防範財務風險，提高公司及股東收益。報告期末公司短期借款約10,000.00萬元，比年初增長19.29%。

5. 外匯風險管理

本公司承受外匯風險主要與美元、歐元有關，除本公司的下屬子公司北京天海公司、天海美洲公司、京城控股(香港)有限公司以美元、歐元進行採購和銷售外，本集團的其他主要業務活動以人民幣計價結算。因此可能面臨美元、歐元與人民幣匯率變動引起的外匯風險，公司積極採取措施，降低外匯風險。

Section 3 Management Discussion and Analysis

第三節 管理層討論與分析



VI. Discussion and Analysis of the Company Concerning the Future Development of the Company (Continued)

(v) Others (Continued)

Principal Sources of Fund and Its Use

1. Cash flows from operating activities

Cash inflows from operating activities of the Company during the Reporting Period were mainly derived from the income of product sales. Cash outflow was mainly used in expenses related to the production and operating activities. The cash inflows from operating activities during the Reporting Period amounted to RMB1,259,985,700, while cash outflows amounted to RMB1,254,762,000. Net cash flows during the Reporting Period from operating activities amounted to RMB5,223,800.

2. Cash flows from investment activities

Cash inflows from investment activities of the Company during the Reporting Period amounted to RMB62,869,800, mainly due to the net cash paid by subsidiaries and other business entities obtained during the period while cash outflows from investment activities amounted to RMB126,279,400 which was mainly used for asset expenses such as the purchase and construction of fixed assets. Net cash flows from investment activities during the Reporting Period amounted to RMB-63,409,600.

3. Cash flows from financing activities

Cash inflows from financing activities during the Reporting Period amounted to RMB425,166,000, which was mainly derived from capital increase in raised funds, bank loans, special funds for research and development funds allocated by the controlled shareholder. Cash outflows from financing activities during the Reporting Period amounted to RMB182,279,300, which mainly due to the repayment of loans and interest and the direct costs of the raising of funds by non-public issuance. Net cash flows from financing activities for the Reporting Period amounted to RMB242,886,700.

In 2022, net cash flows from operating activities increased by approximately RMB37,918,500 as compared to the corresponding period of last year, mainly due to the increase in cash inflow from operating activities during the period, which increased the net cash flows from operating activities during the period. Net cash flows generated from investing activities decreased by approximately RMB4,037,600 as compared to the corresponding period of last year, mainly due to the increase in cash payment for the purchase and construction of fixed assets, intangible assets and other long term assets during the period. Net cash flows generated from financing activities increased by approximately RMB314,076,900 as compared to the corresponding period of last year, mainly due to the funds obtained from the issuance of shares and the special research and development project funds allocated by the controlling shareholder during the period.

During the current period, net cash flows from operating activities were RMB5,223,800 and net profit amounted to RMB14,054,200. The Company mainly financed its operations through cash flow generated from operating activities, and loans and issuance of shares.

六、公司關於公司未來發展的討論與分析(續)

(五) 其他(續)

資金主要來源和運用

1. 經營活動現金流量

報告期公司經營活動產生的現金流入主要來源於銷售商品業務收入，現金流出主要用於生產經營活動有關的支出。報告期經營活動產生的現金流入125,998.57萬元，現金流出125,476.20萬元，報告期經營活動產生的現金流量淨額522.38萬元。

2. 投資活動現金流量

報告期公司投資活動產生的現金流入為6,286.98萬元，主要是本期取得子公司及其他營業單位支付的現金淨額所致；投資活動支出的現金12,627.94萬元，主要用於購建固定資產等資金支出，報告期投資活動產生的現金流量淨額為-6,340.96萬元。

3. 籌資活動現金流量

報告期籌資活動現金流入42,516.60萬元，主要來源於募集資金增資款、銀行借款以及控股股東撥付的研發專項資金；報告期籌資活動現金流出18,227.93萬元，主要是償還貸款和利息以及非公開發行募集資金直接費用，報告期籌資活動現金流量淨額24,288.67萬元。

2022年經營活動現金淨額同比增加約3,791.85萬元，主要是本期經營活動現金流入增加，使本期經營活動現金流量淨額增加；投資活動產生的現金流量淨額同比减少約403.76萬元，主要是本期購建固定資產、無形資產和其他長期資產支付的現金增加所致；籌資活動產生的現金流量淨額同比增加約31,407.69萬元，主要是本期發行股票取得資金、控股股東撥付的研發專項資金。

本期經營活動產生的現金流量淨額為522.38萬元，本期淨利潤為1,405.42萬元，本公司主要通過經營活動產生的現金流、貸款、發行股票等方式籌集營運所需資金。

Section 3 Management Discussion and Analysis

第三節 管理層討論與分析

VI. Discussion and Analysis of the Company Concerning the Future Development of the Company (Continued)

(v) Others (Continued)

Capital Structure

The Company's capital structure consists of shareholders' equity and liabilities during the Reporting Period. Shareholders' equity amounted to RMB1,406,481,500, of which minority interests amounted to RMB334,216,400, and total liabilities amounted to RMB1,028,107,600. Total assets amounted to RMB2,434,589,100. As at the end of the year, the Company's gearing ratio was 42.23%.

六、公司關於公司未來發展的討論與分析(續)

(五) 其他(續)

資本結構

報告期公司資本結構由股東權益和負債構成。股東權益140,648.15萬元，其中，少數股東權益33,421.64萬元；負債總額102,810.76萬元。資產總額243,458.91萬元，期末資產負債率42.23%。

Unit: Yuan Currency: RMB
單位：元 幣種：人民幣

Capital structure by liquidity	按流動性劃分資本結構			
Total current liabilities	流動負債合計	RMB619,685,000	Percentage of assets	25.45%
		61,968.50萬元	佔資產比重	
Total shareholders' equity	股東權益合計	RMB1,406,481,500	Percentage of assets	57.77%
		140,648.15萬元	佔資產比重	
Of which: minority interest	其中：少數股東權益	RMB334,216,400	Percentage of assets	13.73%
		33,421.64萬元	佔資產比重	

Contingent Liabilities

As at the end of the Reporting Period, the Company did not have any significant contingency that requires to be disclosed.

或有負債

報告期末公司無需要披露的重大或有事項。

Details of the Group's charge on assets

集團資產押記詳情

Unit: Yuan Currency: RMB
單位：元 幣種：人民幣

Item	項目	Book value at the end of year 年末賬面價值	Reasons for restriction 受限原因
Monetary funds	貨幣資金	22,374,406.22	L/C guarantee deposit 信用證保證金
		46,822,813.02	Margin for bank acceptance bill 銀行承兌匯票保證金
		3,625,647.23	Litigation freeze 訴訟凍結
		2,926.79	Bond for letter of guarantee 保函保證金
Total	合計	72,825,793.26	-

VII. Description of and explanations for disclosure not in compliance with standards due to standards not applicable or special reasons including state or business secrets

Applicable Not applicable

七、公司因不適用準則規定或國家秘密、商業秘密等特殊原因，未按準則披露的情況和原因說明

適用 不適用

Section 4 Chairman's Statement

第四節 董事長報告

I. Review

2022 was an extraordinary year, with the changing international situation, the Russian-Ukraine conflict, energy crisis and high inflation, and the domestic economy was "weakly stabilized" under the overlapping of "threefold pressure" and the diminishing demand and other unexpected impacts, the economic development was facing serious challenges. In the face of many unfavorable factors, the Company overcame the difficulties and made great efforts for the normal operation of its production and operation by vigorously performing reformation and adjustment, and carrying out various tasks in a solid manner to protect the fundamentals of the Company's operation. In terms of principal business, the Company always adheres to market orientation and strengthens the building of products diversification structure. The Company actively integrated resources and seized the market shares. The Company also made full use of the advantages of the capital market, laying a foundation for the Company's sustainable and healthy development. The Company strengthened the optimization and integration of internal management of the Company, and management was strengthened while operational efficiency was enhanced, business synergy level was increased to better complete the annual operation target.

During the Reporting Period, the Company focused on the following works:

1. Further enhancing market development and moving forward in both gas storage and transportation and intelligent manufacturing sectors

a) Gas storage and transportation

In the international market, revenue from export grew steadily. The Company achieved certain growth in export markets by overcoming the impact of de-globalization and the short term market fluctuation. Except for the resuming growing trend of various traditional products, the Company actively developed the hydrogen energy products market to make a necessary pavement for future sales product restructuring.

In the domestic market, the results of lightweight high-pressure products from the industrial cylinders market increased. By locking up annual orders from some large customers in China and gradually developing new major customers, the revenue from the sales of industrial cryogenic gas cylinders increased year-on-year. By further optimizing product performance, improving product diversification, the delivery of civilian liquid oxygen tanks is completed. The Company seized the opportunity of rising demand in the CNG market and made great efforts to develop new customers while retaining existing ones, as a result there is a year-on-year increase in revenue. As for Type IV cylinders, the Company completed the delivery of cylinders for export vehicles and provided CNG sample cylinders to various customers. The Company completed the delivery of various orders of hydrogen storage cylinders for vehicles.

一、回顧

2022年是極不尋常的一年，國際形勢風雲變幻，俄烏衝突、能源危機、通脹高企，國內經濟在「三重壓力」和需求萎靡等超預期衝擊疊加下實現「弱企穩」，經濟發展面臨嚴重挑戰。面對諸多不利因素，公司上下克服重重困難為生產經營正常運轉做出了巨大努力，狠抓改革調整，紮實推進各項工作開展，保障公司經營基本面。主營業務方面，始終堅持以市場為導向，加強產品多元化結構建設，積極整合資源，搶佔市場；充分利用資本市場優勢，為公司持續健康發展奠定基礎，加強公司內部管理與優化整合，強化管理，加快運營效率，提高業務協同水平，較好完成了全年經營目標。

報告期內，重點開展了以下工作：

1、進一步加強市場開拓，氣體儲運及智能製造板塊齊頭並進

a) 氣體儲運

國際市場上，出口業務收入穩定增長，克服逆全球化及短期市場波動影響，在出口市場取得了一定增長，除了各類傳統產品重拾增勢外，積極開拓氫能產品市場，為未來銷售產品結構調整做出必要的鋪墊。

國內市場上，工業瓶市場，輕質高壓系列產品業績增長，鎖定國內部分大客戶的年度訂單，陸續新開發大客戶；工業低溫瓶銷售收入同比增加，進一步優化產品性能，提高產品多元化，完成民用液氧罐的交付。公司抓住CNG市場需求上漲的機遇，大力開發維護新老客戶，收入同比增加。IV型瓶方面，完成出口車用瓶交付，向多個客戶提供CNG樣車氣瓶，完成多個客戶車用儲氫氣瓶訂單交付。

Section 4 Chairman's Statement

第四節 董事長報告

I. Review (Continued)

1. Further enhancing market development and moving forward in both gas storage and transportation and intelligent manufacturing sectors (Continued)

b) Intelligent manufacturing

BYTQ, a subsidiary of the Company, met the expected revenue targets after the completion of the acquisition and reorganization project and the profit was better than expected. The assembly line assembly systems, suspension chain transfer system, stamping lines project, integrated robotic applications and metal products business had all achieved the established goals. It also improved the management efficiency through means such as project lean management to gradually catch up with the project revenue and profit affected by the short term market environment and other factors.

2. Raiding major research and development project by cohesive strength to accelerate the Company's digital transformation and upgrade

Beijing Tianhai, a subsidiary of the Company completed the preparation of the "14th Five-Year Plan" for the Transformation to Informatization and Digitalization and IT Plan, which is designed to fully support the Company's strategic deployment in building a digital platform and transforming and upgrading to digitalization in four aspects, including assessment on the current state of informatization, overall design plan, digitalization construction and implementation plan and implementation on safeguard measures. The automation transformation project in Shanghai Tianhai has completed pre-inspection and the intelligent transformation project in Tianjin Tianhai has completed the overall adjustment, the automation equipment is running in a stable manner with its production capacity increasing steadily, the production capacity and efficiency have reached the target value.

BYTQ, a subsidiary of the Company, was the first batch of enterprises awarded with the title of "Specialised and New" small and medium sized enterprise in Qingdao City for 2022, and is currently awaiting the issuance of certificate. By strengthening the technological innovation, the upgrading of intelligent manufacturing and the construction of integrated intelligent factories, BYTQ has gradually improved its technological competitiveness in intelligent manufacturing and made its intelligent products deeply integrated into the domestic circular economy.

一、回顧(續)

1、進一步加強市場開拓，氣體儲運及智能製造板塊齊頭並進(續)

b) 智能製造

公司子公司北洋天青在併購項目完成後利潤完成較好，總裝線裝配系統、懸掛鏈輸送系統、沖壓連線項目、機器人集成應用、金屬製品業務均完成既定目標，通過項目精益管理等方式提高管理效率，逐步追趕因受短期市場波動等因素影響的項目收入和利潤。

2、凝聚力量突擊重點研發項目，加快公司數字化轉型升級

子公司北京天海完成編製《「十四五」信息化數字化轉型和IT規劃》，從信息化現狀評估、整體設計規劃、數字化建設實施規劃和實施保障措施等四個方面，全面支撐公司戰略部署，搭建數字化平台，向數字化轉型升級。上海天海自動化改造項目已完成預驗收，天津天海智能化改造已完成整體聯調，目前自動化設備運行平穩，產能穩步提升，產能和效率已達到目標值。

子公司北洋天青取得青島市2022年度第一批「專精特新」中小企業的稱號，目前待頒發證書。北洋天青通過加大智能製造技術創新升級，智能工廠一體化建設，逐步提高公司智能製造的技術競爭力，使智能化產品深度融入國內大循環經濟中。

Section 4 Chairman's Statement

第四節 董事長報告

I. Review (Continued)

3. Making use of the advantages in the capital market to successfully complete the acquisition and reorganization project

Since the Company's disclosure on the suspension announcement of the preparation of the acquisition and reorganization on 3 August 2020, the Company's acquisition of the material asset reorganization transaction of BYTQ was approved in writing by the CSRC on 21 March 2022 after being reviewed and approved by the Board of the Company, the general meeting, Jingcheng Machinery Electric, the Shanghai Stock Exchange, the Hong Kong Stock Exchange, the Beijing SASAC, the CSRC and the MRVC. The Company and BYTQ jointly promoted the asset delivery arrangement and completed the transfer and industrial and commercial registration of the equity interest in BYTQ on 17 June 2022 and the issuance and listing of shares relating to the asset purchase was completed on 27 June 2022. The core work of this major asset reorganization transaction was successfully completed within 2022 and BYTQ officially became a controlling subsidiary of the Company.

The acquisition enables the Company to make full use of BYTQ's technical accumulation and advantageous resources in automation system integration, intelligent manufacturing and intelligent factory construction to layout the intelligent manufacturing industry, promote the development of intelligent manufacturing and information construction business, accelerate the Company's progress of "high-end, precise and advanced" industrialization, optimize the industrial structure, expand the Company's business scope and market space, which helps the Company in forming a relevant diversified equipment manufacturing industry pattern, achieving complementary advantage in businesses and facilitating the Company to accelerate the promotion on industrial transformation and upgrade.

4. Exploring the Company's needs in transformation and upgrading in-depth and initiating the non-public issuance project

In order to implement the national and Beijing's industry policies and decisions and deployments, promote the strategic plan of Jingcheng Machinery Electric to construct and improve the "precision and high-tech" industrial structure, actively promote the expansion of the equipment manufacturing industry to high-end, intelligent and core basic technology solutions, the Company has formulated the investment project of the raised funds of the non-public issuance in accordance with relevant national industrial policies and the overall strategic future development direction of the Company to optimize the structural layout of the equipment manufacturing industry on the basis of the overall enhancement of the business scale, so as to facilitate the Company in accelerating the industrial transformation and upgrade, optimizing the financial structure, enhancing profitability and comprehensive competitiveness, so as to build a leading domestic listed platform for the equipment manufacturing industry.

The proceeds to be raised under the non-public issuance will not exceed RMB1.17 billion, which will be invested in four projects: the industry development of hydrogen energy frontier technology, intelligent manufacturing industrial park, acquisition of 100% equity interest in Beiren Intelligent and replenishment of working capital.

一、回顧(續)

3、發揮資本市場優勢，順利完成併購項目

公司收購北洋天青重大資產重組交易，自2020年8月3日公司披露籌劃併購重組的停牌公告以來，歷經公司董事會、股東大會、京城機電、上海證券交易所、香港聯交所、北京市國資委、中國證監會及併購重組委的審核和批准，於2022年3月21日取得中國證監會的書面核准批文。公司與北洋天青合力推進資產交割安排，於2022年6月17日完成北洋天青股權的過戶和工商登記工作，2022年6月27日完成資產購買相關股份的發行上市工作，在2022年內成功完成本次重大資產重組交易的核心工作，北洋天青正式成為公司的控股子公司。

本次收購使得公司能夠充分利用北洋天青在自動化系統集成、智能製造領域和智能工廠建設方面的技術積累和優勢資源，佈局智能製造行業，推動智能製造和信息化建設業務發展，加速公司產業「高精尖」化進程，優化產業結構，拓展公司業務範圍和市場空間，有助於公司形成相關多元化的裝備製造產業格局，業務實現優勢互補，助力公司加快推進產業轉型升級。

4、深入挖掘公司轉型升級需求，啟動非公開發行項目

為貫徹落實國家和北京市產業政策和決策部署，促進京城機電構建完善「高精尖」產業結構的戰略規劃，積極推進裝備製造產業向高端化、智能化、解決核心基礎技術方向拓展，根據國家相關產業政策以及公司未來整體戰略發展方向，京城股份制定了本次非公開發行募集資金投資項目，在全面提升業務規模的基礎上，優化裝備製造產業結構佈局，助力公司加快推進產業轉型升級，優化財務結構，提升盈利能力和綜合競爭實力，打造國內領先的裝備製造產業上市平台。

本次非公開發行擬募集資金總額不超過人民幣11.7億元，將投入到氫能前沿科技產業發展、智能製造產業園、收購北人智能100%股權及補充流動資金四個項目。

Section 4 Chairman's Statement

第四節 董事長報告

I. Review (Continued)

4. Exploring the Company's needs in transformation and upgrading in-depth and initiating the non-public issuance project (Continued)

In the gas storage and transportation segment, the non-public issuance will comprehensively enhance the hydrogen energy product commercialization of the Company, create strategic growth points, rapidly increase the production capacity of Type III and Type IV cylinders, improve the research and development of hydrogen energy product, expand the scope of hydrogen energy products and commercialization capability, maintain and improve the Company's technological leadership, competitive advantage and market position in the hydrogen energy industry, create future strategic growth points for the Company.

In the intelligent manufacturing segment, through the non-public issuance, the Company will invest some of the raised proceeds in the intelligent manufacturing industry park project, which will effectively enhance the production capacity and customer service capacity of the Company's intelligent manufacturing business segment and improve the business scale and profitability of the intelligent manufacturing business segment. Meanwhile, the non-public issuance will acquire high-quality equipment manufacturing assets of Beiren Intelligent to further build a competitive listing platform for equipment manufacturing industry and enhance the business scale and profitability of the listing company.

The non-public project will provide RMB240 million raised proceeds to replenish the working capital of the Company, which can increase the liquidity of the Company's assets, enhance the Company's solvency and reduce financial expenses.

5. Standardizing systems and processes and strengthening internal control and compliance construction

The Company has implemented the three-year reform of state-owned enterprises, which clarified compliance management requirements in key areas and included them in the evaluation of internal control compliance, instructed subsidiaries to clarify their focus and formulate compliance plan in line with actual practice to achieve full coverage of the compliance management system of the Company. The Company coordinated and promoted the interconnection of policies of BYTQ. The interconnection of policies covers key areas and business segments such as financial management, information disclosure and strategic investment. Taking into account the patrol inspection, auditing, legal disputes and the actual situation of the Company in recent years, the Company formulated work plans, organized special training and conducted several rounds of communication to continuously optimize the system and process. At the same time, it strengthened the centralized management of the system and process, the new or revised system and process are subject to legal and compliance auditing. The Company has completed the compilation and revision of the Compliance and Internal Control Management Manual, which covers important areas of production and operation, presents business risks and control measures in an intuitive and systematic manner, clarifies duties and authorities and strengthens legal and compliance operations.

一、回顧(續)

4、深入挖掘公司轉型升級需求，啟動非公開發行項目(續)

在氣體儲運板塊，本次非公開發行將全面提升公司氫能產品產業化能力，佈局戰略增長點，迅速提升III型瓶、IV型瓶產能，提高氫能產品研發能力，拓展氫能產品範圍和產業化能力，保持和提高公司在氫能產業的技術領先性、競爭優勢和市場地位，佈局公司未來戰略增長點。

在智能製造板塊，通過本次非公開發行，公司將部分募集資金投資智能製造產業園項目，將有效提升公司智能製造業務板塊生產能和客戶服務能力，提高智能製造業務板的業務規模和盈利能力。同時，本次非公開發行將置入優質裝備製造資產北人智能，進一步打造具有競爭力的裝備製造產業上市平台，提升上市公司的業務規模和盈利能力。

本次非公開發行項目將提供2.4億元募集資金補充公司流動資金，可以增加公司資產流動性、增強公司償債能力，降低財務費用。

5、規範制度流程，強化內控合規建設

落實公司國企改革三年行動，明確重點領域合規管理要求並納入內控合規評價，指導子公司明確重點、結合實際擬訂合規方案，實現公司系統合規管理體系全覆蓋。統籌推進北洋天青制度對接工作，制度對接整合涵蓋財務管理、信息披露、戰略投資等重點領域和業務環節。結合近年巡視巡察、審計、法律糾紛問題和公司實際，制定工作方案、組織專項培訓、開展多輪溝通，持續優化制度流程，同時加強制度流程歸口管理，新增或修訂製度流程需經合法合規性審核。完成《合規與內控管理手冊》編纂修訂，涵蓋生產經營重要領域，直觀、系統展現業務風險與控制措施，明確職責權限，強化依法合規經營。

Section 4 Chairman's Statement

第四節 董事長報告

I. Review (Continued)

6. Continuing to reduce costs and increase efficiency and control costs

In terms of budget, the Company has further strengthened the overall budget management by strictly auditing the cost and expenses and monitoring the implementation of the budget so as to formulate financial budget protection measures that are more specific, strengthen procedural control, and realize the full dynamic management of cost and expenses, cost and expenses during the period were effectively under control and being reduced significantly. In terms of cost, the Company further strengthened its cost analysis by regularly comparing the actual and expected gross profit of products sold, and developing sales strategies with business departments to improve product gross profit. The Company continued to promote standard cost management, and refined the staffing of product processes.

7. Issuance of shares by the Company

1. According to the "Certificate of Securities Change Registration of Shanghai Branch of China Securities Depository and Clearing Corporation Limited" issued by the Shanghai Branch of CSDC on 24 June 2022, the listed company has completed the registration of the additional shares for this asset acquisition by way of share issuance. 46,481,314 new shares were issued non-publicly by the listed company under the transaction for this asset acquisition by way of share issuance, all of which are shares with trading restrictions with an issuance price of RMB3.42 per shares. According to the "Certificate of Securities Change Registration of Shanghai Branch of China Securities Depository and Clearing Corporation Limited" issued by the Shanghai branch of CSDC on 19 August 2022, the listed company has completed the registration of the additional shares for this raising of supporting funds. 10,784,674 new shares were issued non-publicly by the listed company under the transaction for this raising of supporting funds, all of which are shares with trading restrictions with an issuance price of RMB14.74 per shares. The issuance of shares was used to pay the cash consideration, tax and intermediaries fees, and the replenishment of the liquidity of the listed company and the underlying asset for the acquisition of 80% equity interest in BYTQ from the counterparty.
2. On 16 November 2022, the Company held the nineteenth extraordinary meeting of the tenth session of the Board and the twenty-seventh meeting of the tenth session of Supervisory Committee, respectively, and considered and approved relevant resolutions in relation to the Company's issuance of shares to specific targets in 2022, which are intended to issue shares to specific targets, and the shares to be issued are domestically-listed and RMB-denominated A ordinary shares. The price for the issuance will be determined by way of book-building, and the pricing benchmark date shall be the first day of the issuance period. The pricing principles are set out in the announcement of the "Proposal for 2022 Non-public Issuance of A Shares". The total proceeds to be raised from the non-public issuance shall not exceed RMB1,172,000,000 (inclusive), which will be used mainly for the following projects: industrial development project for hydrogen energy frontier technology, intelligent manufacturing industrial park project, acquisition of 100% equity interest in Beiren Intelligent and replenishment of working capital.

一、回顧(續)

6、持續推進降本增效，控制費用

在預算方面，公司進一步加強全面預算管理工作，嚴格審核費用開支，監督預算的執行情況，制定更加具體的財務預算保障措施，加強過程控制，實現成本費用全程動態管理，期間費用支出得到有效控制並明顯降低。在成本方面，進一步加強成本分析，定期進行銷售產品毛利實際與預算做對比，協同業務部門制定出銷售策略，提高產品毛利。持續推進標準成本管理，細化產品工序的人員定崗。

7、公司發行股份情況

- 1、根據中登公司上海分公司於2022年6月24日出具的《中國證券登記結算有限責任公司上海分公司證券變更登記證明》，上市公司已辦理完畢本次發行股份購買資產的新增股份登記。上市公司本次交易發行股份購買資產項下非公開發行新股數量為46,481,314股，均為有限售條件的流通股，發行價格為3.42元/股。根據中登公司上海分公司於2022年8月19日出具的《中國證券登記結算有限責任公司上海分公司證券變更登記證明》，上市公司已辦理完畢本次募集配套資金的新增股份登記。上市公司本次交易募集配套資金項下非公開發行新股數量為10,784,674股，均為有限售條件的流通股，發行價格為14.74元/股。本次發行股份用於支付向交易對方購買北洋天青80%股權的現金對價、稅費及中介機構費用、補充上市公司及標的資產流動資金等。
- 2、公司於2022年11月16日分別召開第十屆董事會第十九次臨時會議與第十屆監事會第二十七次會議，審議通過了關於公司2022年度向特定對象發行股票的相關議案，擬向特定對象發行股票，發行的股票為中國境內上市的人民幣A股普通股股票。發行採取詢價發行方式，定價基準日為發行期首日，定價原則見公告《2022年度非公開發行A股股票預案》。本次非公開發行擬募集資金總額不超過人民幣117,200.00萬元(含本數)，主要用於以下項目：氫能前沿科技產業發展項目、智能製造產業園項目、收購北人智能100%股權、補充流動資金。

II. Outlook

Under the influence of multiple factors such as Russo-Ukrainian conflict, energy crisis, inflation and interest rate hikes by the Federal Reserve, the global economic data will be under pressure in 2023. In the face of the complex and severe external environment, the Company will continue to adhere to the equipment manufacturing as the main business. While maintaining the steady development of the main business, it will actively explore new business segments, expand the scale of the Company through non-public issuance, strengthen the Company's risk resistance capacity. At the same time, it will strengthen lean management, further reduce costs and increase efficiency to lay a solid foundation for the Company's high-quality development.

For 2023, the Company's specific objectives include the following:

1. Continuously grasp the market development and consolidate the "fundamentals" of economic indicators

Gas storage and transportation segment:

On international market:

The Company will stabilize the market scale of traditional products, focus on international market, retain major customers while actively developing new customers; expand customer services, try to develop new business models and enhance customer adhesion. Meanwhile, the Company will vigorously explore new product markets and develop new customers to create new incremental volume.

On domestic market:

The Company will focus on the annual sales target, intensify its efforts to actively explore the market, determine key industries, key customers and key areas, and improve the market allocation mechanism for sales staff by improving or adjusting the organizational structure and reduce product manufacturing costs to enhance its core competitiveness in the product market, and find new incremental markets while stabilizing existing market share. The Company will also increase product differentiation, improve added value, enhance customer adhesion, and expand new areas. By seizing the opportunity of hydrogen energy development, the Company will build strategic partnerships in key regions, and target annual orders from key customers to maintain both market share and operational continuity.

Intelligent manufacturing segment:

To expand the production capacity of the Company's intelligent manufacturing segment, increase the market share of high value-added products to further broaden the source of profit based on the steady development of the original research and development, production and processing and sales business, and strengthen the Company's sustainable operation capacity through the continuous expansion of the automation manufacturing equipment system integration business. Secondly, optimize the Company's production process layout to improve the efficiency of product production and the degree of intelligence of the production process, realize the refinement of product production, and further enhance the market dominance of high-end products.

2. Promote non-public issuance of share project to help industrial upgrading of the Company

The Company is striving to ensure the key works of the non-public issuance of shares project are completed to effectively promote the successful completion of the non-public issuance of A share. The non-public issuance of shares can further optimize the Company's capital structure, reduce financial risks, enhance the Company's overall competitiveness, and strengthen its sustainable profitability and risk resistance capacity, laying a solid foundation for the Company's long-term sustainable development.

二、展望

受俄烏衝突、能源危機、通貨膨脹、美聯儲加息等多重因素影響，2023年全球經濟數據將承壓，面對複雜嚴峻的外部環境，公司將繼續堅持以裝備製造為主業，在保持主業穩健發展的同時，積極開拓新業務領域，通過非公開發行擴大公司規模，增強公司抗風險能力，同時強化精益管理，進一步降本增效，為公司高質量發展奠定了堅實基礎。

2023年，公司具體目標包括以下事項：

1、持續抓好市場拓展，鞏固經濟指標「基本面」

氣體儲運板塊：

國際市場領域：

要穩定傳統產品市場規模，重視國際市場，穩定大客戶的同時積極開發新客戶；延伸對客戶的服務，嘗試開展新的業務模式，增強客戶黏性。同時，要大力開拓新產品市場、開發新客戶，形成新的增量。

國內市場領域：

要圍繞年度銷售目標，加大攻擊力度，積極開拓市場，確定重點行業、重點客戶、重點領域，通過完善或調整組織架構、改進銷售人員分配市場機制、降低產品製造成本，增強產品市場核心競爭力，在穩定現有市場銷售份額的同時尋找新的增量市場。增加產品差異化，提升附加值，增強與客戶黏性，拓展新領域；抓住氫能發展機遇，在重點區域打造戰略合作關係，鎖定重點客戶年度訂單，既保市場佔有率又保生產連續性。

智能製造板塊：

要擴大公司智能製造板塊產能，提高高附加值產品市場佔有率，在原有的研發、生產加工及銷售業務穩步發展的基礎上，能夠進一步拓寬盈利來源，通過自動化製造設備系統集成業務的不斷擴大，強化公司的持續經營能力；二是優化公司生產工藝佈局，提升產品生產效率和生產過程的智能化程度，實現產品精細化生產，進一步提升高端化產品的市場優勢地位。

2、推進非公開發行股份項目，助力公司產業升級

努力確保做好非公開發行股份項目後續各項重點工作，有效推進非公開發行A股項目圓滿完成。本次非公開發行股份項目可以進一步優化公司資本結構，降低財務風險，增強公司綜合競爭力，增強持續盈利能力和抗風險能力，為公司長期可持續發展奠定堅實的基礎。

Section 4 Chairman's Statement

第四節 董事長報告

II. Outlook (Continued)

3. Promote the transformation and upgrading of the industry

The Company actively pursues the development strategy of both endogenous growth and external expansion in order to promote the optimization of the Company's industrial structure. The Company will broaden its horizons and seek opportunities to increase the exploration of high-end intelligent manufacturing products, and extensively collaborating with companies in the key industries that are in line with the Company's strategic focus and the functional positioning of Beijing. The Company will establish a strategic partnership mechanism to promote the strong alliance of enterprises and enhance the profitability of the Company. The Company will realize the sound and sustainable development of its operation results and capital operation to serve the strategic transformation of the Company and facilitate the Company to achieve leapfrog growth.

4. Continue innovation-driven development and continue to foster "new drivers" for development

The Company will strengthen the management of research and development projects, further implement the mechanism of "taking the lead" and firmly grasp national policies and opportunities for scientific and technological innovation by increasing investment in scientific and technological research and development, overcoming difficulties and solving bottlenecks, constantly seek breakthroughs in key technologies and process bottlenecks for new products, so as to continuously promote the optimisation and upgrading of existing products and enhance the innovation capability of enterprises and the core competitiveness of products. The Company will insist on the innovation-driven development strategy, constantly improve its research and development system, to explore, attract and integrate all kinds of innovation resources at all levels on the basis of self-development. The Company will also accelerate the process of industrialisation and commercialization of main products, take the market as the guide, optimise product design and technology in a timely manner, continuously improve the design concept and quickly develop products to meet market needs, transforming the first-mover advantage into a competitive advantage.

5. Determined to strengthen risk management and deepen the implementation of safe production responsibilities

The Company shall strengthen its compliance and internal control management. By deepening the construction of the compliance system, the Company will promote the full coverage of the compliance system together with all subsidiaries. The Company will also strengthen audit supervision and application of the results. The Company will also enhance the maintenance and authorization management of trademarks and patents to improve the ability to protect intellectual property rights. By strengthening audit supervision in key areas, the Company will increase supervision on overseas enterprises, enhance guidance, supervision and training on contract management of subsidiaries to further strengthen legal compliance, implement continuous legal compliance audit requirements, and improve the quality of the audit. Through implementation of the three audit items, the Company will strengthen the prevention of legal compliance risks in contracts, systems and major decisions to ensure the Company's development.

二、展望(續)

3、推進產業轉型升級工作

公司積極貫徹內生式增長與外延式發展並舉的發展戰略，為促進公司產業結構優化。公司將拓寬視野，尋求機遇，加大對高端智能製造產品的挖掘，廣泛獲取更多符合公司戰略聚焦、符合首都功能定位的重點行業，建立戰略合作機制，推動企業強強聯合，提升公司盈利能力。實現經營業績及資本運作的良性、可持續發展，服務於公司的戰略轉型，助力公司實現跨越式發展。

4、堅持創新驅動發展，持續培育發展「新動能」

加強研發項目管理，進一步實施「揭榜掛帥」機制，牢牢抓住國家科技創新政策和機遇，加大科技研發投入，攻堅克難，解決卡脖子問題，不斷在新產品關鍵技術和工藝瓶頸上尋求突破，持續推動現有產品優化升級，提升企業創新能力和產品核心競爭力。堅持創新驅動發展戰略，不斷完善研發體系，在堅持自主研發的基礎上，挖掘、吸引、融合各類各類創新資源。加快重點產品產業化商業化進程，以市場為導向，及時優化產品設計和工藝，不斷完善設計理念，快速開發滿足市場需要的產品，把先發優勢轉換成競爭優勢。

5、堅決加強風險管理，深化落實安全生產責任

強化合規與內控管理。深化合規體系建設，與各子公司共同推進合規體系全覆蓋。加強審計監督和結果運用。加強商標和專利的維護和授權管理，提升知識產權保護能力；強化重點領域審計監督，加大境外企業監督，加強對子公司合同管理的指導監督和培訓，進一步加強法治建設，繼續落實合法合規性審核要求，提高審核質量。切實通過三項審核，加強合同、制度、重大決策法律合規風險的防範，為公司發展保駕護航。

II. Outlook (Continued)

5. Determined to strengthen risk management and deepen the implementation of safe production responsibilities (Continued)

2023 is the opening year of the full implementation of the spirit of the 20th National Congress and is the year for the Company to strive for the implementation of China's "14th Five-Year Plan" as well as the motto of the year, which is simplicity and solid work is above all. The Company will continue to focus its resources in promoting the industrial transformation and upgrading, accelerating the process of industrial "high-end, precise and advanced", and adjusting its operation ideas in a timely manner so as to unswervingly implement the new development concept and integrate into the new development pattern. By insisting on high-quality development, the Company will continuously reach new breakthroughs and achieve the sustainable profitability of the Company, as well as keep on firmly confident and double its efforts, creating a better future for the Company.

二、展望(續)

5、堅決加強風險管理，深化落實安全生產責任(續)

2023年是全面落實黨的二十大精神開局之年，也是公司「十四五」規劃的攻堅之年，大道至簡，實幹為要。公司將繼續集中資源推進公司產業轉型升級，加速公司產業「高精尖」化進程，及時調整運營思路，堅定不移貫徹新發展理念，融入新發展格局，堅持高質量發展不動搖，不斷趕超跨越新突破，助推上市公司的持久盈利，堅定信心，頑強拚搏，共同開創京城股份更加美好的未來！

Section 5 Corporate Governance

第五節 公司治理

I. Information on Corporate Governance

Applicable Not applicable

During the Reporting Period, the general meeting, the Board, the Supervisory Committee and managers of the Company have well defined power and responsibilities, which allows them to maintain checks and balances and coordinate with each other. The Board of the Company and its strategic committee, audit committee, remuneration and monitoring committee and nomination committee and the Supervisory Committee carried out their work according to their responsibilities. The information of the Company was disclosed on a true, accurate, complete and timely basis. The actual situation of the Company's governance complied with the "Company Law" and the requirements of China Securities Regulatory Commission.

During the Reporting Period, the major aspects of corporate governance are as follows:

1. Shareholders and general meetings

The Company was able to treat all Shareholders equally with due respect and to safeguard their interests. In particular, medium-sized and minority Shareholders were entitled to their status and to fully exercise their rights with their legal interests being protected. The Company ensured that Shareholders were entitled to their right of access to information and right to participate in decision-making in respect of material events of the Company as required by laws and administrative rules and regulations. In accordance with the relevant requirements set out in the "Rules of Procedure for the General Meeting", it could be ensured that general meetings were convened and held in a legal, regulated and orderly manner and, in respect of voting for connected transactions, the relevant persons were arranged to abstain from voting pursuant to the relevant requirements in such manner that connected transactions are open, equal and fair.

2. Directors and the Board

The Board of Directors of the Company comprises 11 Directors, of whom 4 are independent non-executive Directors. The Board set up the strategic committee, the audit committee, the remuneration and monitoring committee and the nomination committee. During the Reporting Period, all Directors were able to strictly perform their duties of good faith and due diligence. The Board exercised its power and authority in strict compliance with the requirements of the laws and regulations and the "Articles of Association" to ensure the regulated operation of the Company. Resolutions put forward at the Board meetings were sufficiently discussed and resolved in a scientific, prompt and cautious manner. Directors of the Company were selected and appointed in strict compliance with the required procedures set out in the "Articles of Association". According to the requirements of the "Standard of Corporate Governance for PRC Listed Companies", the Company gave full play to the functions of the special committees of the Board and the four independent non-executive Directors pursuant to the relevant requirements of the "Rules of Procedure for the Board of Directors", "Detailed Implementation Rules for the Special Committees of the Board of Directors" and "Working System for Independent Directors".

一、公司治理相關情況說明

適用 不適用

報告期內，公司股東大會、董事會、監事會及經理層之間權責明確、各司其職、運營合規。公司董事會及下設戰略委員會、審計委員會、薪酬與考核委員會及提名委員會和監事會按各自職責開展工作。公司信息披露真實、準確、完整、及時。公司治理的實際狀況符合《公司法》和中國證監會相關規定的要求。

報告期內公司治理的主要方面如下：

1、關於股東與股東大會

公司能夠平等對待所有股東，充份尊重和維護股東利益，特別是中小股東享有的地位和充份行使自己的權利，保護其合法權益。確保股東對法律、行政法規所規定的公司重大事項享有知情權和參與決策權。按照《股東大會議事規則》的有關規定，能夠保證股東大會召集、召開合法、規範、有序，對關聯交易的表決，按照有關規定採取相關人員迴避，做到關聯交易能夠公開、公平、公正。

2、關於董事與董事會

公司董事會由11名董事組成，其中獨立非執行董事4名，董事會下設戰略委員會、審計委員會、薪酬與考核委員會、提名委員會。報告期內各位董事能夠嚴格履行誠信與勤勉的義務；董事會嚴格按照法律、法規和《公司章程》的規定行使職權，確保公司規範運營；董事會議案能夠充份討論，科學、迅速和謹慎地作出決策；嚴格按照《公司章程》的規定程序選聘公司董事；根據《上市公司治理準則》的要求，公司按照《董事會議事規則》、《董事會專業委員會實施細則》和《獨立董事工作制度》的有關規定，充份發揮董事會專業委員會和四位獨立非執行董事的作用。

Section 5 Corporate Governance

第五節 公司治理

I. Information on Corporate Governance (Continued)

3. Supervisors and the Supervisory Committee

The Supervisory Committee of the Company comprises three supervisors, of whom one is the supervisor for staff representative. The Supervisory Committee appointed one secretary for the Supervisory Committee. The Supervisory Committee of the Company is committed to being accountable to all Shareholders. Taking the financial controller as the core, the Supervisory Committee supervised the Directors, general managers and senior management officers of the Company to protect the safety of the assets of the Company, reduced financial risks and safeguarded the legal interests of the Company and the Shareholders. The Supervisory Committee has the capacity to carry out extensive communication with Shareholders, staff and other stakeholders so as to ensure the launch of the supervisory work. "The Rules of Procedure for the Supervisory Committee" formulated by the Company facilitated the exercising of power of all supervisors. The Supervisory Committee convened regular meetings and extraordinary meetings in strict compliance with the rules and procedures.

4. Stakeholders

The Company can fully respect and protect the legal interests of stakeholders so as to achieve a coordinated balance among the interests of various parties including shareholders, staff and the community for purposes of jointly facilitating the continuous and healthy development of the Company.

5. Information disclosure and investor relations

The secretary to the Board of Directors was designated by the Company for being responsible for handling information disclosure, and receiving shareholders' visits and enquiries. The Company disclosed the relevant information in a true, accurate, complete and timely manner in accordance with the Listing Rules of the Shanghai Stock Exchange and the Hong Kong Stock Exchange to practicably ensure that investors will be able to obtain the relevant information equally.

The Company has always attached importance to communication with investors and has established various channels to disclose relevant information of the Company to investors in a timely manner and to respond to investors' comments. The existing communication policy includes, but not limited to, timely disclosure of relevant company news on websites such as the Stock Exchange, responding to investors' questions on the investor platform, organizing and receiving investor surveys and keeping relevant records. The Board has reviewed the effectiveness of the shareholders' communication policy. During the Reporting Period, the Company has received numerous telephone inquiries and offline surveys etc. from investors. Therefore, the Board considers that the implementation of the Shareholders' communication policy is effective.

Whether there are significant differences between corporate governance and the laws, administrative regulations and the provisions of the CSRC on the governance of the Listed Company; please indicate the reasons if there are significant differences.

Applicable Not applicable

一、公司治理相關情況說明(續)

3、關於監事和監事會

公司監事會由3名監事組成，其中1名職工代表監事。監事會聘任監事會秘書1名。公司監事會堅持對全體股東負責，以財務監督為核心，對公司董事、總經理及高級管理人員進行監督，保護公司資產安全，降低財務風險，維護公司和股東的合法權益；具有與股東、職工和其他利益相關者進行廣泛交流的能力，保證了監督工作的開展。公司制訂的《監事會議事規則》，更有利於各位監事行使職權。監事會嚴格按規則和程序召開定期會議和臨時會議。

4、關於相關利益者

公司能夠充分尊重和維護相關利益者的合法權益，實現股東、員工、社會等各方利益的協調平衡，共同推動公司持續、健康發展。

5、關於信息披露和投資者關係

公司指定董事會秘書負責信息披露工作，接待股東來訪和諮詢。公司按照上海證券交易所和香港聯合交易所《上市規則》的規定，真實、準確、完整、及時地披露有關信息，切實保證投資者能平等地獲得有關信息。

公司始終重視與投資者的溝通，通過建立不同渠道，及時向投資者披露公司相關資訊，回應投資者之意見。目前已有通訊政策包括但不限於：及時在交易所等網站披露公司相關動態，投資者平台回復投資者相關問題，組織並接待投資者調研並保留相關記錄。董事會已檢討股東通訊政策的有效性。於報告期內，公司已多次接受投資者的電話諮詢和線下調研等，因此董事會認為股東通訊政策之實施屬有效。

公司治理與法律、行政法規和中國證監會關於上市公司治理的規定是否存在重大差異；如有重大差異，應當說明原因

適用 不適用

Section 5 Corporate Governance

第五節 公司治理



II. Specific measures for ensuring the independence of the assets, personnel, finance, institutions and business of the Company, and the solutions, work progress and consequential work plans affecting the independence of the Company, that are taken by the Controlling Shareholders and actual controllers of the Company

Applicable Not applicable

Whether the Controlling Shareholders, actual controllers and other units under their control are engaged in the same or similar business as the Company, and the impact of horizontal competition or major changes in horizontal competition on the Company, the measures taken, the solution progress and the consequential solution plan

Applicable Not applicable

二、公司控股股東、實際控制人在保證公司資產、人員、財務、機構、業務等方面獨立性的具體措施，以及影響公司獨立性而採取的解決方案、工作進度及後續工作計劃

適用 不適用

控股股東、實際控制人及其控制的其他單位從事與公司相同或者相近業務的情況，以及同業競爭或者同業競爭情況發生較大變化對公司的影響、已採取的解決措施、解決進展以及後續解決計劃

適用 不適用

III. Introduction to the General Meetings

三、股東大會情況簡介

Meeting 會議屆次	Date of Holding 召開日期	Index for details on websites designated for publishing resolutions 決議刊登的指定網站的查詢索引	Date of disclosure of the resolutions 決議刊登的披露日期	Meeting Resolution 會議決議
First Extraordinary General Meeting of 2022	2022.2.24	The website of the SSE (www.sse.com.cn) and the HKEXNews website of the Stock Exchange (www.hkexnews.hk)	2022.2.25	1. The resolution in relation to the "Extension of the Validity Period of the Resolutions of the General Meeting in respect of the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds of the Company" was considered and approved; 2. The resolution in relation to the "Request to the General Meeting to Extend the Validity Period of the Mandate Granted to the Board of Directors to Deal with Matters Relating to the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds" was considered and approved; 3. The resolution in relation to the "remuneration of a director of the tenth session of the board of directors of the Company and entering into of a written contract" was considered and approved; 4. The resolution in relation to the "election of Mr. Man Huiyong (滿會勇) as a non-executive director of the tenth session of the board of directors of the Company" was considered and approved.
2022年第一次臨時 股東大會	2022.2.24	上交所網站 www.sse.com.cn及 聯交所披露易網站 www.hkexnews.hk	2022.2.25	1、審議《關於延長公司發行股份及支付現金購買資產並募集配套資金事項股東大會決議有效期的議案》；2、審議《關於提請股東大會延長授權董事會辦理本次發行股份及支付現金購買資產並募集配套資金相關事宜有效期的議案》；3、審議《公司第十屆董事會董事薪酬及訂立書面合同的議案》；4、審議《選舉滿會勇先生為公司第十屆董事會非執行董事的議案》。
First A Share Class Meeting of 2022	2022.2.24	The website of the SSE (www.sse.com.cn) and the HKEXNews website of the Stock Exchange (www.hkexnews.hk)	2022.2.25	1. the resolution in relation to the "Extension of the Validity Period of the Resolutions of the General Meeting in respect of the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds of the Company" was considered and approved; 2. The resolution in relation to the "Request to the General Meeting to Extend the Validity Period of the Mandate Granted to the Board of Directors to Deal with Matters Relating to the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds" was considered and approved.
2022年第一次A股 類別股東大會	2022.2.24	上交所網站 www.sse.com.cn及 聯交所披露易網站 www.hkexnews.hk	2022.2.25	1、審議《關於延長公司發行股份及支付現金購買資產並募集配套資金事項股東大會決議有效期的議案》；2、審議《關於提請股東大會延長授權董事會辦理本次發行股份及支付現金購買資產並募集配套資金相關事宜有效期的議案》。
First H Share Class Meeting of 2022	2022.2.24	The website of the SSE (www.sse.com.cn) and the HKEXNews website of the Stock Exchange (www.hkexnews.hk)	2022.2.25	1. the resolution in relation to the "Extension of the Validity Period of the Resolutions of the General Meeting in respect of the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds of the Company" was considered and approved; 2. The resolution in relation to the "Request to the General Meeting to Extend the Validity Period of the Mandate Granted to the Board of Directors to Deal with Matters Relating to the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds" was considered and approved.
2022年第一次H股 類別股東大會	2022.2.24	上交所網站 www.sse.com.cn及 聯交所披露易網站 www.hkexnews.hk	2022.2.25	1、審議《關於延長公司發行股份及支付現金購買資產並募集配套資金事項股東大會決議有效期的議案》；2、審議《關於提請股東大會延長授權董事會辦理本次發行股份及支付現金購買資產並募集配套資金相關事宜有效期的議案》。

Section 5 Corporate Governance

第五節 公司治理

III. Introduction to the General Meetings (Continued) 三、股東大會情況簡介(續)

Meeting 會議屆次	Date of Holding 召開日期	Index for details on websites designated for publishing resolutions 決議刊登的指定網站的查詢索引	Date of disclosure of the resolutions 決議刊登的披露日期	Meeting Resolution 會議決議
2021 Annual General Meeting	2022.6.9	The website of the SSE (www.sse.com.cn) and the HKEXNews website of the Stock Exchange (www.hkexnews.hk)	2022.6.9	1. The full text and the summary of annual report for A shares and annual report for H shares of the Company for 2021 were considered and approved; 2. the 2021 work report of the Board of the Company were considered and approved; 3. the 2021 work report of the supervisory committee of the Company was considered and approved; 4. the 2021 audited financial reports of the Company was considered and approved; 5. the internal control audit report in the financial report of the Company for the year 2021 was considered and approved; 6. the 2021 work report of the independent non-executive directors of the Company was considered and approved; 7. the re-appointment of ShineWing Certified Public Accountants (Special General Partnership) as the auditor for the Company's 2022 financial reports and to propose at the general meeting to authorise the Board to sign an appointment agreement with it and determine its remuneration was considered and approved; 8. the re-appointment of Da Hua Certified Public Accountants (Special General Partnership) as the auditor for the Company's 2022 internal control audit report of the financial report and to propose at the general meeting to authorise the Board to sign an appointment agreement with it and determine its remuneration was considered and approved; 9. the resolution of the Company not to distribute any profit for the year 2021 was considered and approved; 10. the resolution to propose for the amendment of the "Fund Raising Management Measures" was considered and approved; 11. the resolution of Beijing Tianhai Industry Co., Ltd. to acquire 2% equity interest of Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. held by Beijing Nengtong Lease Company was considered and approved; 12. the resolution in relation to grant of general mandate to the Board to issue H shares by the Company was considered and approved.
2021年年度股東大會	2022.6.9	上交所網站 www.sse.com.cn及 聯交所披露易網站 www.hkexnews.hk	2022.6.9	1、審議公司2021年A股年度報告全文及摘要、H股年度報告；2、審議公司2021年度董事會工作報告；3、審議公司2021年度監事會工作報告；4、審議公司2021年度經審計的財務報告；5、審議公司2021年度財務報告內部控制審計報告；6、審議公司2021年度獨立非執行董事述職報告；7、審議續聘信永中和會計師事務所(特殊普通合夥)為公司2022年財務報告的審計機構，並提請股東大會授權董事會負責與其簽署聘任協議以及決定其酬金事項；8、審議續聘大華會計師事務所(特殊普通合夥)為公司2022年財務報告內部控制審計報告的審計機構，並提請股東大會授權董事會負責與其簽署聘任協議以及決定其酬金事項；9、審議公司2021年度不進行利潤分配的議案；10、審議建議修訂《募集資金管理辦法》的議案；11、審議北京天海工業有限公司收購北京能通租賃公司持有的北京京城海通科技文化發展有限公司2%股權項目的議案；12、審議批准公司關於授予董事會發行H股一般性授權的議案。

Shareholders of preferred shares with recovered voting rights request to convene an extraordinary general meeting of Shareholders

Applicable Not Applicable

Descriptions on general meetings

Applicable Not applicable

表決權恢復的優先股股東請求召開臨時股東大會

適用 不適用

股東大會情況說明

適用 不適用

Section 5 Corporate Governance

第五節 公司治理

IV. Directors, Supervisors and Senior Management Officers

(i) Change in shareholding and remuneration of current and the resigned Directors, Supervisors and Senior Management Officers during the Reporting Period

√ Applicable □ Not applicable

四、董事、監事和高級管理人員的情況

(一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況

√ 適用 □ 不適用

Unit: share
單位：股

Name	Position (note)	Gender	Age	Date of appointment	Date of expiry of office	Number of shares held at the beginning of the year	Number of shares held at the end of the year	Change in the number of shares held in the year	Reason for change	Total remuneration before tax received from the Company during the Reporting Period (RMB'0'000)	Whether receiving compensation from related parties of the Company or not
姓名	職務(註)	性別	年齡	任期起始日期	任期終止日期	年初持股數	年末持股數	年度內股份增減變動量	增減變動原因	報告期內從公司獲得的稅前報酬總額(人民幣萬元)	是否在 公司關聯方 獲取報酬
Wang Jun 王軍	Chairman 董事長	Male 男	52	2015-12-11	2023-06-09	0	0	0	-	0	Yes 是
Li Junjie 李俊杰	Executive Director 執行董事	Male 男	45	2014-06-26	2023-06-09	0	0	0	-	70.03	No 否
Zhang Jiheng 張繼恒	Executive Director 執行董事	Male 男	48	2017-06-26	2023-06-09	0	0	0	-	70.03	No 否
Wu Yanzhang 吳燕璋	Non-executive Director 非執行董事	Male 男	59	2019-09-09	2023-06-09	0	0	0	-	0	Yes 是
Xia Zhonghua 夏中華	Non-executive Director 非執行董事	Male 男	59	2014-06-26	2023-06-09	0	0	0	-	0	Yes 是
Li Chunzhi 李春枝	Non-executive Director 非執行董事	Female 女	46	2016-06-26	2023-06-09	0	0	0	-	0	Yes 是
Man Huiyong 滿會勇	Non-executive Director 非執行董事	Male 男	45	2022-02-24	2023-06-09	0	0	0	-	0	Yes 是
Xiong Jianhui 熊建輝	Independent non-executive Director 獨立非執行董事	Male 男	48	2020-06-09	2023-06-09	0	0	0	-	8	No 否
Zhao Xuguang 趙旭光	Independent non-executive Director 獨立非執行董事	Male 男	44	2020-06-09	2023-06-09	0	0	0	-	8	No 否
Liu Jingtai 劉景泰	Independent non-executive Director 獨立非執行董事	Male 男	59	2020-06-09	2023-06-09	0	0	0	-	8	No 否
Luan Dalong 樂大龍	Independent non-executive Director 獨立非執行董事	Male 男	59	2020-06-09	2023-06-09	0	0	0	-	8	No 否
Tian Dongqiang 田東強	Chairman of Supervisory Committee 監事會主席	Male 男	57	2020-09-21	2023-06-09	0	0	0	-	0	Yes 是
Li Zhe 李哲	Supervisor 監事	Male 男	57	2017-06-26	2023-06-09	0	0	0	-	58.51	No 否
Wen Jinhua 文金花	Supervisor 監事	Female 女	44	2020-06-09	2023-06-09	0	0	0	-	30.96	No 否
Feng Yongmei 馮永梅	Chief accountant 總會計師	Female 女	44	2021-10-28	2023-06-09	0	0	0	-	60.68	No 否
Shi Fengwen 石鳳文	Chief engineer 總工程師	Male 男	52	2015-10-23	2023-06-09	0	0	0	-	59.30	No 否
Li Xianzhe 李銑哲	General counsel 總法律顧問	Male 男	37	2022-01-19	2023-06-09	0	0	0	-	41.52	No 否
Luan Jie 樂杰	Secretary to the Board 董事會秘書	Male 男	42	2016-11-08	2023-06-09	0	0	0	-	69.49	No 否
Total 合計	/	/	/	/	/	0	0	0	/	492.52	/

Section 5 Corporate Governance

第五節 公司治理

IV. Directors, Supervisors and Senior Management Officers (Continued)

(i) Change in shareholding and remuneration of current and the resigned Directors, Supervisors and Senior Management Officers during the Reporting Period (Continued)

Note:

- (1) Executive Directors (except the Chairman of the Board) do not receive directors' emoluments, but have the right to receive remuneration according to their respective positions in the Company and its subsidiaries (except the position of Directors). Chairman and non-executive Directors do not receive emoluments and Supervisors do not receive supervisors' emoluments in the Company, but have the right to receive remuneration according to their respective positions in the Company and its subsidiaries (except the position of Supervisors).
- (2) During the Reporting Period, no Directors, Supervisors and senior management of the Company were granted any incentive shares by the Company.
- (3) Save as disclosed above, during the Reporting Period, no Directors, Supervisors and senior management of the Company hold any interests and short positions in the shares, underlying shares and debentures of the Company.

四、董事、監事和高級管理人員的情況(續)

(一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(續)

備註：

- (1) 執行董事(除董事長外)不領取董事袍金，但有權根據各自在本公司及附屬公司所任職務(除董事職務外)領取薪酬。董事長及非執行董事不在公司領取薪酬。監事不領取監事袍金，但有權根據各自在本公司及附屬公司所任職務(除監事職務外)領取薪酬。
- (2) 報告期公司董事、監事、高級管理人員未有被本公司授予股權激勵的情況。
- (3) 除上述所披露者外，報告期內本公司董事、監事、高級管理人員沒有持有本公司股份、相關股份及債券的權益及淡倉。

Name 姓名	Main work experiences 主要工作經歷
Wang Jun 王軍	Chinese, male, aged 52. He is a senior economist with a bachelor's degree in economics and MBA. Mr. Wang was a sales clerk, director of export department, director of international business department and deputy general manager of Beijing Tianhai Industry Co., Ltd., party secretary, chairman of the board of Beijing Beikai Electric Co., Ltd., head of the office, head of the office of the board of directors, director of the legal affairs department, secretary to the board of directors, member of the party of Beijing Jingcheng Machinery Electric Holding Co., Ltd. and a standing committee member deputy general manager and deputy secretary of party committee. He served as an executive Director of the eighth session of the Board of the Company and the Chairman of the eighth session of the Board of the Company. He also served as an executive Director of the ninth session of the Board of the Company, and Chairman of the ninth session of the Board of the Company. Currently, he is an executive Director and chairman of the tenth session of the Board of Beijing Jingcheng Machinery Electric Holding Co., Ltd.. 中國國籍，男，52歲，經濟學學士、工商管理碩士，正高級經濟師。王先生曾任北京天海工業有限公司銷售部業務員、出口處處長、國際業務部部長、副總經理、北京北開電氣股份有限公司黨委書記、董事長，北京京城機電控股有限責任公司辦公室主任、董事會辦公室主任、法律事務部部長、董事會秘書、黨委委員、黨委常委、副總經理，黨委副書記。本公司第八屆董事會執行董事，本公司第八屆董事會董事長。本公司第九屆董事會執行董事，本公司第九屆董事會董事長。現任北京京城機電股份有限公司第十屆董事會執行董事、董事長。
Li Junjie 李俊杰	Chinese, male, aged 45. He has a bachelor's degree in economics and a master's degree in business administration. Mr. Li was an accountant of finance department, salesman of marketing department, deputy secretary of the national committee, secretary of the national committee, deputy manager of human resources department, secretary to the board of directors, deputy general manager, deputy party secretary and general manager in Beijing Tianhai Industry Co., Ltd. He served as an executive Director of the seventh, eighth and ninth sessions of the Board of the Company from 16 December 2013, and served as the general manager of the Company from 26 June 2014. He is currently the party secretary and chairman of Beijing Tianhai Industry Co., Ltd. He is an executive Director and general manager of the tenth session of the Board of Beijing Jingcheng Machinery Electric Company Limited. 中國國籍，男，45歲，經濟學學士，工商管理碩士；李先生曾任北京天海工業有限公司財務部會計、市場部業務員、團委副書記、團委書記、人力資源部副部長、董事會秘書、副總經理、黨委副書記、總經理。2013年12月16日起任本公司第七屆董事會執行董事、第八屆董事會執行董事、第九屆董事會執行董事，2014年6月26日起任公司總經理。現任北京天海工業有限公司黨委書記、董事長。北京京城機電股份有限公司第十屆董事會執行董事、總經理。

Section 5 Corporate Governance

第五節 公司治理



IV. Directors, Supervisors and Senior Management Officers (Continued)

(i) Change in shareholding and remuneration of current and the resigned Directors, Supervisors and Senior Management Officers during the Reporting Period (Continued)

四、董事、監事和高級管理人員的情況(續)

(一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(續)

Name 姓名	Main work experiences 主要工作經歷
Zhang Jiheng 張繼恒	Chinese, male, aged 48. He is the holder of a bachelor's degree and a senior engineer. Mr. Zhang served as a the technician, head of the first production division, deputy minister of the production department, assistant of general manager, minister of the supply department, and deputy manager of Beijing Tianhai Industry Co., Ltd., the general manager of Langfang Tianhai High Pressure Container Co., Ltd. and the general manager of Beijing Minghui Tianhai Gas Storage and Transportation Equipment Sales Co., Ltd.. He is currently the party deputy secretary, general manager and vice chairman of Beijing Tianhai Industry Co., Ltd. and an executive Director of the tenth session of the Board of Beijing Jingcheng Machinery Electric Company Limited. 中國國籍，男，48歲，大學本科，高級工程師。張先生曾任北京天海工業有限公司生產一處技術員、處長、生產部副部長、總經理助理、供應部部長、副總經理。廊坊天海高壓容器有限公司總經理。北京明暉天海氣體儲運裝備銷售有限公司總經理。現任北京天海工業有限公司黨委副書記、總經理、副董事長，北京京城機電股份有限公司第十屆董事會執行董事。
Wu Yanzhang 吳燕璋	Chinese, male, aged 59, He obtained a bachelor's degree in Machinery Manufacturing Management at Hefei University of Technology and is a postgraduate EMBA at China Europe International Business School. Mr. Wu served as the dispatcher of the production department, the deputy department head, assistant to factory head, the director of office and the director of the new office of Beijing No. 1 Machine Tool Plant (北京第一機床廠), the Sino General Manager of OKUMA-BYJC (Beijing) Machine Tool Co. Ltd (北一大隈公司), the director of Communications Office, the director of office, the head of Legal Department, the head of Non-financial Corporate Management Department and the head of Asset Management Department and Strategy and Investment Department of Beijing Jingcheng Machinery Electric Holding Co., Ltd., secretary of the party committee of Beijing Crane Factory, director of Beijing Jingcheng Machinery Electric Asset Management Co., Ltd., director and chairman of Beijing Xihai Industrial and Trading Company, chairman of Beijing Zhongdu Electric Co., Ltd., director and the general manager of Jingcheng Compressor Co., Ltd. Currently, he is head of investment and development department of Beijing Jingcheng Machinery Electric Holding Co., Ltd., and non-executive Director of the tenth session of the Board of Beijing Jingcheng Machinery Electric Company Limited. 中國國籍，男，59歲，合肥工業大學機械製造管理工程學學士，中歐國際工商管理學院研究生。吳先生曾任北京第一機床廠生產處調度員、副處長、廠長助理、辦公室主任、新建辦主任；北一大隈公司中方總經理；北京京城機電控股有限責任公司辦公室副主任、信訪辦主任、辦公室主任、法務部部長、非經企業管理部部长、資產管理部部长、戰略與投資部部长；北京起重機器廠黨委書記；北京京城機電資產管理有限責任公司董事；北京西海工貿公司董事、董事長；北京中都電器有限公司董事長、北京京城壓縮機有限公司董事、總經理。現任北京京城機電控股有限責任公司投資發展部部长，北京京城機電股份有限公司第十屆董事會非執行董事。
Xia Zhonghua 夏中華	Chinese, male, aged 59. He obtained a bachelor's degree in Engineering from Hefei University of Technology. He is a senior engineer. Mr. Xia was designer of construction of Beijing Metal Structure Factory (new factory) of Beijing Machinery Industrial Engineering Contract Corporation (北京機械工業建設工程承發包公司) and its technical director, project assistant manager and project manager, director in basic construction of Beijing Jingcheng Machinery Electric Holding Co., Ltd., director of the construction project planning department of Beijing Jianji Real Estate Co., Ltd. (北京建機房地產公司)(Part-time), head of Resource Allocation and Restructuring and head of project investment of Beijing Jingcheng Machinery Electric Holding Co., Ltd., vice-president of Party School of Beijing Machinery Industry Administrative Bureau (北京機械工業管理局黨校), deputy minister of the management department of Beijing Jingcheng Machinery Electric Holding Co., Ltd., deputy minister (taking charge of works) of the securities and reform department and the head of the securities and reform department of Jingcheng Holding. He served as a non-executive director of the Board of the Company from 26 June 2014. He is currently the head of the property resource department of Beijing Jingcheng Machinery Electric Holding Co., Ltd. and a non-executive Director of the tenth session of the Board of Beijing Jingcheng Machinery Electric Company Limited. 中國國籍，男，59歲，合肥工業大學工程學學士，高級工程師。夏先生曾任北京機械工業建設工程承發包公司北京金屬結構廠新廠建設設計員、技術主管、項目副經理、項目經理，北京京城機電控股有限責任公司基本建設主管，北京建機房地產公司工程規劃建設部部长(兼)，北京京城機電控股有限責任公司資源配置與體改主管、投資項目主管，北京機械工業管理局黨校副校長，北京京城機電控股有限責任公司管理部副部長、證券與改革部副部長(主持工作)、證券與改革部部长。2014年6月26日起任本公司董事會非執行董事。現任北京京城機電控股有限責任公司房地資源部部长，北京京城機電股份有限公司第十屆董事會非執行董事。

Section 5 Corporate Governance

第五節 公司治理

IV. Directors, Supervisors and Senior Management Officers (Continued)

(i) Change in shareholding and remuneration of current and the resigned Directors, Supervisors and Senior Management Officers during the Reporting Period (Continued)

四、董事、監事和高級管理人員的情況(續)

(一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(續)

Name 姓名	Main work experiences 主要工作經歷
Li Chunzhi	Chinese, female, aged 46. She is the holder of a MBA degree and a middle-grade economist. Ms. Li served as the manager of translation and project of Beijing Mechanical Industry Automation Research Institute, product manager of product service department of Beijing Century Yinghua Information Technology Co., Ltd. (北京世紀盈華資訊技術有限公司) and investment management manager and vice department head of the strategic and investment department of Beijing Jingcheng Machinery Electric Holding Co., Ltd.. She is the vice department head of the investment asset and management department of Beijing Jingcheng Machinery Electric Holding Co., Ltd.. She is currently the vice general manager of Beijing Jingcheng Machinery Electric Industrial Investment Co., Ltd. (北京京城機電產業投資有限公司), supervisor of Beijing Jingcheng Intelligent Technology Co., Ltd. and a non-executive Director of the tenth session of the Board of Beijing Jingcheng Machinery Electric Company Limited.
李春枝	中國國籍，女，46歲，工商管理碩士，中級經濟師。李女士曾任北京機械工業自動化研究所翻譯、項目經理。北京世紀盈華信息技術有限公司產品服務部產品經理。北京京城機電控股有限責任公司戰略與投資部投資管理主管、副部長。北京京城機電控股有限責任公司投資資產管理部副部長。現任北京京城機電產業投資有限公司副總經理、北京京城智能科技有限公司監事，北京京城機電股份有限公司第十屆董事會非執行董事。
Man Huiyong	Chinese nationality, male, aged 45, Bachelor of Management, Accountant. Mr. Man once served as the director of the Accounting and Financial Management Center of the Finance Department, the Deputy director of the Comprehensive Budget Management Office of the Enterprise Management and Planning Department, the deputy director of the Asset Financial Management Department, the deputy chief accountant, the chief accountant and the director of Beijing BEIZHONG Steam Turbine Generator Co., Ltd. He is currently the deputy director of audit of Beijing Jingcheng Machinery Electric Holding Co., Ltd. (presiding over the work of the audit department), the director of Beijing Heavy Motor Factory Co., Ltd, the director of Beijing BEIZHONG Steam Turbine Generator Co., Ltd. and the non-executive director of Beijing Jingcheng Machinery Electric Company Limited.
滿會勇	中國國籍，男，45歲，管理學學士，會計師。滿先生曾任北京北重汽輪電機有限責任公司財務部會計、財務管理中心主任、企管策劃部全面預算管理室副主任、資產財務管理部副部長、資產財務管理部部長、副總會計師、總會計師、董事。現任北京京城機電控股有限責任公司審計副部長(主持審計部工作)、北京重型電機廠有限責任公司董事、北京北重汽輪電機有限責任公司董事、北京京城機電股份有限公司非執行董事。
Xiong Jianhui	Chinese, male, aged 48. He is a certified public accountant and a certified public valuer. Mr. Xiong has worked in Nanchang Municipal Engineering Management Office, Zhonglei Certified Public Accountants and Crowe Horwath Certified Public Accountants. He is currently a partner of WUYIGE Certified Public Accountants LLP and an independent non-executive Director of the tenth session of the Board of Beijing Jingcheng Machinery Electric Company Limited.
熊建輝	中國國籍，男，48歲，註冊會計師、註冊資產評估師。熊先生曾就職於南昌市政工程管理處，中磊會計師事務所，國富浩華會計師事務所。現任大信會計師事務所(特殊普通合伙)合夥人，北京京城機電股份有限公司第十屆董事會獨立非執行董事。
Zhao Xuguang	Chinese, male, aged 44. He obtained a doctoral degree in law from Renmin University of China. Mr. Zhao was an associate professor, an assistant to the dean of the School of Humanities and Social Sciences, and the person in charge of undergraduate and master programs of law in North China Electric Power University. He is currently the deputy dean, professor, and tutor of master programs of the School of Humanities and Social Sciences in North China Electric Power University; he is also a director of the Legal Writing Association of China Law Society, the executive vice president of the Beijing Legal Negotiation Society, and an independent non-executive Director of the tenth session of the Board of Beijing Jingcheng Machinery Electric Company Limited.
趙旭光	中國國籍，男，44歲，中國人民大學法學博士。趙先生曾任華北電力大學副教授、人文與社會科學學院院長助理、法學學科暨碩士點負責人。現任華北電力大學人文與社會科學學院副院長、教授、碩士生導師，中國法學會法律文書學研究會理事、北京法律談判研究會常務副會長，北京京城機電股份有限公司第十屆董事會獨立非執行董事。

Section 5 Corporate Governance

第五節 公司治理

IV. Directors, Supervisors and Senior Management Officers (Continued)

(i) Change in shareholding and remuneration of current and the resigned Directors, Supervisors and Senior Management Officers during the Reporting Period (Continued)

四、董事、監事和高級管理人員的情況(續)

(一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(續)

Name 姓名	Main work experiences 主要工作經歷
Liu Jingtai	Chinese, male, aged 59. He obtained a doctoral degree in engineering from Nankai University. Mr. Liu was an associate professor of Nankai University, the deputy director of the Institute of Robotics and Information Automation of Nankai University and external director of Tianjin Zhonghuan Electronic Information (Group) Co., Ltd. He is currently a professor and tutor of doctoral programs of the School of Artificial Intelligence of Nankai University, director of the Institute of Robotics and Information Automation of Nankai University, and an independent non-executive Director of the tenth session of the Board of Beijing Jingcheng Machinery Electric Company Limited.
劉景泰	中國國籍，男，59歲，南開大學工學博士。劉先生曾任南開大學副教授，南開大學機器人與信息自動化研究所副所長，天津中環電子信息集團有限公司外部董事。現任南開大學人工智能學院教授，博士生導師，南開大學機器人與信息自動化研究所所長，北京京城機電股份有限公司第十屆董事會獨立非執行董事。
Luan Dalong	Chinese, male, aged 59. He obtained a doctoral degree in management science and engineering from Northwestern Polytechnical University. Mr. Luan was a researcher at the Academy of Military Science. He is currently an independent director of Aerospace Hi-Tech Holding Group Co., Ltd. and DHC Software Co., Ltd, and an independent non-executive Director of the tenth session of the Board of Beijing Jingcheng Machinery Electric Company Limited.
樂大龍	中國國籍，男，59歲，西北工業大學管理科學與工程博士。樂大龍先生曾就任軍事科學院研究員。現任航天科技控股集團股份有限公司獨立董事，東華軟件股份公司獨立董事，北京京城機電股份有限公司第十屆董事會獨立非執行董事。
Tian Dongqiang	Chinese, male, aged 57. He is a professor level senior engineer. Mr. Tian graduated from the School of Energy and Power Engineering of Xi'an Jiaotong University, majoring in thermal turbines, and from the Business School of Renmin University of China, majoring in EMBA. Mr. Tian is an expert entitled to government allowance from the State Council. Mr. Tian was the chief engineer and deputy general manager of Beijing BEIZHONG Steam Turbine Generator Co., Ltd., and the general manager, party secretary, director and chairman of the board of Beijing Jingcheng New Energy Co., Ltd. At present, Mr. Tian is a despatched supervisor of the board and supervisory office of Beijing Jingcheng Machinery Electric Holding Co., Ltd., as well as a Supervisor and the chairman of the tenth session of Supervisory Committee of Beijing Jingcheng Machinery Electric Company Limited.
田東強	中國國籍，男，57歲，教授級高級工程師。田先生畢業於西安交通大學能源與動力工程系熱力渦輪機專業、中國人民大學商學院EMBA專業。享受國務院政府津貼專家。曾任北京北重汽輪電機有限責任公司總工程師、副總經理，北京京城新能源有限公司總經理、黨委書記、董事、董事長。現任北京京城機電控股有限責任公司董監事辦公室外派監事，北京京城機電股份有限公司第十屆監事會監事、監事會主席。
Li Zhe	Chinese, male, aged 57. He is an engineer with a bachelor's degree in engineering. Mr. Li had served as the technician, class leader, head of the first production division, deputy director and director of production division, assistant of general manager and deputy general manager of Beijing Tianhai Industry Co., Ltd., the general manager and chairman of the board of Beijing Minghui Tianhai Gas Storage and Transportation Equipment Sales Co., Ltd., deputy party secretary and secretary of the discipline inspection commission of Beijing Tianhai Industry Co., Ltd., supervisor of Shanghai Tianhai High Pressure Containers Co., Ltd., and supervisor of Langfang Tianhai High Pressure Containers Co., Ltd. He is currently the deputy party secretary, secretary of discipline inspection commission and chairman of labour union of Beijing Tianhai and a Supervisor of the tenth session of the Supervisory Committee of Beijing Jingcheng Machinery Electric Company Limited.
李哲	中國國籍，男，57歲，工學學士、工程師。李先生曾任北京天海工業有限公司生產一處技術員、班長、處長、生產部副部長、部長、總經理助理、副總經理，北京明暉天海氣體儲運裝備銷售有限公司總經理、董事長；北京天海工業有限公司黨委副書記、紀委書記；上海天海高壓容器有限公司監事；廊坊天海高壓容器有限公司監事。現任北京天海工業有限公司黨委副書記、紀委書記、工會主席，北京京城機電股份有限公司第十屆監事會監事。

IV. Directors, Supervisors and Senior Management Officers (Continued)

(i) Change in shareholding and remuneration of current and the resigned Directors, Supervisors and Senior Management Officers during the Reporting Period (Continued)

四、董事、監事和高級管理人員的情況(續)

(一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(續)

Name 姓名	Main work experiences 主要工作經歷
Wen Jinhua	Chinese, female, aged 44. She has a bachelor degree in engineering. Ms. Wen served as the deputy division head of the technology department, secretary of the general branch of the Communist Youth League and head of personnel of Beijing Modern Jingcheng Construction Machinery Co., Ltd. (北京現代京城工程機械有限公司), the head of integrated management department and secretary of the board of directors of Beijing Jingcheng Nagano Construction Machinery Company Limited (北京京城長野工程機械有限公司), the listing management director of the securities department of Beijing Jingcheng Machinery Electric Holding Co., Ltd., and the deputy head of the human resources department of Beijing Tianhai Industry Co., Ltd.. She currently serves as a member of female employees committee of the labor union of Beijing Jingcheng Machinery Electric Holding Co., Ltd., and the vice chairman of the labor union, director of the female employees committee and secretary of the party committee (party and mass human resources department) of Beijing Tianhai Industry Co., Ltd. and a Supervisor of the tenth session of Supervisory Committee of Beijing Jingcheng Machinery Electric Company Limited.
文金花	中國國籍，女，44歲，工學學士。文女士曾任北京現代京城工程機械有限公司技術部副科長、團總支書記、人事科長；北京京城長野工程機械有限公司綜合管理部部長、董事會秘書；北京京城機電控股有限責任公司證券部上市管理主管；北京天海工業有限公司人力資源部副部長；現任北京京城機電控股有限責任公司工會女工委委員、北京天海工業有限公司工會副主席、女工委主任、黨群人力黨支部書記，北京京城機電股份有限公司第十屆監事會監事。
Feng Yongmei	Chinese, female, aged 44, holds a master's degree in accounting and is a certified public accountant, senior accountant and lecturer. Feng Yongmei served as an accountant at Suzhou Wuzhong District Housing Construction and Development Corporation (蘇州市吳中區房屋建設開發總公司), a teacher at Nanjing Audit University (南京審計學院), an auditor at Reanda Certified Public Accountants, a financial controller at CIFCO Group Co., Ltd. (中期集團有限公司), a financial manager at Beijing Machinery & Electricity Institute Machine Tool Co., Ltd., the head of finance department and chief account at Beiren Group Co., Ltd.. She currently serves as the chief financial officer at Beijing Tianhai Industry Co., Ltd. and the chief accountant of Beijing Jingcheng Machinery Electric Company Limited (the financial controller).
馮永梅	中國國籍，女，44歲，會計學碩士，註冊會計師、高級會計師、講師。馮永梅曾任蘇州市吳中區房屋建設開發總公司會計、南京審計學院教師、利安達會計師事務所審計師、中期集團有限公司財務主管、北京機電院機床有限公司財務經理、北人集團公司財務部長、總會計師。現任北京天海工業有限公司財務總監，北京京城機電股份有限公司總會計師(財務負責人)。
Shi Fengwen	Chinese, male, aged 52. He is a senior engineer with a bachelor's degree in engineering. Mr. Shi was as assistant engineer, engineer, vice-chief and chief of technical department, deputy chief engineer, vice director of technology and quality department, manager representative, assistant to general manager, director of technical department, director of technology and quality department of Beijing Tianhai Industry Co., Ltd.. Currently, he is the chief engineer, director of technology and quality department and director of new product research and development department of Beijing Tianhai Industry Co., Ltd., and chief engineer of Beijing Jingcheng Machinery Electric Company Limited.
石鳳文	中國國籍，男，52歲，工學學士，高級工程師。石先生曾任北京天海工業有限公司技術處助理工程師、工程師、技術處副處長、技術處處長、副總工程師、技術質量部副部長、管理者代表、總經理助理、技術部部長、技術質量部部長。現任北京天海工業有限公司總工程師、技術質量管理部部長、新產品研發部部長，北京京城機電股份有限公司總工程師。
Li Xianzhe	Chinese, male, aged 37, Bachelor of Management from China University of Geosciences (Beijing), Master of Civil and Commercial Law from Beijing University of Chemical Technology, with legal professional qualification, enterprise legal consultant practice qualification and securities practice qualification. Mr. Li used to be the legal specialist of Beiren Group Corporation, the deputy director of the audit legal sector of the Printing Machine Business Department, the Clerk and deputy chief clerk of Beijing Miyun Commission for Discipline Inspection, and the deputy director of the Case Supervision and Administration Office. He is now the general counsel of Beijing Tianhai Industry Co., Ltd. and Beijing Jingcheng Machinery Electric Company Limited.
李銑哲	中國國籍，男，37歲，中國地質大學(北京)管理學學士，北京化工大學民商法學碩士，具備法律職業資格、企業法律顧問執業資格、證券從業資格。李先生曾任北人集團公司法務專員、印機事業部審計法務部副部長，北京密雲紀委科員、副主任科員、案件監督管理室副主任等職。現任北京天海工業有限公司總法律顧問、北京京城機電股份有限公司總法律顧問。

Section 5 Corporate Governance

第五節 公司治理

IV. Directors, Supervisors and Senior Management Officers (Continued)

(i) Change in shareholding and remuneration of current and the resigned Directors, Supervisors and Senior Management Officers during the Reporting Period (Continued)

Name 姓名	Main work experiences 主要工作經歷
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Luan Jie 樂杰	Chinese, male, aged 42, holds a bachelor's degree in law. Mr. Luan was a staff in the legal department of Beijing Chaopi Trading Co., Ltd., lawyer in Beijing Jingdu Law Firm, deputy manager and manager in securities and legal department, officer and secretary to the board of directors of Beijing Jingkelong Co., Ltd. legal director of Gloden Harvest (Beijing) Cinema management Consultancy Company Limited. He has been the secretary to the Board of the Company since 18 November 2016. Currently, he is the secretary to the Board of the Company. 中國國籍，男，42歲，法學學士。樂先生曾任北京朝批商貿股份有限公司法務部職員、北京市京都律師事務所律師、北京京客隆商業集團股份有限公司證券法務部副主任、主任、董事會秘書，北京嘉禾影城管理諮詢有限公司法務總監。2016年11月18日起任本公司董事會秘書至今。現任北京京城機電股份有限公司董事會秘書。
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As at the date of this report, the Company is not aware of any change in the information of Director, Supervisor or chief executive required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

Other information
 Applicable Not applicable

四、董事、監事和高級管理人員的情況(續)

(一) 現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(續)

於本報告日期，據本公司所知，概無根據上市規則第13.51B(1)條須予披露的任何董事、監事或最高行政人員資料變更。

其他情況說明
 適用 不適用

(ii) Positions of current and the resigned Directors, Supervisors and Senior Management Officers during the Reporting Period

1. Positions in Shareholder Entities Applicable Not applicable

(二) 現任及報告期內離任董事、監事和高級管理人員的任職情況

1. 在股東單位任職情況 適用 不適用

Name 任職人員姓名	Name of shareholder entity 股東單位名稱	Position(s) held at shareholder entities 在股東單位擔任的職務	Date of appointment 任期起始日期	Date of expiry of office 任期終止日期
Wu Yanzhang 吳燕璋	Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	Head of the investment and development department 投資發展部部長	May 2015	-
Xia Zhonghua 夏中華	Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	Head of the property resource department 房地資源部部長	April 2015	-
Man Huiyong 滿會勇	Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	Deputy head of audit 審計副部長	October 2021	-
Tian Dongqiang 田東強	Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	Despatched supervisor of the board and supervisory office 董監事辦公室外派監事	April 2020	-
Description of Positions in Shareholder Entities 在股東單位任職情況的說明	Not applicable 不適用			

Section 5 Corporate Governance

第五節 公司治理

IV. Directors, Supervisors and Senior Management Officers (Continued)

(ii) Positions of current and the resigned Directors, Supervisors and Senior Management Officers during the Reporting Period (Continued)

2. Position(s) in Other Entities

Applicable Not applicable

四、董事、監事和高級管理人員的情況(續)

(二) 現任及報告期內離任董事、監事和高級管理人員的任職情況(續)

2. 在其他單位任職情況

適用 不適用

Name 任職人員姓名	Name of other entity 其他單位名稱	Position(s) held at other entities 在其他單位擔任的職務	Date of appointment 任期起始日期	Date of expiry of office 任期終止日期	
Wang Jun 王軍	Beijing Jingcheng Zhitong Robot Technology Co., Ltd. 北京京城智通機器人科技有限公司	Chairman 董事長	October 2020 2020年10月	–	
	AVIC Maite Additive Technology (Beijing) Co., Ltd. 中航邁特增材科技(北京)有限公司	Chairman 董事長	January 2022 2022年1月	–	
Li Junjie 李俊杰	Beiqing Zhichuang (Beijing) New Energy Automobile Technology Co., Ltd. 北清智創(北京)新能源汽車科技有限公司	Director 董事	August 2020 2020年8月	–	
	Beijing ABB High Voltage Switch Gear Co., Ltd. 北京ABB高壓開關設備有限公司	Director 董事	May 2019 2019年5月	–	
Wu Yanzhang 吳燕璋	Beijing ABB Switch Co., Ltd. 北京ABB開關有限公司	Director 董事	May 2019 2019年5月	–	
	Beijing Shuangcheng Real Estate Development Co., Ltd. 北京雙城置業開發有限公司	Director 董事	February 2020 2020年2月	–	
Xia Zhonghua 夏中華	Beijing BEIZHONG Steam Turbine Generator Co., Ltd. 北京北重汽輪電機有限責任公司	Director 董事	June 2020 2020年6月	–	
	Beijing Heavy Motor Factory Co., Ltd. 北京重型電機廠有限責任公司	Director 董事	June 2020 2020年6月	–	
	Babcock & Wilcox Beijing Company Ltd. 北京巴布科克•威爾科克斯有限公司	Director 董事	December 2019 2019年12月	–	
	Beijing B.J. Electric Motor Co., Ltd. 北京畢捷電機股份有限公司	Director 董事	December 2020 2020年12月	–	
	Beijing Jingcheng Heavy Industry Co., Ltd. 北京京城重工機械有限責任公司	Director 董事	March 2019 2019年3月	–	
	Beijing Jingcheng Zhidi Co., Ltd. 北京京城置地有限公司	Director 董事	October 2018 2018年10月	–	
	Beijing Jingcheng Electrical Engineering Co., Ltd. 北京京城電氣工程有限公司	Director 董事	March 2019 2019年3月	–	

Section 5 Corporate Governance

第五節 公司治理

IV. Directors, Supervisors and Senior Management Officers (Continued)

(ii) Positions of current and the resigned Directors, Supervisors and Senior Management Officers during the Reporting Period (Continued)

2. Position(s) in Other Entities (Continued)

四、董事、監事和高級管理人員的情況(續)

(二) 現任及報告期內離任董事、監事和高級管理人員的任職情況(續)

2. 在其他單位任職情況(續)

Name 任職人員姓名	Name of other entity 其他單位名稱	Position(s) held at other entities 在其他單位擔任的職務	Date of appointment 任期起始日期	Date of expiry of office 任期終止日期
Li Chunzhi 李春枝	Beijing Jingcheng Intelligent Technology Co., Ltd. 北京京城智能科技有限公司	Supervisor 監事	November 2018 2018年11月	-
Man Huiyong 滿會勇	Beijing BEIZHONG Steam Turbine Generator Co., Ltd. 北京北重汽輪電機有限責任公司	Director 董事	May 2019	-
	Beijing Heavy Motor Factory Co., Ltd. 北京重型電機廠有限責任公司	Director 董事	June 2020 2020年6月	-
Xiong Jianhui 熊建輝	WUYIGE Certified Public Accountants LLP 大信會計師事務所(特殊普通合夥)	Partner 合夥人	April 2013 2013年4月	-
Zhao Xuguang 趙旭光	North China Electric Power University 華北電力大學	Member and deputy dean of Party Committee of the School of Humanities and Social Sciences 人文與社會科學學院黨委委員、 副院長	September 2018 2018年9月	-
Liu Jingtai 劉景泰	Institute of Robotics and Information Automation of Nankai University 南開大學人工智能學院機器人與信息 自動化研究所	Director 所長	October 2007 2007年10月	-
Luan Dalong 樂大龍	Aerospace Hi-Tech Holding Group Co., Ltd. 航天科技控股集團股份有限公司	Independent director 獨立董事	April 2017 2017年4月	-
	DHC Software Co., Ltd. 東華軟件股份公司	Independent director 獨立董事	March 2016 2016年3月	-
	Hunan Valin Co., Ltd. 湖南華菱股份有限公司	Independent director 獨立董事	September 2019 2019年9月	-
	Suzhou Ruikea Connection System Co., Ltd. 蘇州瑞可達連接系統有限公司	Independent director 獨立董事	March 2017 2017年3月	-
Description of Positions in Other Entities 在其他單位任職情況的 說明	Nil 無			

Section 5 Corporate Governance

第五節 公司治理

IV. Directors, Supervisors and Senior Management Officers (Continued)

(iii) Remunerations of Directors, Supervisors and Senior Management Officers

Applicable Not applicable

Decision making process of remuneration of Directors, Supervisors and Senior Management

董事、監事、高級管理人員報酬的決策程序

Basis for determination of remuneration of Directors, Supervisors and Senior Management

董事、監事、高級管理人員報酬確定依據

Actual payment for the remuneration of Directors, Supervisors and Senior Management Officers

董事、監事和高級管理人員報酬的實際支付情況

Total actual remuneration of all Directors, Supervisors and Senior Management Officers at the end of the Reporting Period

報告期末全體董事、監事和高級管理人員實際獲得的報酬合計

四、董事、監事和高級管理人員的情況(續)

(三) 董事、監事、高級管理人員報酬情況

適用 不適用

Resolution on the remuneration of directors and senior management officers is prepared by remuneration and monitoring committee of the Board. The remuneration of senior management officers is to be considered and approved by the Board while the remuneration of directors and supervisors are to be considered and approved by the Board and the supervisory committee, respectively, and reported to the general meeting through the Board and the supervisory committee, respectively, for consideration and approval. 公司董事、高級管理人員報酬由董事會薪酬與考核委員會擬定方案，高級管理人員的報酬由董事會審議批准，董事的報酬由董事會審議通過報請股東大會批准，監事的報酬由監事會審議通過報請股東大會批准。

The remuneration of directors, supervisors and senior management officers is determined in accordance with the remuneration standard of directors, supervisors and senior management officers formulated by the Company, as well as the annual assessment indicators.

按照公司制定的董事、監事及高級管理人員薪酬標準，結合年度考核指標，確定董事、監事及高級管理人員報酬。

Please refer to the above table headed "Change in shareholding and remuneration of current and the resigned Directors, Supervisors and Senior Management Officers during the Reporting Period". 見上述「現任及報告期內離任董事、監事和高級管理人員持股變動及報酬情況(表)」

RMB4.9252 million

人民幣492.52萬元

Section 5 Corporate Governance

第五節 公司治理



IV. Directors, Supervisors and Senior Management Officers (Continued)

(iv) Changes in Directors, Supervisors and Senior Management

Applicable Not applicable

(v) Description of penalties imposed by securities regulatory bodies in the past three years

Applicable Not applicable

(VI) Others

Applicable Not applicable

四、董事、監事和高級管理人員的情況(續)

(四) 公司董事、監事、高級管理人員變動情況

適用 不適用

(五) 近三年受證券監管機構處罰的情況說明

適用 不適用

(六) 其他

適用 不適用

V. Relevant information of the Board of Directors held during the Reporting Period

五、報告期內召開的董事會有關情況

Session 會議屆次	Date of Convening 召開日期	Meeting Resolution 會議決議
Fourteenth Extraordinary Meeting of the Tenth Session of the Board	2022.1.19	<ol style="list-style-type: none"> The resolution in relation to the "Amendments to the Strategic Investment Management Related System of the Company" was considered and approved. The resolution in relation to the "Election of Member of the Audit Committee of the tenth session of the Board of the Company" was considered and approved. The resolution in relation to the "Appointment of General Counsel of the Company" was considered and approved. The resolution in relation to the "Signing of Agreement related to Property Leasing, Renovation and Property Services of Yichuang Park and Connected Transactions" was considered and approved.
第十屆董事會第十四次臨時會議	2022年1月19日	<ol style="list-style-type: none"> 審議通過《關於修訂公司戰略投資管理相關制度的議案》 審議通過關於補選公司第十屆董事會審計委員會委員的議案 審議通過關於聘任公司總法律顧問的議案 審議通過關於簽署亦創園區房屋租賃、裝修及物業服務的相關協議暨關聯交易的議案
Fifteenth Extraordinary Meeting of the Tenth Session of the Board	2022.1.28	<ol style="list-style-type: none"> The resolution in relation to the "Extension of the Validity Period of the Resolutions of the General Meeting in respect of the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds of the Company" was considered and approved. The resolution in relation to the "Request to the General Meeting to Extend the Validity Period of the Mandate Granted to the Board of Directors to Deal with Matters Relating to the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds" was considered and approved. The resolution in relation to "Convening Extraordinary General Meeting, A Share General Meeting and H Share General Meeting" was considered and approved.
第十屆董事會第十五次臨時會議	2022年1月28日	<ol style="list-style-type: none"> 審議通過《關於延長公司發行股份及支付現金購買資產並募集配套資金事項股東大會決議有效期的議案》 審議通過《關於提請股東大會延長授權董事會辦理本次發行股份及支付現金購買資產並募集配套資金相關事宜有效期的議案》 審議通過《關於召開臨時股東大會、A股類別股東大會及H股類別股東大會的議案》
Sixteenth Extraordinary Meeting of the Tenth Session of the Board	2022.2.25	The resolution in relation to the change in the members of the audit committee of the tenth session of the Board of the Company was considered and approved.
第十屆董事會第十六次臨時會議	2022年2月25日	審議通過關於公司第十屆董事會審計委員會人員變動的議案

Section 5 Corporate Governance

第五節 公司治理

V. Relevant information of the Board of Directors held during the Reporting Period (Continued)

五、報告期內召開的董事會有關情況(續)

Session 會議屆次	Date of Convening 召開日期	Meeting Resolution 會議決議
Seventh Meeting of the Tenth Session of the Board	2022.3.17	<ol style="list-style-type: none"> The full text and abstract of the 2021 Annual Report and the H shares results announcement of the Company were considered and approved The 2021 Annual Work Report of the Board was considered and approved The 2021 audited Financial Report of the Company was considered and approved The 2021 Internal Control Assessment Report of the Company was considered and approved The 2021 Audit Report on Internal Control over Financial Reporting of the Company was considered and approved The 2021 Social Responsibility Report of the Company was considered and approved The resolution on the "Corporate Governance Report" (draft) required to be disclosed in the H shares Annual Report of the Company and authorisation of the secretary to the Board to be responsible for subsequent review of and amendment to the "Corporate Governance Report" was considered and approved The resolution on the 2021 "Environmental, Social and Governance Report" (draft) of the Company and authorisation of the secretary to the Board to be responsible for subsequent review of and amendment to the 2021 "Environmental, Social and Governance Report" was considered and approved The resolution on the 2021 Annual Work Report of the General Manager was considered and approved The resolution on the Report of the Independent Non-executive Directors of the Company for the year of 2021 was considered and approved The resolution on the performance of the audit committee of the Board for the year of 2021 was considered and approved The resolution on the payment for the audit fee for the year of 2021 to ShineWing Certified Public Accountants (Special General Partnership) was considered and approved The resolution on the payment for the audit fee for the year of 2021 to Da Hua Certified Public Accountants (Special General Partnership) was considered and approved; The resolution in relation to the re-appointment of the auditor of the Company's 2022 financial reports was considered and approved The resolution in relation to the re-appointment of the auditor for the 2022 audit report on internal control over financial reporting of the Company was considered and approved The 2022 audit plan of the Company was considered and approved
第十屆董事會第七次會議	2022年3月17日	<ol style="list-style-type: none"> 審議通過公司2021年年度報告全文及摘要、H股業績公告 審議通過公司2021年度董事會工作報告 審議通過公司2021年度經審計的財務報告 審議通過公司2021年度內部控制評價報告 審議通過公司2021年度財務報告內部控制審計報告 審議通過公司2021年度社會責任報告 審議通過公司H股需披露的《企業管治報告》(草案)，並授權董事會秘書負責後續審核修改《企業管治報告》的議案 審議通過公司2021年《社會、環境及管治報告》(草案)，並授權董事會秘書負責後續審核修改2021年《社會、環境及管治報告》的議案 審議通過公司2021年年度總經理工作報告的議案 審議通過公司2021年度獨立非執行董事述職報告 審議通過董事會審計委員會2021年度履職情況的議案 審議通過支付信永中和會計師事務所(特殊普通合夥)2021年度審計費用的議案 審議通過支付大華會計師事務所(特殊普通合夥)2021年度審計費用的議案； 審議通過續聘公司2022年度財務報告審計機構的議案 審議通過續聘公司2022年度財務報告內部控制審計報告審計機構的議案 審議通過公司2022年度審計計劃

Section 5 Corporate Governance

第五節 公司治理



V. Relevant information of the Board of Directors held during the Reporting Period

五、報告期內召開的董事會有關情況(續)

(Continued)

Session 會議屆次	Date of Convening 召開日期	Meeting Resolution 會議決議
		<p>17. The 2022 assessment plan of the Company's internal control was considered and approved</p> <p>18. The resolution in relation to the Company's Special Report on the Deposit and Use of Raised Funds in 2021 was considered and approved</p> <p>19. The resolution in relation to the 2021 internal audit report on the deposit and use of raised funds of the Company was considered and approved</p> <p>20. The proposal of the Company not to distribute profit for the year of 2021 was considered and approved</p> <p>21. The resolution on provision for impairment of the Company for the year of 2021 was considered and approved</p> <p>22. The 2022 financing guarantee plan of the Company was considered and approved</p> <p>23. The resolution in relation to the obtaining of bank credit facilities from Pudong Development Bank by way of security guarantee and the application for bank acceptance in tranches of up to RMB80 million by Tianjin Tianhai, a subsidiary of the Company was considered and approved</p> <p>24. The 2022 business plan of the Company was considered and approved</p> <p>25. The 2022 research and development plan of the Company was considered and approved</p> <p>26. The results of remuneration and performance assessment for the senior management members of the Company for the year of 2021 were considered and approved</p> <p>27. The "Performance Assessment Contract for Senior Management" of the Company for the year of 2022 was considered and approved, and the chairman of the Board is authorized to enter into those contracts with the senior management members</p> <p>28. The resolution to be submitted to the 2021 annual general meeting for approving the authorisation of the Board to issue new H shares not exceeding 20% of the total issued H shares was considered and approved</p> <p>29. The resolution in relation to the amendment of the "Fund Raising Management Measures" was considered and approved</p> <p>30. The resolution in relation to the purchase of directors, supervisors and senior management members liability insurance for the year of 2022 by the Company was considered and approved</p> <p>31. The resolution on the convening time of the Company's 2021 annual general meeting was considered and approved</p> <p>17、審議通過公司2022年度內部控制評價方案</p> <p>18、審議通過關於公司2021年度募集資金存放與使用情況的專項報告的議案</p> <p>19、審議通過關於公司2021年年度募集資金存放與使用情況內部審計報告的議案</p> <p>20、審議通過公司2021年度不進行利潤分配的預案</p> <p>21、審議通過公司2021年度計提減值準備的議案</p> <p>22、審議通過公司2022年度融資擔保計劃</p> <p>23、審議通過關於公司下屬天津天海向浦發銀行通過抵押擔保取得銀行授信和分批辦理銀行承兌額度不超過8,000萬元的議案</p> <p>24、審議通過公司2022年度經營計劃</p> <p>25、審議通過公司2022年度研發計劃</p> <p>26、審議通過公司2021年度高級管理人員薪酬與績效考核結果</p> <p>27、審議通過公司2022年《高級管理人員績效考核業績合同》，並授權董事長與高級管理人員簽署該合同的議案</p> <p>28、審議通過提交公司2021年度股東週年大會批准授權董事會在已發行H股本總面值的20%發行H股新股的議案</p> <p>29、審議通過關於修訂《募集資金管理辦法》的議案</p> <p>30、審議通過關於公司投保2022年度董監事及高級管理人員責任保險的議案</p> <p>31、審議通過公司2021年度股東週年大會召開時間的議案</p>
Seventeenth Extraordinary Meeting of the Tenth Session of the Board	2022.4.1	The resolution in relation to the external investment of the Company's subsidiary Tianhai Industry in Beijing Tianteng Data Technology Co., Ltd. (tentative name) was considered and approved
第十屆董事會第十七次臨時會議	2022年4月1日	審議通過關於公司子公司天海工業對外投資北京天騰數據科技有限公司(暫定名)的議案
Eighth Meeting of the Tenth Session of the Board	2022.4.28	<p>1. The resolution in relation to the Company's 2022 first quarterly report was considered and approved</p> <p>2. The resolution in relation to the adjustment on the Company's financing guarantee plan for the year of 2022 was considered and approved</p> <p>3. The resolution in relation to the application for a bridging loan of RMB40.00 million by Beijing Tianhai Industry Co., Ltd. to Jingcheng Machinery Electric was considered and approved</p> <p>4. The resolution relating to the acquisition of 2% equity interest of Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. held by Beijing Nengtong Lease Company by Beijing Tianhai Industry Co., Ltd. was considered and approved</p>
第十屆董事會第八次會議	2022年4月28日	<p>1、審議通過關於公司2022年第一季度報告的議案</p> <p>2、審議通過關於調整公司2022年度融資擔保計劃的議案</p> <p>3、審議通過關於北京天海工業有限公司向京城機電申請過橋貸款4000萬元的議案</p> <p>4、審議通過關於北京天海工業有限公司收購北京能通租賃公司持有的北京京城海通科技文化發展有限公司2%股權項目的議案</p>

Section 5 Corporate Governance

第五節 公司治理

V. Relevant information of the Board of Directors held during the Reporting Period (Continued)

五、報告期內召開的董事會有關情況(續)

Session 會議屆次	Date of Convening 召開日期	Meeting Resolution 會議決議
Eighteenth Extraordinary Meeting of the Tenth Session of the Board	2022.8.2	<ol style="list-style-type: none"> The resolution in relation to the Conclusion of the Construction Project of the Type IV Cylinder Automation Digital Control Production Line was considered and approved The resolution in relation to the Loan of up to US\$4 million from Cathay United Bank to BTIC America Corporation (a subsidiary of the Company) was considered and approved
第十屆董事會第十八次臨時會議	2022年8月2日	<ol style="list-style-type: none"> 審議通過關於四型瓶智能化數控生產線建設項目結項的議案 審議通過關於公司下屬天海美洲公司向國泰銀行貸款不超過400萬美元的議案
Ninth Meeting of the Tenth Session of the Board	2022.8.11	<ol style="list-style-type: none"> The resolution in relation to the Establishment of a Designated Account for the Raised Funds and the Entering into of a Custody Agreement for the Designated Account for the Raised Funds was considered and approved The resolution in relation to the Full text and abstract of the 2022 A Shares Interim Report and the H Shares Results Announcement of the Company were considered and approved; The resolution in relation to the Provision for Impairment of the Company in the First Half of 2022 was considered and approved The resolution in relation to the Special Report on the Deposit and Actual Use of Raised Funds of Beijing Jingcheng Machinery Electric Company Limited in the First Half of 2022 was considered and approved
第十屆董事會第九次會議	2022年8月11日	<ol style="list-style-type: none"> 審議通過關於設立募集資金專用賬戶並簽訂募集資金專用賬戶監管協議的議案 審議通過關於公司2022年A股半年報全文及摘要、H股業績公告的議案； 審議通過關於通過2022年中期計提減值準備的議案 審議通過關於北京京城機電股份有限公司2022年半年度募集資金存放與使用情況的專項報告的議案
Tenth Meeting of the Tenth Session of the Board	2022.10.28	<ol style="list-style-type: none"> The resolution in relation to the 2022 Third Quarterly Report of the Company was considered and approved The resolution in relation to the Adjustment of the Audit Service Fee for the 2022 Financial Report of the Company was considered and approved The resolution in relation to the Adjustment of the Audit Service Fee for Internal Controls of the Company for the Year of 2022 was considered and approved
第十屆董事會第十次會議	2022年10月28日	<ol style="list-style-type: none"> 審議通過關於公司2022年第三季度報告的議案 審議通過關於調整公司2022年度財務報告審計服務費用的議案 審議通過關於調整公司2022年度內部控制審計服務費用的議案

Section 5 Corporate Governance

第五節 公司治理



V. Relevant information of the Board of Directors held during the Reporting Period

五、報告期內召開的董事會有關情況(續)

(Continued)

Session 會議屆次	Date of Convening 召開日期	Meeting Resolution 會議決議
Nineteenth Extraordinary Meeting of the Tenth Session of the Board	2022.11.16	<ol style="list-style-type: none"> The resolution in relation to the Company's Fulfilment of the Conditions for Non-public Issuance of A Shares was considered and Approved Each of the sub-resolutions under the resolution in relation to the Proposal for the Company's Non-public Issuance of A Shares was considered and approved The resolution in relation to the Company's Proposal for Non-public Issuance of A Shares was considered and approved The resolution in relation to the Feasibility Analysis Report on the Use of Proceeds Raised from the Non-public Issuance of A Shares for 2022 of Beijing Jingcheng Machinery Electric Company Limited was considered and approved The resolution in relation to the Report on the Use of the Company's Previous Raised Proceeds was considered and approved The resolution in relation to the Non-public Issuance of A Shares for 2022 which Constitutes Connected Transaction of the Company was considered and approved The resolution in relation to the Conditional Share Subscription Agreement Entered into Between the Company and Beijing Jingcheng Machinery Electric Holding Co., Ltd. was considered and approved The resolution in relation to the Conditional Asset Acquisition Framework Agreement by Way of Cash Payment Entered into between the Company and Beijing Jingcheng Machinery Electric Holding Co., Ltd. was considered and approved The resolution in relation to Dilution of Immediate Returns by the Non-public Issuance of A Shares, Remedial Measures and Commitments of Related Entities was considered and approved The resolution in relation to the Shareholders' Return Plan for the Next Three Years (2022-2024) of the Company was considered and approved The resolution in relation to No Penalties or Regulatory Measures Imposed by Securities Regulatory Department and the Stock Exchange in the Last Five Years was considered and approved The resolution in relation to the Proposal on Authorizing of the Board of Directors to Handle All Matters in relation to the Non-public Issuance of A Shares was considered and approved The resolution in relation to the Suspension of Putting the Non-public Issuance of A Shares for Consideration at the General Meeting was considered and approved
第十屆董事會第十九次臨時會議	2022年11月16日	<ol style="list-style-type: none"> 審議通過關於公司符合非公開發行A股股票條件的議案 逐項審議通過關於公司非公開發行A股股票方案的議案 審議通過關於公司非公開發行A股股票預案的議案 審議通過關於北京京城機電股份有限公司2022年度非公開發行A股股票募集資金運用可行性分析報告的議案 審議通過關於公司前次募集資金使用情況專項報告的議案 審議通過關於公司2022年度非公開發行A股股票涉及關聯交易的議案 審議通過關於公司與北京京城機電控股有限責任公司簽署附條件生效的股份認購協議的議案 審議通過關於公司與北京京城機電控股有限責任公司簽署附條件生效的支付現金購買資產框架協議的議案 審議通過關於非公開發行A股股票攤薄即期回報、填補措施及相關主體承諾的議案 審議通過關於公司未來三年(2022-2024年)股東回報規劃的議案 審議通過關於最近五年不存在被證券監管部門和交易所處罰或採取監管措施的議案 審議通過關於提請股東大會授權董事會全權辦理本次非公開發行A股股票相關事項的議案 審議通過關於本次非公開發行A股股票相關議案暫不提交股東大會審議的議案
Twentieth Extraordinary Meeting of the Tenth Session of the Board	2022.12.22	<ol style="list-style-type: none"> The resolution in relation to the Unilateral Capital Injection of RMB30 million by the Company to Qingdao BYTQ United Digital Intelligence Co., Ltd. and the Amendment of the Articles of Association of BYTQ was considered and approved The resolution in relation to the Participation in the Establishment of Hubei Jingyuan Xihai Automobile Technology Co., Ltd. and the Implementation of the Construction Project of 10,000 sets of CNG Supply System Master Production Line for Vehicles per year by Beijing Tianhai Industry Co., Ltd. was considered and approved
第十屆董事會第二十次臨時會議	2022年12月22日	<ol style="list-style-type: none"> 審議通過關於公司向青島北洋天青數聯智能有限公司單方增資3,000萬元及修改北洋天青章程的議案 審議通過關於北京天海工業有限公司參股設立湖北經遠西海汽車科技有限公司暨實施年產1萬套車用CNG供氣系統總成生產線建設項目的議案

Section 5 Corporate Governance

第五節 公司治理

VI. Performance of Duties by Directors

(i) Attendance of directors at the Board meetings and the general meetings

六、董事履行職責情況

(一) 董事參加董事會和股東大會的情況

Name of Director(s)	董事姓名	Independent or not 是否獨立董事	Attendance at Board meetings 參加董事會情況					Absence from two consecutive meetings or not 是否連續兩次未親自參加會議	Attendance at general meetings 參加股東大會情況	Number of attendance at general meetings 出席股東大會的次數
			Required attendance during the year 本年應參加董事會次數	Attendance in person 親自出席次數	Attendance by communication equipment 以通訊方式參加次數	Attendance by proxy 委託出席次數	Number of absence 缺席次數			
Wang Jun	王軍	No 否	11	0	11	0	0	No 否	4	
Li Junjie	李俊杰	No 否	11	0	11	0	0	No 否	4	
Zhang Jiheng	張繼恒	No 否	11	0	11	0	0	No 否	4	
Wu Yanzhang	吳燕璋	No 否	11	0	11	0	0	No 否	4	
Xia Zhonghua	夏中華	No 否	11	0	11	0	0	No 否	4	
Li Chunzhi	李春枝	No 否	11	0	11	0	0	No 否	4	
Man Huiyong	滿會勇	No 否	11	0	11	0	0	No 否	4	
Xiong Jianhui	熊建輝	Yes 是	11	0	11	0	0	No 否	4	
Zhao Xuguang	趙旭光	Yes 是	11	0	11	0	0	No 否	4	
Liu Jingtai	劉景泰	Yes 是	11	0	11	0	0	No 否	4	
Luan Dalong	樂大龍	Yes 是	11	0	11	0	0	No 否	4	

Description of absence from two consecutive Board meetings in person

Applicable Not applicable

連續兩次未親自出席董事會會議的說明

適用 不適用

Number of Board meetings during the year 年內召開董事會會議次數	11
Of which: number of meetings convened on-site 其中：現場會議次數	0
Number of meetings convened by communication equipment 通訊方式召開會議次數	11
Number of meetings both on-site and by communication equipment 現場結合通訊方式召開會議次數	0

Section 5 Corporate Governance

第五節 公司治理

VI. Performance of Duties by Directors (Continued)

(ii) Objection of Directors to the Relevant Matters of the Company

Applicable Not applicable

(iii) Others

Applicable Not applicable

VII. Special Committees under the Board of Directors

Applicable Not applicable

(1) Members of Special Committees under the Board of Directors

Category of Special Committee 專門委員會類別

Name of Members 成員姓名

Audit Committee

審計委員會

Xiong Jianhui, Zhao Xuguang, Man Huiyong

熊建輝、趙旭光、滿會勇

Nomination Committee

提名委員會

Zhao Xuguang, Luan Dalong, Li Junjie

趙旭光、樂大龍、李俊杰

Remuneration and Monitoring Committee

薪酬與考核委員會

Liu Jingtai, Xiong Jianhui, Wang Jun

劉景泰、熊建輝、王軍

Strategy Committee

戰略委員會

Wang Jun, Li Junjie, Zhang Jiheng, Wu Yanzhang, Liu Jingtai

王軍、李俊杰、張繼恒、吳燕璋、劉景泰

六、董事履行職責情況(續)

(二) 董事對公司有關事項提出異議的情況

適用 不適用

(三) 其他

適用 不適用

七、董事會下設專門委員會情況

適用 不適用

(1) 董事會下設專門委員會成員情況

Section 5 Corporate Governance

第五節 公司治理

VII. Special Committees under the Board of Directors (Continued) 七、董事會下設專門委員會情況(續)

(2) During the Reporting Period, the Audit Committee held 9 meetings

(2) 報告期內審計委員會召開9次會議

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
2022/1/18	1. The resolution in relation to the Signing of Agreement related to Property Leasing, Renovation and Property Services of Yichuang Park and Connected Transactions was considered;	Considered and approved	-
2022/1/18	2. The resolution in relation to the Appointment of the Head of the Secretariat of the Audit Committee was considered.	審議通過	-
2022/1/18	1. 審議關於簽署亦創園區房屋租賃、裝修及物業服務的相關協議暨關聯交易的議案；		
2022/1/18	2. 審議聘任董事會審計委員會秘書處主任的議案。		
2022/1/18	Review the consolidated financial statements for 2021 and the financial statements of the parent company and its subsidiaries before auditing.	Considered and approved	-
2022/1/18	審閱2021年合併財務報表、母公司及所屬子公司的財務報表(審計前)。	審議通過	-
2022/3/16	1. The full text and abstract of the 2021 Annual Report and H Shares Results Announcement of the Company were considered;	Considered and approved	-
	2. the 2021 audited financial reports of the Company was considered;		
	3. The 2021 Internal Control Assessment Report of the Company was considered;		
	4. the internal control audit report in the financial report of the Company for the year 2021 was considered;		
	5. The 2021 Social Responsibility Report of the Company was considered;		
	6. The resolution on the Corporate Governance Report (draft) required to be disclosed in the H Shares Annual Report of the Company and authorisation of the secretary to the Board to be responsible for subsequent review of and amendment to the Corporate Governance Report was considered;		
	7. The resolution on the 2021 Environmental, Social and Governance Report (draft) of the Company and authorisation of the secretary to the Board to be responsible for subsequent review of and amendment to the 2021 Environmental, Social and Governance Report was considered;		
	8. The resolution on the performance of the Audit Committee of the Board for the year 2021 was considered;		
	9. The resolution on the payment for the audit fee of the financial reports for the year 2021 to ShineWing Certified Public Accountants (Special General Partnership) was considered;		
	10. The resolution on the payment for the audit fee for the year 2021 to Da Hua Certified Public Accountants (Special General Partnership) was considered;		
	11. The resolution in relation to the re-appointment of the auditor of the Company's 2022 financial reports was considered;		
	12. The resolution in relation to the re-appointment of the auditor for the 2022 audit report on internal control over financial reporting of the Company was considered;		
	13. The 2022 audit plan of the Company was considered;		
	14. The 2022 assessment plan of the Company's internal control was considered;		
	15. The resolution in relation to the 2021 report on the deposit and use of raised funds of the Company was deliberated;		
	16. The resolution in relation to the internal audit report on the deposit and use of the raised funds for the year of 2021 of the Company was deliberated;		
	17. The proposal of the Company not to distribute profit for the year of 2021 was considered;		
	18. The resolution in relation to the provision for impairment for the year of 2021 of the Company was deliberated;		
	19. The 2022 financing guarantee plan of the Company was considered;		
	20. The resolution in relation to the obtaining of bank credit facilities from Pudong Development Bank by way of security guarantee and the application for bank acceptance in tranches of up to RMB80 million by Tianjin Tianhai, a subsidiary of the Company was considered;		
	21. The 2022 business plan of the Company was considered;		
	22. The 2022 research and development plan of the Company was considered;		
	23. The resolution to be submitted to the 2021 annual general meeting for approving the authorisation of the Board to issue new H shares not exceeding 20% of the total issued H shares was considered;		
	24. The resolution in relation to the amendment of the "Fund Raising Management Measures" was considered.		

Section 5 Corporate Governance

第五節 公司治理

VII. Special Committees under the Board of Directors (Continued) 七、董事會下設專門委員會情況(續)

(2) During the Reporting Period, the Audit Committee held 9 meetings (Continued)

(2) 報告期內審計委員會召開9次會議(續)

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
2022/3/16	<ol style="list-style-type: none"> 審議公司2021年年度報告全文及摘要、H股業績公告； 審議公司2021年度經審計的財務報告； 審議公司2021年度內部控制評價報告； 審議公司2021年度財務報告內部控制審計報告； 審議公司2021年度社會責任報告； 審議公司H股需披露的《企業管治報告》(草案)，並授權董事會秘書負責後續審核修改《企業管治報告》的議案； 審議公司2021年《社會、環境及管治報告》(草案)，並授權董事會秘書負責後續審核修改2021年《社會、環境及管治報告》的議案； 審議董事會審計委員會2021年度履職情況的議案； 審議支付信永中和會計師事務所(特殊普通合夥)2021年度審計費用的議案； 審議支付大華會計師事務所(特殊普通合夥)2021年度審計費用的議案； 審議續聘公司2022年度財務報告審計機構的議案； 審議續聘公司2022年度財務報告內部控制審計報告審計機構的議案； 審議公司2022年度審計計劃； 審議公司2022年度內部控制評價方案； 審議關於公司2021年度募集資金存放與使用情況的專項報告的議案； 審議關於公司2021年年度募集資金存放與使用情況內部審計報告的議案； 審議公司2021年度不進行利潤分配的預案； 審議公司2021年度計提減值準備的議案； 審議公司2022年度融資擔保計劃； 審議關於公司下屬天津海向浦發銀行通過抵押擔保取得銀行授信和分批辦理銀行承兌額度不超過8,000萬元的議案； 審議公司2022年度經營計劃； 審議公司2022年度研發計劃； 審議提交公司2021年度股東週年大會批准授權董事會在已發行H股本總面值的20%發行H股新股的議案； 審議關於修訂《募集資金管理辦法》的議案。 	審議通過	-
2022/4/27	<ol style="list-style-type: none"> The resolution in relation to 2022 first quarterly report of the Company was considered; The resolution in relation to the adjustment on the Company's 2022 financing guarantee plan was considered; The resolution in relation to the application for a bridging loan of RMB40.00 million by Beijing Tianhai Industry Co., Ltd. to Jingcheng Machinery Electric was considered; The resolution of Beijing Tianhai Industry Co., Ltd. to acquire 2% equity interest of Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. held by Beijing Nengtong Lease Company was considered. 	Considered and approved	-
2022/4/27	<ol style="list-style-type: none"> 審議關於公司2022年第一季度報告的議案； 審議關於調整公司2022年度融資擔保計劃的議案； 審議關於北京天海工業有限公司向京城機電申請過橋貸款4,000萬元的議案； 審議關於北京天海工業有限公司收購北京能通租賃公司持有的北京京城海通科技文化發展有限公司2%股權項目的議案。 	審議通過	-
2022/8/2	The resolution in relation to the loan of no more than US\$4 million from Cathay Pacific Bank by BTIC America Corporation, a subsidiary of the Company, was considered.	Considered and approved	-
2022/8/2	審議關於公司下屬天海美洲公司向國泰銀行貸款不超過400萬美元的議案。	審議通過	-

Section 5 Corporate Governance

第五節 公司治理

VII. Special Committees under the Board of Directors (Continued) 七、董事會下設專門委員會情況(續)

(2) During the Reporting Period, the Audit Committee held 9 meetings (Continued)

(2) 報告期內審計委員會召開9次會議(續)

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
2022/8/11	<ol style="list-style-type: none"> The resolution in relation to the establishment of a designated account for the raised funds and the entering into of a custody agreement for the designated account for the raised funds was considered; The resolution in relation to the full text and abstract of the 2022 A Shares interim report and the H Shares results announcement of the Company were considered; The resolution on the Provision for Impairment of the Company in the First Half of 2022 was considered; The resolution in relation to the Special Report on the Deposit and Actual Use of Raised Funds of the Company in the First Half of 2022 was considered; 	Considered and approved	-
2022/8/11	<ol style="list-style-type: none"> The internal audit report on the deposit and use of the raised funds in the half year of 2022 of the Company was deliberated. 審議關於設立募集資金專用賬戶並簽訂募集資金專用賬戶監管協議的議案； 審議關於公司2022年A股半年報全文及摘要、H股業績公告的議案； 審議關於2022年中期計提減值準備的議案； 審議關於公司2022年半年度募集資金存放與使用情況的專項報告的議案； 審議關於公司2022年半年度募集資金存放與使用情況內部審計報告。 	審議通過	-
2022/9/7	<ol style="list-style-type: none"> The audit work plan for the 2022 internal control audit report was considered; The 2022 financial report audit work plan was considered. 	Considered and approved	-
2022/9/7	<ol style="list-style-type: none"> 審議2022年度內控審計報告審計工作計劃； 審議2022年度財務報告審計工作計劃。 	審議通過	-
2022/10/27	<ol style="list-style-type: none"> The resolution in relation to the Q3 2022 report of the Company was considered; The resolution in relation to the adjustment of the audit service fee for the 2022 financial report of the Company was considered; The resolution in relation to the adjustment of the audit service fee for internal controls of the Company for the year of 2022 was considered. 	Considered and approved	-
2022/10/27	<ol style="list-style-type: none"> 審議關於公司2022年第三季度報告的議案； 審議關於調整公司2022年度財務報告審計服務費用的議案； 審議關於調整公司2022年度內部控制審計服務費用的議案。 	審議通過	-

Section 5 Corporate Governance

第五節 公司治理

VII. Special Committees under the Board of Directors (Continued) 七、董事會下設專門委員會情況(續)

(2) During the Reporting Period, the Audit Committee held 9 meetings (Continued)

(2) 報告期內審計委員會召開9次會議(續)

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
2022/11/16	<ol style="list-style-type: none"> The "Resolution in relation to the Company's Fulfilment of the Conditions for Non-public Issuance of A Shares" was considered; Each of the sub-resolution under the "Resolution in relation to the Proposal for the Company's Non-public Issuance of A Shares" was considered; The "Resolution in relation to the Company's Proposal for Non-public Issuance of A Shares" was considered; The "Resolution in relation to the Feasibility Analysis Report on the Use of Proceeds Raised from the Non-public Issuance of A Shares for 2022 of Beijing Jingcheng Machinery Electric Company Limited" was considered; The "Resolution in relation to the Special Report on the Use of the Company's Previous Raised Proceeds" was considered; The "Resolution in relation to the Non-public Issuance of A Shares for 2022 which Constitutes Connected Transaction of the Company" was considered; The "Resolution in relation to the Conditional Share Subscription Agreement Entered into Between the Company and Beijing Jingcheng Machinery Electric Holding Co., Ltd." was considered; The "Resolution in relation to the Conditional Asset Acquisition Framework Agreement by Way of Cash Payment Entered into Between the Company and Beijing Jingcheng Machinery Electric Holding Co., Ltd." was considered; The "Resolution in relation to Dilution of Immediate Returns by the Non-public Issuance of A Shares, Remedial Measures and Commitments of Related Entities" was considered; The "Resolution in relation to the Shareholders' Return Plan for the Next Three Years (2022-2024) of the Company" was considered; The "Resolution in relation to No Penalties or Regulatory Measures Imposed by Securities Regulatory Department and the Stock Exchange in the Last Five Years" was considered; The "Resolution in relation to the Proposal on Authorizing of the Board of Directors to Handle All Matters in relation to the Non-public Issuance of A Shares" was considered; The "Resolution in relation to the Suspension of Putting the Non-public Issuance of A Shares for Consideration at the General Meeting" was considered. 	Considered and approved	-
2022/11/16	<ol style="list-style-type: none"> 審議《關於公司符合非公開發行A股股票條件》的議案； 逐項審議《關於公司非公開發行A股股票方案》的議案； 審議《關於公司非公開發行A股股票預案》的議案； 審議《關於〈北京京城機電股份有限公司2022年度非公開發行A股股票募集中途資金運用可行性分析報告〉》的議案； 審議《關於公司前次募集中途資金使用情況專項報告》的議案； 審議《關於公司2022年度非公開發行A股股票涉及關聯交易》的議案； 審議《關於公司與北京京城機電控股有限責任公司簽署附條件生效的股份認購協議》的議案； 審議《關於公司與北京京城機電控股有限責任公司簽署附條件生效的支付現金購買資產框架協議》的議案； 審議《關於非公開發行A股股票攤薄即期回報、填補措施及相關主體承諾》的議案； 審議《關於公司未來三年(2022-2024年)股東回報規劃》的議案； 審議《關於最近五年不存在被證券監管部門和交易所處罰或採取監管措施》的議案； 審議《關於提請股東大會授權董事會全權辦理本次非公開發行A股股票相關事項》的議案； 審議《關於本次非公開發行A股股票相關議案暫不提交股東大會審議》的議案。 	審議通過	-

(3) During the Reporting Period, the Nomination Committee held 1 meeting

(3) 報告期內提名委員會召開1次會議

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
2022/1/19	<ol style="list-style-type: none"> The resolution in relation to the election of members of the Audit Committee of the tenth session of the Board of the Company was considered; The resolution in relation to the nomination of Mr. Li Xianzhe as a candidate for general counsel of the Company was considered. 	Considered and approved	-
2022/1/19	<ol style="list-style-type: none"> 審議關於補選公司第十屆董事會審計委員會委員的議案； 審議提名李銜哲同志為公司總法律顧問候選人的議案。 	審議通過	-

Section 5 Corporate Governance

第五節 公司治理

VII. Special Committees under the Board of Directors (Continued)

七、董事會下設專門委員會情況(續)

(4) During the Reporting Period, the Remuneration and Monitoring Committee held 2 meetings

(4) 報告期內薪酬與考核委員會召開2次會議

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
2022/1/28	The results of remuneration and performance assessment for the senior management of the Company for the year of 2021 were considered.	Considered and approved	-
2022/1/28	審議公司2021年高級管理人員薪酬與績效考核結果的議案。	審議通過	-
2022/3/17	1. The resolution in relation to the basic annual salary and position coefficient of the senior management of the Company was considered;	Considered and approved	-
	2. The 2022 Performance Assessment Contract for the Senior Management of the Company was considered.		
2022/3/17	1、審議公司高級管理人員基本年薪和崗位係數的議案； 2、審議公司2022年《高級管理人員績效考核業績合同》。	審議通過	-

Section 5 Corporate Governance

第五節 公司治理

VII. Special Committees under the Board of Directors (Continued) 七、董事會下設專門委員會情況(續)

(5) During the Reporting Period, the Strategy Committee held 4 meetings

(5) 報告期內戰略委員會召開4次會議

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
2022/4/1	The resolution in relation to the external investment of the Company's subsidiary Tianhai Industry in Beijing Tianteng Data Technology Co., Ltd. (tentative name) was considered.	Considered and approved	-
2022/4/1	審議關於公司子公司天海工業對外投資北京天騰數據科技有限公司(暫定名)的議案。	審議通過	-
2022/4/28	The resolution in relation to the acquisition of 2% equity interest of Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. held by Beijing Nengtong Lease Company by Beijing Tianhai Industry Co., Ltd. was considered.	Considered and approved	-
2022/4/28	審議關於北京天海工業有限公司收購北京能通租賃公司持有的北京京城海通科技文化發展有限公司2%股權項目的議案。	審議通過	-
2022/11/16	1. The "Resolution in relation to the Company's Fulfillment of the Conditions for Non-public Issuance of A Shares" was considered; 2. Each of the sub-resolution under the "Resolution in relation to the Proposal for the Company's Non-public Issuance of A Shares" was considered; 3. The "Resolution in relation to the Company's Proposal for Non-public Issuance of A Shares" was considered; 4. The "Resolution in relation to the Feasibility Analysis Report on the Use of Proceeds Raised from the Non-public Issuance of A Shares for 2022 of Beijing Jingcheng Machinery Electric Company Limited" was considered; 5. The "Resolution in relation to the Special Report on the Use of the Company's Previous Raised Proceeds" was considered; 6. The "Resolution in relation to the Non-public Issuance of A Shares for 2022 which Constitutes Connected Transaction of the Company" was considered; 7. The "Resolution in relation to the Conditional Share Subscription Agreement Entered into between the Company and Beijing Jingcheng Machinery Electric Holding Co., Ltd." was considered; 8. The "Resolution in relation to the Conditional Asset Acquisition Framework Agreement by Way of Cash Payment Entered into between the Company and Beijing Jingcheng Machinery Electric Holding Co., Ltd." was considered; 9. The "Resolution in relation to Dilution of Immediate Returns by the Non-public Issuance of A Shares, Remedial Measures and Commitments of Related Entities" was considered; 10. The "Resolution in relation to the Shareholders' Return Plan for the Next Three Years (2022-2024) of the Company" was considered; 11. The "Resolution in relation to No Penalties or Regulatory Measures Imposed by Securities Regulatory Department and the Stock Exchange in the Last Five Years" was considered; 12. The "Resolution in relation to the Proposal on Authorizing of the Board of Directors to Handle All Matters in relation to the Non-public Issuance of A Shares" was considered; 13. The "Resolution in relation to the Suspension of Putting the Non-public Issuance of A Shares for Consideration at the General Meeting" was considered.	Considered and approved	-
2022/11/16	1. 審議《關於公司符合非公開發行A股股票條件》的議案； 2. 逐項審議《關於公司非公開發行A股股票方案》的議案； 3. 審議《關於公司非公開發行A股股票預案》的議案； 4. 審議《關於北京京城機電股份有限公司2022年度非公開發行A股股票募集中途資金運用可行性分析報告》的議案； 5. 審議《關於公司前次募集中途資金使用情況專項報告》的議案； 6. 審議《關於公司2022年度非公開發行A股股票涉及關聯交易》的議案； 7. 審議《關於公司與北京京城機電控股有限責任公司簽署附條件生效的股份認購協議》的議案； 8. 審議《關於公司與北京京城機電控股有限責任公司簽署附條件生效的支付現金購買資產框架協議》的議案； 9. 審議《關於非公開發行A股股票攤薄即期回報、填補措施及相關主體承諾》的議案； 10. 審議《關於公司未來三年(2022-2024年)股東回報規劃》的議案； 11. 審議《關於最近五年不存在被證券監管部門和交易所處罰或採取監管措施》的議案； 12. 審議《關於提請股東大會授權董事會全權辦理本次非公開發行A股股票相關事項》的議案； 13. 審議《關於本次非公開發行A股股票相關議案暫不提交股東大會審議》的議案。	審議通過	-
2022/12/22	1. The resolution in relation to the unilateral capital injection of RMB30 million by Beijing Jingcheng Machinery Electric Company Limited to Qingdao BYTQ United Digital Intelligence Co., Ltd. and the Amendment of the Articles of Association of BYTQ was considered; 2. The resolution in relation to the participation in the establishment of Hubei Jingyuan Xihai Automobile Technology Co., Ltd. and the implementation of the construction project of 10,000 sets of CNG supply system master production line for vehicles per year by Beijing Tianhai Industry Co., Ltd. was considered.	Considered and approved	-
2022/12/22	1、審議關於北京京城機電股份有限公司向青島北洋天青數聯智能有限公司單方增資3,000萬元及修改北洋天青章程的議案； 2、審議關於北京天海工業有限公司參股設立湖北經遠西海汽車科技有限公司暨實施年產1萬套車用CNG供氣系統總成生產線建設項目的議案。	審議通過	-

(6) Details of objections Applicable Not applicable

(6) 存在異議事項的具體情況 適用 不適用

Section 5 Corporate Governance

第五節 公司治理

VIII. Supervisory Committee's description on risks identified in the Company

Applicable Not applicable

The Supervisory Committee has no objection to the supervision matters during the Reporting Period.

八、監事會發現公司存在風險的說明

適用 不適用

監事會對報告期內的監督事項無異議。

IX. Details of staff of the Parent Company and major subsidiaries at the end of the reporting period

(i) Details of staff

Number of existing employees of the parent company 母公司在職員工的數量	22
Number of existing employees of major subsidiaries 主要子公司在職員工的數量	1,352
Total number of existing employees 在職員工的數量合計	1,374
Number of retired staff who incurred expenses of the parent company and major subsidiaries 母公司及主要子公司需承擔費用的離退休職工人數	376

Type of professions 專業構成

Professions 專業構成類別		Number of persons 專業構成人數
Production staff 生產人員		741
Sales staff 銷售人員		83
Technical staff 技術人員		159
Financial staff 財務人員		26
Administrative staff 行政人員		214
Other staff 其他人員		151
Total	合計	1,374

Educational Background 教育程度

Education level 教育程度類別		Number of persons 數量(人)
University graduates or above 大學本科及以上		340
Associate degree 大專		186
Secondary technical graduates 中專		261
Senior high school graduates and below 高中及以下		587
Total	合計	1,374

(ii) Remuneration Policies

Applicable Not applicable

The Company implemented diversified salaries system based on the performance of positions as the main remuneration system. On the basis for performance-based salary standards of positions, the salary level of each position is determined by job evaluation with reference to labour market for confirming the relative value of the post, so as to ensure the internal and external fairness of salaries level. On this basis, the remuneration policy is to be implemented subject to different personnel and nature of work to undertake a diversified salaries system such as the implementation of broadband compensation and technological innovation incentives for technical staff; the sales commission approach for marketing staff; piecemeal wage system for production workers and annual salary system for the senior management.

九、報告期末母公司和主要子公司的員工情況

(一) 員工情況

(二) 薪酬政策

適用 不適用

公司實施以崗位績效工資為主體的多元化薪酬制度，崗位績效工資按照在定崗定編的基礎上，通過崗位評價確定崗位相對價值並參考勞動力市場價位確定工資水平，以保證薪酬的內外部公平性。在此基礎上，對技術人員實施技術等級評聘和技術創新獎勵辦法，對營銷人員實施銷售業績提成辦法，對基本生產工人實施計件工資制度，對高級管理人員實施年薪制，按照不同人員不同工作性質，採取分層分類的多元化的薪酬政策。

Section 5 Corporate Governance

第五節 公司治理



IX. Details of staff of the Parent Company and major subsidiaries at the end of the reporting period (Continued)

(iii) Training Plan

Applicable Not applicable

A total training hours of 87,147.9 hours involving 4,472 persons were completed according to the "2022 Annual Training Program", and the number of training hours per staff reached 16 hours. According to the contents of the annual training plan of the Company, the Company has organized and completed "Training on Compliance Management System Process", "Confidentiality Training for Confidential Personnel", "Training on Finite Element Analysis Software", "Training on Safe Production", "Internal Auditor Capacity Enhancement Training", "SPC & MSA", "Safety Education" training, etc.

(iv) Labour outsourcing

Applicable Not applicable

X. Profit Distribution Plan or Plan to Convert Reserves into Share Capital

(i) Formulation, implementation or adjustment of cash dividend policy

Applicable Not applicable

(ii) Special description of cash dividend policy

Applicable Not applicable

(iii) If the Company records profits and the parent company records a positive undistributed profit during the Reporting Period but there is no resolution for cash dividend, the Company shall disclose the reasons and the usage of the undistributed profits and the usage plan in detail

Applicable Not applicable

(iv) Details of profit distribution and transfer of reserve to share capital during the Reporting Period

Applicable Not applicable

九、報告期末母公司和主要子公司的員工情況(續)

(三) 培訓計劃

適用 不適用

根據《2022年度培訓計劃》已經完成培訓總學時87,147.9小時，共涉及4,472培訓人次，人均培訓課時16小時。根據公司年度培訓計劃內容，公司組織完成了《合規管理制度流程培訓》、《涉密人員保密培訓》、《有限元分析軟件培訓》、《安全生產培訓》、《內審員能力提升培訓》、《五大工具(SPC&MSA)》、《安全教育》培訓等等。

(四) 勞務外包情況

適用 不適用

十、利潤分配或資本公積金轉增預案

(一) 現金分紅政策的制定、執行或調整情況

適用 不適用

(二) 現金分紅政策的專項說明

適用 不適用

(三) 報告期內盈利且母公司可供股東分配利潤為正，但未提出現金利潤分配方案預案的，公司應當詳細披露原因以及未分配利潤的用途和使用計劃

適用 不適用

(四) 本報告期利潤分配及資本公積金轉增股本情況

適用 不適用

XI. Share incentive scheme, employee share scheme or other incentive measures for employees and their impacts

(i) Incentives disclosed in extraordinary announcements without progress or change in the follow-up implementation

Applicable Not applicable

(ii) Incentives not disclosed in extraordinary announcements or with progress in the follow-up implementation

Share incentive

Applicable Not applicable

Other descriptions

Applicable Not applicable

Employee share scheme

Applicable Not applicable

Other incentive measures

Applicable Not applicable

(iii) Equity incentives granted to Directors and senior managers during the Reporting Period

Applicable Not applicable

(iv) Establishment and implementation of appraisal and incentive mechanism for senior management officers during the Reporting Period

Applicable Not applicable

During the Reporting Period, the Board and the senior management officers of the Company entered into and executed the "Performance Assessment Contract for Senior Management Officers". The Board assesses the performance of the senior management officers every year. After evaluating and approving the completion in accordance with the "Performance Assessment Contract for Senior Management Officers", the remuneration and monitoring committee reports to the Board for approval.

十一、公司股權激勵計劃、員工持股計劃或其他員工激勵措施的情況及其影響

(一) 相關激勵事項已在臨時公告披露且後續實施無進展或變化的

適用 不適用

(二) 臨時公告未披露或有後續進展的激勵情況

股權激勵情況

適用 不適用

其他說明

適用 不適用

員工持股計劃情況

適用 不適用

其他激勵措施

適用 不適用

(三) 董事、高級管理人員報告期內被授予的股權激勵情況

適用 不適用

(四) 報告期內對高級管理人員的考評機制，以及激勵機制的建立、實施情況

適用 不適用

報告期內，公司董事會與高級管理人員簽訂《高級管理人員績效考核業績合同》，董事會每年對其進行考核，董事會薪酬與考核委員會根據高級管理人員《業績合同》完成情況評估認可後，報董事會審批。



XII. Construction and implementation of internal control system during the Reporting Period

Applicable Not applicable

For details, please refer to the "Internal Control Assessment Report" published on the same day.

Description of material defects of internal control during the Reporting Period

Applicable Not applicable

XIII. Management and control of subsidiaries during the Reporting Period

Applicable Not applicable

The Company has implemented internal control system in strict accordance with the requirements of relevant laws and regulations and has conducted management control over its subsidiaries in accordance with the unified standards of listed companies, and the overall operation of its subsidiaries is generally in line with the operation and development plans of listed companies. During the Reporting Period, the Company's management control over its subsidiaries was adequate and effective, and there were no material omissions.

XIV. Description of Internal Control Audit Report

Applicable Not applicable

See the "Internal Control Audit Report" disclosed on the same day for details.

Whether to disclose the Internal Control Audit Report: Yes

Type of Internal Control Audit Report opinion: standard unqualified opinion

XV. Rectification of problems in self-inspection of special actions for governance of Listed Company

Not applicable

XVI. Other

Applicable Not applicable

十二、報告期內的內部控制制度建設及實施情況

適用 不適用

詳見同日披露的《內部控制評價報告》。

報告期內部控制存在重大缺陷情況的說明

適用 不適用

十三、報告期內對子公司的管理控制情況

適用 不適用

公司嚴格按照相關法律法規的要求實施內控制度，按照上市公司的統一標準對子公司進行管理控制，子公司的整體運行情況總體符合上市公司的經營發展規劃。報告期內，公司對子公司的管理控制充分、有效，不存在重大遺漏情況。

十四、內部控制審計報告的相關情況說明

適用 不適用

詳見同日披露的《內部控制審計報告》。

是否披露內部控制審計報告：是

內部控制審計報告意見類型：標準的無保留意見

十五、上市公司治理專項行動自查問題整改情況

不適用

十六、其他

適用 不適用

Section 5 Corporate Governance

第五節 公司治理

XVI. Other (Continued)

Corporate Governance Report

The Directors of the Company believe that corporate governance is crucial to the success of the Company. A good corporate governance is beneficial to the protection of the interest of the Company and its shareholders.

During the Reporting Period, the Company and the Board complied with the "Corporate Governance Code" by making timely information disclosure and continuously improving the corporate governance system to ensure a high standard of corporate governance level is maintained. Currently, the documents related to corporate governance of the Company include the "Articles of Association", "Rules of Procedure of the General Meeting", "Rules of Procedure for the Board of Directors", "Rules of Procedure for the Supervisory Committee", "Implementation Rules of the Special Committees of the Board of Directors", "Code of Practice of General Managers" and "Code of Practice of the Secretary to the Board of Directors" etc.. To achieve the highest level of corporate governance, the Board of the Company has set up four special committees, namely, the strategic committee, the audit committee, the remuneration and monitoring committee and the nomination committee.

The Company has established the following mechanisms to ensure that the Board is provided with independent views and advice. The Board has appointed four independent non-executive Directors to satisfy the requirement that at least one-third of the Board members has to be independent non-executive Directors. The Board and its committees value the advice from each member and encourage them to seek independent professional advice on matters relating to the performance of their duties.

Attendance of Directors at the Board meetings and the general meetings during the Reporting Period:

(i) Attendance of Directors at the Board meetings and the general meetings

Name of Director(s)	董事姓名	Independent or not 是否獨立董事	Required attendance during the year 本年應參加董事會次數	Attendance in person 親自出席次數	Attendance at Board meetings 參加董事會情況			Absence from two consecutive meetings or not 是否連續兩次未親自參加會議	Attendance at general meetings 參加股東大會情況
					Attendance by communication equipment 以通訊方式參加次數	Attendance by proxy 委託出席次數	Number of absence 缺席次數		
Wang Jun	王軍	No 否	11	0	11	0	0	No 否	4
Li Junjie	李俊杰	No 否	11	0	11	0	0	No 否	4
Zhang Jiheng	張繼恒	No 否	11	0	11	0	0	No 否	4
Wu Yanzhang	吳燕璋	No 否	11	0	11	0	0	No 否	4
Xia Zhonghua	夏中華	No 否	11	0	11	0	0	No 否	4
Li Chunzhi	李春枝	No 否	11	0	11	0	0	No 否	4
Man Huiyong	滿會勇	No 否	11	0	11	0	0	No 否	4
Xiong Jianhui	熊建輝	Yes 是	11	0	11	0	0	No 否	4
Zhao Xuguang	趙旭光	Yes 是	11	0	11	0	0	No 否	4
Liu Jingtai	劉景泰	Yes 是	11	0	11	0	0	No 否	4
Luan Dalong	樂大龍	Yes 是	11	0	11	0	0	No 否	4

十六、其他(續)

企業管治報告

本公司董事相信企業管治對本公司之成功非常重要，良好的企業管治有利於保障公司以及股東的利益。

報告期內，公司及董事會遵守《企業管治守則》，及時披露信息，不斷完善企業治理制度，確保維持高標準的企業管治水平。目前本公司有關公司治理的文件包括《公司章程》、《股東大會議事規則》、《董事會議事規則》、《監事會議事規則》、《董事會專業委員會實施細則》、《總經理工作細則》、《董事會秘書工作細則》等。力求達到最高企業管治水平，本公司董事會設立了四個專門委員會分別是：戰略委員會、審計委員會、薪酬與考核委員會及提名委員會。

公司已建立以下機制，以確保董事會獲得獨立的觀點及意見：董事會委任了四名獨立非執行董事，滿足了董事會成員至少有三分之一為獨立非執行董事的要求；董事會及其委員會對每位成員的意見都予以重視，並鼓勵其為履行職責的事宜尋求獨立專業意見。

本報告期內董事參加董事會和股東大會的情況：

(一) 董事參加董事會和股東大會的情況

Section 5 Corporate Governance

第五節 公司治理

XVI. Other (Continued)

Corporate Governance Report (Continued)

√ Applicable □ Not applicable

Number of Board meetings during the year 年內召開董事會會議次數	11
Of which: number of meetings convened on-site 其中：現場會議次數	0
Number of meetings convened by communication equipment 通訊方式召開會議次數	11
Number of meetings both on-site and by communication equipment 現場結合通訊方式召開會議次數	0

Performance of duties by the Strategic Committee under the Board:

The main duties of the strategic committee are to formulate the strategic rules of the Company, to supervise the implementation of strategies and to timely adjust the strategies and the governance structure of the Company.

1. The main duties and authorities of the strategy committee:
 - (1) to organise, research and formulate the Company's development strategies and mid-term and long-term plans, evaluate the Company's development strategies and mid-term and long-term plans, and make relevant recommendations to the Board;
 - (2) to conduct research and make recommendations on projects that must be approved by the Board as required by the "Articles of Association", such as major external investments and financing, mergers and acquisitions and reorganisations, infrastructure, key technical transformations and breakthroughs, strategic research and development projects;
 - (3) to conduct research on mergers, demergers, increase or decrease in capital, dissolving and liquidation and other key matters that may affect corporate development, and make recommendations to the Board;
 - (4) to conduct research and advise on other key matters that may affect corporate development and make recommendations;
 - (5) to inspect the implementation of the items above; and
 - (6) other matters as authorized by the Board.

十六、其他(續)

企業管治報告(續)

√ 適用 □ 不適用

董事會下設的戰略委員會履職情況：
戰略委員會的主要職責是制訂本公司戰略規則，監控戰略的執行，以及適時調整本公司戰略和管治架構。

- 1、 戰略委員會的主要職責權限：
 - (1) 組織研究擬定公司發展戰略、中長期規劃，對公司發展戰略、中長期規劃進行評估，並向董事會提出參考建議；
 - (2) 對《公司章程》規定須經董事會批准的重大對外投融資、併購和重組、基本建設、重大技改、重大技術攻關、戰略性產品研發等項目進行研究並提出建議；
 - (3) 對公司合併、分立、增減資、解散清算，以及其他影響公司發展的重大事項進行研究，並向董事會提出參考建議；
 - (4) 對其他影響公司發展的重大事項進行研究並提出建議；
 - (5) 對以上事項的實施進行檢查；及
 - (6) 董事會授權的其他事宜。

Section 5 Corporate Governance

第五節 公司治理

XVI. Other (Continued)

Corporate Governance Report (Continued)

Performance of duties by the Strategic Committee under the Board: (Continued)

- The strategic committee comprises three executive Directors, one non-executive Director and one independent non-executive Director.

During the Reporting Period, the strategic committee convened four meetings

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
2022/4/1	The resolution in relation to the external investment of Beijing Tianhai Industry Co., Ltd., a subsidiary of the Company, in Beijing Tianteng Data Technology Co., Ltd. (tentative name) was considered. 審議關於公司子公司天海工業對外投資北京天騰數據科技有限公司(暫定名)的議案。	Considered and approved 審議通過	—
2022/4/28	The resolution in relation to Beijing Tianhai Industry Co., Ltd.'s acquisition of 2% equity interests of Beijing Jingcheng Haitong Technology and Culture Development Co., Ltd. held by Beijing Neutron Leasing Co., Ltd. was considered. 審議關於北京天海工業有限公司收購北京能通租賃公司持有的北京京城海通科技文化發展有限公司2%股權項目的議案。	Considered and approved 審議通過	—
2022/11/16	<ol style="list-style-type: none"> The resolution in relation to the Company's fulfillment of the conditions for non-public issuance of A shares was considered; 審議《關於公司符合非公開發行A股股票條件》的議案； Each of the sub-resolutions under the resolution in relation to the proposal for the Company's non-public issuance of A shares was considered; 逐項審議《關於公司非公開發行A股股票方案》的議案； The resolution in relation to the Company's proposal for non-public issuance of A shares was considered; 審議《關於公司非公開發行A股股票預案》的議案； The resolution in relation to the feasibility analysis report on the use of proceeds raised from the non-public issuance of A shares for 2022 of Beijing Jingcheng Machinery Electric Company Limited was considered; 審議《關於〈北京京城機電股份有限公司2022年度非公開發行A股股票募集資金運用可行性分析報告〉》的議案； The resolution in relation to the special report on the use of the Company's previous raised proceeds was considered; 審議《關於公司前次募集資金使用情況專項報告》的議案； The resolution in relation to the non-public issuance of A shares for 2022 which constitutes a connected transaction of the Company was considered; 審議《關於公司2022年度非公開發行A股股票涉及關聯交易》的議案； 	Considered and approved 審議通過	—

十六、其他(續)

企業管治報告(續)

董事會下設的戰略委員會履職情況：(續)

- 公司董事會戰略委員會由3名執行董事、1名非執行董事和1名獨立非執行董事組成。

報告期內戰略委員會召開4次會議

Section 5 Corporate Governance

第五節 公司治理

XVI. Other (Continued)

Corporate Governance Report (Continued)

Performance of duties by the Strategic Committee under the Board: (Continued)

2. (Continued)

During the Reporting Period, the strategic committee convened four meetings (Continued)

Date of convening
召開日期

Meeting content
會議內容

Important opinions and suggestions
重要意見和建議

Other performance of duties
其他履行職責情況

- | | | | |
|------------|---|---------------------------------|---|
| | 7. The resolution in relation to the conditional share subscription agreement entered into between the Company and Beijing Jingcheng Machinery Electric Holding Co., Ltd. was considered;
審議《關於公司與北京京城機電控股有限責任公司簽署附條件生效的股份認購協議》的議案； | | |
| | 8. The resolution in relation to the conditional asset acquisition framework agreement by way of cash payment entered into between the Company and Beijing Jingcheng Machinery Electric Holding Co., Ltd. was considered;
審議《關於公司與北京京城機電控股有限責任公司簽署附條件生效的支付現金購買資產框架協議》的議案； | | |
| | 9. The resolution in relation to dilution of immediate returns by the non-public issuance of A shares, remedial measures and commitments of related entities was considered;
審議《關於非公開發行A股股票攤薄即期回報、填補措施及相關主體承諾》的議案； | | |
| | 10. The resolution in relation to the shareholders' return plan for the next three years (2022-2024) of the Company was considered;
審議《關於公司未來三年(2022-2024年)股東回報規劃》的議案； | | |
| | 11. The resolution in relation to no penalties or regulatory measures imposed by securities regulatory department and the stock exchange in the last five years was considered;
審議《關於最近五年不存在被證券監管部門和交易所處罰或採取監管措施》的議案； | | |
| | 12. The resolution in relation to the proposal on authorizing of the Board to handle all matters in relation to the non-public issuance of A shares was considered;
審議《關於提請股東大會授權董事會全權辦理本次非公開發行A股股票相關事項》的議案； | | |
| | 13. The resolution in relation to the suspension of putting the non-public issuance of A shares for consideration at the general meeting was considered.
審議《關於本次非公開發行A股股票相關議案暫不提交股東大會審議》的議案。 | | |
| 2022/12/22 | 1. The resolution in relation to the unilateral capital injection of RMB30 million by the Beijing Jingcheng Machinery Electric Company Limited to Qingdao BYTQ United Digital Intelligence Co., Ltd. and the amendment of the articles of association of BYTQ was considered;
審議關於北京京城機電股份有限公司向青島北洋天青數聯智能有限公司單方增資3000萬元及修改北洋天青章程的議案； | Considered and approved
審議通過 | - |
| | 2. The resolution in relation to the Participation in the Establishment of Hubei Jingyuan Xihai Automobile Technology Co., Ltd. and the Implementation of the Construction Project of 10,000 sets of CNG Supply System Master Production Line for Vehicles per year by Beijing Tianhai Industry Co., Ltd. was considered.
審議關於北京天海工業有限公司參股設立湖北經遠西海汽車科技有限公司暨實施年產1萬套車用CNG供氣系統總成生產線建設項目的議案。 | | |

十六、其他(續)

企業管治報告(續)

董事會下設的戰略委員會履職情況：(續)

2、(續)

報告期內戰略委員會召開4次會議(續)

Section 5 Corporate Governance

第五節 公司治理

XVI. Other (Continued)

Corporate Governance Report (Continued)

Performance of duties by the Strategic Committee under the Board: (Continued)

The list of members of the strategic committee and their attendance at the meetings are as follows:

Name 姓名	Description 說明	Required attendance in 2022 2022年應出席會議次數	Actual attendance 實際出席會議次數
Wang Jun (Chairman) 董事長王軍	Chairman of the committee 委員會主席	4	4
Liu Jingtai (independent non-executive Director) 獨立非執行董事劉景泰	Member of the committee 委員會委員	4	4
Li Junjie (executive Director) 執行董事李俊杰	Member of the committee 委員會委員	4	4
Wu Yanzhang (non-executive Director) 非執行董事吳燕璋	Member of the committee 委員會委員	4	4
Zhang Jiheng (executive Director) 執行董事張繼恒	Member of the committee 委員會委員	4	4

Performance of duties by the Audit Committee under the Board:

The authority and power of the audit committee was formulated in accordance with the advice provided in "A Guide for Effective Audit Committees" issued by Hong Kong Institute of Certified Public Accountants, the "Corporate Governance Code" of Appendix 14 of the Listing Rules and the "Code of Corporate Governance for Listed Companies in China" issued by the CSRC.

1. The main duties and authorities of the audit committee include:

- (1) to make proposals regarding the appointment or replacement of the external auditor;
- (2) to monitor the internal audit system of the Company and its implementation;
- (3) to coordinate with the internal and external audits;
- (4) to review the Company's financial information and its disclosure;
- (5) to review major financing plans submitted to the Board for consideration;
- (6) to review the Company's annual budget, final accounts and major adjustment plans submitted to the Board for consideration as well as major off-budget items;
- (7) to review the internal control system of the Company, organise internal control check, assess internal control defects and oversee rectification;
- (8) to review major connected transactions; and
- (9) other matters as authorized by the Board.

十六、其他(續)

企業管治報告(續)

董事會下設的戰略委員會履職情況：(續)

戰略委員會成員名單及會議出席情況：

董事會下設的審計委員會履職情況：

審計委員會的職權範圍是依據香港會計師公會頒佈的《審核委員會有效運作指引》中所提出的建議、《上市規則》附錄十四《企業管治常規守則》以及中國證監會頒佈的《中國上市公司治理準則》而制訂的。

1、 審計委員會主要職責包括：

- (1) 提議聘請或更換外部審計機構；
- (2) 監督公司的內部審計制度及其實施；
- (3) 負責內部審計與外部審計之間的溝通；
- (4) 審核公司的財務信息及其披露；
- (5) 審查提交由董事會審議的重大融資方案；
- (6) 審查提交董事會審議的公司年度預、決算及其重大調整方案，審核重大預算外事項；
- (7) 審查公司內部控制制度，組織內控檢查，評估內控缺陷並監督整改；
- (8) 對重大關聯交易進行審計；
- (9) 公司董事會授予的其他事宜。

Section 5 Corporate Governance

第五節 公司治理

XVI. Other (Continued)

Corporate Governance Report (Continued)

Performance of duties by the Audit Committee under the Board: (Continued)

2. The audit committee comprises two independent non-executive Directors and one non-executive Director.

During the Reporting Period, the audit committee convened nine meetings

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
2022/1/18	<p>1. The resolution in relation to the Signing of Agreement related to Property Leasing, Renovation and Property Services of Yichuang Park and Connected Transactions was considered; 審議關於簽署亦創園區房屋租賃、裝修及物業服務的相關協議暨關聯交易的議案；</p> <p>2. The resolution in relation to the appointment of the secretariat of the audit committee of the Board was considered. 審議聘任董事會審計委員會秘書處主任的議案。</p>	Considered and approved 審議通過	—
2022/1/18	The 2021 consolidated financial statements, and the financial statements (unaudited) of the parent company and its subsidiaries were reviewed. 審閱2021年合併財務報表、母公司及所屬子公司的財務報表(審計前)。	Considered and approved 審議通過	—
2022/3/16	<p>1. The 2021 Annual Report of the Company and its summary and the H Shares results announcement were considered; 審議公司2021年年度報告全文及摘要、H股業績公告；</p> <p>2. The 2021 audited financial report of the Company was considered; 審議公司2021年度經審計的財務報告；</p> <p>3. The 2021 Internal Control Assessment Report of the Company was considered; 審議公司2021年度內部控制評價報告；</p> <p>4. The 2021 Audit Report on Internal Control over Financial Reporting of the Company was considered; 審議公司2021年度財務報告內部控制審計報告；</p> <p>5. The 2021 Social Responsibility Report of the Company was considered; 審議公司2021年度社會責任報告；</p> <p>6. The resolution in relation to the Corporate Governance Report (draft) required to be disclosed in the H Shares Annual Report of the Company and authorisation of the secretary to the Board to be responsible for subsequent review and amendments to the Corporate Governance Report was considered; 審議公司H股需披露的《企業管治報告》(草案)，並授權董事會秘書負責後續審核修改《企業管治報告》的議案；</p>	Considered and approved 審議通過	—

十六、其他(續)

企業管治報告(續)

董事會下設的審計委員會履職情況：(續)

- 2、公司董事會審計委員會由2名獨立非執行董事、1名非執行董事組成。

報告期內審計委員會召開9次會議

Section 5 Corporate Governance

第五節 公司治理

XVI. Other (Continued)

Corporate Governance Report (Continued)

Performance of duties by the Audit Committee under the Board: (Continued)

2. (Continued)

During the Reporting Period, the audit committee convened nine meetings (Continued)

Date of convening
召開日期

Meeting content
會議內容

Important opinions and suggestions
重要意見和建議

Other performance of duties
其他履行職責情況

7. The resolution in relation to the 2021 Social, Environmental and Governance Report (draft) of the Company and authorisation of the secretary to the Board to be responsible for subsequent review and amendments to the 2021 Social, Environmental and Governance Report was considered;
審議公司2021年《社會、環境及管治報告》(草案)，並授權董事會秘書負責後續審核修改2021年《社會、環境及管治報告》的議案；
8. The resolution in relation to the performance of functions by the audit committee of the Board for the year of 2021 was considered;
審議董事會審計委員會2021年度履職情況的議案；
9. The resolution in relation to the payment of the audit fee for the year of 2021 to ShineWing Certified Public Accountants (Special General Partnership) was considered;
審議支付信永中和會計師事務所(特殊普通合伙)2021年度審計費用的議案；
10. The resolution in relation to the payment of the audit fee for the year of 2021 to Da Hua Certified Public Accountants (Special General Partnership) was considered;
審議支付大華會計師事務所(特殊普通合伙)2021年度審計費用的議案；
11. The resolution in relation to the re-appointment of auditor of the Company for the 2022 annual financial report was considered;
審議續聘公司2022年度財務報告審計機構的議案；
12. The resolution in relation to the re-appointment of auditor of the Company for the 2022 internal control audit report was considered;
審議續聘公司2022年度財務報告內部控制審計報告審計機構的議案；
13. The 2022 Audit Plan of the Company was considered;
審議公司2022年度審計計劃；
14. The 2022 assessment plan of the Company's internal control was considered;
審議公司2022年度內部控制評價方案；
15. The resolution in relation to the special report on the deposit and use of raised funds of the Company in 2021 was considered;
審議關於公司2021年度募集資金存放與使用情況的專項報告的議案；
16. The resolution in relation to the internal audit report on the deposit and use of raised funds of the Company in 2021 was considered;
審議關於公司2021年年度募集資金存放與使用情況內部審計報告的議案；
17. The proposal of the Company not to distribute profit for the year of 2021 was considered;
審議公司2021年度不進行利潤分配的預案；

十六、其他(續)

企業管治報告(續)

董事會下設的審計委員會履職情況：(續)

2、(續)

報告期內審計委員會召開9次會議(續)

Section 5 Corporate Governance

第五節 公司治理

XVI. Other (Continued)

Corporate Governance Report (Continued)

Performance of duties by the Audit Committee under the Board: (Continued)

2. (Continued)

During the Reporting Period, the audit committee convened nine meetings (Continued)

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
	18. The resolution in relation to the provision for impairment of the Company for the year of 2021 was considered; 審議公司2021年度計提減值準備的議案；		
	19. The 2022 financing guarantee plan of the Company was considered; 審議公司2022年度融資擔保計劃；		
	20. The resolution in relation to the granting of banking facilities to Tianjin Tianhai, a subsidiary of the Company, in obtaining credit facilities by way of security and guarantee from Shanghai Pudong Development Bank and applying for bank acceptance of up to RMB80 million in batches was considered; 審議關於公司下屬天津天海向浦發銀行通過抵押擔保取得銀行授信和分批辦理銀行承兌額度不超過8000萬元的議案；		
	21. The 2022 business plan was considered; 審議公司2022年度經營計劃；		
	22. The 2022 research and development plan was considered; 審議公司2022年度研發計劃；		
	23. The resolution to be submitted to the 2021 annual general meeting for approving the authorisation of the Board to issue new H Shares not exceeding 20% of the total issued H Shares was considered; 審議提交公司2021年度股東週年大會批准授權董事會在不超过已發行H股股本總面值的20%發行H股新股的議案；		
	24. The resolution in relation to the amendments to the "Administrative Measures for Raising of supporting funds" was considered. 審議關於修訂《募集資金管理辦法》的議案。		
2022/4/27	1. The resolution in relation to the 2022 First Quarterly Report of the Company was considered; 審議關於公司2022年第一季度報告的議案；	Considered and approved 審議通過	-
	2. The resolution in relation to adjusting the 2022 Financing Guarantee Plan of the Company was considered; 審議關於調整公司2022年度融資擔保計劃的議案；		
	3. The resolution in relation to the application of a bridging loan of RMB40 million to Jingcheng Machinery Electric by Beijing Tianhai Industry Co., Ltd. was considered; 審議關於北京天海工業有限公司向京城機電申請過橋貸款4000萬元的議案；		
	4. The resolution in relation to Beijing Tianhai Industry Co., Ltd.'s acquisition of 2% equity interests of Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. held by Beijing Neutron Leasing Co., Ltd. was considered. 審議關於北京天海工業有限公司收購北京能通租賃公司持有的北京京城海通科技文化發展有限公司2%股權項目的議案。		
2022/8/2	The resolution in relation to the loan of up to US\$4 million from Cathay United Bank to BTIC America Corporation, a subsidiary of the Company, was considered. 審議關於公司下屬天海美洲公司向國泰銀行貸款不超過400萬美元的議案。	Considered and approved 審議通過	-

十六、其他(續)

企業管治報告(續)

董事會下設的審計委員會履職情況：(續)

2、(續)

報告期內審計委員會召開9次會議(續)

Section 5 Corporate Governance

第五節 公司治理

XVI. Other (Continued)

Corporate Governance Report (Continued)

Performance of duties by the Audit Committee under the Board: (Continued)

2. (Continued)

During the Reporting Period, the audit committee convened nine meetings (Continued)

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
2022/8/11	<ol style="list-style-type: none"> The resolution in relation to the establishment of a designated account for the raised funds and the entering into of a custody agreement for the designated account for the raised funds was considered; 審議關於設立募集資金專用賬戶並簽訂募集資金專用賬戶監管協議的議案； The resolution in relation to 2022 A Shares Interim Report of the Company and its summary and the H Shares results announcement was considered; 審議關於公司2022年A股半年報全文及摘要、H股業績公告的議案； The resolution on the provision for impairment of the Company for the first half of 2022 was considered; 審議關於2022年中期計提減值準備的議案； The resolution in relation to the special report on the deposit and use of raised funds of the Company in the first half of 2022 was considered; 審議關於公司2022年半年度募集資金存放與使用情況的專項報告的議案； The resolution in relation to the internal audit report on the deposit and use of raised funds of the Company in the first half of 2022 was considered. 審議關於公司2022年半年度募集資金存放與使用情況內部審計報告。 	Considered and approved 審議通過	—
2022/9/7	<ol style="list-style-type: none"> The resolution in relation to the audit work proposal of the 2022 internal control audit report was considered; 審議2022年度內控審計報告審計工作計劃； The resolution in relation to the audit work proposal of the 2022 financial report was considered. 審議2022年度財務報告審計工作計劃。 	Considered and approved 審議通過	—
2022/10/27	<ol style="list-style-type: none"> The resolution in relation to the 2022 Third Quarterly Report of the Company was considered; 審議關於公司2022年第三季度報告的議案； The resolution in relation to adjusting the audit service fees of the 2022 financial statements of the Company was considered; 審議關於調整公司2022年度財務報告審計服務費用的議案； The resolution in relation to adjusting the internal control audit service fees of the 2022 financial statements of the Company was considered. 審議關於調整公司2022年度內部控制審計服務費用的議案。 	Considered and approved 審議通過	—

十六、其他(續)

企業管治報告(續)

董事會下設的審計委員會履職情況：(續)

2、(續)

報告期內審計委員會召開9次會議(續)

Section 5 Corporate Governance

第五節 公司治理

XVI. Other (Continued)

Corporate Governance Report (Continued)

Performance of duties by the Audit Committee under the Board: (Continued)

2. (Continued)

During the Reporting Period, the audit committee convened nine meetings (Continued)

Date of convening 召開日期	Meeting content 會議內容
2022/11/16	<ol style="list-style-type: none"> The resolution in relation to the Company's fulfillment of the conditions for non-public issuance of A shares was considered; 審議《關於公司符合非公開發行A股股票條件》的議案； Each of the sub-resolutions under the resolution in relation to the proposal for the Company's non-public issuance of A shares was considered; 逐項審議《關於公司非公開發行A股股票方案》的議案； The resolution in relation to the Company's proposal for non-public issuance of A shares was considered; 審議《關於公司非公開發行A股股票預案》的議案； The resolution in relation to the feasibility analysis report on the use of proceeds raised from the non-public issuance of A shares for 2022 of Beijing Jingcheng Machinery Electric Company Limited was considered; 審議《關於〈北京京城機電股份有限公司2022年度非公開發行A股股票募集資金運用可行性分析報告〉》的議案； The resolution in relation to the special report on the use of the Company's previous raised proceeds was considered; 審議《關於公司前次募集資金使用情況專項報告》的議案； The resolution in relation to the non-public issuance of A shares for 2022 which constitutes a connected transaction of the Company was considered; 審議《關於公司2022年度非公開發行A股股票涉及關聯交易》的議案； The resolution in relation to the conditional share subscription agreement entered into between the Company and Beijing Jingcheng Machinery Electric Holding Co., Ltd. was considered; 審議《關於公司與北京京城機電控股有限責任公司簽署附條件生效的股份認購協議》的議案； The resolution in relation to the conditional asset acquisition framework agreement by way of cash payment entered into between the Company and Beijing Jingcheng Machinery Electric Holding Co., Ltd. was considered; 審議《關於公司與北京京城機電控股有限責任公司簽署附條件生效的支付現金購買資產框架協議》的議案；

十六、其他(續)

企業管治報告(續)

董事會下設的審計委員會履職情況：(續)

2、(續)

報告期內審計委員會召開9次會議(續)

Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
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Considered and approved
審議通過

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Section 5 Corporate Governance

第五節 公司治理

XVI. Other (Continued)

Corporate Governance Report (Continued)

Performance of duties by the Audit Committee under the Board: (Continued)

2. (Continued)

During the Reporting Period, the audit committee convened nine meetings (Continued)

Date of convening
召開日期

Meeting content
會議內容

9. The resolution in relation to dilution of immediate returns by the non-public issuance of A shares, remedial measures and commitments of related entities was considered;
審議《關於非公開發行A股股票攤薄即期回報、填補措施及相關主體承諾》的議案；
10. The resolution in relation to the shareholders' return plan for the next three years (2022-2024) of the Company was considered;
審議《關於公司未來三年(2022-2024年)股東回報規劃》的議案；
11. The resolution in relation to no penalties or regulatory measures imposed by securities regulatory department and the stock exchange in the last five years was considered;
審議《關於最近五年不存在被證券監管部門和交易所處罰或採取監管措施》的議案；
12. The resolution in relation to the proposal on authorizing of the Board to handle all matters in relation to the non-public issuance of A shares was considered;
審議《關於提請股東大會授權董事會全權辦理本次非公開發行A股股票相關事項》的議案；
13. The resolution in relation to the suspension of putting the non-public issuance of A shares for consideration at the general meeting was considered.
審議《關於本次非公開發行A股股票相關議案暫不提交股東大會審議》的議案。

The list of members of the audit committee and their attendance at the meetings are as follows:

Name 姓名	Description 說明	Required attendance in 2022 2022年應出席會議次數	Actual attendance 實際出席會議次數
Jin Chunyu (non-executive Director) 非執行董事金春玉	Member of the committee 委員會委員	9	9
Xiong Jianhui (independent non-executive Director) 獨立非執行董事熊建輝	Chairman of the committee 委員會主席	9	9
Zhao Xuguang (independent non-executive Director) 獨立非執行董事趙旭光	Member of the committee 委員會委員	9	9

As disclosed in the announcements of the Company dated 28 October 2021 and 19 January 2022, the audit committee only had two members during the period between 28 October 2021 and 18 January 2022, which failed to fulfil the requirement of Rule 3.21 of the Listing Rules. Through the approval of the election of member of the audit committee on 19 January 2022, the Company has fulfilled the minimum number of members of the audit committee as required under Rule 3.21 of the Listing Rules. Save as disclosed above, for the year ended 31 December 2022, the Company complied with the requirements of Rule 3.21 of the Listing Rules in respect of the audit committee.

十六、其他(續)

企業管治報告(續)

董事會下設的審計委員會履職情況：(續)

2、(續)

報告期內審計委員會召開9次會議(續)

Important opinions and suggestions
重要意見和建議

Other performance of duties
其他履行職責情況

審計委員會成員名單及會議出席情況：

誠如本公司日期為2021年10月28日及2022年1月19日的公告所披露，審計委員會於2021年10月28日至2022年1月18日期間只有兩名成員，未能符合上市規則第3.21條之規定。本公司於2022年1月19日通過補選審計委員會委員後，已符合上市規則第3.21條有關審計委員會成員最低人數之規定。除上文所披露者外，截至2022年12月31日止年度，本公司一直符合上市規則第3.21條關於審計委員會的規定。

Section 5 Corporate Governance

第五節 公司治理

XVI. Other (Continued)

Corporate Governance Report (Continued)

Performance of duties by the remuneration and monitoring committee under the Board:

- The main duties and authorities of the remuneration and monitoring committee:
 - to formulate remuneration plans or schemes with reference to the main scope, duties and significance of the positions of directors and senior management as well as the remuneration levels for relevant positions of other relevant enterprises;
 - remuneration plans or schemes mainly include but not limited to the performance evaluation standards, procedures and the major evaluation system, major incentive and punishment schemes and systems etc.;
 - to examine the fulfillment of duties by the Company's Directors (non-independent Directors) and senior management and conduct an annual performance appraisal for them;
 - to oversee the implementation of the Company's remuneration system; and
 - other matters as authorized by the Board.
- The remuneration and monitoring committee of the Company of the Company comprises two independent non-executive Directors and one executive Director.

During the Reporting Period, the remuneration and monitoring committee convened two meetings

Date of convening 召開日期	Meeting content 會議內容	Important opinions and suggestions 重要意見和建議	Other performance of duties 其他履行職責情況
2022/1/28	The resolution in relation to the result of remuneration and performance assessment for the senior management of the Company for the year 2021 was considered. 審議公司2021年高級管理人員薪酬與績效考核結果的議案。	Considered and approved 審議通過	—
2022/3/17	<ol style="list-style-type: none"> The resolution in relation to the basic annual salary and position coefficient of the senior management of the Company was considered; and 審議公司高級管理人員基本年薪和崗位係數的議案； The 2022 "Performance Assessment Contract for the Senior Management" of the Company was considered. 審議公司2022年《高級管理人員績效考核業績合同》。 	Considered and approved 審議通過	—

The list of members of the remuneration and monitoring committee and their attendance at the meetings are as follows:

Name 姓名	Description 說明	Required attendance in 2022 2022年應出席會議次數	Actual attendance 實際出席會議次數
Wang Jun (executive Director, Chairman) 執行董事、董事長王軍	Member of the committee 委員會委員	2	2
Liu Jingtai (independent non-executive Director) 獨立非執行董事劉景泰	Chairman of the committee 委員會主席	2	2
Xiong Jianhui (independent non-executive Director) 獨立非執行董事熊建輝	Member of the committee 委員會委員	2	2

十六、其他(續)

企業管治報告(續)

董事會下設的薪酬與考核委員會履職情況：

- 薪酬與考核委員主要職責權限：
 - 根據董事、高級管理人員管理崗位的主要範圍、職責、重要性以及其他相關企業相關崗位的薪酬水平制定薪酬計劃或方案；
 - 薪酬計劃或方案主要包括但不限於績效評價標準、程序及主要評價體系，獎勵和懲罰的主要方案和制度等；
 - 審查公司董事(非獨立董事)、高級管理人員的履行職責情況並對其進行年度績效考評；
 - 負責對公司薪酬制度執行情況進行監督；
 - 董事會授權的其他事宜。
- 公司薪酬與考核委員會由2名獨立非執行董事、1名執行董事組成。

報告期內薪酬與考核委員會召開2次會議

薪酬與考核委員會成員名單及會議出席情況：

Section 5 Corporate Governance

第五節 公司治理

XVI. Other (Continued)

Corporate Governance Report (Continued)

Performance of duties by the Nomination Committee under the Board of Directors

1. The main duties and authorities of the nomination committee:
 - (1) to make recommendations to the Board regarding the size and composition of the Board based on the operations, asset size and shareholding structure of the Company;
 - (2) to conduct research on the selection criteria and procedures for directors and general managers, and make recommendations to the Board;
 - (3) to search extensively for qualified candidates for directors and general managers;
 - (4) to screen and make recommendations on the candidates for directors and general managers;
 - (5) to screen and make recommendations on the candidates for other senior management who shall be referred to the Board for appointment;
 - (6) to define the job description of directors and managers as well as their career development path;
 - (7) to develop and implement succession and cultivation plans for directors, supervisors and senior management; and
 - (8) other matters as authorized by the Board.
2. The nomination committee comprises two independent non-executive Directors and one executive Director.

During the Reporting Period, the nomination committee convened one meeting

Date of convening 召開日期

Meeting content 會議內容

2022/1/19

1. The resolution in relation to the election of member of the audit committee of the tenth session of the Board of Directors of the Company is considered;
審議關於補選公司第十屆董事會審計委員會委員的議案；
2. The resolution in relation to the appointment of Mr. Li Xianzhe as the General Counsel of the Company is considered.
審議提名李銑哲同志為公司總法律顧問候選人的議案。

Important opinions and suggestions 重要意見和建議

Considered and approved
審議通過

Other performance of duties 其他履行職責情況

—

十六、其他(續)

企業管治報告(續)

董事會下設的提名委員會履職情況

- 1、提名委員會的主要職責權限：
 - (1) 根據公司經營活動情況、資產規模和股權結構對董事會的規模和構成向董事會提出建議；
 - (2) 研究董事、經理的選擇標準和程序，並向董事會提出建議；
 - (3) 廣泛搜尋合格的董事、經理的人選；
 - (4) 對董事候選人和經理人選進行審查並提出建議；
 - (5) 對須提請董事會聘任的其他高級管理人員進行審查並提出建議；
 - (6) 設定董事、經理的崗位描述和職業發展道路；
 - (7) 擬訂公司董事、監事、高管人員的繼任、培養計劃，並組織實施；
 - (8) 董事會授權的其他事宜。
- 2、提名委員會由2名獨立非執行董事、1名執行董事組成

報告期內提名委員會召開1次會議

Section 5 Corporate Governance

第五節 公司治理

XVI. Other (Continued)

Corporate Governance Report (Continued)

Performance of duties by the Nomination Committee under the Board of Directors (Continued)

The list of members of the nomination committee and their attendance at the meetings are as follows:

Name 姓名	Description 說明	Required attendance in 2022 2022年應出席會議次數	Actual attendance 實際出席會議次數
Li Junjie (executive Director, general manager) 執行董事、總經理李俊杰	Member of the committee 委員會委員	1	1
Zhao Xuguang (independent non-executive Director) 獨立非執行董事趙旭光	Chairman of the committee 委員會主席	1	1
Luan Dalong (independent non-executive Director) 獨立非執行董事樂大龍	Member of the committee 委員會委員	1	1

During the Reporting Period, the Company was in compliance with the code provisions stipulated in the "Corporate Governance Code" (the "Code") as set out in Appendix 14 of the Listing Rules.

During the Reporting Period, the Company has adopted the "Model Code for Securities Transactions by Directors of Listed Issuers" as set out in Appendix 10 of the Listing Rules.

For the purposes of preparation for this report, the Company has enquired all the Directors specifically and all of them have confirmed with the Company that they have completely complied with the "Model Code for Securities Transactions by Directors of Listed Issuers" during the Reporting Period. The Company has received the statement regarding the confirmation of independence submitted by the four independent non-executive Directors pursuant to the requirements of Rule 3.13 of the Listing Rules, and the Board considers that the said four independent non-executive Directors are independent.

十六、其他(續)

企業管治報告(續)

董事會下設的提名委員會履職情況(續)

提名委員會成員名單及會議出席情況：

於報告期內，本公司已遵守上市規則附錄十四《企業管治守則》(「守則」)列載的規定。

於報告期內，本公司已採納上市規則附錄十《上市發行人董事進行證券交易的標準守則》。

本公司已為準備本報告的目的向所有董事做出特定查詢，所有董事已向本公司確認，在本報告期內其已完全遵守《上市發行人董事進行證券交易的標準守則》。本公司收到四名獨立非執行董事按照上市規則第3.13條之要求提交的獨立性確認聲明書，本公司董事會認為四名獨立非執行董事均具有獨立性。

Section 5 Corporate Governance

第五節 公司治理

XVI. Other (Continued)

Corporate Governance Report (Continued)

Directors and Composition of the Board

The Board consists of eleven Directors, including three executive Directors, four non-executive Directors, and four independent non-executive Directors and the independent non-executive Directors account for more than one third of the total members of the Board. The members of the Board are as follows:

Executive Directors

執行董事

Wang Jun

王軍

Li Junjie

李俊杰

Zhang Jiheng

張繼恒

Non-executive Directors

非執行董事

Wu Yanzhang

吳燕璋

Xia Zhonghua

夏中華

Li Chunzhi

李春枝

Man Huiyong

滿會勇

Independent non-executive Directors

獨立非執行董事

Xiong Jianhui

熊建輝

Zhao Xuguang

趙旭光

Liu Jingtai

劉景泰

Luan Dalong

樂大龍

十六、其他(續)

企業管治報告(續)

董事及董事會組成

本公司董事會由十一名董事組成，其中執行董事三名、非執行董事四名、獨立非執行董事四名，獨立非執行董事人數佔董事會人數的三分之一以上。董事會成員如下：

Chairman

董事長

Director and General Manager

董事、經理

Director

董事

Director

董事

Director

董事

Director

董事

Director

董事

Director

董事

Director

董事

Director

董事

Director

董事

Section 5 Corporate Governance

第五節 公司治理

XVI. Other (Continued)

Corporate Governance Report (Continued) Directors and Composition of the Board (Continued)

Description:

The executive Directors and non-executive Directors of the Company have rich experience in production, operation and management and they all are able to make reasonable decisions in respect of the matters proposed by the Board. Among the four independent non-executive Directors, one is a experienced person in intelligent manufacturing industry with rich experience in intelligent manufacturing industry; one is a PRC qualified lawyer with accomplishments in law; one is a PRC registered accountant with many years of experience in respect of corporate management advisory and accounting practice; and one is an industry researcher with extensive experience in the integration of industry and finance. Such independent non-executive Directors have full capability of assessing internal control and reviewing financial report. The composition of the Board was in full compliance with the requirements of the relevant domestic and overseas laws and regulations and standardized documents.

During the Reporting Period, to the best of the knowledge of the Board, there exists no relationship between and among the Directors of the Board (including the chairman and the general manager) with respect to finance, business, family and relatives or other material/relevant relationship required to be disclosed.

The Company is in strict compliance with the relevant binding terms for securities transactions by directors as set out by the PRC and Hong Kong regulatory authorities and is always adhering to the principle of being in strict compliance with terms.

1. Chairman and General Manager

The chairman and the general manager of the Company are assumed by different persons, and their respective duties are clearly divided.

The chairman is the legal representative of the Company and is elected by more than half of all Directors of the Board. The chairman is responsible for corporate planning and strategic decision-makings and chairing the Board, and ensuring that the Board will examine and adopt all involved matters in an appropriate manner for facilitating the effective operation of the Board.

The chairman is entitled to preside over the general meetings, to convene and chair the Board meetings, to examine and check the implementation of the resolutions of the Board, and to sign the securities issued by the Company and other important documents. Upon authorised by the Board, the chairman can also convene the general meetings and provide guidance to the Company's important business activities during the adjournment of the Board meetings.

The general manager is appointed by the Board and is accountable to the Board. The general manager leads the management to take charge of daily production, operation and management of the Company, and organization and implementation of all resolutions of the Board. As required by the Board or the Supervisory Committee, the general manager will report to the Board or the Supervisory Committee, on a regular basis, regarding the execution and performance of major contracts, and the utilisation of funds, as well as the profit and loss.

十六、其他(續)

企業管治報告(續) 董事及董事會組成(續)

說明：

本公司執行董事及非執行董事在生產、經營、管理上都具有豐富經驗，均能合理決策董事會所議事項。四名獨立非執行董事中一名為智能製造行業的資深人士，具有豐富的智能製造行業經驗；一名為具有中國律師資格的律師，在法律方面造詣較深；一名為中國註冊會計師，具有多年企業管理諮詢和會計從業經驗；一名為行業研究員，在產業與金融結合方面具有豐富的經驗。該等獨立非執行董事完全具備評價內部控制的能力及審閱財務報告的能力。董事會構成完全符合境內外有關法律法規及規範性文件的要求。

於報告期內，盡董事會所知董事會成員之間(包括董事長與總經理)不存在任何須予披露的關係，包括財務、業務、家屬或其他相關的關係。

本公司嚴格遵守國內及香港兩地監管機構對於董事進行證券交易有關約束條款，並始終堅持條款從嚴的原則。

1、董事長及總經理

本公司董事長及總理由不同人士擔任，並有明確分工。

董事長系公司法定代表人，由董事會以全體董事的過半數選舉產生。董事長負責企業籌劃及戰略性決策，主持董事會工作，保證董事會以適當方式審議所有涉及事項，促使董事會有效運作。

董事長有權主持股東大會，召集和主持董事會會議，檢查董事會決議的實施情況，簽署公司發行的證券和其他重要文件。經董事會授權，還可以召集股東大會；在董事會閉會期間，對公司的重要業務活動給予指導。

總理由董事會聘任，對董事會負責。總經理率領管理層，負責公司日常生產經營管理事務，組織實施董事會的各項決議。根據董事會或者監事會要求，總經理定期向董事會或者監事會報告公司重大合同的簽訂、執行情況、資金運用情況和盈虧情況。

XVI. Other (Continued)

Corporate Governance Report (Continued)

Directors and Composition of the Board (Continued)

2. Executive Directors, Non-executive Directors and Independent Non-executive Directors

Like the remaining Directors, the non-executive Directors and independent non-executive Directors of the Company have the term of office of three years, commencing from 9 June 2020 to the conclusion of 2022 annual general meeting.

No Director proposed for re-election at the forthcoming AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

3. Authority and Powers of the Board

- (1) to convene the general meetings and report its work to the general meetings;
- (2) to implement the resolutions passed at the general meetings;
- (3) to decide on the Company's business plans and investment schemes;
- (4) to formulate the Company's annual financial budget plan and final account plan;
- (5) to formulate the Company's profit distribution plan and loss recovery plan;
- (6) to formulate proposals for increase or reduction of the registered capital and the issue of corporate debentures;
- (7) to draw up proposals for important acquisition, purchase of the Company's share, or combination, division, dissolution and change in the form of the Company;
- (8) to decide within the authorization of the general meeting on external investment, purchase and sale of assets or mortgage of assets, external guarantee, wealth management, related transaction and other matters;
- (9) to determine the establishment of the Company's internal management structure;
- (10) to appoint or dismiss the Company's manager and secretary to the Board, to appoint or dismiss as, nominated by the manager, deputy managers and financial officers of the Company, and to determine their remuneration;
- (11) to formulate basic management policy for the Company;
- (12) to formulate amendment proposal to the "Articles of Association";
- (13) to manage the Company's information disclosure;
- (14) to determine the Company's interim dividend distribution plan;
- (15) to propose to the general meeting to appoint or change an accountancy firm of the Company;
- (16) to listen to the work report by the manager of the Company and inspect their work;

十六、其他(續)

企業管治報告(續)

董事及董事會組成(續)

2、執行董事、非執行董事、獨立非執行董事

本公司非執行董事、獨立非執行董事任期與其餘董事相同，均為三年，任期為2020年6月9日至2022年度股東週年大會止。

於應屆股東週年大會上建議重選的董事並無與本公司訂立任何於一年內倘終止則須作出賠償(法定賠償除外)之服務合約。

3、董事會職權

- (1) 負責召集股東大會，並向股東大會報告工作；
- (2) 執行股東大會的決議；
- (3) 決定公司的經營計劃和投資方案；
- (4) 制定公司的年度財務預算方案、決算方案；
- (5) 制定公司的利潤分配方案和彌補虧損方案；
- (6) 制定公司增加或者減少註冊資本的方案以及發行公司債券的方案；
- (7) 擬訂公司重大收購、收購本公司股票或者合併、分立、解散及變更公司形式的方案；
- (8) 在股東大會授權範圍內，決定公司對外投資、收購出售資產、資產抵押、對外擔保事項、委託理財、關聯交易等事項；
- (9) 決定公司內部管理機構的設置；
- (10) 聘任或者解聘公司經理、董事會秘書，根據經理的提名，聘任或者解聘公司副經理、財務負責人，決定其報酬事項；
- (11) 制定公司的基本管理制度；
- (12) 制訂《公司章程》修改方案；
- (13) 管理公司信息披露事項；
- (14) 決定派發公司中期股利的方案；
- (15) 向股東大會提請聘請或更換為公司審計的會計師事務所；
- (16) 聽取公司經理的工作匯報並檢查經理的工作；

Section 5 Corporate Governance

第五節 公司治理

XVI. Other (Continued)

Corporate Governance Report (Continued)

Directors and Composition of the Board (Continued)

3. Authority and Powers of the Board (Continued)

- (17) to exercise other powers conferred by laws, administrative regulations, departmental rules or the "Articles of Association"; and
- (18) to exercise any other powers conferred by the general meetings.

4. Remunerations of Directors and Senior Management Officers and Assessment of the Board

- (1) Service contracts of Directors and Supervisors

The Directors and Supervisors have entered into written contracts with the Company wherein the main contents thereof are as follows:

- (i) Each contract for the Directors of the tenth session of the Board and Supervisors of the tenth session of the Supervisory Committee commenced from 9 June 2020 to and until the conclusion of 2022 annual general meeting.
- (ii) An annual salary system is in place for senior management. The annual salary of senior management of the Company comprises three parts, being basic salary, performance pay and special contribution income. Of which, the basic annual salary is determined by the remuneration and monitoring committee at the beginning of each year with reference to factors such as the industry remuneration level, the results of operation of the Company for the previous year and total remuneration. The distribution coefficients are determined based on position evaluation. Typically, the distribution coefficient of general manager is 1, and the distribution coefficients of deputy general manager, financial controller, chief engineer, general counsel, secretary to the Board and other senior management officers range from 0.6 to 0.9.

The basic salary is paid on a monthly basis, while the amount of performance pay shall be determined in accordance with the following formula: performance pay = basic salary x performance coefficient x distribution coefficient, and the performance coefficient shall be reviewed by the remuneration and monitoring committee based on the annual performance of the Company's business and reported to the Board for consideration and approval. Special contribution income may be granted to senior management officers who have made significant contribution to the implementation of the strategies of the Company or have received awards from the government or industry associations for significant innovation in management, technological innovation and strong investment income. Special contribution income shall be reviewed by the remuneration and monitoring committee under the Board before submission to the Board for consideration and approval and shall not exceed RMB0.15 million. Chairman of the Board and non-executive Directors do not receive remuneration in the Company. Supervisors are not entitled to receive Supervisors' remuneration, but are entitled to receive remuneration according to their respective positions in the Company and its subsidiaries (other than supervisors' positions). Independent non-executive Directors will be entitled to receive an annual remuneration of RMB 80,000.

十六、其他(續)

企業管治報告(續)

董事及董事會組成(續)

3、董事會職權(續)

- (17) 法律、行政法規、部門規章或《公司章程》授予的其他職權；
- (18) 股東大會授予的其他職權。

4、董事及高級管理人員的薪酬及董事會評核

- (1) 董事與監事服務合約

董事及監事與本公司訂立書面合約，主要方面如下：

- (i) 第十屆董事會董事和第十屆監事會監事每份合約由2020年6月9日開始，至2022年度股東週年大會止。
- (ii) 高管人員實行年薪制。公司高管人員的年薪由基本收入、績效收入和特殊貢獻收入三部份組成。其中，基本年薪由公司薪酬與考核委員會根據行業薪酬水平、公司上年經營狀況和薪酬總額等因素在每年年初確定。分配係數以崗位評價為基礎予以確定。通常，總經理的分配係數為1，副總經理、財務負責人、總工程師、總法律顧問、董事會秘書及其他高級管理人員的分配係數為0.6-0.9。

基礎收入按月進行平均發放，績效薪酬按以下公式確定：績效收入=基本收入×績效係數×分配係數，績效係數由薪酬與考核委員會根據年度公司經營情況進行考核，報董事會審議通過。高管人員為公司戰略實施做出重大突出貢獻或取得重大管理創新、科技創新、投資取得顯著成效、公司獲得政府、行業等特別嘉獎的情況下，可向高管人員發放特殊貢獻收入。特殊貢獻收入由公司董事會薪酬與考核委員會審核後，報董事會審議通過，其數額最高不超過人民幣15萬元。董事長及非執行董事不在公司領取薪酬。監事不領取監事袍金，但有權根據各自在本公司及附屬公司所任職務(除監事職務外)領取薪酬，獨立非執行董事將有權收取的年度袍金人民幣8萬元。

XVI. Other (Continued)

Corporate Governance Report (Continued)

Directors and Composition of the Board (Continued)

4. Remunerations of Directors and Senior Management Officers and Assessment of the Board (Continued)

(2) Assessment and Incentive Mechanism for Senior Management Officers

During the Reporting Period, the Board of the Company entered into the "Performance Assessment Contract for Senior Management" with the senior management officers. The remuneration and monitoring committee of the Board would propose the appraisal of the senior management officers to the Board for examination and approval in accordance with the completion of the "Performance Contracts" by the senior management officers.

5. Duties of the management

Pursuant to the authority and power conferred by the "Articles of Association", the management level of the Company undertakes the major duties as follows: to be responsible for organizing and implementing the Company's annual operating plan and investment plan; to propose the establishment of internal management institution for the Company; to propose the basic management mechanism for the Company; to appoint or dismiss such management members whose appointment and dismissal are not subject to the Board; to formulate the basic regulations for the Company.

6. Remunerations of auditors

At the 2021 annual general meeting convened on 9 June 2022, the Company re-appointed ShineWing Certified Public Accountants (Special General Partnership) as the domestic and overseas auditors of the Company for the year of 2022; appointed Da Hua Certified Public Accountants (Special General Partnership) as the accountant for 2022 Internal Control Report and authorized the Board to determine the remunerations of these two auditing firms.

During the Reporting Period, ShineWing Certified Public Accountants (Special General Partnership) reviewed the attached financial report prepared under the PRC Accounting Standards and Da Hua Certified Public Accountants (Special General Partnership) reviewed the internal control report of the Company.

During the Reporting Period, none of the analysis on the remuneration of the auditor for the provision of non-audit services to the Company was provided by ShineWing Certified Public Accountants (Special General Partnership) and Da Hua Certified Public Accountants (Special General Partnership).

During the Reporting Period, the audit fee payable to ShineWing Certified Public Accountants (Special General Partnership) amounted to RMB1,000,000. The audit fee includes all fees related to audit services provided to the Company by the auditors, including audit fee and review fee. The audit fee payable to Da Hua Certified Public Accountants (Special General Partnership) amounted to RMB350,000. The audit fee includes the review fee paid to auditor for reviewing the effectiveness of the design and implementation of the internal control contained in the Company's financial report.

十六、其他(續)

企業管治報告(續)

董事及董事會組成(續)

4、董事及高級管理人員的薪酬及董事會評核(續)

(2) 高級管理人員的考評及激勵情況

報告期內，本公司董事會與高級管理人員簽訂《高級管理人員績效考核業績合同》，董事會薪酬與考核委員會根據高級管理人員《業績合同》完成情況評估認可後，報董事會審批。

5、管理層的職責

本公司管理層根據《公司章程》賦予的職權，主要履行以下職責：負責組織實施本公司年度經營計劃和投資方案；擬訂本公司內部管理機構設置方案；擬訂本公司的基本管理制度；聘任或者解聘除應由董事會聘任或解聘以外的管理人員；制訂公司基本規章等事項。

6、核數師酬金

公司於2022年6月9日召開2021年度股東週年大會，審議通過了續聘信永中和會計師事務所(特殊普通合夥)為本公司2022年度境內外財務報告的審計師；審議通過了聘任大華會計師事務所(特殊普通合夥)為本公司2022年度內控報告的審計師，並授權董事會分別為兩家審計師釐定其酬金。

報告期內，信永中和會計師事務所(特殊普通合夥)，審核了隨附根據中國會計準則編製的財務報告。大華會計師事務所(特殊普通合夥)，審核了本公司內控報告。

信永中和會計師事務所(特殊普通合夥)和大華會計師事務所(特殊普通合夥)報告期內未提供非核數服務所得酬金的分析。

報告期應支付給信永中和會計師事務所(特殊普通合夥)的審計費用為人民幣100萬元審計費用包括審計師為本公司提供的審計、審閱及有關審計工作的服務費用。應支付給大華會計師事務所(特殊普通合夥)的審計費用為人民幣35萬元，審計費用包括審計師對本公司財務報告內部控制設計與運行的有效性進行審計。

Section 5 Corporate Governance

第五節 公司治理

XVI. Other (Continued)

Corporate Governance Report (Continued) Directors and Composition of the Board (Continued)

6. Remunerations of auditors (Continued)

As at 31 December 2022, ShineWing Certified Public Accountants (Special General Partnership) had provided auditing services for the Company for 16 years. A resolution regarding whether ShineWing Certified Public Accountants (Special General Partnership) and Da Hua Certified Public Accountants (Special General Partnership) are to be re-appointed as the Company's auditors for the year 2023 will be submitted to the 2022 annual general meeting.

During the Reporting Period, Directors are separately assuming the responsibilities of preparing the financial report and internal control report. Please refer to "Financial Report" as set out in Section 12 and "Internal Control Audit Report" as set out in Section 13 of this annual report, for the particulars of the opinions on the financial report and internal control report issued by ShineWing Certified Public Accountants and Da Hua Certified Public Accountants respectively.

7. Internal control

Details on the internal control of the Company implemented by the Board are set out in the section headed "Internal Control Audit Report" as set out in Section 13 of this Annual Report.

8. Delegation of authority by the Board of Directors

During the Reporting Period, any implementation of delegation of authority by the Board to the operation management level shall be subject to the approval of the Board. Such delegation also requires the operation management level to regularly report the implementation results regarding such matters under such delegation. The Board has not delegated any authority with respect to managerial or administrative functions to its committees thereunder.

9. Corporate governance functions

During the Reporting Period, the Board performed its duties regarding corporate governance: (1) to develop and review the Company's policies and practices on corporate governance; (2) to review and monitor the training and continuous professional development of Directors and senior management; (3) to review and monitor the Company's policies and practices on the compliance with legal and regulatory requirements; (4) to develop, review and examine the staff's manual applicable to employees and Directors; and (5) to review the Company's compliance with the code and disclosure in the Corporate Governance Report. Details on the implementation of the foregoing matters are set out in the section headed "Internal Control Audit Report" as set out in section 13 of this Annual Report.

10. Secretary to the Board

(1) The secretary to the Board is a senior management officer of the Company.

(2) The secretary to the Board is appointed by the Board of the Company and reports duty to the chairman.

十六、其他(續)

企業管治報告(續)

董事及董事會組成(續)

6、核數師酬金(續)

截止2022年12月31日，信永中和會計師事務所(特殊普通合夥)為本公司提供了16年審計服務。有關是否續聘信永中和會計師事務所(特殊普通合夥)和大華會計師事務所(特殊普通合夥)為本公司2023年度之核數師的議案將在2022年度股東週年大會上提呈。

報告期董事分別承擔財務報告的編製責任及內控報告的編製責任。信永中和會計師事務所出具財務報告審計意見詳情請見本年度報告「第十二節財務報告」，大華會計師事務所出具的內部控制報告審計意見詳情請見本年度報告「第十三節內部控制審計報告」。

7、內部監控

董事會對公司內部控制詳情請見本年度報告「第十三節內部控制審計報告」。

8、董事會權力轉授

報告期董事會授權給經營層任何權利通過董事會批准後方能實施，授權同時要求經營層定期匯報授權事項的實施結果。董事會不存在將其管理及行政功能方面的權力授予其轄下委員會情形。

9、企業管治職能

報告期董事會履行其企業管治職能：(1)制定及檢討公司的企業管治政策及常規；(2)檢討及檢查董事及高級管理人員的培訓及持續專業發展；(3)檢討及檢查公司在遵守法律及監管規定方面的政策及常規；(4)制定、檢討及檢查員工及董事的員工手冊；(5)檢討公司遵守《守則》的情況及在《企業管治報告》內的披露。上述內容執行情況詳情請見本年度報告「第十三節內部控制審計報告」。

10、董事會秘書

(1) 董事會秘書是公司高級管理人員。

(2) 董事會秘書由公司董事會聘任，向董事長匯報工作。

XVI. Other (Continued)

Corporate Governance Report (Continued) Directors and Composition of the Board (Continued)

10. Secretary to the Board (Continued)

- (3) The main duties of the secretary to the Board include: to assist the Directors with their handling of the day-to-day business of the Board; to continuously provide the Directors with, remind the Directors of, and ensure that the Directors are aware of, the domestic and foreign regulators' regulations, policies and requirements in respect of the operation of the Company; to assist the Directors and managers in proper compliance with domestic and foreign laws, regulations, the "Articles of Association" and other relevant rules in exercising their power and performing their functions; to be responsible for organizing and preparing the documents of the Board and of the Shareholders' general meetings; to duly keep meeting minutes; to ensure that decisions made at meetings are made in accordance with statutory procedure and to know well of the implementation of the resolutions of the Board; to be responsible for arranging and coordinating the disclosure of information, coordinating the relationship with investors and enhancing the transparency of the Company; to participate in arranging for capital market financing; to handle the relationship with intermediary organisations, regulators and the media, and to promote good public relations.
- (4) The secretary to the Board has confirmed that he attended not less than 15 hours of relevant professional training during the Reporting Period.

11. Participation in trainings by Directors, Supervisors and senior management officers

In accordance with the principles of corporate governance, the Company has provided training and development programmes for its Directors. A comprehensive, formal and tailored induction is provided to each newly appointed director upon appointment. A monthly updates on the Listing Rules, laws and other regulatory requirements is also prepared by the Company, the latest developments in the Group's business and the latest news of the relevant industries are delivered to Directors, Supervisors and senior management officers to enable them to obtain more comprehensive information in order to better perform their duties.

At the same time, each Directors, Supervisors and senior management officers of the Company, during the Reporting Period, participated in trainings in relation to the "Listing Rules", "Corporate Governance", "Corporate Internal Control", "Prevention of Insider Trading", "Information Disclosure", "Responsibilities of the Directors", as well as "ESG Theme" etc., and continuously improved the development of their professional abilities and completed the training requirements of the regulatory authorities.

12. Statement regarding Responsibility for financial statements by the Board of Directors

This statement is made for Shareholders to differentiate the respective responsibilities of the Directors and the auditors in connection with service reports which should be read in conjunction with the statement regarding responsibility by auditors contained in the auditors' report set out in the financial statements.

The Board is of the opinion that as the Company's resources are sufficient for its operation in the foreseeable future, the financial statements have been prepared based on the going concern principle, and that in preparation of such financial statements, applicable accounting policies were completely implemented, supporting by reasonable and prudent judgment and valuation, and that the preparation of the statements is in compliance with all accounting standards the Board considers applicable.

十六、其他(續)

企業管治報告(續)

董事及董事會組成(續)

10、董事會秘書(續)

- (3) 董事會秘書的主要任務是協助董事處理董事會的日常工作，持續向董事提供、提醒並確保其瞭解境內外監管機構有關公司運作的法規、政策及要求，協助董事及經理在行使職權時切實履行境內外法律、法規、《公司章程》及其他有關規定；負責董事會、股東大會文件的有關組織和準備工作，作好會議記錄，保證會議決策符合法定程序，並掌握董事會決議執行情況；負責組織協調信息披露，協調與投資者關係，增強公司透明度；參與組織資本市場融資；處理與中介機構、監管部門、媒體的關係，搞好公共關係。
- (4) 董事會秘書確認彼於報告期內已參加不少於15小時的相關專業培訓。

11、董事、監事及高級管理人員參加培訓情況

根據企業管治原則，公司已為董事提供培訓及發展課程：為每名新委任的董事在委任時提供全面、正式及特為其而設的就任須知；公司每月會編寫一期有關上市規則、法律及其他監管規定要求的更新資料、本集團業務的最新發展以及相關行業的最新動態發送給董事、監事及高管人員，使其能獲取更全面的資訊，更好地履行職責。

同時報告期內，公司組織每名董事、監事及高級管理人員參加了《上市規則》、《公司治理》、《公司內部控制》、《防範內幕交易》、《信息披露》、《董事責任》、《ESG專題》等相關內容的培訓，持續提升其專業能力的發展，完成了監管機構的培訓要求。

12、董事會就財務報表之責任聲明

本聲明旨在向股東清楚區別公司董事與審計師對服務報表所分別承擔之責任，並應與財務報告所載的審計報告中的審計師責任聲明一併閱讀。

董事會認為：本公司所擁有之資源足以在可預見之將來繼續經營業務，故財務報表以持續經營作為基準編製，於編製財務報表時，本公司已使用適當之會計政策；該等政策均貫徹地運用，並有合理與審慎之判斷及估計作支持，同時亦依循董事會認為適用之所有會計標準。

Section 5 Corporate Governance

第五節 公司治理

XVI. Other (Continued)

Corporate Governance Report (Continued)

Directors and Composition of the Board (Continued)

12. Statement regarding Responsibility for financial statements by the Board of Directors (Continued)

The Directors are responsible for ensuring that the accounts record prepared by the Company reasonably and accurately reflects the Company's financial position, and that the financial statements are in compliance with relating accounting requirements in the PRC and Hong Kong.

13. The Company maintained sufficient public float during the Reporting Period.

14. Shareholders' Right

(1) To convene an extraordinary general meeting

Where Shareholders request to convene an extraordinary general meeting or class meeting, the following procedures shall be followed:

- (i) Two or more Shareholders who collectively hold more than 10% (10% inclusive) of the voting shares at the proposed meeting may make a resolution to the Board on holding an extraordinary general meeting or class meeting by signing one or several written requests with same content in same format and may define the meeting agenda. The Board shall convene such meeting as soon as possible upon receipt of the aforesaid written request(s). The aforesaid number of shares held shall be calculated as of the date when the written request(s) was put forward by the Shareholders.
- (ii) In the event that the Board fails to give a notice of convening such meeting within thirty days upon receipt of the aforesaid written request(s), the Shareholders who put forward the request(s) may convene such meeting of their own accord within four months upon receipt of the request by the Board, and the procedures for convening such meeting shall be the same as those for convening a general meeting by the Board where possible.

The expenses reasonably incurred by Shareholders in convening and holding such a meeting because of the Board's failure to hold such meeting at the aforesaid request shall be borne out by the Company and shall be deducted from any payment due by the Company to Directors of misconduct.

Where the Shareholders decide to convene a general meeting of their own accord, it/they shall give a written notice to the Board and shall simultaneously file the case with the local office of the CSRC and the stock exchange in the locality where the Company operates for record.

Prior to the announcement of the resolution of the general meeting, the shareholding by the convening Shareholders shall be not less than 10%. When the convening shareholders deliver a notice of general meeting and make the announcement of the resolution of the general meetings, the convening Shareholders shall submit the relevant evidencing materials to the local office of the CSRC and the stock exchange in the locality where the Company operates.

十六、其他(續)

企業管治報告(續)

董事及董事會組成(續)

12、董事會就財務報表之責任聲明(續)

董事有責任確保本公司編製之賬目記錄能夠合理、準確地反映本公司之財務狀況，並確保該財務報表符合中國及香港相關會計準則的要求。

13、本公司公眾持股量在報告期內是足夠的。

14、股東權益

(1) 召集臨時股東大會

股東要求召集臨時股東大會或者類別股東會議，應當按照下列程序辦理：

- (i) 合計持有在該擬舉行的會議上有表決權的股份百分之十以上(含百分之十)的兩個或者兩個以上的股東，可以簽署一份或者數份同樣格式內容的書面要求，提請董事會召集臨時股東大會或者類別股東會議，並闡明會議的議題。董事會在收到前述書面要求後應當儘快召集臨時股東大會或者類別股東會議。前述持股數按股東提出書面要求日計算。
- (ii) 如果董事會在收到前述書面要求後三十日內沒有發出召集會議的通告，提出該要求的股東可以在董事會收到該要求後四個月內自行召集會議，召集的程序應當儘可能與董事會召集股東會議的程序相同。

股東因董事會未應前述要求舉行會議而自行召集並舉行會議的，其所發生的合理費用，應當由公司承擔，並從公司欠付失職董事的款項中扣除。

股東決定自行召集股東大會的，應當書面通知董事會，同時向公司所在地中國證監會派出機構和證券交易所備案。

在股東大會決議公告前，召集股東持股比例不得低於10%。召集股東應在發出股東大會通知及發佈股東大會決議公告時，向公司所在地中國證監會派出機構和證券交易所提交有關證明材料。

XVI. Other (Continued)

Corporate Governance Report (Continued) Directors and Composition of the Board (Continued)

14. Shareholders' Right (Continued)

(2) *The content of such resolution to be submitted to the general meeting*

The resolutions shall fall within the scope of authority and power of the general meeting, have definite topics and specific resolutions, and comply with the relevant provisions of the laws, administrative regulations and the Company's "Articles of Association".

Shareholders that independently or collectively hold 3% or more of the shares in the Company may make a temporary resolution and submit it to the convener(s) in written form ten days prior to the convening of the general meeting. The convener(s) shall deliver a supplementary notice of the general meeting to announce the content of the temporary resolution within two days upon receipt of the resolution.

Except as provided in the preceding paragraph, after delivering a notice of general meeting, the convener(s) may not make any amendments to the resolutions included in the notice or add any new resolutions. Where the election of directors or supervisors is proposed to be discussed at a general meeting, the detailed information about the candidates for directors or supervisors shall be sufficiently disclosed in the notice of the general meeting, including:

- (i) Personal information regarding educational background, working experience and concurrent positions;
- (ii) Whether he/she has any related relationship with the Company or its Controlling Shareholders or beneficial controllers;
- (iii) The number of shares held in the Company to be disclosed; and
- (iv) Whether he/she has been punished by the CSRC and other authorities and penalised by the stock exchange.

A single resolution shall be made for each candidate for a Director or a Supervisor, except for Directors or Supervisors elected by way of cumulative voting system.

(3) *Enquiries to the Board*

Shareholders may send their enquires requiring the Board's attention to the secretary to the Board at the registered address of the Company. The contact details are set out in the "Company Profile" section of the annual report. Questions about the procedures for convening or putting forward resolutions at an annual general meeting or extraordinary general meeting may also be put forward to the secretary to the Board in the same manner.

15. *During the Reporting Period, there were no material changes in the documents of constitutional nature of the Company*

十六、其他(續)

企業管治報告(續)

董事及董事會組成(續)

14、股東權益(續)

(2) 於股東大會呈提提案的內容

應當屬股東大會職權範圍，有明確議題和具體決議事項，並且符合法律、行政法規和《公司章程》的有關規定。

單獨或者合計持有公司3%以上股份的股東，可以在股東大會召開10日前提出臨時提案並書面提交召集人。召集人應當在收到提案後2日內發出股東大會補充通知，公告臨時提案的內容。

除前款規定外，召集人在發出股東大會通知後，不得修改股東大會通知中已列明的提案或增加新的提案。股東大會擬討論董事、監事選舉事項的，股東大會通知中應當充分披露董事、監事候選人的詳細資料，至少包括以下內容：

- (i) 教育背景、工作經歷、兼職等個人情況；
- (ii) 與公司或其控股股東及實際控制人是否存在關聯關係；
- (iii) 披露持有公司股份數量；及
- (iv) 是否受過中國證監會及其他有關部門的處罰和證券交易所懲戒。

除採取累積投票制選舉董事、監事外，每位董事、監事候選人應當以單項提案提出。

(3) *向董事會提出查詢*

股東可將其查詢寄送本公司註冊地址予董事會秘書，要求董事會作出關注。聯絡資料載於年報內「公司簡介」一節。倘對召集股東週年大會或臨時股東大會，或於會上提呈提案的程序有任何疑問，亦可透過相同方式向董事會秘書提出。

15、報告期內本公司章程性質文件未發生重大變動

Section 5 Corporate Governance

第五節 公司治理

XVI. Other (Continued)

Corporate Governance Report (Continued) Directors and Composition of the Board (Continued)

16. Risk Management and Internal Control

The Board, through the assistance of the audit committee, has conducted an annual review of the effectiveness of the Group's risk management and internal control systems covering all material controls, including financial, operational and compliance controls. The Board is satisfied that such systems are effective and appropriate actions have been taken.

The process used by the Company to identify, evaluate and manage significant risks is summarized as follows:

- (1) Risk identification: identify risks that may pose a potential impact on the Group's business and operations through the audit committee, the management and the internal control department;
- (2) Risk evaluation: evaluate the identified risks based on the likelihood of the occurrence and impact level of the risk;
- (3) Response to risk: according to the evaluation results on the magnitude of the risk, risk management strategies are determined by the internal control department, and through appropriate mechanisms of the Company to ensure the effective implementation of internal control procedures to prevent and reduce the risks.

The main features of the Group's risk management and internal control systems are the focus on establishment of a sound internal control environment, continuous improvement in risks evaluation, activities control, information and communication, and internal supervision so as to enhance the Company's operating efficiency and ensure the reliability of financial reporting and effective compliance with applicable laws and regulations, in order to avoid any financial losses as a result of fraud.

The Board of the Company is responsible for the risk management and internal control systems and reviewing their effectiveness. However, the internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

The internal control department of the Group reviews the effectiveness of the risk management and internal control systems by reviewing the annual internal control audit plan approved by the audit committee, it identifies internal control defects through periodic audits and special audits. With the recommendation in the audit proposal and its status of implementation, the department keeps track and resolves areas of serious internal control defects.

十六、其他(續)

企業管治報告(續)

董事及董事會組成(續)

16. 風險管理及內部監控

董事會在審核委員會之協助下，已就本集團的風險管理及內部監控系統之成效進行年度檢討，檢討涵蓋所有重要的監控方面，包括財務監控、運作監控及合規監控。董事會確信，該等制度均為有效並已採取適當之行動。

公司用於辨認、評估及管理重大風險的程序簡介如下：

- (1) 風險識別：透過審核委員會、管理層、識別可能對本集團業務及營運構成潛在影響的風險；
- (2) 風險評估：根據風險發生之可能性及影響程度評估已識別之風險；
- (3) 風險應對：根據風險之大小評估結果，由內控部釐定風險管理策略，並透過公司有關機制保障內部監控程序的有效執行，以防止和降低風險。

本集團風險管理及內部監控系統主要特點是著重在建立良性的內控環境，風險評估、控制活動、信息與溝通、以及內部監督上不斷提升和進步，從而促使公司經營效率的提高，盡力保障財務報告的可靠性以及有效遵守須適用的法律和條例，盡力避免公司財產免受舞弊行為帶來的損失。

本集團董事會對風險管理及內部監控系統負責，有責任檢討其有效性。然而內控系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

本集團內控部在通過審閱由審核委員會批准的年度內部控制審計計劃以檢討風險管理及內部監控系統的有效性，通過常規審計和專項審計識別內部監控的不足，並通過審計建議書及其落實情況而跟蹤解決嚴重的內部監控不足問題。

XVI. Other (Continued)

Corporate Governance Report (Continued)

Directors and Composition of the Board (Continued)

16. Risk Management and Internal Control (Continued)

In relation to the handling and dissemination of inside information in accordance with the Listing Rules and the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), the Group has adopted measures including raising awareness of confidentiality in the Group, issuing notices regarding “black-out” period and restrictions on dealings to directors and employees on a regular basis to ensure compliance when handling and disclosing inside information.

According to the relevant laws and regulations, combining with the internal control system and evaluation methods of the Company, in respect of the routine supervision and special supervision over the internal control, we have evaluated the effectiveness and adequacy of the internal control of the Company from 1 January 2022 to 31 December 2022.

17. Dividends Policy

The basic principles of the profit distribution policy of the Company: The Company shall take full account of return to investors and distribute dividend to its shareholders each year in proportion to the distributable profit realized in the year concerned (from the consolidated financial statements). The profit distribution policy of the Company maintains continuity and stability, and operates for the long-term interest of the Company, the entire interest of all its shareholders and the sustainable development of the Company. The Company shall give priority to dividend distribution in cash.

The manner of profit distribution: The Company may distribute dividends in cash, in shares, in a combination of both cash and shares. Subject to conditions, the Company may propose interim profit distribution.

Specific conditions and proportions of cash dividend of the Company:

Upon satisfying all below conditions regarding cash dividend, the dividend distributed by the Company in cash each year shall be no less than 5% of the annual distributable profits (as stated in the consolidated financial statements) realized in the year. The accumulated dividend distributed by the Company in cash in the past three years shall be no less than 30% of the average annual distributable profits (from the consolidated financial statements) realized in the past three years:

- (1) if the distributable net profit realized by the Company in the year concerned (i.e. net profit of the Company net of loss recovery and allocation of its profits to the statutory reserve) are positive with adequate liquidity, the Company may distribute dividend in cash provided that it shall not undermine the subsequent ongoing operation of the Company;
- (2) if the accumulated distributable profits made by the parent company are positive;
- (3) auditors had issued an audit report with standard unqualified opinion for the financial statements of the Company for that year;

十六、其他(續)

企業管治報告(續)

董事及董事會組成(續)

16. 風險管理及內部監控(續)

根據上市規則及證券及期貨條例(香港法例第571章)處理及發佈內幕消息而言，本集團已採取包括提高本集團內幕消息的保密意識，定期向董事和僱員發送禁售期和證券交易限制的通知等措施，保證合規處理發佈內幕消息。

公司根據相關法律法規並結合公司內部控制制度和評價辦法，在內部控制日常監督和專項監督上，我們對公司2022年1月1日至2022年12月31日的內部控制有效性和足夠性進行了評價。

17. 股息政策

公司利潤分配政策的基本原則：公司充分考慮對投資者的回報，每年按當年實現的可供分配利潤(合併報表)的規定比例向股東分配股利。公司的利潤分配政策保持連續性和穩定性，同時兼顧公司的長遠利益、全體股東的整體利益及公司的可持續發展。公司優先採用現金分紅的利潤分配方式。

利潤分配的形式：公司採用現金、股票或現金與股票相結合的方式分配股利。在有條件的情況下，公司可以進行中期利潤分配。

公司現金分紅的具體條件和比例：

在全部滿足下列現金分紅的條件時，公司每年以現金方式分配的利潤不少於當年實現的可供分配利潤(合併報表)的5%，最近三年以現金方式累計分配的利潤不少於最近三年實現的年均可供分配利潤(合併報表)的30%：

- (1) 公司該年度實現的可供分配的淨利潤(即公司彌補虧損、提取公積金後剩餘的淨利潤)為正值，且現金流充裕，實施現金分紅不會影響公司後續持續經營；
- (2) 母公司累計可供分配的利潤為正值；
- (3) 審計機構對公司的該年度財務報告出具標準無保留意見的審計報告；

Section 5 Corporate Governance

第五節 公司治理

XVI. Other (Continued)

Corporate Governance Report (Continued) Directors and Composition of the Board (Continued)

17. Dividends Policy (Continued)

- (4) no special circumstances have occurred to the Company (excluding financing projects);

The aforementioned "special circumstances" refer to material investment plans or significant cash expenditures (excluding financing projects) with accumulated expenditure made by the Company within the following 12 months amounting to or exceeding 25% of the latest audited net assets of the Company; "material investment plans" or "significant capital expenditures" include external investment, external repayment of debts or material asset acquisitions.

- (5) there is no situation in which the principal and interest of the bond cannot be repaid on time or the principal and interest of the matured bond cannot be repaid on time.

Specific conditions for distributing dividends in shares by the Company

Where the Company's business is in a sound condition, and the Company's share price valuation is within a reasonable range, under the condition that the minimum cash dividend ratio and the reasonability of the Company's share capital could be ensured, dividends in shares can be used for profit distribution according to the status of the provident fund and cash flow.

18. Nomination Policy

According to the nomination policy of the Company (the "Nomination Policy"), the nomination committee shall consider the following criteria in evaluating and selecting candidates for directorship:

Character and integrity; qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy; willingness to devote adequate time to discharge duties as a member of the Board;

Board Diversity Policy and any measurable objectives adopted for achieving diversity on the Board; requirement for the Board to have independent Directors in accordance with the Listing Rules applicable to the Company and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules; other views that are appropriate to the Company's business or as suggested by the Board.

The procedure of nomination by the nomination committee is summarised as follows:

- The nomination committee reviews the structure, size and composition (including the skills, knowledge and experience) of the Board periodically and make recommendation on any proposed changes to the Board to complement the Company's corporate strategy;
- When it is necessary to fill a casual vacancy or appoint an additional director, the nomination committee identifies or selects candidates as recommended to the committee, with or without assistance from external agencies or the Company, pursuant to the criteria set out above;

十六、其他(續)

企業管治報告(續) 董事及董事會組成(續)

17. 股息政策(續)

- (4) 公司無特殊情況發生(募集資金項目除外)；

前款所述「特殊情況」是指公司未來十二個月內重大投資計劃或重大資金支出(募集資金投資項目除外)的累計支出額達到或者超過公司最近一期經審計淨資產的25%；「重大投資計劃」或「重大資金支出」包括對外投資、對外償付債務或重大資產收購等。

- (5) 不存在不能按期償付債券本息或者到期不能按期償付債券本息的情形。

公司發放股票股利的具體條件

公司在經營情況良好，且公司股票估值處於合理範圍內，可以根據公積金及現金流狀況，在保證最低現金分紅比例和公司股本規模合理的前提下，採用股票股利方式進行利潤分配。

18. 提名政策

根據公司的提名政策(「提名政策」)，提名委員會在評估及甄選董事候選人時應考慮以下準則：

品格和誠信；資格，包括與本公司業務和公司戰略相關的專業資格、技能、知識和經驗；作為董事會成員，願意投入足夠的時間履行職責；

董事會多元化政策以及為實現董事會多元化而採取的任何可計量的目標；要求董事會根據適用於本公司的上市規則設立獨立董事，以及參考上市規則載列獨立指引以考慮候選人是否被視為獨立董事；適用於本公司業務或董事會建議的其他觀點。

提名委員會提名的程序概述如下：

- 提名委員會定期檢討董事會的架構、規模及組成(包括技能、知識及經驗)，並就董事會的任何建議變更提出建議，以配合本公司的企業策略；
- 當需要填補臨時空缺或委任額外董事時，提名委員會根據以上的準則，在有或沒有外部機構或本公司協助的情況下，識別或選擇已推薦給委員會的候選人；

XVI. Other (Continued)

Corporate Governance Report (Continued) Directors and Composition of the Board (Continued)

18. Nomination Policy (Continued)

- If the process yields one or more desirable candidates, the nomination committee shall rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable);
- The nomination committee makes recommendation to the Board including the terms and conditions of the appointment;
- The Board considers and decides on the appointment based upon the recommendation of the nomination committee;

The procedure of re-appointment of Director at Shareholders' general meeting is summarised as follows:

In accordance with the Company's "Articles of Association", every Director shall be subject to retirement by rotation at least once every three years and shall be eligible for reelection at the general meetings; the nomination committee shall review the overall contribution and service to the Company of the retiring Director. The nomination committee shall also review the expertise and professional qualifications of the retiring Director, who offered himself/herself for re-appointment at the general meetings, to determine whether such Director continues to meet the criteria as set out above; based on the review made by nomination committee, the Board shall make recommendations to shareholders of the Company on candidates standing for re-appointment at the Shareholders' general meeting of the Company, and provide the available biographical information of the retiring Director in accordance with the Listing Rules to enable Shareholders of the Company to make the informed decision on the reappointment of such candidates at general meetings of the Company. The Board will from time to time review the nomination policy and monitor its implementation to ensure its continued effectiveness and compliance with regulatory requirements and good corporate governance practice.

十六、其他(續)

企業管治報告(續) 董事及董事會組成(續)

18. 提名政策(續)

- 如果該流程產生一個或多個理想的候選人，提名委員會應根據本公司的需要及每個候選人的參考檢查(如適用)按優先級對其進行排名；
- 提名委員會向董事會提出建議，包括委任的條款及條件；
- 董事會根據提名委員會的建議審議並決定任命；

在股東大會上重新委任董事程序概述如下：

根據本公司的章程，每名董事任期三年，董事任期屆滿，並有資格於股東大會上膺選連任；提名委員會應審閱退任董事對本公司的整體貢獻及服務。提名委員會亦須檢討退任董事的專業知識及專業資格，並在股東大會上膺選連任，以確定該董事是否繼續符合以上的準則；根據提名委員會的審閱，董事會應就本公司股東大會上重新委任的候選人向股東提出建議，並根據上市規則的規定，提供退任董事的履歷數據，使股東能夠在本公司股東週年大會上就重新委任候選人作出知情決定。董事會將不時檢討及監察提名政策之實施，以確保政策行之有效並遵照監管規定及良好企業管治實務。

Section 5 Corporate Governance

第五節 公司治理

XVI. Other (Continued)

Corporate Governance Report (Continued) Directors and Composition of the Board (Continued)

19. Board Diversity Policy

In order to improve the efficiency of the Board and corporate governance, the Company recognises the diversification at the Board level as an important element in maintaining competitive advantage. The Board diversity policy of the Company is beneficial for enhancing the performance of the Company. According to the Board diversity policy (the "Diversity Policy"), the selection of candidates for the Board will be based on a range of diversified categories, including but not limited to gender, age, cultural and educational background, race, professional experience, skills and knowledge. All appointments to the Board shall follow the principle of meritocracy, taking into account objectively the benefits of diversification of members of the Board when considering the candidates.

The Board will consider setting measurable objectives when implementing the Diversity Policy and review such objectives from time to time to ensure its appropriateness and ascertain the progress made towards achieving those objectives. Current Board members have varied educational backgrounds and expertises, diverse perspectives and competencies in areas which are relevant and valuable to the Group, including accounting, economics, strategic planning, business development and management. As of the end of the Reporting Period, the ratio of male employees to female employees (including senior management officers) was approximately 5:1. The Company will continue to implement measures to support employee diversity and increase the number of potential gender-diverse Director successors in recruitment and selection in the future.

十六、其他(續)

企業管治報告(續) 董事及董事會組成(續)

19. 董事會多元化政策

為提升董事會的效及企業管治，本公司視於董事會層面的多元化為維持競爭優勢的重要元素。本公司董事會成員多元化將對提升本公司的表現益處良多。根據本公司董事會成員多元化政策（「多元化政策」），甄選董事會人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能及知識。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件顧及董事會成員多元化的益處。

董事會將考慮制定可計量目標，以實行多元化政策，並不時審閱該等目標，確保其合適度及確定達成該等目標的進度。現時董事會成員有不同教育背景和專業知識，具備多元視野及於本集團相關及關鍵領域具有相應的能力，包括會計、經濟、戰略規劃、業務發展及管理。截止報告期末，公司男性員工與女性員工（包括高級管理人員）的比例約為5:1。公司未來將在招聘、選拔等環節，繼續實施支持員工多元化的措施，增加潛在性別多元化董事繼承人數量。

Section 6 Environmental and Social Responsibility

第六節 環境與社會責任

I. Environmental Information

一、環境信息情況

Whether relevant mechanisms of environmental protection is established
是否建立環境保護相關機制
Funds for environmental protection invested during the Reporting Period (unit: RMB'0,000)
報告期內投入環保資金(單位：人民幣萬元)

Yes
是
223.69
223.69

(I) Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities

Applicable Not Applicable

1. Information on emission of pollutants

Applicable Not Applicable

1. Information of wastewater emission

Tianjin Tianhai High Pressure Container Co., Ltd. has 2 comprehensive wastewater discharge ports, the wastewater is discharged into the urban sewage pipe network after sedimentation and discharged after being treated by the sewage treatment plant in the Tianjin Port Free Trade Zone. Pollution factors include PH value, suspended solids, chemical oxygen demand, petroleum, biochemical oxygen demand, ammonia nitrogen.

In 2022, the wastewater has undergone sampling and monitoring through Tianjin Guona Product Testing Technology Service Co., Ltd., and the results were in compliance with Tianjin Province "Overall Sewage Emission Standard" DB12/356-2018 (Level 3), and all reached the emission standard.

Table 1-1 Statistical table of emission concentration of water pollutants

(一) 屬於環境保護部門公佈的重點排污單位的公司及其主要子公司的環保情況說明

適用 不適用

1. 排污信息

適用 不適用

1. 廢水排放情況

天津天海高壓容器有限責任公司有2個綜合廢水排放口，廢水沉澱後進入城市污水管網，經天津港保稅區污水處理廠處理後外排。污染因子有PH值、懸浮物、化學需氧量、石油類、生化需氧量、氨氮。

2022年，廢水經天津國納產品檢測技術服務有限公司採樣檢測，結果均符合天津市《污水綜合排放標準》DB12/356-2018(三級)，全年達標排放。

表 1-1 水污染物排放濃度統計表

Unit: mg/L
單位：毫克/升

Pollutants 污染物		Standard Limit 標準限值	Emission concentration monitoring data (annual average) 排放濃度監測數據 (年平均)	Emission pattern 排放規律	Emission flow 排放去向
			2022 2022年		
Regular pollutants 常規污染物	PH value PH值	6~9	7.45	Stable and continuous disposal 穩定連續排放	Sewage treatment plant in the extended area of the Tianjin Port bonded area 天津港保稅區污水處理廠
	chemical oxygen demand 化學需氧量	500	78.5		
	ammoniac nitrogen 氨氮	45	3.61		
	suspended solids 懸浮物	400	16.5		
	total nitrogen 總氮	70	13.83		
	total phosphorous 總磷	8	0.57		
	petroleum 石油類	15	0.38		
Characteristic pollutants 特徵污染物					

Section 6 Environmental and Social Responsibility

第六節 環境與社會責任

I. Environmental Information (Continued)

(I) Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities (Continued)

1. Information on emission of pollutants (Continued)

1. Information of wastewater emission (Continued)

Table 1-2 Statistics of total emission volume of water pollutant

Pollutants 污染物	Data Source 數據來源	2022 2022年		
		Production volume 產生量	Disposal volume 排放量	
Total disposal volume of wastewater 廢水總排放量	Statistical method 系數折算	108,675	108,675	
Regular pollutants 常規污染物	COD 化學需氧量	Third-party testing 委託檢測	8.53	8.53
	ammoniac nitrogen 氨氮	Third-party testing 委託檢測	0.39	0.39
	suspended solids 懸浮物	Third-party testing 委託檢測	1.79	1.79
	total nitrogen 總氮	Third-party testing 委託檢測	1.5	1.5
	total phosphorous 總磷	Third-party testing 委託檢測	0.06	0.06
Characteristic pollutants 特徵污染物	petroleum 石油類	Third-party testing 委託檢測	0.04	0.04

Unit: ton
單位：噸

2. Information of exhaust gas emission

Tianjin Tianhai High Pressure Container Co., Ltd. has 9 exhaust gas ports in total, of which there are 2 spray paint exhaust gas ports, 1 manual touch-up exhaust gas port, 2 heat treatment furnace exhaust gas ports, 2 spinning machines exhaust gas ports, 1 spraying solidification exhaust gas port and 1 wrapped-up solidification exhaust gas port. Exhaust gas pollution factors are smoke and dust, blackness of flue gas, sulfur dioxide, nitrogen oxides, benzene, toluene, xylene and VOCs. The total discharge volume of sulfur dioxide, nitrogen oxides and particulates are 0.747 tons, 11.223 tons and 0.747 tons, respectively.

In 2022, the exhaust gas undergone sampling and monitoring through Tianjin Guona Product Testing Technology Service Co., Ltd., the results were in compliance with "Emission Standard of Air Pollutants for Industrial Kilns and Furnaces" (DB12/556-2015) and "Volatile Organic Compound Emission Control Standards for Industrial Enterprises" (DB12/524-2020), and all reached the emission standard.

一、環境信息情況(續)

(一) 屬於環境保護部門公佈的重點排污單位的公司及其主要子公司的環保情況說明(續)

1. 排污信息(續)

1. 廢水排放情況(續)

表 1-2 水污染物排放總量統計

2. 廢氣排放情況

天津天海高壓容器有限責任公司共有廢氣排放口9個，其中噴漆廢氣排放口2個，手工補漆廢氣排放口1個，熱處理爐廢氣排放口2個，旋壓機廢氣排放口2個，噴粉固化廢氣排放口1個，纏繞固化廢氣排放口1個。廢氣排放污染因子有煙塵、煙氣黑度、二氧化硫、氮氧化物、苯、甲苯、二甲苯、VOCs。二氧化硫、氮氧化物和顆粒物核定的排放總量分別為0.747噸、11.223噸和0.747噸。

2022年，廢氣經天津國納產品檢測技術服務有限公司採樣檢測，結果均符合《工業爐窯大氣污染物排放標準》(DB12/556—2015)和《工業企業揮發性有機物排放控制標準》(DB12/524—2020)要求，全年達標排放。

Section 6 Environmental and Social Responsibility

第六節 環境與社會責任

I. Environmental Information (Continued)

(I) Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities (Continued)

1. Information on emission of pollutants (Continued)
2. Information of exhaust gas emission (Continued)

Table 2-1 Statistical table of emission concentration monitoring of air pollutant

Pollutants 污染物	Maximum allowable emission concentration (mg/m ³) 最高允許排放濃度 (mg/m ³)	Annual average of emission concentration monitoring data (mg/m ³) 排放濃度監測數據年平均值 (mg/m ³) 2022年	Maximum allowable emission rate (kg/h) 最高允許排放速率 (kg/h)	Actual emission rate (kg/h) 實際排放速率 (kg/h)
Natural gas combustion exhaust gas port 天然氣燃燒廢氣排放口				
Regular pollutants 常規污染物				
	sulfur dioxide 二氧化硫	50	3	Nil 無
	nitrogen oxides 氮氧化物	150	23.5	Nil 無
	particles 顆粒物	20	1	Nil 無

Table 2-2 Statistical table of emission concentration monitoring of air pollutant

Pollutants 污染物	Maximum allowable emission concentration (mg/m ³) 最高允許排放濃度 (mg/m ³)	Annual average of emission concentration monitoring data (mg/m ³) 2022	Maximum allowable emission rate (kg/h) 最高允許排放速率 (kg/h)	Annual average of emission concentration monitoring data (kg/h) 2021
Spray paint exhaust gas port 噴漆工藝廢氣排放口				
Characteristic pollutants 特徵污染物				
	benzene 苯	1	0.003	0.2 Nil 無
	volatile organic compound 揮發性有機物	50	2.353	0.75 0.15

一、環境信息情況(續)

(一) 屬於環境保護部門公佈的重點排污單位的公司及其主要子公司的環保情況說明(續)

1. 排污信息(續)
2. 廢氣排放情況(續)

表 2-1 大氣污染物監測濃度統計表

表 2-2 大氣污染物監測濃度統計表

Section 6 Environmental and Social Responsibility

第六節 環境與社會責任

I. Environmental Information (Continued)

(I) Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities (Continued)

2. Information on exhaust gas emission (Continued) Table 2-3 Statistical table of total emission volume of air pollutant

Emission volume of natural gas combustion
天然氣燃燒廢氣排放量
Emission volume of spray paint and winding exhaust gas
噴塗、纏繞工藝廢氣排放量
Pollutants
污染物

185,450,000m³
18,545萬立方米
299,870,000m³
29,987萬立方米
Source
數據來源

2022
2022年

Regular pollutants
常規污染物

sulfur dioxide
二氧化硫
nitrogen oxides
氮氧化物
particles
顆粒物
benzene
苯
VOCS
VOCS

Third-party testing
委託檢測
Third-party testing
委託檢測
Third-party testing
委託檢測
Third-party testing
委託檢測
Third-party testing
委託檢測

Emission volume (tons)
排放量(噸)

0.556
4.358
0.185
0.001
0.706

3. Emission control on hazardous waste

Hazardous waste generated by the Company during the production process shall be transferred to Tianjin Hejia Veolia Environmental Services Co., Ltd., a qualified hazardous waste disposal unit for disposal in accordance with the regulations.

3. 危險廢物排放控制

公司在生產過程中產生的危險廢棄物，按照規定交由有資質的危險廢物處置單位—天津合佳威立雅環境服務有限公司進行處置。

Table 3 Statistical table of the generation and disposal of hazardous waste

表3危險廢物產生及處置情況統計表

Unit: tons/year
單位：噸/年

Name 名稱	Waste categories 廢物類別	Major harmful substance 主要有害成分	Form (solid, liquid, gas) 形態 (固、液、氣)	Source of generation 產生來源	Generation volume per year (disposal volume) 2022 年產生量(處置量) 2022年	Disposal method 處置方式
1	HW12	Water base paint 水性漆	Solid 固	Production process 生產過程	13.51	
2	HW13	Resin 樹脂	Solid 固	Production process 生產過程	7.66	
3	HW49	Oil and water base paint 油、水性漆	Solid 固	Production process 生產過程	4.67	Third-party disposal 委託處置
Total 合計					25.84	

Section 6 Environmental and Social Responsibility

第六節 環境與社會責任

I. Environmental Information (Continued)

(I) Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities (Continued)

1. Information on emission of pollutants (Continued)

4. Emission control on general industrial solid waste

General industrial solid wastes generated during the production process, such as tube head and scrap iron, shall be acquired by Tianjin Qingjiangqiang Maoyi Company.

Table 4 Emission and disposal of general industrial solid waste

Year 年份	Name of the solid waste 固廢名稱	Generation volume 產生量	Comprehensive utilization 綜合利用量	Disposal volume 處置量	Storage volume 貯存量	Emission volume 排放量	Emission flow 排放去向
2022	Short tube head 短管頭	133.23	133.23	0	0	0	Recycled for utilization 回收利用
	Small pot head 小窩頭	216.67	216.67	0	0	0	Recycled for utilization 回收利用
	Oxide 氧化皮	574.06	574.06	0	0	0	Recycled for utilization 回收利用
	Steel ring 鋼圈	251.12	251.12	0	0	0	Recycled for utilization 回收利用
	Steel cuttings 鋼屑	388.651	388.651	0	0	0	Recycled for utilization 回收利用
	Steel scrap bottle 廢鋼瓶	277.835	277.835	0	0	0	Recycled for utilization 回收利用
	Total (tons) 合計(噸)	1941.566					

表4一般工業固體廢物排放及處置情況

Unit: tons/year
單位：噸/年

5. Emission control on noise pollution

Table 5 Emission and disposal of noise pollution

Year 年份	Measurement location 測點位置	Corresponding noise source 對應噪聲源	Noise source properties 噪聲源性質	Daytime noise emissions (6:00—22:00)/dB(A) 晝間噪聲排放 (6時—22時)/dB(A)		Nighttime noise emissions (22:00—6:00)/dB(A) 夜間噪聲排放 (22時—6時)/dB(A)	
				Emission limit 排放限值	Result 結果值	Emission limit 排放限值	Result 結果值
2022	Around the plant area 廠區周邊	Production equipment 生產設備	Mechanical noise 機械性噪聲	65	60	—	—

5. 噪聲污染排放控制情況 表5噪聲污染排放及處置情況

一、環境信息情況(續)

(一) 屬於環境保護部門公佈的重點排污單位的公司及其主要子公司的環保情況說明(續)

1. 排污信息(續)

4. 一般工業固體廢物排放控制
生產過程中產生的管頭、鐵屑等一般工業固體廢物，由天津清江強貿易有限公司收購。

表4一般工業固體廢物排放及處置情況

Section 6 Environmental and Social Responsibility

第六節 環境與社會責任

I. Environmental Information (Continued)

(I) Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities (Continued)

2. Construction and operation of pollution prevention & treatment facilities

Applicable Not applicable

Tianjin Tianhai installed facilities for prevention and control of pollution in sewage node on each production facilities; exhaust gas ports which produce volatile organic compounds adopted regeneration processes such as dry filtration, activated carbon absorption, catalytic combustion and desorption, respectively. It also adopted secondary de-dusting in shot blasting process. Facilities for prevention and control of pollution are operating normally and effectively.

3. Environmental impact assessment of construction project and other administrative licenses regarding environmental protection

Applicable Not applicable

4. Environmental emergency response plan

Applicable Not applicable

In order to deal with unexpected environmental risk accidents, the Company has established a sound emergency response mechanism for unexpected environmental pollution accidents to handle unexpected environmental pollution accident occurred in the Company in a timely, high efficiency and proper manner. In accordance with the relevant requirements of the Environmental Protection Bureau of Tianjin Province and bonded area, emergency plans for unexpected environmental pollution accidents of Tianhai Company was prepared and filed. Potential environmental risk and possible environmental pollution accidents of the Company are analyzed, emergency drill is organized at least once a year, drills are summarized and evaluated and the plans are revised and refined in view of the problems found in the drills.

一、環境信息情況(續)

(一) 屬於環境保護部門公佈的重點排污單位的公司及其主要子公司的環保情況說明(續)

2. 防治污染設施的建設和運行情況

適用 不適用

天津天海對各個生產設施排污節點設有污染防治設施，產生揮發性有機物廢氣排口，採用干式過濾、活性炭吸附、催化燃燒脫附再生處理工藝，拋丸工序採用二次除塵，防治污染設施運行正常有效。

3. 建設項目環境影響評價及其他環境保護行政許可情況

適用 不適用

4. 突發環境事件應急預案

適用 不適用

為應對可能突發的環境風險事故，公司建立健全突發環境污染事故應急機制，以便及時、高效、妥善的處理公司內發生的突發性環境污染事故，按照天津市、保稅區環保局相關要求，編制了天海公司突發環境污染事故應急預案並進行了備案。對公司存在的環境風險、可能引發的環境污染事件進行了分析，每年至少組織一次應急演練，對演練情況進行總結評估，並針對演練發現的問題，對預案進行修訂、完善。

Section 6 Environmental and Social Responsibility

第六節 環境與社會責任

I. Environmental Information (Continued)

(I) Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities (Continued)

5. Environmental self-monitoring scheme

√ Applicable □ Not applicable

In 2022, Tianjin Tianhai High Pressure Container Co., Ltd. has entrusted Tianjin Guona Product Testing Technology Service Co., Ltd. to test the discharge port in accordance with the requirements of the monitoring plan. The test results all met the requirement of the standard. (See Table 1-1, Table 2-2, Table 5).

1. Implementation standard and limit of emission of water pollutant

Items 項目	Standard of concentration limit 標準濃度限值	Source of standard 標準依據
PH value PH值	6~9	"Overall Sewage Emission Standard" (DB12/356-2018 (level 3)) 《污水綜合排放標準》DB12/356-2018三級
suspended solid 懸浮物	400mg/L	
chemical oxygen demand 化學需氧量	500mg/L	
petroleum 石油類	15mg/L	
biochemical oxygen demand 生化需氧量	300mg/L	
ammoniac nitrogen 氨氮	45mg/L	
total phosphorous 總磷	8mg/L	
total nitrogen 總氮	70mg/L	

2. Implementation standard and limit of implementation of discharge of gaseous waste

2. 廢氣執行排放標準及其限值

Source of pollution 污染源	Factors of pollution 污染因子	Standard of concentration limit mg/m ³ 標準濃度限值mg/m ³	Source of standard 標準來源
Kilns and furnaces 爐窯	sulfur dioxide 二氧化硫	50	"Emission Standard of Air Pollutants for Industrial Kilns and Furnaces" (DB12/556-2015) 《工業爐窯大氣污染物排放標準》 DB12/556-2015
	nitrogen oxides 氮氧化物	300	
	particles 顆粒物	20	
	blackness of flue gas 煙氣黑度	≤1	
Piping 管道	benzene 苯	1	"VOC Emission Control Standards for Industrial Enterprises" (DB12/524-2020) 《工業企業揮發性有機物排放控制標準》DB12/524-2020
	total toluene and xylene 甲苯與二甲苯合計	20	
	NMHC 非甲烷總烴	40	
	TRVOC	50	
	TRVOC		

一、環境信息情況(續)

(一) 屬於環境保護部門公佈的重點排污單位的公司及其主要子公司的環保情況說明(續)

5. 環境自行監測方案

√ 適用 □ 不適用

2022年，天津天海高壓容器有限責任公司委託天津國納產品檢測技術服務有限公司，按監測方案要求對污染物排放口進行檢測，檢測結果均符合標準要求(見表1-1、表2-2、表5)。

1. 廢水執行排放標準及其限值

Section 6 Environmental and Social Responsibility

第六節 環境與社會責任

I. Environmental Information (Continued)

(I) Description on the environment protection of the Company and its major subsidiaries falling under key sewage emission entities announced by the environment protection authorities (Continued)

5. Environmental self-monitoring scheme (Continued)

3. *The noise level at the boundaries of the plants complies with class 3 and 4 standards of "Emission standard for industrial enterprises noise at boundary" (GB12348-2008), with 65~70dB (A) during the day and 55dB (A) during the night.*

6. Administrative penalty for environmental problems during the Reporting Period

Applicable Not Applicable

7. Other disclosable environmental information

Applicable Not Applicable

In 2022, the Company had no complaints on environmental issues or pollution incidents.

(2) Description on the environment protection of the companies other than those falling under key sewage emission entities

Applicable Not Applicable

(3) Information on efforts conducive to ecological protection, pollution prevention and control and environmental responsibility fulfillment

Applicable Not Applicable

(4) Measures adopted for reducing carbon emissions during the Reporting Period and their effects

Whether carbon reduction measures were adopted
是否採取減碳措施

Reduced emission of carbon dioxide equivalent (Unit: tons)
減少排放二氧化碳當量(單位：噸)

Types of carbon reduction measures (e.g. Use clean energy for generating electricity, use carbon reduction technologies in the production process and the research and development of new products which help reduce carbon emission etc.)

減碳措施類型(如使用清潔能源發電、在生產過程中使用減碳技術、研發生產助於減碳的新產品等)

Specific explanation

Applicable Not Applicable

No
否

Not Applicable
不適用

Not Applicable

不適用

具體說明

Applicable Not Applicable

一、環境信息情況(續)

(一) 屬於環境保護部門公佈的重點排污單位的公司及其主要子公司的環保情況說明(續)

5. 環境自行監測方案(續)

3、廠界噪聲執行GB12348-2008《工業企業廠界噪聲標準》中的3、4類標準，晝間65~70dB(A)，夜間55dB(A)。

6. 報告期內因環境問題受到行政處罰的情況

適用 不適用

7. 其他應當公開的環境信息

適用 不適用

2022年度，我公司未發生環境問題被投訴、環境污染事件。


(二) 重點排污單位之外的公司環保情況說明

適用 不適用

(三) 有利於保護生態、防治污染、履行環境責任的相關信息

適用 不適用

(四) 在報告期內為減少其碳排放所採取的措施及效果



Section 6 Environmental and Social Responsibility

第六節 環境與社會責任

II. Social responsibility work

In 2022, the Company strictly complied with the related requirements of CSRC to perform its corporate responsibilities and protect the interests of its Shareholders and creditors. The Company strictly complied with the “Labor Laws” and the “Articles of Association” and protected the legal interests of its staff in accordance with the laws. The Company has established a healthy and effective safety control system and provided a strong guarantee for realizing safe operation. In the meantime, the Company, together with the party, organized various caring activities to listen to the thoughts of staff and do practical things for staff.

1. Safe production

In 2022, the Company followed the Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era as guidance, solidified the red line awareness that development must not come at the expense of security, and adhered to safety first, prevention-oriented combined with comprehensive management approach. With the goal of preventing all kinds of safety accidents, the main direction is to formulate dual prevention mechanism and guarantee the relief, rectification and promotion, and to focus on the safe production supervision and inspection as well as the comprehensive assessment and inspection, so as to deepen the implementation of the responsibility as a safe production entity, continue to perform well on the training of safety education and improve the emergency management mechanism. It has provided a strong guarantee for the Company to realize safe operation.

2023 is the year to strive for China’s “14th Five-Year Plan”. The Company will highly value the safety and environmental protection, and continue to strengthen the implementation of safety production responsibilities. A full-scale investigation and elimination of hidden dangers for all staff will be carried out by the system from the bottom to the top and top to the bottom, and the Company will carry out a comprehensive investigation and elimination of hidden dangers, and focus on controlling recurring hidden dangers. Starting with risk identification, risks shall be identified throughout the process with level-specific control while risk control measures shall be formulated and taught to be implemented, so as to achieve prevention first. Emergency management shall be strengthened with realistic budget and filing, education, drill, summarization and modification will be carried out in accordance with government’s requirements; at the same time, emergency equipment and facilities will be replaced, repaired and maintained regularly. As new employees join the Company, the prevention and control of occupational diseases on the Company’s system and the site management shall be strengthened.

二、社會責任工作情況

2022年，公司嚴格按照中國證監會相關要求，認真履行企業職責，較好地保護了股東和債權人權益；嚴格遵守《勞動法》和《公司章程》，依法保護職工合法權益；建立健全有效的安全管理體系，為實現安全運營提供了有力保證；黨群系統廣泛開展各類關愛活動，傾聽職工心聲，切實為職工辦實事。

1、安全生產

2022年，公司以習近平新時代中國特色社會主義思想為指導，牢固樹立發展決不能以犧牲安全為代價的紅線意識，堅持安全第一、預防為主，綜合治理的方針，以杜絕各類安全生產事故為目標，以構建雙重預防機制和保障疏解整治促提升為主線，以安全生產督導檢查和綜合考核檢查為抓手，深化落實安全生產主體責任，持續做好安全教育培訓，健全完善应急管理機制，為公司實現安全運營提供了有力保證。

2023年，是「十四五」計劃的攻堅之年，公司將高度重視安全環保工作，繼續強化安全生產責任的落實。開展全員的隱患排查治理工作，全系統從下往上，從上向下全方位進行隱患排查治理，重點控制反覆出現的隱患。從風險辨識入手，全過程辨識風險，分級管控，制定風險控制措施，並教育貫徹。切實做到預防為主。強化应急管理，預案貼合實際，按照政府要求進行備案、教育、演練、總結、修改；同時對應急器材、設備設施定期更換和維保。公司系統強化職業病防治工作，從員工入職開始，並強化現場治理。

Section 6 Environmental and Social Responsibility

第六節 環境與社會責任

II. Social responsibility work (Continued)

2. Employees' interests

In accordance with the laws, regulations and rules, the Company participates in social insurances such as pension, medical, unemployment, work injuries and maternity insurances and housing provident fund plan. The Company pays the social insurance fees on time, fulfils the fees payments obligations on behalf of the employees, discloses the payment of social insurance fees every month and accepts the supervision of the employees. In the implementation of corporate transformation and upgrading, reform and democratic management of, the labour union of the Company will firmly implement various regulations on plants affairs disclosure, strengthen the participation at all levels, adhere to and improve the system of employee representative assembly, and play a good role in the democratic management of employees and the participation in policy-making.

The Company conscientiously performs the functions of labour protection supervision and inspection, effectively safeguards the employees' lives, health and rights, and continues to deepen mass safe production and occupational health activities. In conjunction with the Company's "Safety into communities, into Rural Areas, into the Public Places, into the Nature and into the Internet" & "Safe Month" safety promotion activities, the Company carefully planned the activity proposal and launched the "Safety and Health Cup" competition in 2022. The Company launched a "lecture for all staff" on safety production, and all employees studied in depth and thoroughly the important remarks of General Secretary Xi Jinping on safe production. The Company also launched activities such as the national "Safety and Health" online knowledge quiz competition, Tianhai Industry's "In Company with Safety to Welcome the 20th National Congress" online safety knowledge competition, the exercise of hidden danger investigation, and the selection of the safety production model team. Through the activities, the Company urged the enterprises to fulfill their main responsibility of safe production, further increase the participation of front-line employees, enhance the safety skills and accident and hidden danger detection ability of employees and continuously improve the occupational health of employees so as to continuously improve the safe production management of the Company.

二、社會責任工作情況(續)

2、職工權益方面

公司依照法律、法規和規章的規定，參加養老、醫療、失業、工傷、生育等社會保險以及住房公積金，按時足額繳納社會保險費，依法履行代扣代繳的義務，每月公佈繳納社會保險費的情況，並接受職工的監督。公司工會在公司轉型升級、改革調整和民主管理的實踐中，認真貫徹執行廠務公開方面的各項規定，強化源頭參與，堅持和完善員工代表大會制度，發揮好員工民主管理和參政議政的作用。

認真履行勞動保護監督檢查職能，有效維護職工生命健康權益，推進群眾性安全生產和職業健康活動繼續深化。結合公司安全宣傳「五進」&「安全月」活動，精心策劃活動方案，開展2022年「安康杯」競賽活動。公司開展了安全生產「大講堂」，全體員工深入學習貫徹習近平總書記關於安全生產重要論述；開展全國「安康有我」網上知識競賽答題、天海工業「喜迎二十大安全伴我行」線上安全知識競賽、隱患排查實踐演練、評選安全生產標兵班組等活動。通過活動的開展，督促企業履行安全生產主體責任，進一步提高一線員工參與度，提升員工安全技能和事故隱患排查能力，員工職業健康狀況持續改善，公司安全生產管理水平持續提升。



Section 6 Environmental and Social Responsibility

第六節 環境與社會責任

II. Social responsibility work (Continued)

3. Enriching employee's spare time

Since the beginning of 2022, the Company has continued to conduct the construction of employee culture and actively organized and carried out cultural and sports activities that employees would be pleased to participate in, so as to further meet the spiritual and cultural needs of employees. During the Chinese New Year and the Winter Olympics, the Company organized activities like the "Snowy Winter Olympics and Happy Chinese New Year" online Winter Olympics knowledge quiz, "Cloud Blessing Chinese New Year" mini-video and photograph collection to create a unified, harmonious, friendly and peaceful atmosphere in the year of the Tiger with wishes in the year of the Tiger, prospect on the Company's blueprint and blessings for the Beijing Winter Olympics. On the Women's Day on 8 March, the Company organized a collection activity on works with femininity and employees participated enthusiastically. The outstanding short videos, texts and photographs collected during the activity were displayed on our Wechat official account. The Company carried out a series of colorful celebrations, such as fun activities, bags DIY and Winter Olympics talent shows, which fully demonstrated the healthy, beautiful and enterprising characteristics of the females in the Company, and reflected the concern and attention of trade unions at all levels of the Company to the female employees. On the eve of Tanabata, the Company organized single employees in the Company's system to participate the "Tanabata Waiting for You" single workers' social gathering in Kuo town to build a social platform for single employees to get to know each other. On the eve of the 20th Party Congress, the Company launched a series of "Convening of the 20th Party Congress to Build a New Era" cultural activities and collected works of staffs singing and flash mobbing, calligraphy, painting, photography and short video, and the outstanding works were displayed on our WeChat public account to demonstrate the main trend of the new era. The Company's employees teamed up and participated in the "Convening of the 20th Party Congress to Build a New Era" badminton tournament and won the fourth place. The Company set up a basketball team and a soccer team for trainings. On weekdays, various interest clubs of the labor union carried out small and diversified sports and cultural activities such as table tennis, billiards, badminton and walking.

二、社會責任工作情況(續)

3、豐富員工業餘文化生活

2022年以來，公司繼續抓好職工文化建設，積極組織開展了員工喜聞樂見的文體活動，進一步滿足員工精神和文化方面的需求。在春節和冬奧期間，精心組織開展「冰雪迎冬奧歡樂過大年」冬奧知識線上答題、「迎新春•雲祝福」微視頻、攝影作品徵集等豐富的活動，營造出對虎年春節的祝願、對公司藍圖的憧憬、對北京冬奧會的祝福，團結一心、和諧友愛、平安祥和的「年味兒」氛圍。三八婦女節，組織開展女性風采作品徵集活動，廣大員工踴躍參與，在活動期間徵集到的優秀短視頻、文字、攝影作品，在微信公眾號進行了展示。公司開展了趣味活動、包包DIY、冬奧主題才藝展示等一系列豐富多彩的慶祝活動，充分展示了公司女性健康美麗、奮發向上的風采，體現公司各級工會組織對廣大女職工的關心重視。七夕前夕，組織公司系統單身員工參加灤縣鎮「七」待已久「夕」望遇到你」單身職工聯誼會，為單身員工搭建相識相知的聯誼平台。黨的二十大前夕，開展「喜迎二十大，建功新時代」文化系列活動，廣泛徵集職工傳唱快閃、書畫、攝影以及短視頻作品，優秀作品在微信公眾號上進行展示，唱響時代主旋律。組隊參加京城機電「喜迎二十大，建工新時代」羽毛球賽，獲得第四名。公司組建籃球隊、足球隊開展訓練。平日裡，工會各類興趣小組群開展乒乓球、檯球、羽毛球、健步走等小型多樣的文體活動。

Section 6 Environmental and Social Responsibility

第六節 環境與社會責任

II. Social responsibility work (Continued)

4. Public welfare and caring

The Company continues to do a great job in activities such as holiday gifting, help for difficulties, home visits, care for model workers, and convenience services. This year, the Company increased the investment in the inclusive services project, and launched gifting activities for all members on traditional festivals such as New Year's Day, Spring Festival, Dragon Boat Festival, National Day and Mid-Autumn Festival. At the same time, in response to the call to carry out consumption assistance to help consolidate and expand the results of poverty alleviation, the Company's labor union has did its best to increase consumption assistance in the spirit of serving employees, and all gifts are agricultural products for poverty alleviation from Beijing ShuangChuang Center, with an investment of RMB0.572 million.


The Company actively supports employees who are in difficulties. We applied the Jingcheng Machinery Electric Warmth Fund for the in-service and retired employees who are in difficulty. 2 employees of the Company's system of whom their spouses were seriously ill and faced difficulties in their living. The Company understood the actual difficulties of the employees and gave subsidies in accordance with the relevant subsidy regulations. The Company actively communicated with the superior labor union about the difficult situation of their family, and applied for RMB13,967 from the Jingcheng Machinery Electric Warmth Fund for major illness relief. At the same time, the labor union members called for all staff to actively donate through the Shuidichu fundraising platform to help their colleagues overcome the difficulties. During the summer dog days, we continued to carry out the cool summer activity to send cool gifts to the front-line employees. The Company's labor union sent cool drinks to the front-line employees as much as possible in high temperature, and equipped mobile thermal boxes for the after-sales service staffs who work outdoors for long period of time. The Company organized the "Golden Autumn learning assistance" event to assist for high school and college entrance examinations and issued "warm-hearted exam packs" to 26 employees and applied for grants of RMB13,000 for 1 employee with difficulties and 7 employees whose children started to study in University. We also distributed stationaries such as school bag and pencil case to 17 employees who have children admitted to primary school from kindergarten. The Company expressed its regards of maternity care and distributed RMB12,000 birth allowances to 11 employees (12 times). We organized convenient service activities such as blood pressure measurement, blood glucose measurement, key distribution, sewing, and mobile phone screen protection install during National Day. The Company purchased annual tickets of theme parks for the employees. In order to better meet the diverse needs of employees for birthday gifts, a wide range of birthday gifts with the Company's logo have been carefully customized with RMB161,400 funds to further enhance employees' sense of belonging and promote the construction of corporate culture.

二、社會責任工作情況(續)

4、公益事業和關愛情況

持續做好節日慰問、困難幫扶、家訪慰問、關愛勞模、便民服務等活動。今年，公司加大了普惠性服務項目的投入，元旦、春節、五一端節、國慶中秋等傳統節日開展全體會員慰問活動。同時，積極響應深入開展消費幫扶，助力鞏固拓展脫貧攻堅成果的號召，公司工會本著服務員工，力盡所能，加大消費幫扶力度，普惠慰問品均為北京雙創中心扶貧農產品，慰問投入資金人民幣57.2萬元。

積極開展困難員工幫扶。為在職困難及退休困難勞模申請京城機電溫暖基金。公司系統2名員工因配偶重病，導致生活困難。公司深入瞭解員工實際困難情況，按照困難補助的相關規定，給與2名員工困難補助金。與上級工會積極溝通家庭困難情況，申請到京城機電溫暖基金大病救助人民幣13,967元。同時，在工會會員群轉發水滴籌，倡議廣大員工積極捐款，幫助員工渡過難關。數伏期間，持續開展送清涼活動，為一線員工送清涼慰問品。公司工會盡量逢高溫向一線員工送清涼飲品，為長期戶外工作的售後服務人員配備移動保溫箱；開展金秋助學活動。助力中高考，為26名員工發放「暖心伴考包」，為1名困難員工、7名子女考入大學的員工申請助學金人民幣13,000元；為17名子女幼升小員工發放書包、鉛筆袋等學具；開展母嬰關愛慰問，為11名(12人次)員工辦理人民幣12,000元生育慰問金；國慶節開展測血壓、測血糖、配鑰匙、縫補、手機貼膜等便民服務；為廣大會員辦理了公園年票；為更好滿足員工對生日慰問品多樣化需求，精心定制印有公司LOGO的生日慰問品，豐富品種，生日慰問投入資金人民幣16.14萬元，進一步增強員工歸屬感，推動企業文化建設。



Section 6 Environmental and Social Responsibility

第六節 環境與社會責任

II. Social responsibility work (Continued)

4. Public welfare and caring (Continued)

(I) Whether the social responsibility report, sustainability report or ESG report is disclosed separately

Applicable Not Applicable

For details of the social responsibility work, please refer to the Company's "2022 Enterprise Social Responsibility Report" disclosed on the website of the Shanghai Stock Exchange (www.sse.com.cn) on the same day.

The ESG Report will be disclosed on the website of the HKEXNews website of the Stock Exchange (www.hkexnews.hk) before 30 April. Please pay attention to the announcement of the Company in due course.

二、社會責任工作情況(續)

4、公益事業和關愛情況(續)

(一) 是否單獨披露社會責任報告、可持續發展報告或ESG報告

適用 不適用

社會責任工作情況具體詳見公司同日於上海證券交易所網站www.sse.com.cn披露的公司《2022年度企業社會責任報告》。

ESG報告公司將於4月30日前於聯交所披露易網站 www.hkexnews.hk披露，請及時關注公司公告。

Section 6 Environmental and Social Responsibility

第六節 環境與社會責任

II. Social responsibility work (Continued)

4. Public welfare and caring (Continued)

(II) Specific situation of social responsibility work

Applicable Not Applicable

Specific description

Applicable Not Applicable

III. Details on Performance of Consolidation of Anti-Poverty Achievements and Rural Rejuvenation

Applicable Not Applicable

二、社會責任工作情況(續)

4、公益事業和關愛情況(續)

(二) 社會責任工作具體情況

適用 不適用

具體說明

適用 不適用

三、鞏固拓展脫貧攻堅成果、鄉村振興等工作具體情況

適用 不適用

Poverty alleviation and rural revitalization project 扶貧及鄉村振興項目

Number/content 數量/內容

Description 情況說明

Total investment (RMB'0,000)

總投入(人民幣萬元)

93.67

Including: funds (RMB'0,000)

其中：資金(人民幣萬元)

93.67

Material supplies (equivalent in cash) (RMB'0,000)

物資折款(人民幣萬元)

Number of Beneficiaries (people)

惠及人數(人)

Alleviation form (e.g. poverty alleviation by industry, employment, education etc.)

幫扶形式(如產業扶貧、就業扶貧、教育扶貧等)

purchase of poverty alleviation products

採購幫扶產品

Specific description

Applicable Not Applicable

具體說明

適用 不適用

Canteen: RMB358,783.89 is for poverty alleviation products.

食堂：幫扶產品人民幣358,783.89元。

Labor unions: The total purchase amount of purchasing poverty alleviation products is RMB577,900.

工會：採購幫扶產品合計採購金額人民幣577,900元。

Section 7 Report of the Directors

第七節 董事會報告

The Board is pleased to present the annual report and audited consolidated financial statements of the Group for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The Company's business scope: General freight; development, design, sales, installation, debugging and repair of cryogenic storage transport vessel, compressor (piston compressor, membrane compressor and nuclear membrane compressor) and accessories, machinery equipment and electrical equipment; technical consulting; technical service; economic trade consulting; goods import and export; technical import and export; and agency for import and export.

BUSINESS REVIEW

A review of the business of the Company during the year and a discussion on the Company's future business development are provided in the section headed "Business Summary of the Company" of this annual report. Description of possible risks and uncertainties that the Company may be facing can be found in the section headed "Management Discussion and Analysis". An analysis of the Company's performance during the year using financial key performance indicators is provided in the section headed "Company Profile and Key Financial Indicators" of this annual report. Please refer to Part 12 and Part 21 of Section 7 for discussions on the Company's environmental policies and performance, key relationships with its employees, customers, suppliers. The Company's compliance with relevant laws and regulations which have a significant impact on the Company is contained in the section headed "Corporate Governance" of this annual report.

DIRECTORS AND SUPERVISORS

The directors and supervisors in office during the year and up to the date of this report are as follows:

Executive Directors

Wang Jun

Li Junjie

Zhang Jiheng

Non-executive Directors

Wu Yanzhang

Xia Zhonghua

Li Chunzhi

Man Huiyong

Independent non-executive Directors

Xiong Jianhui

Zhao Xuguang

Liu Jingtai

Luan Dalong

Supervisors

Tian Dongqiang

Li Zhe

Wen Jinhua

執行董事

王軍

李俊杰

張繼恒

非執行董事

吳燕璋

夏中華

李春枝

滿會勇

獨立非執行董事

熊建輝

趙旭光

劉景泰

樂大龍

監事

田東強

李哲

文金花

Date of appointment 獲委任的日期

26 June 2017

2017年6月26日

26 June 2017

2017年6月26日

26 June 2017

2017年6月26日

9 September 2019

2019年9月9日

26 June 2017

2017年6月26日

26 June 2017

2017年6月26日

24 February 2022

2022年2月24日

9 June 2020

2020年6月9日

9 June 2020

2020年6月9日

9 June 2020

2020年6月9日

9 June 2020

2020年6月9日

28 October 2020

2020年10月28日

26 June 2017

2017年6月26日

9 June 2020

2020年6月9日

董事會欣然提呈本集團截至2022年12月31日止年度的年報及經審核合併財務報表。

主要業務

本公司經營範圍：普通貨運；開發、設計、銷售、安裝、調試、修理低溫儲運容器、壓縮機（活塞式壓縮機、隔膜式壓縮機、核級膜壓縮機）及配件、機械設備、電氣設備；技術諮詢；技術服務；經濟貿易諮詢；貨物進出口；技術進出口；代理進出口。

業務回顧

有關本公司本年度業務的回顧及本公司未來業務發展的討論載於本年報「公司業務概要」一節。有關本公司可能面臨的潛在風險及不確定因素載於「管理層討論與分析」一節。本公司採用主要財務表現指標對其本年度表現的分析載於本年報「公司簡介和主要財務指標」一節。另外，有關本公司環境政策及表現、與其僱員、客戶及供應商主要關係的討論詳見第七節第十二項及第二十一項。本公司遵守對其有重大影響的相關法律法規的情況載於本年報「公司治理」一節。

董事及監事

於本年度內及截至本報告日期在任董事及監事如下：

The Board of the Company held a total of 11 meetings during the Reporting Period. Please refer to "V. Relevant information of the Board of Directors held during the Reporting Period" under "Corporate Governance" in Section V of this report for details of the meetings and resolutions.

報告期公司董事會共召開11次會議，會議情況及決議內容請見本報告第五節「公司治理」中「五、報告期內召開的董事會有關情況」。

Section 7 Report of the Directors

第七節 董事會報告



- | | |
|---|---|
| <p>I. Discussion and analysis of the Board concerning the principal operation during the Reporting Period
For details, please refer to Section 3.</p> | <p>一、董事會關於報告期內主要經營情況的討論與分析</p> <p>詳見第三節。</p> |
| <p>II. Discussion and analysis of the Board concerning the future development of the Company</p> <p>1. Competition and development trend within the industry
For details, please refer to Part VI of Section 3.</p> <p>2. Development strategies of the Company
For details, please refer to Part VI of Section 3.</p> <p>3. Operating plans
For details, please refer to Part VI of Section 3.</p> <p>4. Fund requirement for maintaining existing business and establishing a project company in progress
The outstanding project payment can be basically settled with privately-owned funds.</p> <p>5. Potential risks
For details, please refer to Part VI of Section 3.</p> | <p>二、董事會關於公司未來發展的討論與分析</p> <p>1、行業競爭格局和發展趨勢</p> <p>詳見第三節第六項。</p> <p>2、公司發展戰略</p> <p>詳見第三節第六項。</p> <p>3、經營計劃</p> <p>詳見第三節第六項。</p> <p>4、因維持當前業務並完成在建投資項目公司所需的資金需求</p> <p>尚未支付的工程款項基本可以使用自有資金予以解決。</p> <p>5、可能面對的風險</p> <p>詳見第三節第六項。</p> |
| <p>III. Explanation of the Board on “Non-Standard Auditors’ Report” issued by the auditors
Not Applicable</p> | <p>三、董事會對會計師事務所「非標準審計報告」的說明</p> <p>不適用</p> |
| <p>IV. Profit distribution proposal or plan to convert surplus reserves into share capital
For details, please refer to Part X of Section 5.</p> | <p>四、利潤分配或資本公積金轉增預案</p> <p>詳見第五節第十項。</p> |

V. Financial information

1. Fixed Assets

Movements in fixed assets for the year are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.

2. Construction in Progress

Particulars and movements in construction-in-progress for the year are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.

3. Investments in Subsidiaries

Particulars of the subsidiaries are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.

4. Interest in Associated Company

Particulars of the associated companies are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.

5. Other Assets

Particulars of other assets are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.

6. Reserves

Movements in reserves for the year are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.

7. Bank Loan

Details of bank loans as at 31 December 2022 are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.

8. Tax Relief

The Company is not aware of any relief from taxation available to Shareholders by reason of their holdings in the Shares.

VI. The Company's pension scheme

In accordance with the relevant regulations of the "State Council's Decisions Regarding Reform of Employee Retirement Insurance Scheme", the Company is required to pay the PRC government an amount equivalent to 16% of the total amount of salary as the basic contribution to the Employee Retirement Insurance Scheme. The assets under the pension scheme are held and managed by relevant government authorities and are independent of the Company's assets. The Company cannot use the contributions. Apart from the said contribution, the Company has no other commitments or liabilities related to pensions.

Beijing Tianhai has established enterprise annuities for its employees for the period from January 2011 to August 2014. The company bore the cleaning fees and housing allowances for employees who retired before December 2010 at the rates of RMB50 and RMB70 to RMB90 per month respectively. There is no corporate burden for employees retiring thereafter.

五、財務信息

1、固定資產

本年度內固定資產之變動情況載列於根據中國會計準則編製之會計報表附註。

2、在建工程

本年度內在建工程之資料及變動情況載列於根據中國會計準則編製之會計報表附註。

3、附屬公司投資

有關附屬公司之資料載列於根據中國會計準則編製之會計報表附註。

4、聯營公司權益

有關聯營公司之資料載列於根據中國會計準則編製之會計報表附註。

5、其他資產

有關其他資產之資料載列於根據中國會計準則編製之會計報表附註。

6、儲備

本年度內儲備之變動情況載列於根據中國會計準則編製之會計報表附註。

7、銀行貸款

於2022年12月31日之銀行貸款情況載列於根據中國會計準則編製之會計報表附註。

8、稅項減免

本公司並不知悉有任何因股東持有股份而使其獲得之稅項減免。

六、公司退休金計劃

本公司按照《國務院關於企業職工養老保險制度改革的決定》的有關規定，需繳付中國政府相等於工資總額的16%費用，作為員工基本養老保險金。該退休金計劃的資產由有關政府機關持有及管理，並獨立於公司的資產，公司不可動用供款。除上述費用外，本公司並無其他有關退休金的承擔或責任。

北京天海公司自2011年1月—2014年8月為員工建立了企業年金。公司為2010年12月以前退休人員負擔每月人民幣50元洗理費和人民幣70-90元住房補貼，之後退休人員無任何企業負擔部份。

Section 7 Report of the Directors

第七節 董事會報告

VII. Connected transactions

- (1) Particulars of the connected transactions during the year are set out in the notes to the financial statements prepared according to the PRC Accounting Standards.
- (2) Each independent non-executive Director confirmed that all connected transactions were entered on the normal commercial terms in the ordinary and usual course of business of the relevant members of the Company. All the terms were either normal business terms or not less favorable than the preferential treatments offered to the third parties, and were fair and reasonable as far as the Company's Shareholders were concerned.

VIII. Staff quarters

The Company did not sell any public housing flats to staff in 2022. In accordance with State policies, the Company contributed to the public housing fund on the basis for 12% of the average monthly salary of the existing employees for the previous year, which did not pose any significant impact on the Company's business performance. In accordance with the spirit of the "(2000) Jing Fang Gai Ban, Zi Document No. 080", Notice in relation to issues of the Increase in Beijing's Public Housing Rentals and Allowances, issued by the Housing Reform Office of Beijing Municipal Government, the Beijing Financial Bureau, the Beijing State Land Resources Bureau and the Housing Administration Bureau, and the Commodity Price Bureau of Beijing, as well as integrating with the Company's actual situation, the Company provided a housing allowance of RMB70 to RMB90 per month to its staff since 1 April 2000.

Beijing Tianhai issued subsidies for housing rent to non-local employees of RMB130 to RMB300 per month. The student's apartment was canceled and the subsidy of RMB1,000 per month was issued in May 2015.

IX. Employees' basic medical insurance

Since October 2001, the Company has been implementing the "Provision regarding Basic Medical Insurance in Beijing", and implementing employees' basic medical insurance system in accordance with the provisions. The Company is required to pay the basic medical insurance calculated as 8.8% of employees' total wages, and the large medical expenses mutual fund calculated as 1% of employees' total wages. The provision of supplementary medical insurance shall be prepared at cost of the corporation on the basis for 4% of employees' total wages for medical expenses in accordance with supplementary qualifications on reimbursement of medical insurance set out in "Provision regarding Basic Medical Insurance in Beijing".

X. Annual general meeting

The Board of Directors proposed that the annual general meeting for 2022 to be held on Friday, 16 June 2023, for details of which please refer to the Notice of 2022 Annual General Meeting.

XI. Report on performance of social responsibility and environmental policy

For details, please refer to Section 6.

XII. Important relationships with employees, customers and suppliers

The Company focuses on good employee relations and looks for a long term strategic cooperation with customers and suppliers and aims to achieve good quality. The Company puts emphasis on quality and supply of goods management. It has strengthened the construction of mechanism and tightened the control over product quality and goods supply cycle. Through holding seminars with suppliers, site assessment, training and annual evaluation, the Company has innovated the demand and supply model and continuously improved product quality to ensure that the products meet the demand of the Company and market.

七、關聯交易

- (1) 本年度之關聯交易詳情載列於根據中國會計準則編製之會計報表附註。
- (2) 各獨立非執行董事確認所有關聯交易是按一般商業條款在本公司有關成員公司之日常及一般業務中進行，有關條款均為正常商業條款或不差於提供予第三者之優惠條款，並對本公司股東而言乃屬公平及合理。

八、員工住房

本公司2022年度未出售公有住房給予員工。公司按照國家規定為現有員工按上年月平均工資總額的12%繳納住房公積金，對公司的業績並無重大影響。根據北京市人民政府房改辦公室、北京市財政局、北京市國土資源和房屋管理局、北京市物價局(2000)京房改辦字第080號《關於北京市提高公有住房租金，增發補貼有關問題的通知》的精神，本公司結合實際情況，對公司員工自2000年4月1日發放每月人民幣70-90元住房租金補貼。

北京天海公司向外地員工每月發放人民幣130-300元租房補貼。2015年5月取消大學生公寓，給予公寓人員人民幣1,000元/月補貼。

九、關於員工基本醫療保險

本公司於2001年10月起執行《北京市基本醫療保險規定》，並依此「規定」實施員工基本醫療保險。公司按照全部員工繳費工資基數之和的8.8%繳納基本醫療保險費；按照全部員工繳費工資基數之和的1%繳納大額醫療費用互助資金，按照員工工資總額4%從成本費用中提取補充醫療保險留在企業，用於符合《北京市基本醫療保險規定》中關於補充醫療保險報銷條件的醫療費用的支出。

十、股東週年大會

董事會擬定2023年6月16日(星期五)召開2022年年度股東大會，具體召開時間詳見2022年年度股東大會通知。

十一、積極履行社會責任及環境政策工作情況

詳見第六節。

十二、公司與其僱員、顧客及供應商的重要關係

公司注重做好僱員關係工作，立足於與客戶及供應商之長期戰略合作，實現品質雙贏。重點圍繞質量和供貨管理，加強機制建設，加大了產品質量和供貨週期的管控力度，通過與供應商座談、現場評審、培訓和年度評價，創新供需模式，持續改進產品質量，確保產品滿足公司及市場需求。

Section 7 Report of the Directors

第七節 董事會報告

XIII. Legal compliance with laws and regulations

During the Reporting Period, the Company operated strictly in compliance with laws, regulations, "Articles of Association" and other relevant regulatory requirements with lawful decision-making procedures and disciplined operation.

XIV. Management contracts

During the Reporting Period, no contract concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed.

XV. Permitted indemnity provision

The Company has arranged for appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities.

XVI. Equity-linked agreement

Save as disclosed above/in this annual report, no equity-linked agreement was entered into during the year or is still effective at the end of the year.

XVII. Distributable reserves

As at 31 December 2022, the distributable reserves of the Company which could be distributed to the Shareholders of the Company amounted to RMB0.

No dividend was declared and distributed to the shareholders of the Company for the year ended 31 December 2022 (Nil for the year ended 31 December 2021).

XVIII. Donations

During the Reporting Period, the Group made donations for charitable purposes and other purposes amounting to RMB0.

XIX. Directors' rights to acquire shares or debentures

At no time during the Reporting Period was the Company, its parent company, or any of its subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any body corporate.

XX. Directors' interests in transactions, arrangements or contracts of significance

The Company has not entered into any transactions, arrangements or contracts of significance in which any of its directors had a material interest, whether directly or indirectly, at any time during the year.

Save for contracts amongst companies under the Group, no other transactions, arrangements or contracts of significance to which the Company or its subsidiaries, fellow subsidiaries or its parent company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time of the year.

XXI. Environmental policies and performance

For details, please refer to Section 6

十三、遵守法律及規例

在報告期內公司嚴格按照法律、法規、《公司章程》及其他監管規定的要求開展各項工作，決策程序合法、運作規範。

十四、管理合約

報告期內，本公司並無訂立或存在任何與本公司全部或任何重大部份業務的管理及行政有關的合約。

十五、獲准許的彌償條文

本公司已就其董事及高級管理人員可能面對因企業活動產生之法律訴訟，為董事及行政人員之職責作適當之投保安排。

十六、權益掛鉤協議

除上文／本年報所披露者外，概無權益掛鉤協議於年內訂立或於年末仍然生效。

十七、可供分派儲備

於二零二二年十二月三十一日，本公司有可供分派儲備約人民幣0元，可供分派予本公司股東。

截至2022年12月31日止年度並無向本公司股東宣派及分派任何股息(截至2021年12月31日止年度：無)。

十八、捐款

報告期內，本集團作出的慈善及其他捐款之金額為人民幣0元。

十九、董事購買股份或債權證之權利

於報告期內，本公司、其母公司或其任何附屬公司或同系附屬公司均無訂立任何安排，使董事可透過收購本公司或任何企業股份或債權證而取得利益。

二十、董事於重大交易、安排或合約的權益

本公司於年內任何時間無訂立與本公司董事直接及間接擁有重大權益的重要交易、安排或合約。

除本集團公司間訂立的合約外，於年末或年內任何時間概無存在本公司或其子公司、同系子公司或其母公司參與訂立且本公司董事直接或間接於其中擁有重大權益的其他重要交易、安排或合約。

二十一、環保政策及表現

詳見第六節

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period

√ Applicable □ Not applicable

一、承諾事項履行情況

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項

√ 適用 □ 不適用

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
Undertaking relating to the material asset reorganisation	Settlement of connected transactions	Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Jingcheng Holding undertakes: As for the connected transactions for us and the companies under our control with the Listed Company and the companies under its control that cannot be avoided or have reasonable grounds, these connected transactions will be conducted in the principles of openness, fairness and justice for market transactions at fair and reasonable prices by us and the companies under our control, and the decision-making procedures for and information disclosure obligations in respect of connected transactions will be performed in accordance the requirements of laws, regulations and regulatory documents. We warrant that we and the companies under our control will not obtain any improper benefits or subject the Listed Company or any of the companies under its control to any improper obligations by way of any connected transactions with the Listed Company or any of the companies under its control. We will indemnify the Listed Company and any of the companies under its control against any losses incurred by them as a result of any transaction with them in violation of the undertakings above.	Long term	Yes	Yes		
與重大資產重組相關的承諾	解決關聯交易	大股東北京京城機電控股有限公司	京城控股承諾：就本公司及本公司控制的其他企業與上市公司及其控制的企業之間將來無法避免或有合理原因而發生的關聯交易事項，本公司及本公司控制的其他企業將遵循市場交易的公開、公平、公正的原則，按照公允、合理的市場價格進行交易，並依據有關法律、法規及規範性文件的規定履行關聯交易決策程序，依法履行信息披露義務。本公司保證本公司及本公司控制的其他企業將不通過與上市公司及其控制的企業的關聯交易取得任何不正當的利益或使上市公司及其控制的企業承擔任何不正當的義務。如違反上述承諾與上市公司及其控制的企業進行交易，而給上市公司及其控制的企業造成損失，由本公司承擔賠償責任。	長期	是	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Solving the issues concerning competition in the same industry	Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Jingcheng Holding undertakes: In relation to the businesses or business opportunities similar to those of the Listed Company including that we and other companies under our control anticipate or substantially in place to conduct, and assets and businesses of such businesses or business opportunities that may constitute potential competition. The Company will not conduct and will make efforts to cause the other companies under the control of the Company not to conduct businesses which are the same as or similar to those of the Listed Company in order to avoid direct or indirect competition with the operation of business of the Listed Company. In addition, if unfair impact may be made to the Listed Company in the areas of market share, business opportunities and resource allocation of the Company and the other companies under the control of the Company, the Company will voluntarily give up and will make efforts to cause the other companies under the control of the Company to give up business competition with the Listed Company. The company undertakes that starting from the date of issue of this Letter of Undertaking, it will compensate the Listed Company for any losses suffered or expenses incurred by the Listed Company as a result of the violation of any provisions of this undertaking by the Company. This Letter of Undertaking continues to be effective during the period in which the Listed Company legally and validly subsists and the Company is the Controlling Shareholder (or beneficial controller) of the Listed Company.	Long term	Yes	Yes		
	解決同業競爭	大股東北京京城機電控股有限責任公司	京城控股承諾：針對本公司以及本公司控制的其他企業未來擬從事或實質性獲得上市公司同類業務或商業機會，且該等業務或商業機會所形成的資產和業務與上市公司可能構成潛在同業競爭的情況。本公司將不從事並努力促使本公司控制的其他企業不從事與上市公司相同或相近的業務，以避免與上市公司的業務經營構成直接或間接的競爭。此外，本公司或本公司控制的其他企業在市場份額、商業機會及資源配置等方面可能對上市公司帶來不公平的影響時，本公司自願放棄並努力促使本公司控制的其他企業放棄與上市公司的業務競爭。本公司承諾，自本承諾函出具日起，賠償上市公司因本公司違反本承諾任何條款而遭受或產生的任何損失或開支。本承諾函在上市公司合法有效存續且本公司作為上市公司的控股股東(或實際控制人)期間持續有效。	長期	是	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Jingcheng Holding undertakes: After the completion of this Material Asset Reorganisation, it will warrant the independence of the personnel, assets, finances, organizations, businesses of the Listed Company. Jingcheng Holding makes concrete undertaking in the areas of personnel independence, asset independence, financial independence, organizational independence, business independence. That undertaking continues to be valid, cannot be altered and is irrevocable during the period in which Jingcheng Holding is the Controlling Shareholder (or beneficial controller) of the Listed Company. If Jingcheng Holding is in violation of the above undertaking and causes economic losses to the Listed Company, Jingcheng Holding will compensate the Listed Company.	Long term	Yes	Yes		
	其他	大股東北京京城機電控股有限責任公司	京城控股承諾：本次重大資產重組完成後，將保證上市公司在人員、資產、財務、機構、業務等方面的獨立性。京城控股分別就人員獨立、資產獨立、財務獨立、機構獨立、業務獨立等方面作出具體的承諾。該承諾在京城控股作為上市公司的控股股東(或實際控制人)期間內持續有效且不可變更或撤銷。如違反上述承諾，並因此給上市公司造成經濟損失，京城控股將向上市公司進行賠償。	長期	是	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成的具體原因	如未能及時履行應說明下一步計劃
	Others	Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Jingcheng Holding undertakes: 1. Within 30 days from the receipt of a notice on this matter of Material Asset Reorganisation of Beiren Holdings by the creditors of Beiren Holdings, within 45 days from the date of the first announcement on this matter of Material Asset Reorganisation of Beiren Holdings in case of no receipt of the notice, if they demand Beiren Holdings to make early repayment of liabilities or provide security, and Beiren Holdings has not repaid the liabilities or provided the security, the Company undertakes that it will bear the responsibilities of making early repayment of liabilities or providing security; 2. If Beiren Holdings cannot reach the creditors, and for those creditors who have not expressed clear opinion after the receipt of the notice or the expiry of the notice period, if they have expressed clearly disagreement opinion before the completion of this Material Asset Reorganisation, and Beiren Holdings has not repaid the liabilities nor provided security upon their demand, the Company undertakes that it will bear the responsibilities of making early repayment of liabilities or providing security; 3. For those creditors that Beiren Holdings really cannot reach, and those creditors who have not yet expressed clear opinion after the receipt of the notice or the expiry of the notice period, if after the completion of this Material Asset Reorganisation, the recipient of the Outgoing Assets cannot repay its liabilities, the Company is in charge of the repayment. After the Company has been liable for guarantee responsibility and repayment responsibility, it has the right to seek repayment from the recipient of the Outgoing Assets.	Long term	Yes	Yes	As of the date of disclosure, Jingcheng Holding has urged Beiren Group to repay the liabilities and has undertaken that if Beiren Group cannot repay liabilities in time, Jingcheng Holding will be responsible for the repayment and provide guarantee. The Company has not suffered from any loss arising from claims. Jingcheng Holding has not performed any act in violation of the undertaking.	
	其他	大股東北京京城機電控股有限責任公司	京城控股承諾：1、北人股份的債權人自接到北人股份有關本次重大資產重組事宜的通知書之日起三十日內，未接到通知書的自北人股份就其本次重大資產重組事宜首次公告之日起四十五日內，如果要求北人股份提前清償債務或提供擔保，而北人股份未清償債務或提供擔保的，本公司承諾將承擔對該等債務提前清償或提供擔保的責任；2、對於北人股份無法聯繫到的債權人，以及接到通知或公告期滿後仍未發表明確意見的債權人，如其在本次重大資產重組完成前又明確發表不同意見，而北人股份未按其要求清償債務或提供擔保的，本公司承諾將承擔對該等債務提前清償或提供擔保的責任；3、對於北人股份確實無法聯繫到的債權人，以及接到通知或公告期滿後仍未發表明確意見的債權人，如本次重大資產重組完成後，置出資產的承接主體無法清償其債務的，由本公司負責清償。本公司承擔擔保責任或清償責任後，有權對置出資產的承接主體進行追償。	長期	是	是	截至本披露日，京城控股已督促北人集團償還債務並承諾如果北人集團沒有及時清償，京城控股將負責清償及提供擔保。本公司目前沒有因被追索而遭受損失，京城控股未出現違背該承諾的行為。	

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成的具體原因	如未能及時履行應說明下一步計劃
	Others	Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Jingcheng Holding undertakes: If, in the future, the production workshops of Tianhai Industry in Mulin Town is needed to be relocated due to real estate problems in defects of the lease, the Company will fully compensate in cash the Listed Company after the completion of this transaction for all the losses of Tianhai Industry caused by the relocating process.	Long term	Yes	Yes		
	其他	大股東北京京城機電控股有限責任公司	京城控股承諾：若未來天海工業木林鎮生產車間因租賃瑕疵房產的問題而導致搬遷，本公司將向本次交易完成後的上市公司全額現金賠償天海工業在搬遷過程中導致的全部損失。	長期	是	是		
	Others	Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Jingcheng Holding undertakes: The Company is fully aware of the existence of the above problems of the Outgoing Assets, and undertakes that when this reorganisation is implemented and the relevant shareholders of some of the above subsidiaries of Beiren Holdings exercise the pre-emptive right, then the Company will agree to accept the equivalent cash assets converted from the long term equity investment in the above Outgoing Assets, and will not demand to terminate or alter the Material Asset Reorganisation Agreement previously signed by all parties due to the changes in the form of the Outgoing Assets, or demand Beiren Holdings to compensate for any losses or bear any legal liabilities.	Long term	Yes	Yes		
	其他	大股東北京京城機電控股有限責任公司	京城控股承諾：本公司已充分知悉置出資產目前存在的上述問題，並承諾若本次重組實施時北人股份上述部分下屬公司相關股東行使優先購買權，則本公司同意接受上述置出資產中的長期股權投資變更為相等價值的現金資產，不會因置出資產形式的變化要求終止或變更各方之前已簽署的重大資產置換協議或要求北人股份賠償任何損失或承擔法律責任。	長期	是	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成的具體原因	如未能及時履行應說明下一步計劃
	Others	Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Jingcheng Holding undertakes: The Company is fully aware of the existing defects of the Outgoing Assets, and the Company will bear any losses or legal liabilities caused by the defects of the Outgoing Assets, and will not demand Beiren Holdings to bear any losses or legal liabilities due to the defects of the Outgoing Assets, and will not unilaterally refuse to sign or request cessation, termination or change of the "Framework Agreement in relation to the Material Asset Reorganisation of Beiren Printing Machinery Holdings Limited with Beijing Jingcheng Machinery Electric Holding Co., Ltd.", the "Material Asset Reorganisation Agreement of Beiren Printing Machinery Holdings Limited with Beijing Jingcheng Machinery Electric Holding Co., Ltd. and Beiren Group Corporation" and relevant agreements due to the defects of the Outgoing Assets. If the consent for liabilities transfer of the creditors in respect of the relevant liabilities involved in the Outgoing Assets (including the liabilities newly arose from the benchmark date to the delivery date) was not obtained, Beiren Group Corporation shall bear all relevant obligations, responsibilities and expenses if such creditors declare rights to Beiren Holdings; Beiren Group Corporation shall make full compensation to Beiren Holdings if Beiren Holdings bear any liabilities or incurred any losses due to such liabilities recourse. The Company undertakes: the Company will be jointly liable for the compensation obligations of Beiren Group Corporation.	Long term	Yes	Yes	As of the date of disclosure, Jingcheng Holding has urged Beiren Group to repay the liabilities and has undertaken that if Beiren Group cannot repay liabilities in time, Jingcheng Holding will be responsible for the repayment and provide guarantee. The Company has not suffered from any loss arising from claims. Jingcheng Holding has not performed any act in violation of the undertaking.	
	其他	大股東北京京城機電控股有限責任公司	京城控股承諾：本公司充分知悉擬置出資產目前存在的瑕疵，本公司將承擔因擬置出資產瑕疵而產生的任何損失或法律責任，不會因擬置出資產瑕疵要求北人股份承擔任何損失或法律責任，亦不會因擬置出資產瑕疵單方面拒絕簽署或要求終止、解除、變更《北人印刷機械股份有限公司與北京京城機電控股有限責任公司關於重大資產置換的框架協議》、《北人印刷機械股份有限公司與北京京城機電控股有限責任公司及北人集團公司之重大資產置換協議》及相關協議。如果擬置出資產中所涉及的相關負債(包括自基準日到交割日間新產生的負債)，未取得債權人對債務轉移的同意，該等債權人向北人股份主張權利的，由北人集團公司承擔與此相關的一切義務、責任及費用；如果北人股份因該等債權追索承擔了任何責任或遭受了任何損失的，由北人集團公司向北人股份作出全額補償。本公司承諾：本公司將對北人集團公司的該等補償責任承擔連帶責任。	長期	是	是	截至本披露日，京城控股已督促北人集團償還債務並承諾如果北人集團沒有及時清償，京城控股將負責清償及提供擔保。本公司目前沒有因被追索而遭受損失，京城控股未出現違背該承諾的行為。	

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成的具體原因	如未能及時履行應說明下一步計劃
Others		Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Beiren Group undertakes: The Company is fully aware of the existing defects of the Outgoing Assets, and the Company will bear any losses or legal liabilities caused by the defects of the Outgoing Assets, and will not demand Beiren Holdings to bear any losses or legal liabilities due to the defects of the Outgoing Assets. If the consent for liabilities transfer of the creditors in respect of the relevant liabilities involved in the Outgoing Assets (including the liabilities newly arose from the benchmark date to the delivery date) was not obtained, Company shall bear all relevant obligations, responsibilities and expenses if such creditors declare rights to Beiren Holdings; the Company shall make full compensation to Beiren Holdings if Beiren Holdings bear any liabilities or incurred any losses due to such liabilities recourse.	Long term	Yes	Yes	As of the date of disclosure, Jingcheng Holding has urged Beiren Group to repay the liabilities and has undertaken that if Beiren Group cannot repay liabilities in time, Jingcheng Holding will be responsible for the repayment and provide guarantee. The Company has not suffered from any loss arising from claims. Jingcheng Holding has not performed any act in violation of the undertaking.	
其他		大股東北京京城機電控股有限責任公司	北人集團承諾：本公司充分知悉擬置出資產目前存在的瑕疵，本公司將承擔因擬置出資產瑕疵而產生的任何損失或法律責任，不會因擬置出資產瑕疵要求北人股份承擔任何損失或法律責任。如果擬置出資產中所涉及的相關負債(包括自基準日到交割日間新產生的負債)，未取得債權人對債務轉移的同意，該等債權人向北人股份主張權利的，由本公司承擔與此相關的一切義務、責任及費用；如果北人股份因該等債權追索承擔了任何責任或遭受了任何損失的，由本公司向北人股份作出全額補償。	長期	是	是	截至本披露日，京城控股已督促北人集團償還債務並承諾如果北人集團沒有及時清償，京城控股將負責清償及提供擔保。本公司目前沒有因被追索而遭受損失，京城控股未出現違背該承諾的行為。	
Others		Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Beiren Group undertakes: The Company is fully aware of the existence of the above problems of the Outgoing Assets, and undertakes that when this reorganisation is implemented and the relevant shareholders of some of the above subsidiaries of Beiren Holdings exercise the pre-emptive right, then the Company will agree to accept the equivalent cash assets converted from the long term equity investment in the above Outgoing Assets, and will not demand to terminate or alter the Material Asset Reorganisation Agreement previously signed by all parties due to the changes in the form of the Outgoing Assets, or demand Beiren Holdings to compensate for any losses or bear any legal liabilities.	Long term	Yes	Yes		
其他		大股東北京京城機電控股有限責任公司	北人集團承諾：本公司已充分知悉置出資產目前存在的上述問題，並承諾若本次重組實施時北人股份上述部分下屬公司相關股東行使優先購買權，則本公司同意接受上述置出資產中的長期股權投資變更為相等價值的現金資產，不會因置出資產形式的變化要求終止或變更各方之前已簽署的重大資產置換協議或要求北人股份賠償任何損失或承擔法律責任。	長期	是	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
Other commitments	Lock-up	Counterparties of Reorganisation (Li Hong, Zhao Qing, Wang Xiaohui, Qian Yuyan)	Undertaking in relation to share lock-up The Counterparties of Reorganisation (Li Hong, Zhao Qing, Wang Xiaohui, Qian Yuyan) undertake: 1. I shall not transfer shares of the Listed Company acquired under the Transactions within 12 months from the Issuance Completion Date for the Reorganisation. After the expiration of the aforementioned lock-up period, for the shares of the Listed Company acquired under the Asset Acquisition by way of Share Issuance and Cash Payment, it shall be unlocked in phases according to the following arrangement: 1st phase: After 12 months from the Issuance Completion Date of the Reorganisation and upon performance of my corresponding compensation obligations (if any) for the year of 2021 under the Performance Compensation Agreement and its supplemental agreement (collectively the "Performance Compensation Agreements"), the remaining portion of 40% of the newly acquired shares received less the number of shares (if any) compensated for the year shall be unlocked; 2nd phase: If I have fully performed the compensation obligations (if any) for the year of 2022 under the Performance Compensation Agreements, the remaining portion of 20% of the newly acquired shares received less the number of shares (if any) compensated for the year shall be unlocked; 3rd phase: If I have fully performed the compensation obligations (if any) for the year of 2023 under the Performance Compensation Agreements, the remaining portion of 20% of the newly acquired shares received less the number of shares (if any) compensated for the year shall be unlocked;	From the date of acquisition of shares in the listed company until the expiry of the lock-up period	Yes	Yes		
其他承諾	股份限售	本次重組交易對方(李紅、趙慶、王曉暉、錢雨嫣)	關於股份鎖定的承諾 本次重組交易對方(李紅、趙慶、王曉暉、錢雨嫣)承諾： 1、本人因本次交易取得的上市公司股份，自本次重組發行完成日起12個月內不得轉讓；前述鎖定期屆滿後，本次發行股份及支付現金購買資產項下取得的上市公司股份，按照下述安排分期解鎖： 第一期：自本次重組發行完成日起滿12個月且本人在《業績補償協議》及補充協議(合稱「《業績補償協議》」)項下就2021年度對應的補償義務(如有)已履行完畢的，本人本次取得的新增股份中的40%扣減解鎖當年已補償股份數量(如有)後的剩餘部分可解除鎖定； 第二期：本人在《業績補償協議》項下就2022年度對應的補償義務(如有)已履行完畢的，本人本次取得的新增股份中的20%扣減解鎖當年已補償股份數量(如有)後的剩餘部分可解除鎖定； 第三期：本人在《業績補償協議》項下就2023年度對應的補償義務(如有)已履行完畢的，本人本次取得的新增股份中的20%扣減解鎖當年已補償股份數量(如有)後的剩餘部分可解除鎖定；	自取得上市公司股份之日起至鎖定期屆滿	是	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
			<p>4th phase: If I have fully performed the compensation obligations (if any) corresponding to the entire performance commitment period under the Performance Compensation Agreements (i.e. the five financial years of 2020, 2021, 2022, 2023 and 2024), the remaining shares in the newly acquired shares received that have not been unlocked shall be unlocked.</p> <p>I warrant that I will not create any pledge or other encumbrance of rights in respect of the Consideration Shares acquired by me through this Transaction after the expiry of the 12-month lock-up period and until such shares are unlocked in accordance with the aforementioned lock-up period agreement.</p> <p>2. During the above-mentioned share lock-up periods, the additional shares acquired due to the issue of bonus shares and conversion of capital reserve into share capital of the Listed Company shall also be subject to the regulation of the above-mentioned lock-up periods. In case the lock-up periods as required by regulatory opinions or relevant provisions of the securities regulatory authority are longer than the above-mentioned lock-up periods or there are other requirements, corresponding adjustments should be made according to such regulatory opinions or relevant provisions.</p> <p>3. I undertake that the shares of the Listed Company acquired in the Transactions shall strictly conform to the restriction of the lock-up periods and be issued in priority to satisfy the performance compensation obligations. I undertake not to avoid the compensation obligations by any means including share pledges.</p> <p>第四期：本人在《業績補償協議》項下全部業績承諾期(即2020年、2021年、2022年、2023年和2024年五個會計年度，下同)所對應的補償義務(如有)已全部履行完畢的，本人本次取得的新增股份中尚未解鎖的剩餘股份可解除鎖定。</p> <p>本人保證，對於本人通過本次交易所取得的對價股份，在12個月鎖定期屆滿後至該等股份按上述分期解鎖約定解鎖前，本人不會設定任何質押或其他權利負擔。</p> <p>2、上述股份鎖定期內，如因上市公司實施送紅股、資本公積金轉增股本事項而增持的上市公司股份，亦遵守上述鎖定期限的約定。若證券監管部門的監管意見或相關規定要求的鎖定期長於上述鎖定期或存在其他要求，則根據相關證券監管部門的監管意見和相關規定進行相應調整。</p> <p>3、本人承諾本次交易中取得的上市公司股份將嚴格遵守限售期限限制，並優先用於履行業績補償義務。本人承諾不通過包括質押股份在內的任何方式逃廢補償義務。</p>		是	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成的具體原因	如未能及時履行應說明下一步計劃

4. Before completion of performance compensation obligations, if I need to pledge the shares acquired in the Transactions (including additional shares held after completion of the issue due to conversion of capital reserve of the Listed Company into share capital, distribution of dividend, etc.), I undertake to inform the pledgee in writing that the shares to be pledged are subject to potential performance undertaking compensation obligations under the Performance Compensation Agreements and express agreement will be provided in the pledge agreement with the pledgee for the use of relevant shares for performance compensation, etc. and shall inform the Listed Company in writing regarding the relevant pledge later than the date of signing of the pledge agreement.

5. In the event that the Transactions are filed for investigation by the judicial authorities or the Chinese Securities Regulatory Commission due to the false information, misleading statement or material omission contained in the information provided or disclosed, I shall not transfer the shares of the Listed Company acquired in the Transactions before the investigation results are determined, and shall, within two trading days of receiving the notice of filing, submit the written application for suspension of the transfer and the stock account to the Board of Directors, the Board of Directors shall apply to the stock exchanges and the depository and clearing companies for lock-up on my behalf. If the lockup application is not submitted within two trading days, the Board of Directors is authorized to submit my identity information and account information to the stock exchanges and the depository and clearing companies to apply for lock-up after verification. If the Board of Directors fails to submit my identity information and account information to the stock exchanges and the depository and clearing companies, the stock exchanges and the depository and clearing companies are authorized to directly lock-up the relevant shares. If the investigation concludes that there are violations of laws and regulations, I undertake to lock-up the shares and use them for the compensation arrangements for relevant investors on a voluntary basis.

6. If the above undertakings are violated, I shall bear all legal liabilities. I shall fully compensate the Listed Company with my own funds for any damage caused to the Listed Company or for any administrative penalty or regulatory measures suffered by the Listed Company.

4、在全部業績補償義務履行完畢前，本人如需要出質本次交易所取得且按分期解鎖的定已解鎖的股份(含發行完成後因上市公司資本公積轉增股本、派送股票紅利等事項而增加的股份)時，本人承諾書面告知質權人根據《業績補償協議》擬質押股份具有潛在業績承諾補償義務情況，並在質押協議中就相關股份用於支付業績補償事項等與質權人作出明確約定，並應遲於質押協議簽訂當日將相關質押事項書面通知上市公司。

5、如本次交易因涉嫌所提供或者披露的信息存在虛假記載、誤導性陳述或者重大遺漏，被司法機關立案偵查或者被中國證券監督管理委員會立案調查的，在調查結論明確以前，本人不轉讓在本次交易取得的上市公司股份，並於收到立案稽查通知的兩個交易日內將暫停轉讓的書面申請和股票賬戶提交京城股份董事會，由董事會代本人向證券交易所和登記結算公司申請鎖定；未在兩個交易日內提交鎖定申請的，授權董事會核實後直接向證券交易所和登記結算公司報送本人的身份信息和賬戶信息並申請鎖定；董事會未向證券交易所和登記結算公司報送本人的身份信息和賬戶信息的，授權證券交易所和登記結算公司直接鎖定相關股份。如調查結論發現存在違法違規情節，本人承諾鎖定股份自願用於相關投資者賠償安排。

6、若違反上述承諾，本人將承擔一切法律責任。對上市公司造成損害或使上市公司受到行政處罰、監管措施的，本人將以自有資金對上市公司全額賠償。

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
		Counterparty of Reorganisation (Qingdao Eternal)	<p>Undertaking in relation to share lock-up</p> <p>The Counterparty of Reorganisation (Qingdao Eternal) undertakes:</p> <p>1. The company shall not transfer shares of the Listed Company acquired under the Transactions within 12 months from the Issuance Completion Date for the Reorganisation. After the expiration of the aforementioned lock-up period, for the shares of the Listed Company acquired under the Asset Acquisition by way of Share Issuance and Cash Payment, it shall be unlocked in phases according to the following arrangement:</p> <p>1st phase: After 12 months from the Issuance Completion Date of the Reorganisation and upon performance of the company corresponding compensation obligations (if any) for the year of 2021 under the Performance Compensation Agreement and its supplemental agreement (collectively the "Performance Compensation Agreements"), the remaining portion of 40% of the newly acquired shares received less the number of shares (if any) compensated for the year shall be unlocked;</p> <p>2nd phase: If the company has fully performed the compensation obligations (if any) for the year of 2022 under the Performance Compensation Agreements, the remaining portion of 20% of the newly acquired shares received less the number of shares (if any) compensated for the year shall be unlocked;</p> <p>3rd phase: If the company has fully performed the compensation obligations (if any) for the year of 2023 under the Performance Compensation Agreements, the remaining portion of 20% of the newly acquired shares received less the number of shares (if any) compensated for the year shall be unlocked;</p>	From the date of acquisition of shares in the listed company until the expiry of the lock-up period	Yes	Yes		
		本次重組交易對方(青島艾特諾)	<p>關於股份鎖定的承諾</p> <p>本次重組交易對方(青島艾特諾)承諾:</p> <p>1、本公司因本次交易取得的上市公司股份,自本次重組發行完成日起12個月內不得轉讓;前述鎖定期屆滿後,本次發行股份及支付現金購買資產項下取得的上市公司股份,按照下述安排分期解鎖:</p> <p>第一期:自本次重組發行完成日起滿12個月且本公司在《業績補償協議》及補充協議(「《業績補償協議》」)項下就2021年度對應的補償義務(如有)已履行完畢的,本公司本次取得的新增股份中的40%扣減解鎖當年已補償股份數量(如有)後的剩餘部分可解除鎖定;</p> <p>第二期:本公司在《業績補償協議》項下就2022年度對應的補償義務(如有)已履行完畢的,本公司本次取得的新增股份中的20%扣減解鎖當年已補償股份數量(如有)後的剩餘部分可解除鎖定;</p> <p>第三期:本公司在《業績補償協議》項下就2023年度對應的補償義務(如有)已履行完畢的,本公司本次取得的新增股份中的20%扣減解鎖當年已補償股份數量(如有)後的剩餘部分可解除鎖定;</p>	自取得上市公司股份之日起至鎖定期屆滿	是	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃

4th phase: If the company has fully performed the compensation obligations (if any) corresponding to the entire performance commitment period under the Performance Compensation Agreements (i.e. the five financial years of 2020, 2021, 2022, 2023 and 2024), the remaining shares in the newly acquired shares received that have not been unlocked shall be unlocked. The company warrants that it will not create any pledge or other encumbrance of rights in respect of the Consideration Shares acquired by it through this Transaction after the expiry of the 12-month lock-up period and until such shares are unlocked in accordance with the aforementioned lock-up period agreement.

2. During the above-mentioned share lock-up periods, the additional shares acquired due to the issue of bonus shares and conversion of capital reserve into share capital of the Listed Company shall also be subject to the regulation of the above-mentioned lock-up periods. In case the lock-up periods as required by regulatory opinions or relevant provisions of the securities regulatory authority are longer than the above-mentioned lock-up periods or there are other requirements, corresponding adjustments should be made according to such regulatory opinions or relevant provisions of the securities regulatory authority.

3. The company undertakes that the shares of the Listed Company acquired in the Transactions shall strictly conform to the restriction of the lock-up periods and be used in priority to satisfy the performance compensation obligations. The company undertakes not to avoid the compensation obligations by any means including share pledges.

第四期：本公司在《業績補償協議》項下全部業績承諾期(即2020年、2021年、2022年、2023年和2024年五個會計年度，下同)所對應的補償義務(如有)已全部履行完畢的，本公司本次取得的新增股份中尚未解鎖的剩餘股份可解除鎖定。本公司保證，對於本公司通過本次交易所取得的對價股份，在12個月鎖定期屆滿後至該等股份按上述分期解鎖約定解鎖前，本公司不會設定任何質押或其他權利負擔。

2、上述股份鎖定期內，如因上市公司實施送紅股、資本公積金轉增股本事項而增持的上市公司股份，亦遵守上述鎖定期限的約定。若證券監管部門的監管意見或相關規定要求的鎖定期長於上述鎖定期或存在其他要求，則根據相關證券監管部門的監管意見和相關規定進行相應調整。

3、本公司承諾本次交易中取得的上市公司股份將嚴格遵守限售期限限制，並優先用於履行業績補償義務。本公司承諾不通過包括質押股份在內的任何方式逃廢補償義務。

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃

4. Before completion of performance compensation obligations, if the company needs to pledge the shares acquired in the Transactions (including additional shares held after completion of the issue due to conversion of capital reserve of the Listed Company into share capital, distribution of dividend, etc.), the company undertakes to inform the pledgee in writing that the shares to be pledged are subject to potential performance compensation obligations under the Performance Compensation Agreements and express agreement will be provided in the pledge agreement with the pledgee for the use of relevant shares for performance compensation, etc. and shall inform the Listed Company in writing regarding the relevant pledge later than the date of signing of the pledge agreement.

4、在業績補償義務履行完畢前，本公司如需要出質本次交易所取得股份(含發行完成後因上市公司資本公積轉增股本、派送股票紅利等事項而增加的股份)時，本公司承諾書面告知質權人根據《業績補償協議》擬質押股份具有潛在業績承諾補償義務情況，並在質押協議中就相關股份用於支付業績補償事項等與質權人作出明確約定，並應空運於質押協議簽訂當日將相關質押事項書面通知上市公司。

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃

5. In the event that the Transactions are filed for investigation by the judicial authorities or the Chinese Securities Regulatory Commission due to the false information, misleading statement or material omission contained in the information provided or disclosed, the company shall not transfer the shares of the Listed Company acquired in the Transactions before the investigation results are determined, and shall, within two trading days of receiving the notice of filing, submit the written application for suspension of the transfer and the stock account to the Board of Directors of JINGCHENG MAC, the Board of Directors shall apply to the stock exchanges and the depository and clearing companies for lockup on the company's behalf. If the lock-up application is not submitted within two trading days, the Board of Directors is authorized to submit the company's identity information and account information to the stock exchanges and the depository and clearing companies to apply for lock-up after verification. If the Board of Directors fails to submit the company's identity information and account information to the stock exchanges and the depository and clearing companies, the stock exchanges and the depository and clearing companies are authorized to directly lockup the relevant shares. If the investigation concludes that there are violations of laws and regulations, the company undertakes to lock-up the shares and use them for the compensation arrangements for relevant investors on a voluntary basis.

6. If the above undertakings are violated, I shall bear all legal liabilities. I shall fully compensate the Listed Company with my own funds for any damage caused to the Listed Company or for any administrative penalty or regulatory measures suffered by the Listed Company.

5、如本次交易因涉嫌所提供或者披露的信息存在虛假記載、誤導性陳述或者重大遺漏，被司法機關立案偵查或者被中國證券監督管理委員會立案調查的，在調查結論明確以前，本公司不轉讓在本次交易取得的上市公司股份，並於收到立案稽查通知的兩個交易日內將暫停轉讓的書面申請和股票賬戶提交京城股份董事會，由董事會代本公司向證券交易所和登記結算公司申請鎖定；未在兩個交易日內提交鎖定申請的，授權董事會核實後直接向證券交易所和登記結算公司報送本公司的身份信息和賬戶信息並申請鎖定；董事會未向證券交易所和登記結算公司報送本公司的身份信息和賬戶信息的，授權證券交易所和登記結算公司直接鎖定相關股份。如調查結論發現存在違法違規情節，本公司承諾鎖定股份自願用於相關投資者賠償安排。

6、若違反上述承諾，本公司將承擔一切法律責任。對上市公司造成損害或使上市公司受到行政處罰、監管措施的，本公司將以自有資金對上市公司全額賠償。

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成的具體原因	如未能及時履行應說明下一步計劃
		Counterparties of Reorganisation (Yang Ping, Xiao Zhonghai, Xia Tao, Wong Huadong, Xiu Jun, Fu Dun and Chen Zhengyan)	Undertaking in relation to share lock-up The Counterparties of Reorganisation (Yang Ping, Xiao Zhonghai, Xia Tao, Wong Huadong, Xiu Jun, Fu Dun and Chen Zhengyan) undertake: 1. The shares of the Listed Company acquired by me in the Transactions shall not be transferred within 12 months from the Issuance Completion date of the Reorganisation. 2. During the above-mentioned share lock-up period, the additional Listed Company's shares acquired due to the issue of bonus shares and conversion of capital reserve into share capital of the Listed Company shall also be subject to the regulation of the above-mentioned lock-up period. In case the lock-up period as required by regulatory opinions or relevant provisions of the securities regulatory authority is longer than the above-mentioned lock-up period or there are other requirements, corresponding adjustments should be made according to such regulatory opinions or relevant provisions of the securities regulatory authority. 3. If the above undertakings are violated, I shall bear all legal liabilities. I shall fully compensate the Listed Company with my own funds for any damage caused to the Listed Company or for any administrative penalty or regulatory measures suffered by the Listed Company.	From the date of acquisition of shares in the listed company until the expiry of the lock-up period	Yes	Yes		
		本次重組交易對方(楊平、肖中海、夏濤、王華東、修軍、傅敦、陳政言)	關於股份鎖定的承諾 本次重組交易對方(楊平、肖中海、夏濤、王華東、修軍、傅敦、陳政言)承諾： 1、本人因本次交易取得的上市公司股份，自本次重組發行完成日起12個月內不得轉讓。 2、上述股份鎖定期內，如因上市公司實施送紅股、資本公積金轉增股本事項而增持的上市公司股份，亦遵守上述鎖定期限的約定。若證券監管部門的監管意見或相關規定要求的鎖定期長於上述鎖定期或存在其他要求，則根據相關證券監管部門的監管意見和相關規定進行相應調整。 3、若違反上述承諾，本人將承擔一切法律責任。對上市公司造成損害或使上市公司受到行政處罰、監管措施的，本人將以自有資金對上市公司全額賠償。	自取得上市公司股份之日起至鎖定期屆滿	是	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Counterparties of Reorganisation (Li Hong, Zhao Qing, Wang Xiaohui, Qian Yuyan)	Undertaking in relation to the Pledge of the Consideration Shares The Counterparties of Reorganisation (Li Hong, Zhao Qing, Wang Xiaohui, Qian Yuyan) undertake: 1. As at the date of this letter of undertaking, I do not have any plans and arrangements to pledge externally (including setting up other third party rights) the shares of the Listed Company acquired in the Transaction. 2. The additional shares of the Listed Company acquired by me through the Transaction will be subject to a lock-up period and phased unlocking arrangements in accordance with the "Agreement on Issuance of Shares and Payment of Cash for Assets" and its supplemental agreement. 3. For the Consideration Shares acquired by me through the Transaction, I will not create any pledge or other encumbrances on the Consideration Shares held by me that are still subject to the lock-up period or yet to be unlocked during the 12-month lock-up period and after the expiry of the aforesaid lock-up period until they are unlocked in accordance with the phased unlocking agreement.	From the date of acquisition of shares in the listed company until the expiry of the lock-up period	Yes	Yes		
	其他	本次重組交易對方(李紅、趙慶、王曉暉、錢雨嫣)	關於質押對價股份的承諾 本次重組交易對方(李紅、趙慶、王曉暉、錢雨嫣)承諾： 1、截至本承諾函出具之日，本人不存在對外質押(含設定其他第三方權利)在本次交易中取得的上市公司股份的計劃與安排。 2、本人通過本次交易獲得的上市公司新增股份將按照《發行股份及支付現金購買資產協議》及補充協議的約定設置鎖定期及分期解鎖安排。 3、對於本人通過本次交易所取得的對價股份，在12個月鎖定期內及前述鎖定期屆滿後至按分期解鎖約定解鎖前，本人不會對所持有的尚處於股份鎖定期內或尚未解鎖的對價股份設定任何質押或其他權利負擔。	自取得上市公司股份之日起至鎖定期屆滿	是	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
		Counterparty of Reorganisation (Qingdao Eternal)	Undertaking in relation to the Pledge of the Consideration Shares The Counterparty of Reorganisation (Qingdao Eternal) undertakes: 1. As at the date of this letter of undertaking, the company does not have any plans and arrangements to pledge externally (including setting up other third party rights) the shares of the Listed Company acquired in the Transaction. 2. The additional shares of the Listed Company acquired by the company through the Transaction will be subject to a lock-up period and phased unlocking arrangements in accordance with the "Agreement on Issuance of Shares and Payment of Cash for Assets" and its supplemental agreement. 3. For the Consideration Shares acquired by the company through the Transaction, the company will not create any pledge or other encumbrances on the Consideration Shares held by the company that are still subject to the lock-up period or yet to be unlocked during the 12-month lock-up period and after the expiry of the aforesaid lock-up period until they are unlocked in accordance with the phased unlocking agreement.	From the date of acquisition of shares in the listed company until the expiry of the lock-up period	Yes	Yes		
		本次重組交易對方(青島艾特諾)	關於質押對價股份的承諾 本次重組交易對方(青島艾特諾)承諾: 1、截至本承諾函出具之日,本公司不存在對外質押(含設定其他第三方權利)在本次交易中取得的上市公司股份的計劃與安排。 2、本公司通過本次交易獲得的上市公司新增股份將按照《發行股份及支付現金購買資產協議》及補充協議的約定設置鎖定期及分期解鎖安排。 3、對於本公司通過本次交易所取得的對價股份,在12個月鎖定期內及前述鎖定期屆滿後至按分期解鎖約定解鎖前,本公司不會對所持有的尚處於股份鎖定期內或尚未解鎖的對價股份設定任何質押或其他權利負擔。	自取得上市公司股份之日起至鎖定期屆滿	是	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Undertaking for maintaining the independence of the Listed Company Jingcheng Holdings undertakes: Before the Transactions, JINGCHENG MAC is independent of the company. After the completion of the Transactions, the company will continue to maintain the independence of JINGCHENG MAC, follow the five-division and five-independence (五分開，五獨立) principles in business, assets, personnel, finance, and organization and comply with the relevant regulations of the Chinese Securities Regulatory Commission. The company will not cause JINGCHENG MAC to provide unlawful guarantees, will not use the capital of JINGCHENG MAC, and will not form peer competition with JINGCHENG MAC. Once the letter of undertaking is signed, it constitutes an irrevocable legal obligation of the company. If damage is caused to the rights and interests of JINGCHENG MAC and its small and medium shareholders as a result of the company's breach of such undertakings, the company will bear the compensation liabilities by law accordingly.	Long term	No	Yes		
	其他	大股東北京京城機電控股有限責任公司	關於保持上市公司獨立性的承諾 京城控股承諾：本次交易前，京城股份獨立於本公司，本次交易完成後，本公司將繼續保持京城股份的獨立性，在業務、資產、人員、財務、機構上遵循五分開、五獨立的原則，遵守中國證券監督管理委員會有關規定，不利用京城股份違規提供擔保，不佔用京城股份資金，不與京城股份形成同業競爭。本承諾函一經簽署，即構成本公司不可撤銷的法律義務。如出現因本公司違反上述承諾而導致京城股份及其中小股東權益受到損害的情況，本公司將依法承擔相應的賠償責任。	長期	否	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成的具體原因	如未能及時履行應說明下一步計劃
	Others	Counterparties of Reorganisation (17 natural persons including Li Hong)	Undertaking for not to seek control of Listed Company The Counterparties of Reorganisation (17 natural persons including Li Hong) undertake: 1. Since I became a shareholder of BYTQ, I, as a shareholder of BYTQ, have exercised my voting rights independently and have not acted in concert with other shareholders of BYTQ in respect of their shareholdings in BYTQ, nor have I entered into any concerted action agreement or performed any other acts that may bind shareholders to exercise their rights as shareholders together and effectively control or jointly control BYTQ. 2. I undertake to recognise and respect the status of the controlling shareholder of the Listed Company. I will not seek to increase my shareholding in the Listed Company directly or indirectly, or seek control of the Listed Company individually or jointly with my shareholding in the Listed Company, nor will I influence or seek control of the Listed Company by proxy, solicitation of votes, agreement, cooperation, affiliation, concerted relationship or in any other manner; nor do I have any plan to recommend or nominate directors and senior management to the Listed Company, nor do I have any specific plan to adjust the composition of the board of directors and senior management of the listed company after the completion of the Reorganisation.	Long term	No	Yes		
	其他	本次重組交易對方(李紅等17名自然人)	關於不謀求上市公司控制權的承諾 本次重組交易對方(李紅等17名自然人)承諾： 1、自本人成為北洋天青股東至今，本人作為北洋天青股東，獨立行使股東表決權，與北洋天青的其他股東就持有北洋天青股份不存在一致行動的情形，未簽訂任何一致行動協議、或者實施其他可能的束股東共同行使股東權利而實際控制或共同控制北洋天青的行為。 2、本人承諾認可並尊重上市公司的控股股東地位，本人不會通過直接或間接增持上市公司股份、或以所持上市公司股份，單獨或共同謀求上市公司的控制權，亦不會以委託、徵集投票權、協議、合作、關聯關係、一致行動關係或其他任何方式影響或謀求上市公司的控制權；本人亦無向上市公司推薦或提名董事和高級管理人員的計劃，對於本次重組完成後上市公司董事會和高級管理人員的構成也無具體調整計劃。	長期	否	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
		Counterparty of Reorganisation (Qingdao Eternal)	Undertaking for not to seek control of Listed Company The Counterparty of Reorganisation (Qingdao Eternal) undertakes: 1. Since the company became a shareholder of BYTQ, the company, as a shareholder of BYTQ, have exercised my voting rights independently and have not acted in concert with other shareholders of BYTQ in respect of their shareholdings in BYTQ, nor have the company entered into any concerted action agreement or performed any other acts that may bind shareholders to exercise their rights as shareholders together and effectively control or jointly control BYTQ. 2. The company undertakes to recognise and respect the status of the controlling shareholder of the Listed Company. The company will not seek to increase my shareholding in the Listed Company directly or indirectly, or seek control of the Listed Company individually or jointly with my shareholding in the Listed Company, nor will the company influence or seek control of the Listed Company by proxy, solicitation of votes, agreement, cooperation, affiliation, concerted relationship or in any other manner; nor does the company have any plan to recommend or nominate directors and senior management to the Listed Company, nor does the company have any specific plan to adjust the composition of the board of directors and senior management of the Listed Company after the completion of the Reorganisation.	Long term	No	Yes		
		本次重組交易對方(青島艾特諾)	關於不謀求上市公司控制權的承諾 本次重組交易對方(青島艾特諾)承諾： 1、自本企業成為北洋天青股東至今，本企業獨立行使北洋天青股東表決權，與北洋天青的其他股東就持有北洋天青股份不存在一致行動的情形，未簽訂任何一致行動協議、或者實施其他可能約束股東共同行使股東權利而實際控制或共同控制北洋天青的行為。 2、本企業承諾認可並尊重上市公司的控股股東地位，本企業及本企業的實際控制人陶峰不會通過直接或間接增持上市公司股份、或以所持上市公司股份，單獨或共同謀求上市公司的控制權，亦不會以委託、徵集投票權、協議、合作、關聯關係、一致行動關係或其他任何方式影響或謀求上市公司的控制權；本企業亦無向上市公司推薦或提名董事和高級管理人員的計劃，對於本次重組完成後上市公司董事會和高級管理人員的構成也無具體調整計劃。	長期	否	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	<p>Undertaking for replenishing the diluted immediate return</p> <p>Jingcheng Holdings undertakes: In any event, the company will not act ultra vires to intervene in the operation and management activities of JINGCHENG MAC, and will not infringe on the interests of JINGCHENG MAC. The company will effectively perform the obligations as the Controlling Shareholder, perform its duties faithfully and diligently, and safeguard the legal rights and interests of JINGCHENG MAC and its shareholders as whole. From the date of issue of the undertaking letter to the completion of the Transactions of JINGCHENG MAC, if the China Securities Regulatory Commission makes other new regulatory requirements on replenishment return measures and its undertakings, and the above-mentioned undertakings cannot meet the requirements of the CSRC, the company undertakes that it will then issue a supplementary undertaking in accordance with the latest regulations of the CSRC. If the company violates or fails to fulfill the above undertakings, the company will:</p> <ol style="list-style-type: none"> publicly apologize to the shareholders of JINGCHENG MAC and the public investors for not fulfilling the above-mentioned undertakings at the general meeting of JINGCHENG MAC and on the newspapers designated by the China Securities Regulatory Commission; within 5 working days from the date of confirming the breach of the abovementioned undertakings, terminate to receive dividends as a shareholder of JINGCHENG MAC, and JINGCHENG MAC shares held by the company shall not be transferred until the company fulfills effectively its undertaking or its breach of undertaking is eliminated; if the Company fails to perform the above undertakings for reasons other than force majeure, and fails to provide appropriate and reasonable explanations, the gains obtained by the company therefrom will belong to JINGCHENG MAC, and JINGCHENG MAC has the right to require the Company to remit the proceeds generated from the breach of undertaking to the designated account of JINGCHENG MAC within 10 working days from the receiving date of such gains. 	Long term	No	Yes		
	其他	大股東北京京城電機控股有限責任公司	<p>填補被攤薄即期回報措施的承諾</p> <p>京城控股承諾：在任何情形下，本公司均不會越權干預京城股份的經營管理活動，不會侵佔京城股份的利益，本公司將切實履行控股股東的義務，忠實、勤勉地履行職責，維護京城股份和全體股東的合法權益。自承諾函出具日至京城股份本次交易完成前，若中國證券監督管理委員會作出關於填補回報措施及其承諾的其他新的監管規定的，且上述承諾不能滿足證監會該等規定時，本公司承諾屆時將按照證監會的最新規定出具補充承諾。若本公司違反或不履行上述承諾，則本公司：</p> <ol style="list-style-type: none"> 將在北京股份股東大會及中國證券監督管理委員會指定報刊上公開就未履行上述承諾向京城股份股東和社會公眾投資者道歉； 在確認違反上述承諾之日起5個工作日內，停止在北京股份處領取股東分紅，同時本公司持有的京城股份股份不得轉讓，直至本公司實際履行承諾或違反承諾事項消除； 若因非不可抗力原因致使本公司未履行上述承諾，且又無法提供正當合理的說明的，則本公司因此而獲得的收益均歸京城股份所有，京城股份有權要求本公司於取得收益之日起10個工作日內將違反承諾所得收益匯至京城股份指定賬戶。 	長期	否	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
		Directors and senior management of the Listed Company	Undertaking for replenishing the diluted immediate return Directors and senior management of the Listed Company undertake: 1. Not to transfer benefits to other entities or individuals at nil consideration or under unfair terms, and not to damage the interests of JINGCHENG MAC in other ways; 2. To restrain the duty consumption behavior; 3. Undertake not to utilize the assets of JINGCHENG MAC to engage in investment and consumption activities which are unrelated to the performance of duties; 4. That the remuneration system formulated by the Board of Directors or the remuneration committee will be linked to the implementation of the replenishment return measures of JINGCHENG MAC; 5. That if JINGCHENG MAC implements equity incentives, the exercise conditions for equity incentives of JINGCHENG MAC to be announced will be linked to the implementation of the replenishment return measures of JINGCHENG MAC. If I violate or fail to fulfill the above undertakings, I: 1. will publicly apologize to the shareholders of JINGCHENG MAC and the public investors for not fulfilling the above-mentioned undertakings at the general meeting of JINGCHENG MAC and on the newspapers designated by the China Securities Regulatory Commission; 2. within 5 working days from the date of confirming the breach of the abovementioned undertakings, terminate to receive remuneration, allowance (if any) and bonus (if any) as a shareholder of JINGCHENG MAC, and JINGCHENG MAC shares (if any) held by me shall not be transferred until I fulfill effectively my undertaking or my breach of undertaking is eliminated; 3. if I fail to perform the above undertakings for reasons other than force majeure, and fail to provide appropriate and reasonable explanations, the gains obtained by me therefrom will belong to JINGCHENG MAC, and JINGCHENG MAC has the right to require me to remit the proceeds generated from the breach of undertaking to the designated account of JINGCHENG MAC within 10 working days from the receiving date of such gains.	Long term	No	Yes		
		上市公司董事、高級管理人員	填補被攤薄即期回報措施的承諾 上市公司董事、高級管理人員承諾： 1、承諾不無償或以不公平條件向其他單位或者個人輸送利益，也不採用其他方式損害京城股份利益； 2、承諾對本人的職務消費行為進行約束； 3、承諾不動用京城股份資產從事與履行職責無關的投資、消費活動； 4、承諾由董事會或薪酬委員會制定的薪酬制度與京城股份填補回報措施的執行情況相掛鉤； 5、如京城股份實施股權激勵，承諾擬公佈的京城股份股權激勵的行權條件與京城股份填補回報措施的執行情況相掛鉤。 若本人違反或不履行上述承諾，則本人： 1、將在京城股份股東大會及中國證券監督管理委員會指定報刊上公開就未履行上述承諾向京城股份股東和社會公眾投資者道歉； 2、在確認違反上述承諾之日起5個工作日內，停止在京城股份處領取薪酬、津貼(如有)及股東分紅(如有)，同時本人持有的京城股份股份(如有)不得轉讓，直至本人實際履行承諾或違反承諾事項消除； 3、若因不可抗力原因致使本人未履行上述承諾，且又無法提供正當合理之說明的，則本人因此而獲得的收益均歸京城股份所有，京城股份有權要求本人於取得收益之日起10個工作日內將違反承諾所得收益匯至京城股份指定賬戶。	長期	否	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Counterparties of Reorganisation (17 natural persons including Li Hong)	Undertaking regarding avoidance of funds appropriation Counterparties of Reorganisation (17 natural persons including Li Hong) undertake: From the Valuation Date of 80% equity interests of BYTQ to the date of registration under the name of JINGCHENG MAC (that is, the date when competent industrial and commercial department of BYTQ changed the ownership of 80% equity interests of BYTQ to the name of JINGCHENG MAC), I will not appropriate BYTQ's funds and conduct other actions that affect the integrity and compliance of BYTQ. After the completion of the Transactions, I will strictly comply with the relevant rules of the CSRC and the SSE and the relevant requirements of the Articles of Association to equally exercise the shareholders' rights and fulfill the shareholders' obligations. I will not seek improper interests by using the position of shareholders and guarantee the Listed Company and BYTQ will continue to be completely separate from other enterprises under my control in terms of personnel, assets, finance, institutions and business to maintain the independence of the Listed Company in terms of personnel, assets, finance, institutions and business. After the completion of the Transactions, I will comply with the rules of the Notice on Several Issues concerning Regulating Fund Transactions between Listed Companies and Their Affiliates and the External Guarantees of Listed Companies and the Circular of China Securities Regulatory Commission and China Banking Regulatory Commission on Regulating the External Guarantees Provided by Listed Companies, to regulate the external guarantees of the Listed Company and its subsidiaries. Other companies under my control (if any) will not appropriate the Listed Company's or BYTQ's funds by any means such as reimbursement of expenses or other expenditures, direct or indirect borrowings, debt repayment, etc., to avoid any flow of funds with the Listed Company or BYTQ that is not related to normal business operations. If I breach the above-mentioned undertakings, causing any impact or loss to the Transactions, I will bear the compensation liabilities in accordance with laws accordingly.	Long term	No	Yes		
	其他	本次重組交易對方(李紅等17名自然人)	關於避免資金佔用的承諾 本次重組交易對方(李紅等17名自然人)承諾:本人在北洋天青80%股權自評估基準日起至登記至京城股份名下之日(即北洋天青主管工商部門將北洋天青80%股權的權屬變更至京城股份名下之日)止的期間內,不佔用北洋天青資金,不進行其他影響北洋天青完整性、合規性的行為。本次交易完成後,本人將嚴格遵守中國證監會、上海證券交易所相關規章及《公司章程》等相關規定,平等行使股東權利、履行股東義務,不利用股東地位謀取不當利益,保證上市公司及北洋天青在人員、資產、財務、機構及業務方面繼續與本人控制的其他企業完全分開,保持上市公司在人員、資產、財務、機構及業務方面的獨立。本次交易完成後,本人將遵守《關於規範上市公司與關聯方資金往來及上市公司對外擔保若干問題的通知》及《中國證券監督管理委員會、中國銀行業監督管理委員會關於規範上市公司對外擔保行為的通知》的規定,規範上市公司及其子公司的對外擔保行為。本人控制的其他企業(如有)將不會以代墊費用或其他支出、直接或間接借款、代價債務等任何方式佔用上市公司或北洋天青的資金,避免與上市公司或北洋天青發生與正常經營業務無關的資金往來行為。如違反上述承諾,為本次交易造成任何影響或損失的,本人將依法承擔相應的賠償責任。	長期	否	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成的具體原因	如未能及時履行應說明下一步計劃
		Huang Xiaofeng	Undertaking regarding avoidance of funds appropriation Huang Xiaofeng undertakes: From the Valuation Date of 80% equity interests of BYTQ to the date of registration under the name of JINGCHENG MAC (that is, the date when competent industrial and commercial department of BYTQ changed the ownership of 80% equity interests of BYTQ to the name of JINGCHENG MAC), I will not appropriate BYTQ's funds and conduct other actions that affect the integrity and compliance of BYTQ. After the completion of the Transactions, other companies under my control (if any) will not appropriate BYTQ's funds by any means such as reimbursement of expenses or other expenditures, direct or indirect borrowings, debt repayment, etc., to avoid any flow of funds with BYTQ that is not related to normal business operations. If I breach the above-mentioned undertakings, causing any impact or loss to the Transactions, I will bear the compensation liabilities in accordance with laws accordingly.	Long term	No	Yes		
		黃曉峰	關於避免資金佔用的承諾 黃曉峰承諾：本人在北洋天青80%股權自評估基準日起至登記至京城股份名下之日(即北洋天青主管工商部門將北洋天青80%股權的權屬變更至京城股份名下之日)止的期間內，不佔用北洋天青資金，不進行其他影響北洋天青完整性、合規性的行為。本次交易完成後，本人控制的其他企業(如有)將不會以代墊費用或其他支出、直接或間接借款、代償債務等任何方式佔用北洋天青的資金，避免與北洋天青發生與正常經營業務無關的資金往來行為。如違反上述承諾，為本次交易造成任何影響或損失的，本人將依法承擔相應的賠償責任。	長期	否	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成的具體原因	如未能及時履行應說明下一步計劃
		Counterparty of Reorganisation (Qingdao Eternal)	Undertaking regarding avoidance of funds appropriation Counterparty of Reorganisation (Qingdao Eternal) undertakes: From the Valuation Date of 80% equity interests of BYTQ to the date of registration under the name of JINGCHENG MAC (that is, the date when competent industrial and commercial department of BYTQ changed the ownership of 80% equity interests of BYTQ to the name of JINGCHENG MAC), the company will not appropriate BYTQ's funds and conduct other actions that affect the integrity and compliance of BYTQ. After the completion of the Transactions, the company will strictly comply with the relevant rules of the CSRC and the SSE and the relevant requirements of the Articles of Association to equally exercise the shareholders' rights and fulfill the shareholders' obligations. The company will not seek improper interests by using the position of shareholders and guarantee the Listed Company and BYTQ will continue to be completely separate from other enterprises under the company's control in terms of personnel, assets, finance, institutions and business to maintain the independence of the Listed Company in terms of personnel, assets, finance, institutions and business. After the completion of the Transactions, the company will comply with the rules of the Notice on Several Issues concerning Regulating Fund Transactions between Listed Companies and Their Affiliates and the External Guarantees of Listed Companies and the Circular of China Securities Regulatory Commission and China Banking Regulatory Commission on Regulating the External Guarantees Provided by Listed Companies, to regulate the external guarantees of the Listed Company and its subsidiaries. Other companies under the company's control (if any) will not appropriate BYTQ's funds by any means such as reimbursement of expenses or other expenditures, direct or indirect borrowings, debt repayment, etc., to avoid any flow of funds with the BYTQ not related to normal business operations, the Listed Company's or BYTQ's funds by any means such as reimbursement of expenses or other expenditures, direct or indirect borrowings, debt repayment, etc., so as to avoid any flow of funds with the Listed Company or BYTQ that is not related to normal business operations. If the company breaches the above-mentioned undertakings, causing any impact or loss to the Transactions, the company will bear the compensation liabilities in accordance with laws accordingly.	Long term	No	Yes		
		本次重組交易對方(青島艾特諾)	關於避免資金佔用的承諾 本次重組交易對方(青島艾特諾)承諾:本公司在北洋天青80%股權自評估基準日起至登記至京城股份名下之日(即北洋天青主管工商部門將北洋天青80%股權的權屬變更至京城股份名下之日)止的期間內,不佔用北洋天青資金,不進行其他影響北洋天青完整性、合規性的行為。本次交易完成後,本公司將嚴格遵守中國證監會、上海證券交易所相關規章及《公司章程》等相關規定,平等行使股東權利、履行股東義務,不利用股東地位謀取不當利益,保證上市公司及北洋天青在人員、資產、財務、機構及業務方面與本公司控制的其他企業完全分開,保持上市公司在人員、資產、財務、機構及業務方面的獨立。本次交易完成後,本公司將遵守《關於規範上市公司與關聯方資金往來及上市公司對外擔保若干問題的通知》及《中國證券監督管理委員會、中國銀行業監督管理委員會關於規範上市公司對外擔保行為的通知》的規定,規範上市公司及其子公司的對外擔保行為。本公司控制的其他企業(如有)將不會以代墊費用或其他支出、直接或間接借款、代償債務等任何方式佔用上市公司或北洋天青的資金,避免與上市公司或北洋天青發生與正常經營業務無關的資金往來行為。如違反上述承諾,為本次交易造成任何影響或損失的,本公司將依法承擔相應的賠償責任。	長期	否	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Undertaking regarding avoidance of peer competition Jingcheng Holdings undertakes: 1. Unless the company no longer directly or indirectly holds the shares of JINGCHENG MAC, the company and the enterprises effectively controlled or influenced significantly by the company shall not engage in, participate in, or assist others to engage in any business activities that are directly or indirectly in competition with the businesses of JINGCHENG MAC and its subsidiaries by any means (including but not limited to independently operating or jointly operating and cooperating with other parties within or outside China), nor directly or indirectly invest in economic entities which are in direct or indirect competition with the businesses that JINGCHENG MAC and its subsidiaries are engaged in. 2. If the company breaches the agreement in item 1 above, which causes losses to JINGCHENG MAC and its subsidiaries, the company will be liable for compensation based on the actual losses to be suffered by JINGCHENG MAC and its subsidiaries at that time.	Long term	No	Yes		
	其他	大股東北京京城機電控股有限責任公司	關於避免同業競爭的承諾 京城控股承諾： 1、除非本公司不再直接或間接持有京城股份的股份，否則本公司及本公司擁有實際控制權或重大影響的企業不得以任何形式(包括但不限於在中國境內或境外自行或與他人合資、合作)從事、參與或協助他人從事任何與京城股份及其子公司屆時正在從事的業務有直接或間接競爭關係的經營活動，也不直接或間接投資任何與京城股份及其子公司屆時正在從事的業務有直接或間接競爭關係的經濟實體。 2、若本公司因違反上述第1項之約定給京城股份及其子公司造成損失的，則本公司將根據京城股份及其子公司屆時實際遭受的損失承擔賠償責任。	長期	否	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成的具體原因	如未能及時履行應說明下一步計劃
		Counterparties of Reorganisation (Huang Xiaofeng, Li Hong, Qian Yuyan, Tao Feng, Wang Xiaohui, Zhao Qing)	Undertaking regarding avoidance of peer competition Counterparties of Reorganisation (Huang Xiaofeng, Li Hong, Qian Yuyan, Tao Feng, Wang Xiaohui, Zhao Qing) undertake: 1. I and the other enterprises effectively controlled or influenced significantly by me currently doles) not own and operate any business directly or indirectly competing with the businesses engaged by the Listed Company and BYTQ in terms of business. 2. During the period I directly or indirectly hold the shares of JINGCHENG MAC, the enterprises effectively controlled or influenced significantly by me and I shall not engage in, participate in, or assist others to engage in any business activities that are directly or indirectly in competition with the businesses of JINGCHENG MAC and its subsidiaries by any means (including but not limited to independently operating or jointly operating and cooperating with other parties within or outside China), nor directly or indirectly invest in economic entities which are in direct or indirect competition with the businesses that JINGCHENG MAC and its subsidiaries are engaged in. I and the enterprises effectively controlled or influenced significantly by me have the same or similar business opportunities as those in BYTQ, and those business opportunities may directly or indirectly cause business competition between the enterprises effectively controlled or influenced significantly by me and I and BYTQ, I shall notify BYTQ immediately after noticing those business opportunities and strive to procure the offering of those business opportunities to BYTQ in priority on terms no less favorable than those offered to me and the enterprises effectively controlled or influenced significantly by me. 3. If I breach the agreement in item 1 and item 2 above, I shall return the shares of JINGCHENG MAC received from the Transactions to JINGCHENG MAC at nil consideration. JINGCHENG MAC will cancel those shares returned by me in accordance with its internal decision-making procedures (for shares which have been transferred, the proceeds from the transfer shall be returned); if I breach the agreement in item 1 and item 2 above, which causes losses to JINGCHENG MAC and its subsidiaries, I will also be liable for compensation based on the actual losses to be suffered by JINGCHENG MAC and its subsidiaries at that time. Upon signing of this letter of undertaking, my irrevocable legal obligation is formed. This letter of undertaking is valid for a period from the date of signing this letter of undertaking to the date on which I am no longer a direct or indirect shareholder of JINGCHENG MAC.	Long term	No	Yes		
		本次重組交易對方(黃曉峰、李紅、錢雨嫣、陶峰、王曉輝、趙慶)	關於避免同業競爭的承諾 本次重組交易對方(黃曉峰、李紅、錢雨嫣、陶峰、王曉輝、趙慶)承諾： 1、本人及本人控制或施加重大影響的其他企業目前不擁有及經營任何在商業上與上市公司、北洋天青所從事業務有直接或間接競爭的業務。 2、本人直接或間接持有京城股份的期間，本人及本人擁有實際控制權或重大影響的企業不得以任何形式(包括但不限於在中國境內或境外自行或與他人合資、合作)從事、參與或協助他人從事任何與京城股份及其子公司屆時正在從事的業務有直接或間接競爭關係的經營活動，也不直接或間接投資任何與京城股份及其子公司屆時正在從事的業務有直接或間接競爭關係的經濟實體。本人及本人擁有實際控制權或重大影響的企業存在與北洋天青相同或相似的業務機會，而該業務機會可能直接或間接導致本人及本人擁有實際控制權或重大影響的企業與北洋天青產生同業競爭，本人應於發現該業務機會後立即通知北洋天青，並盡最大努力促使該業務機會按不劣於提供給本人及本人擁有實際控制權或重大影響的企業的條件優先提供予北洋天青。 3、若本人違反上述第1項和第2項之約定的，則本人應將通過本次交易取得之京城股份的股份無償返還予京城股份，京城股份將依據內部決策程序註銷本人返還之股份(有關股份已轉讓的，應將轉讓所得價款返還)；若本人因違反上述第1項和第2項之約定給京城股份及其子公司造成損失的，則本人還將根據京城股份及其子公司屆時實際遭受的損失承擔賠償責任。本承諾函一經簽署，即構成本人不可撤銷的法律義務。本承諾函有效期間自本承諾函簽署之日起至本人不再系京城股份的直接或間接股東之日止。	長期	否	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成的具體原因	如未能及時履行應說明下一步計劃
		Counterparty of Reorganisation (Qingdao Eternal)	Undertaking regarding avoidance of peer competition Counterparty of Reorganisation (Qingdao Eternal) undertakes: 1. The company and the other enterprises effectively controlled or influenced significantly by the company currently do(es) not own and operate any business directly or indirectly competing with the businesses engaged by the Listed Company and BYTQ in terms of business. 2. During the period the company directly or indirectly holds the shares of JINGCHENG MAC, the enterprises effectively controlled or influenced significantly by the company and the company shall not engage in, participate in, or assist others to engage in any business activities that are directly or indirectly in competition with the businesses of JINGCHENG MAC and its subsidiaries by any means (including but not limited to independently operating or jointly operating and cooperating with other parties within or outside China), nor directly or indirectly invest in economic entities which are in direct or indirect competition with the businesses that JINGCHENG MAC and its subsidiaries are engaged in. The company and the enterprises effectively controlled or influenced significantly by the company have the same or similar business opportunities as those in BYTQ, and those business opportunities may directly or indirectly cause business competition between the enterprises effectively controlled or influenced significantly by the company and the company and BYTQ, the company shall notify BYTQ immediately after noticing those business opportunities and strive to procure the offering of those business opportunities to BYTQ in priority on terms no less favorable than those offered to the company and the enterprises effectively controlled or influenced significantly by the company. 3. If the company breaches the agreement in item 1 and item 2 above, the company shall return the shares of JINGCHENG MAC received from the Transactions to JINGCHENG MAC at nil consideration. JINGCHENG MAC will cancel those shares returned by the company in accordance with its internal decision-making procedures (for shares which have been transferred, the proceeds from the transfer shall be returned); if the company breaches the agreement in item 1 and item 2 above, which causes losses to JINGCHENG MAC and its subsidiaries, the company will also be liable for compensation based on the actual losses to be suffered by JINGCHENG MAC and its subsidiaries at that time. Upon signing of this letter of undertaking, the company's irrevocable legal obligation is formed. This letter of undertaking is valid for a period from the date of signing this letter of undertaking to the date on which the company is no longer a direct or indirect shareholder of JINGCHENG MAC.	Long term	No	Yes		
		本次重組交易對方(青島艾特諾)	關於避免同業競爭的承諾 本次重組交易對方(青島艾特諾)承諾: 1、本公司及本公司控制或施加重大影響的其他企業目前不擁有及經營任何在商業上與上市公司、北洋天青所從事業務有直接或間接競爭的業務。 2、本公司直接或間接持有京城股份的期間,本公司及本公司擁有實際控制權或重大影響的企業不得以任何形式(包括但不限於在中國境內或境外自行或與他人合資、合作)從事、參與或協助他人從事任何與京城股份及其子公司屆時正在從事的業務有直接或間接競爭關係的經營活動,也不直接或間接投資任何與京城股份及其子公司屆時正在從事的業務有直接或間接競爭關係的經濟實體。本公司及本公司擁有實際控制權或重大影響的企業存在與北洋天青相同或相似的業務機會,而該業務機會可能直接或間接導致本公司及本公司擁有實際控制權或重大影響的企業與北洋天青產生同業競爭,本公司應於發現該業務機會後立即通知北洋天青,並盡最大努力促使該業務機會按不少於提供給本公司及本公司擁有實際控制權或重大影響的企業的條件優先提供予北洋天青。 3、若本公司違反上述第1項和第2項之約定的,則本公司應將通過本次交易取得之京城股份的股份無償還予京城股份,京城股份將依據內部決策程序註銷本公司返還之股份(有關股份已轉讓的,應將轉讓所得價款返還);若本公司因違反上述第1項和第2項之約定給京城股份及其子公司造成損失的,則本公司還將根據京城股份及其子公司屆時實際遭受的損失承擔賠償責任。本承諾函一經簽署,即構成本公司不可撤銷的法律義務。本承諾函有效期間自本承諾函簽署之日起至本公司不再系京城股份的直接或間接股東之日止。	長期	否	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Beijing Jingcheng Machinery Electric Holding Co., Ltd., a substantial shareholder	Undertaking regarding reduction and regulation of related party transactions Jingcheng Holdings undertakes: 1. After the completion of the Transactions, the company and other companies and other related parties effectively controlled or significantly influenced by the company, excluding JINGCHENG MAC and its controlled subsidiaries (including BYTQ which is to be turned into a subsidiary controlled by JINGCHENG MAC) will try to avoid to have related party transactions with JINGCHENG MAC and its controlled subsidiaries. For related party transactions that are necessary and unavoidable, they will be conducted in accordance with the principles of fairness, justice, and price equality. The consideration shall be determined at a price generally accepted as reasonable by the market, and shall perform transaction approval procedures and information disclosure obligations in accordance with relevant laws, regulations, rules, and regulatory documents to effectively protect the interests of JINGCHENG MAC and its small and medium shareholders. 2 The company guarantees that it will strictly follow the relevant laws and regulations, the rules and regulatory documents issued by the China Securities Regulatory Commission, the relevant rules issued by the Shanghai Stock Exchange, and the "Articles of Association of Beijing Jingcheng Machinery Electric Company Limited" to exercise its rights as a shareholder and fulfill its obligations as a shareholder. The company will not seek improper benefits through its position as Controlling Shareholder, and will not damage the legal rights and interests of JINGCHENG MAC and its small and medium shareholders. If the company breaches the above-mentioned undertakings to enter into transaction with JINGCHENG MAC and its controlled subsidiaries, and incurs losses to JINGCHENG MAC and its small and medium shareholders, the company will bear the compensation liabilities in accordance with laws accordingly.	Long term	No	Yes		
	其他	大股東北京京城機電控制有限責任公司	關於減少及規範關聯交易的承諾 京城控股承諾： 1、在本次交易完成後，本公司及本公司擁有實際控制權或重大影響的除京城股份及其控股子公司(包括擬變更為京城股份控股子公司的北洋天青)外的其他公司及其他關聯方將盡量避免與京城股份及其控股子公司之間發生關聯交易；對於確有必要且無法迴避的關聯交易，均按照公平、公允和等價有價的原則進行，交易價格按市場公認的合理價格確定，並按相關法律、法規、規章以及規範性文件的規定履行交易審批程序及信息披露義務，切實保護京城股份及其中小股東利益。 2、本公司保證嚴格按照有關法律法規、中國證券監督管理委員會頒佈的規章和規範性文件、上海證券交易所頒佈的相關規則及《北京京城機電股份有限公司章程》等的規定，依法行使股東權利、履行股東義務，不利用控股股東的地位謀取不當的利益，不損害京城股份及其中小股東的合法權益。如違反上述承諾與京城股份及其控股子公司進行交易而給京城股份及其中小股東造成損失，本公司將依法承擔相應的賠償責任。	長期	否	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
		Directors, supervisors and senior management of the Listed Company	Undertaking regarding reduction and regulation of related party transactions Directors, supervisors and senior management of the Listed Company undertake: During the period when I act as a director/supervisor/senior management staff of JINGCHENG MAC, I will not illegally appropriate funds and any other assets of JINGCHENG MAC by any reason and way, and will try my best to avoid having related party transactions between me and enterprises directly or indirectly controlled by me (if any) and JINGCHENG MAC. For unavoidable related party transactions, I will strictly abide by laws and regulations and the provisions on related party transactions in the "Articles of Association" of JINGCHENG MAC; and through the corporate governance and legal decision-making procedures such as the approval at the Board of Directors/general meeting, I will reasonably procure the enterprises directly or indirectly controlled by me (if any) to strictly abide by the "Company Law of the People's Republic of China", the "Articles of Association of Beijing Jingcheng Machinery Electric Company Limited" and other relevant requirements, and follow the general market transactional rules to conduct related party transactions with JINGCHENG MAC in accordance with laws.	Long term	No	Yes		
		上市公司董事、監事、高級管理人員	關於減少及規範關聯交易的承諾 上市公司董事、監事、高級管理人員承諾：本人在作為京城股份董事/監事/高級管理人員期間，本人將不以任何理由和方式非法佔用京城股份的資金及其他任何資產，並盡可能避免本人及本人直接或間接控制的企業(如有)與京城股份之間進行關聯交易。對於不可避免的關聯交易，本人將嚴格遵守法律法規及京城股份《公司章程》中關於關聯交易的規定；且本人將通過董事會或股東會/股東大會等公司治理機構和合法的決策程序，合理影響本人直接或間接控制的企業(如有)嚴格遵守《中華人民共和國公司法》、《北京京城機電股份有限公司章程》等有關規定，並遵照一般市場交易規則，依法與京城股份進行關聯交易。	長期	否	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
		Counterparties of Reorganisation (Huang Xiaofeng, Li Hong)	Undertaking regarding reduction and regulation of related party transactions Counterparties of Reorganisation (Huang Xiaofeng, Li Hong) undertake: After the completion of the Transactions, other companies and other related parties effectively controlled or significantly influenced by me and I will try to avoid to have related party transactions with JINGCHENG MAC and its controlled subsidiaries (including BYTQ which is to be turned into a subsidiary controlled by JINGCHENG MAC). For related party transactions that are necessary and unavoidable, they will be conducted in accordance with the principles of fairness, justice, and price equality. The consideration shall be determined at a price generally accepted as reasonable by the market, and shall perform transaction approval procedures and information disclosure obligations in accordance with relevant laws, regulations, rules and regulatory documents to effectively protect the interests of JINGCHENG MAC and its small and medium shareholders. If I breach the above-mentioned undertakings to enter into transaction with JINGCHENG MAC and its controlled subsidiaries, and incurs losses to JINGCHENG MAC and its shareholders and the subsidiaries of JINGCHENG MAC, I will bear the compensation liabilities in accordance with laws accordingly.	Long term	No	Yes		
		本次重組交易對方(黃曉峰、李紅)	關於減少及規範關聯交易的承諾 本次重組交易對方(黃曉峰、李紅)承諾：在本次交易完成後，本人及本人擁有實際控制權或重大影響的企業及其他關聯方將盡量避免與京城股份及其控股子公司(包括擬變更為京城股份控股子公司之北洋天青)之間發生關聯交易；對於確有必要且無法迴避的關聯交易，均按照公平、公允和等價有償的原則進行，交易價格按市場公認的合理價格確定，並按相關法律、法規、規章以及規範性文件的規定履行交易審批程序及信息披露義務，切實保護京城股份及其中小股東利益。如違反上述承諾與京城股份及其控股子公司進行交易而給京城股份及其股東、京城股份子公司造成損失的，本人將依法承擔相應的賠償責任。	長期	否	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成的具體原因	如未能及時履行應說明下一步計劃
	Others	Huang Xiaofeng, Li Hong, Xu Binglei, Yang Lunsheng, Ying Rucai	Undertaking regarding reduction and regulation of related party transactions Huang Xiaofeng, Li Hong, Xu Binglei, Yang Lunsheng, Ying Rucai undertake: Unless otherwise agreed in writing by the Listed Company, Huang Xiaofeng, Xu Binglei, Yang Lunsheng and Ying Rucai shall continue to work for the Target Company or the Listed Company and perform their due diligence obligations during the performance undertaking period (i.e. the five accounting years of 2020, 2021, 2022, 2023 and 2024, the same below) and for a period of two years from the expiry date of the performance undertaking period as stipulated in the "Share Issue and Cash Payment for Assets Purchase Agreement", "Performance Compensation Agreement" and the supplemental agreements thereto. If I leave my employment with the Target Company on my own initiative without the written consent of the Listed Company before the expiry of the term of office, or if I am dismissed by the Target Company or the Listed Company in accordance with the law due to misconduct or malpractice or other intentional acts prejudicial to the interests of the Target Company or the Listed Company, the Listed Company shall be entitled to hold Party B and Party C liable for the following: (I) Term of employment requirements of Huang Xiaofeng and related undertakings 1. If Huang Xiaofeng leaves his employment on his own initiative before the expiry of the performance undertaking period, or if his employment is terminated by the Target Company or the Listed Company in accordance with the law due to misconduct or malpractice or other acts prejudicial to the interests of the Target Company or the Listed Company, then Huang Xiaofeng and Li Hong shall compensate the Listed Company for 100% of the consideration received through the transaction.	2 years from the date of issue of the Undertaking to the date of expiry of the Performance Pledge Period	Yes	Yes		
	其他	黃曉峰、李紅、徐炳雷、陽倫勝、英入才	關於減少及規範關聯交易的承諾 黃曉峰、李紅、徐炳雷、陽倫勝、英入才承諾：除上市公司書面同意外，黃曉峰、徐炳雷、陽倫勝及英入才在《發行股份及支付現金購買資產協議》、《業績補償協議》及其補充協議約定的業績承諾期間(即2020年、2021年、2022年、2023年和2024年五個會計年度，下同)及業績承諾期屆滿之日起2年內，應當繼續於目標公司或上市公司任職並履行其應盡的勤勉盡責義務，如任期屆滿前未經上市公司書面同意主動向目標公司離職，或因失職或營私舞弊或其他故意損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失而被目標公司或上市公司依法解聘的，上市公司有權要求乙方和丙方承擔如下補償責任： (一)黃曉峰的任職期限要求及相關承諾 1、黃曉峰在業績承諾期屆滿前主動離職，或因失職或營私舞弊或其他損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失而被目標公司或上市公司依法解聘的，則黃曉峰及李紅應當以其通過本次交易獲得對價的100%向上市公司進行補償。	自承諾出具之日起業績承諾期屆滿之日起2年	是	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃

2. If Huang Xiaofeng's employment is terminated by the Target Company or the Listed Company in accordance with the law due to dereliction of duty or malpractice or other acts detrimental to the interests of the Target Company or the Listed Company, resulting in his term of office being less than one year from the date of expiry of the performance pledge period, Huang Xiaofeng and Li Hong shall compensate the Listed Company at 40% of the consideration received through the transaction.

3. If Huang Xiaofeng or Li Hong has been dismissed by the Target Company or the Listed Company in accordance with the law due to dereliction of duty or malpractice or other acts detrimental to the interests of the Target Company or the Listed Company, resulting in his term of office being more than 1 year but less than 2 years after the expiry date of the performance undertaking, Huang Xiaofeng and Li Hong shall compensate the Listed Company at 20% of the consideration received through the transaction.

(II) Term of employment requirements of Xu Binglei, Yang Lunsheng and Ying Rucai and related undertakings

1. If Xu Binglei, Yang Lunsheng or Ying Rucai leave the Company on their own initiative before the expiry of the Performance Pledge Period, or if they are dismissed by the Target Company or the Listed Company in accordance with the law due to misconduct or malpractice or other intentional acts detrimental to the interests of the Target Company or the Listed Company, they shall compensate the Listed Company for 100% of the consideration received through the Transaction.

2、如黃曉峰因主動離職，或因失職或營私舞弊或其他損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失而被目標公司或上市公司依法解聘，導致其任職期限自業績承諾期屆滿之日起不滿1年的，黃曉峰及李紅應當以其通過本次交易獲得對價的40%向上市公司進行補償。

3、如黃曉峰因主動離職，或因失職或營私舞弊或其他損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失而被目標公司或上市公司依法解聘，導致其任職期限自業績承諾期屆滿之日起已滿1年不滿2年的，黃曉峰及李紅應當以其通過本次交易獲得對價的20%向上市公司進行補償。

(二)徐炳雷、陽倫勝、英入才的任職期限要求及相關承諾

1、如徐炳雷、陽倫勝、英入才在業績承諾期屆滿前主動離職，或因失職或營私舞弊或其他故意損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失而被目標公司或上市公司依法解聘的，則其本人應當以其通過本次交易獲得對價的100%向上市公司進行補償。

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃

2. If Xu Binglei, Yang Lunsheng or Ying Rucai resign on their own initiative or are dismissed by the Target Company or the Listed Company in accordance with the law due to misconduct or malpractice or other acts detrimental to the interests of the Target Company or the Listed Company, resulting in their term of office being less than one year from the date of expiry of the performance undertaking period, they shall personally compensate the Listed Company at 40% of the consideration received through the Transaction.

3. If Xu Binglei, Yang Lunsheng and Ying Rucai leave their positions on their own initiative, or are dismissed by the Target Company or the Listed Company in accordance with the law due to misconduct or malpractice or other acts that are detrimental to the interests of the Target Company or the Listed Company, and as a result, their term of office has expired for over one year but less than two years from the date of expiry of the Performance Pledge Period, they shall compensate the Listed Company for 20% of the consideration received through the Transaction. If Huang Xiaofeng, Xu Binglei, Yang Lunsheng and Ying Rucai have caused serious losses to the Target Company or the Listed Company as a result of malpractice or other acts intentionally prejudicial to the interests of the Target Company or the Listed Company, they shall, in addition to fulfilling the above compensation obligations, be liable for full compensation for the losses caused.

2、如徐炳雷、陽倫勝、英入才因主動離職，或因失職或營私舞弊或其他損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失而被目標公司或上市公司依法解聘，導致其任職期限自業績承諾期屆滿之日起不滿1年的，其本人應當以其通過本次交易獲得對價的40%向上市公司進行補償。

3、如徐炳雷、陽倫勝、英入才因主動離職，或因失職或營私舞弊或其他損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失而被目標公司或上市公司依法解聘，導致其任職期限自業績承諾期屆滿之日起已滿1年不滿2年的，其本人應當以其通過本次交易獲得對價的20%向上市公司進行補償。如黃曉峰、徐炳雷、陽倫勝及英入才因營私舞弊或其他故意損害目標公司或上市公司利益的行為給目標公司或上市公司造成了嚴重損失的，除履行上述補償義務外，還應對其所造成的損失承擔全額賠償責任。

Section 8 Important Matters

第八節 重要事項



I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Counterparties of Reorganisation (17 natural persons including Li Hong, Huang Xiaofeng, Tao Feng)	Undertaking in respect of the Second Cash Consideration offset for Listed Company Counterparties of Reorganisation (17 natural persons including Li Hong, Huang Xiaofeng, Tao Feng undertake: Firstly, I will perform the corresponding obligations and liabilities in strict accordance with the terms of the Transaction Agreement and if I am required to undertake cash compensation/compensation obligations to the Listed Company, I will perform such cash compensation/compensation obligations to the Listed Company in strict accordance with the terms of the Transaction Agreement and the deadline required by the Listed Company; Secondly, the Second Cash Consideration of RMB20 million of the Listed Company will be applied to offset the additional performance compensation in priority. In the event that the Guarantors of Performance (i.e. Li Hong, Zhao Qing, Qingdao Eternal Economic Information Consulting Co., Ltd., Wang Xiaohui and Qian Yuyan, the same below) are required to pay additional performance compensation to the Listed Company during the Performance Pledge Period, the second installment of the cash consideration of RMB20 million of the Listed Company will be applied in full to offset the additional performance compensation. Upon expiry of the Performance Pledge Period, if the Guarantors of Performance are not required to pay the Additional Performance Compensation to the Listed Company, the Listed Company shall be entitled to directly deduct the other outstanding compensation/compensation amounts (if any) due from the Counterparty when paying the Second Cash Consideration to the Guarantors of Performance, and the Counterparty and Huang Xiaofeng and Tao Feng shall continue to perform their compensation/compensation obligations as agreed.	From the date of the Undertaking until the expiry of the Performance Pledge Period and the fulfilment of the compensation obligations	Yes	Yes		
	其他	本次重組交易對方(李紅等17名自然人)、黃曉峰、陶峰	關於上市公司第二期現金對價抵扣事宜的承諾 本次重組交易對方(李紅等17名自然人)、黃曉峰、陶峰承諾：第一，本人將嚴格按照交易協議約定履行相應責任和義務，如需向上市公司承擔現金補償/賠償義務的，本人將嚴格按照交易協議約定及上市公司要求的期限向上市公司履行該等現金補償/賠償義務；第二，上市公司第二期現金對價2,000萬元將優先用於抵扣附加業績補償金。在業績承諾期限內，如發生業績承諾方(即李紅、趙慶、青島艾特諾經濟信息諮詢有限公司、王曉輝和錢雨嫣、下同)須向上市公司支付附加業績補償金的情形，上市公司第二期現金對價2,000萬元將全額用於抵扣附加業績補償金。業績承諾期限屆滿，如業績承諾方無須向上市公司支付附加業績補償金，則上市公司有權在向業績承諾方支付第二期現金對價時直接扣減交易對方其他應履行而未履行的補償/賠償金額(如有)，不足部分由交易對方及黃曉峰、陶峰繼續按約定履行補償/賠償義務。	自承諾出具之日起至業績承諾期屆滿且補償義務履行完畢	是	是		

Section 8 Important Matters

第八節 重要事項

I. Fulfillment of Undertakings (Continued)

(i) Undertakings made by the beneficial controller, shareholders, connected persons, buyers and the relevant parties of the Company during or up to the Reporting Period (Continued)

一、承諾事項履行情況(續)

(一) 公司實際控制人、股東、關聯方、收購人以及公司等承諾相關方在報告期內或持續到報告期內的承諾事項(續)

Background	Type of undertaking	Undertaking party	Content of undertaking	Date and duration of undertaking	Whether there is a deadline for performance	Whether strictly performed in a timely manner	If not performed in a timely manner, describe the specific reasons	If not performed in a timely manner, describe plans in next steps
承諾背景	承諾類型	承諾方	承諾內容	承諾時間及期限	是否有履行期限	是否及時嚴格履行	如未能及時履行應說明未完成履行的具體原因	如未能及時履行應說明下一步計劃
	Others	Counterparty of Reorganisation (Qingdao Eternal)	Undertaking in respect of the Second Cash Consideration offset for Listed Company Counterparty of Reorganisation (Qingdao Eternal) undertakes: Firstly, we will perform the corresponding obligations and liabilities in strict accordance with the terms of the Transaction Agreement and if the company is required to undertake cash compensation/compensation obligations to the Listed Company, we will perform such cash compensation/compensation obligations to the Listed Company in strict accordance with the terms of the Transaction Agreement and the deadline required by the Listed Company; Secondly, the Second Cash Consideration of RMB20 million of the Listed Company will be applied to offset the additional performance compensation in priority. In the event that the Guarantors of Performances (i.e. Li Hong, Zhao Qing, Qingdao Eternal Economic Information Consulting Co., Ltd., Wang Xiaohui and Qian Yuyan, the same below) are required to pay additional performance compensation to the Listed Company during the Performance Pledge Period, the second installment of the cash consideration of RMB20 million of the Listed Company will be applied in full to offset the additional performance compensation. Upon expiry of the Performance Pledge Period, if the Guarantors of Performance are not required to pay the Additional Performance Compensation to the Listed Company, the Listed Company shall be entitled to directly deduct the other outstanding compensation/compensation amounts (if any) due from the Counterparty when paying the Second Cash Consideration to the Guarantors of Performance, and the Counterparty and Huang Xiaofeng and Tao Feng shall continue to perform their compensation/compensation obligations as agreed.	From the date of the Undertaking until the expiry of the Performance Pledge Period and the fulfilment of the compensation obligations	Yes	Yes		
	其他	本次重組交易對方(青島艾特諾)	關於上市公司第二期現金對價折扣事宜的承諾 本次重組交易對方(青島艾特諾)承諾:第一,本公司將嚴格按照交易協議約定履行相應責任和義務,如需向上市公司承擔現金補償/賠償義務的,本公司將嚴格按照交易協議約定及上市公司要求的期限向上市公司履行該等現金補償/賠償義務;第二,上市公司第二期現金對價2,000萬元將優先用於抵扣附加業績補償金。在業績承諾期限內,如發生業績承諾方(即李紅、趙慶、青島艾特諾經濟信息諮詢有限公司、王曉暉和錢雨嫣,下同)須向上市公司支付附加業績補償金的情形,上市公司第二期現金對價2,000萬元將全額用於抵扣附加業績補償金。業績承諾期限屆滿,如業績承諾方無須向上市公司支付附加業績補償金,則上市公司有權在向業績承諾方支付第二期現金對價時直接扣減交易對方其他應履行而未履行的補償/賠償金額(如有),不足部分由交易對方及黃曉峰、陶峰繼續按約定履行補償/賠償義務。	自承諾出具之日起至業績承諾期屆滿且補償義務履行完畢	是	是		

Section 8 Important Matters

第八節 重要事項



I. Fulfillment of Undertakings (Continued)

(ii) There have been profit forecast for the assets or projects of the Company and the Reporting Period is still in the period of profit forecast, explanations as to whether the profit forecast has been met and its reasons

Yes No Not applicable

During the Reporting Period, BYTQ (as the guarantors of performance) has undertook to make a committed net profit of RMB27.5 million, RMB38 million, RMB41 million, RMB43 million and RMB46 million in 2020, 2021, 2022, 2023 and 2024, respectively, which are determined according to the principle on the lower of the net profit attributable to the owner of the parent company before and after the deduction of non-recurring gains and losses.

As specifically audited by ShineWing Certified Public Accountants (Special General Partnership), the audited net profit after the deduction of non-recurring gains and losses of BYTQ for 2022 was RMB43,425,600.

BYTQ completed its performance commitment of RMB41,000,000 in 2022, with a completion rate of 105.92%, and BYTQ was not required to make any performance compensation.

(iii) Completion of results undertakings and the impact on goodwill impairment testing

Applicable Not Applicable

No impact on goodwill impairment testing was involved.

II. Non-operating funds occupied by Controlling Shareholders and other related parties during the Reporting Period

Applicable Not Applicable

III. Illegal guarantee

Applicable Not Applicable

IV. Explanation of the Board of the Company on "Non-Standard Auditors' Report" issued by the auditors

Applicable Not applicable

一、承諾事項履行情況(續)

(二) 公司資產或項目存在盈利預測，且報告期仍處在盈利預測期間，公司就資產或項目是否達到原盈利預測及其原因作出說明

已達到 未達到 不適用

報告期內，北洋天青作為業績承諾方，其承諾在2020年、2021年、2022年、2023年和2024，按照扣除非經常性損益前後歸屬於母公司所有者的淨利潤孰低原則確定的承諾淨利潤分別為人民幣2,750萬元、人民幣3,800萬元、人民幣4,100萬元、人民幣4,300萬元和人民幣4,600萬元。

經信永中和會計師事務所(特殊普通合夥)業績承諾專項審核，北洋天青2022年度實現的經審計的扣除非經常性損益後的淨利潤為人民幣4,342.56萬元。

北洋天青2022年度完成業績承諾人民幣4,100萬元，達成率105.92%，北洋天青無需進行業績補償。

(三) 業績承諾的完成情況及其對商譽減值測試的影響

適用 不適用

不涉及對商譽減值測試的影響。

二、報告期內控股股東及其他關聯方非經營性佔用資金情況

適用 不適用

三、違規擔保情況

適用 不適用

四、公司董事會對會計師事務所「非標準意見審計報告」的說明

適用 不適用

Section 8 Important Matters

第八節 重要事項

V. Analysis and explanation of the Company on the reasons and impact of the change in accounting policy, accounting estimates or correction of significant accounting errors

(i) Analysis and explanation of the Company on the reasons and impact of the change in accounting policy and accounting estimates

Applicable Not applicable

(ii) Analysis and explanation of the Company on the reasons and impact of the correction of significant accounting errors

Applicable Not applicable

(iii) Communication with previous accounting firm

Applicable Not applicable

(iv) Other descriptions

Applicable Not applicable

五、公司對會計政策、會計估計變更或重大會計差錯更正原因和影響的分析說明

(一) 公司對會計政策、會計估計變更原因及影響的分析說明

適用 不適用

(二) 公司對重大會計差錯更正原因及影響的分析說明

適用 不適用

(三) 與前任會計師事務所進行的溝通情況

適用 不適用

(四) 其他說明

適用 不適用

VI. Appointment and dismissal of accounting firms

六、聘任、解聘會計師事務所情況

Unit: Yuan Currency: RMB
單位：元 幣種：人民幣

Currently appointed 現聘任

Name of domestic accounting firm 境內會計師事務所名稱	ShineWing Certified Public Accountants (Special General Partnership) 信永中和會計師事務所(特殊普通合夥)
Remuneration of domestic accounting firm 境內會計師事務所報酬	1 million 100萬
Number of years of audit by domestic accounting firm 境內會計師事務所審計年限	16 years 16年
Name of certified public accountant of domestic accounting firm 境內會計師事務所註冊會計師姓名	Ma Chuanjun, Guan Huan 馬傳軍、關歡
Continuing service year of certified public accountant of domestic accounting firm 境內會計師事務所註冊會計師審計服務的連續年限	16 years 16年

	Name 名稱	Remuneration 報酬
Accounting firm for internal control audit 內部控制審計會計師事務所	Da Hua Certified Public Accountants (Special General Partnership) 大華會計師事務所(特殊普通合夥)	0.35 million 35萬

Description of appointment and dismissal of accounting firms

Applicable Not applicable

聘任、解聘會計師事務所的情況說明

適用 不適用

Section 8 Important Matters

第八節 重要事項



VI. Appointment and dismissal of accounting firms (Continued)

There has been no change to ShineWing Certified Public Accountants (Special General Partnership) for audit of domestic financial reports and Da Hua Certified Public Accountants (Special General Partnership) for audit of internal control reports engaged by the Company.

Description of change of accounting firms during the audit period

Applicable Not applicable

VII. Risk for delisting

(i) Reason for delisting risk warning

Applicable Not applicable

(ii) Countermeasures to be adopted by the Company

Applicable Not applicable

(iii) Possible termination of listing and reason thereof

Applicable Not applicable

VIII. Matters relating to bankruptcy and reorganization

Applicable Not applicable

IX. Material litigations and arbitrations

The Company has material litigations and arbitrations during the year
 The Company has no material litigations or arbitrations during the year

X. Punishment and Rectification against Listed Company and its Directors, supervisors, senior management, Controlling Shareholders and beneficial controller

Applicable Not applicable

XI. Description of the reputation of the Company and its Controlling Shareholders, beneficial controller during the Reporting Period

Applicable Not applicable

六、聘任、解聘會計師事務所情況

(續)

公司聘任的負責境內財務報告審計的信永中和會計師事務所(特殊普通合夥)和負責內控報告審計的大華會計師事務所(特殊普通合夥)均未發生變更。

審計期間改聘會計師事務所的情況說明

適用 不適用

七、面臨退市風險的情況

(一) 導致退市風險警示的原因

適用 不適用

(二) 公司擬採取的應對措施

適用 不適用

(三) 面臨終止上市的情況和原因

適用 不適用

八、破產重整相關事項

適用 不適用

九、重大訴訟、仲裁事項

本年度公司有重大訴訟、仲裁事項
 本年度公司無重大訴訟、仲裁事項

十、上市公司及其董事、監事、高級管理人員、控股股東、實際控制人涉嫌違法違規、受到處罰及整改情況

適用 不適用

十一、報告期內公司及其控股股東、實際控制人誠信狀況的說明

適用 不適用

Section 8 Important Matters

第八節 重要事項

XII. Material connected transactions

(i) Connected transactions related to daily operation

1. **Matters disclosed in extraordinary announcements without progress or change in the follow-up implementation**
 Applicable Not applicable
2. **Matters disclosed in extraordinary announcements with progress or change in the follow-up implementation**
 Applicable Not applicable
3. **Matters which were not disclosed in extraordinary announcements**
 Applicable Not applicable

(ii) Connected transactions in relation to the acquisition or disposal of assets or equity interests

1. **Matters disclosed in extraordinary announcements without progress or change in the follow-up implementation**
 Applicable Not applicable

Summary of matter
事項概述

Index for enquiry
查詢索引

The Non-public Issuance of A Shares which constitutes connected transaction: On 16 November 2022, Beijing Jingcheng Machinery Electric Company Limited and Beijing Jingcheng Machinery Electric Holding Co., Ltd. entered into the "Conditional Share Subscription Agreement in relation to the Non-public Issuance of Shares of Beijing Jingcheng Machinery Electric Company Limited". The Company intends to raise proceeds of not exceeding RMB1,172 million (inclusive) in total from the Non-public Issuance of A Shares to not more than 35 specific investors, who meet the conditions prescribed by the CSRC, including Jingcheng Holdings.

非公開發行A股股票涉及關聯交易：2022年11月16日，北京京城機電股份有限公司和北京京城機電控股有限責任公司簽署了《關於北京京城機電股份有限公司非公開發行股票之附條件生效的股份認購協議》。公司擬向包括京城控股在內的符合中國證監會規定條件的不超過35名特定投資者非公開發行A股股票募集資金總額不超過人民幣117,200萬元(含本數)。

www.sse.com.cn Announcement No. of the Company: Lin 2022-061 and the HKEXNews website of the Stock Exchange (www.hkexnews.hk)

www.sse.com.cn公司公告：臨2022-061及聯交所披露易網站 www.hkexnews.hk

2. **Matters disclosed in extraordinary announcements with progress or change in the follow-up implementation**
 Applicable Not applicable
3. **Matters which were not disclosed in extraordinary announcements**
 Applicable Not applicable
4. **Results which are relating to result agreements and shall be disclosed for the Reporting Period**
 Applicable Not applicable

十二、重大關連交易

(一) 與日常經營相關的關聯交易

- 1、已在臨時公告披露且後續實施無進展或變化的事項
 適用 不適用
- 2、已在臨時公告披露，但有後續實施的進展或變化的事項
 適用 不適用
- 3、臨時公告未披露的事項
 適用 不適用

(二) 資產或股權收購、出售發生的關聯交易

- 1、已在臨時公告披露且後續實施無進展或變化的事項
 適用 不適用

- 2、已在臨時公告披露，但有後續實施的進展或變化的事項
 適用 不適用
- 3、臨時公告未披露的事項
 適用 不適用
- 4、涉及業績約定的，應當披露報告期內的業績實現情況
 適用 不適用

Section 8 Important Matters

第八節 重要事項

十二、重大關連交易(續)

(三) 共同對外投資的重大關聯交易

XII. Material connected transactions (Continued)

(iii) Material connected transactions relating to common external investments

- Matters disclosed in extraordinary announcements without progress or change in the follow-up implementation**
 Applicable Not applicable
- Matters disclosed in extraordinary announcements with progress or change in the follow-up implementation**
 Applicable Not applicable
- Matters which were not disclosed in extraordinary announcements**
 Applicable Not applicable

- 已在臨時公告披露且後續實施無進展或變化的事項
 適用 不適用
- 已在臨時公告披露，但有後續實施的進展或變化的事項
 適用 不適用
- 臨時公告未披露的事項
 適用 不適用

(iv) Related creditor's right and debt transactions

- Matters disclosed in extraordinary announcements without progress or change in the follow-up implementation**
 Applicable Not applicable
- Matters disclosed in extraordinary announcements with progress or change in the follow-up implementation**
 Applicable Not applicable
- Matters which were not disclosed in extraordinary announcements**
 Applicable Not applicable

- ### (四) 關聯債權債務往來
- 已在臨時公告披露且後續實施無進展或變化的事項
 適用 不適用
 - 已在臨時公告披露，但有後續實施的進展或變化的事項
 適用 不適用
 - 臨時公告未披露的事項
 適用 不適用

Unit: Yuan Currency: RMB
單位：元 幣種：人民幣

Related party 關聯方	Relationship 關聯關係	Provision of funding to related party 向關聯方提供資金			Provision of funding by related party to listed company 關聯方向上市公司提供資金		
		Beginning balance 期初餘額	Amount occurred 發生額	Ending balance 期末餘額	Beginning balance 期初餘額	Amount occurred 發生額	Ending balance 期末餘額
Jiangsu Tianhai Special Equipment Co., Ltd. 江蘇天海特種裝備有限公司	Associate 聯營公司	40,821.80	2,865,942.09	2,906,763.89	3,985,233.87	3,008,994.56	6,994,228.43
Beijing Jingcheng Industrial Logistics Co., Ltd. 北京京城工業物流有限公司	Subsidiary of Shareholders 股東的子公司				902,227.27		902,227.27
Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城控股有限責任公司	Controlling Shareholders 控股股東				8,084.72	764,666.67	772,751.39
Beijing Liantanda Vehicle Clean Fuel Technology Co., Ltd. 北京蘭天達汽車清潔燃料技術有限公司	Others 其他	7,706,543.98	-3,902,731.55	3,803,812.43	29,381,638.59	-17,772,036.84	11,609,601.75
Beijing First Machine Tool Plant 北京第一機床廠	Subsidiary of Shareholders 股東的子公司				7,359.09		7,359.09
Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. 北京京城海通科技文化發展有限公司	Controlling subsidiary 控股子公司	3,539,815.75	-3,539,815.75				
Zheng Guoxiang 鄭國祥	Others 其他				174,926.90	-174,926.90	
Guo Zhihong 郭志紅	Others 其他				174,926.89	-174,926.89	
Kuancheng Shenghua Pressure Container Manufacturing Co., Ltd. 寬城昇華壓力容器製造有限公司	Others 其他	1,567,883.90	-918,185.40	649,698.50			
Tianjin Seamless Investment Co. Ltd. 天津大無縫投資有限責任公司	Others 其他				5,740,605.11	-1,214,199.97	4,526,405.14
Beijing Zhichuang (Beijing) New Energy Automobile Technology Co., Ltd. 北清智創(北京)新能源汽車科技有限公司	Associate 聯營公司				7,000,000.00		7,000,000.00
Li Hong 李紅	Others 其他					10,860,433.38	10,860,433.38
Total 合計		12,855,065.43	-5,494,790.61	7,360,274.82	47,375,002.44	-4,701,995.99	42,673,006.45
Reasons for occurrence of related creditor's right and debt transactions 關聯債權債務形成原因	Under normal operation 正常經營						
Effects of related creditors' rights and debts on the Company 關聯債權債務對公司的影響	None 無						

Section 8 Important Matters

第八節 重要事項

XII. Material connected transactions (Continued)

(v) Financial business between the Company and its related financial company, and between financial company controlled by the Company and related parties

Applicable Not Applicable

(vi) Others

Applicable Not applicable

As at 31 December 2022, the Group has entered into connected transactions with the following entities which are regarded as the connected persons of the Company according to the Listing Rules.

- (1) Beijing Jingcheng Machinery Electric Holding Co., Ltd. is the Controlling Shareholder of the Company, holding 45.32% of the equity interest in the Company. As such, Jingcheng Machinery Electric is a connected person of the Company.
- (2) Beijing Jingcheng Machinery Electric Asset Management Co., Ltd. is a wholly-owned subsidiary of Jingcheng Machinery Electric, the Controlling Shareholder of the Company, and thus the Asset Company is a connected person of the Company.
- (3) Beijing Beiren Printing Equipment Co., Ltd. is a wholly-owned subsidiary of Jingcheng Machinery Electric, the Controlling Shareholder of the Company, and thus the Asset Company is a connected person of the Company.

The details of the connected transaction and the continuing connected transaction for the year ended 31 December 2022 were set out below:

十二、重大關連交易(續)

(五) 公司與存在關連關係的財務公司、公司控股財務公司與關連方之間的金融業務

適用 不適用

(六) 其他

適用 不適用

截至2022年12月31日，本集團已與下列根據上市規則被視為本公司關連人士的實體訂立關連交易。

- (1) 北京京城機電控股有限責任公司為本公司控股股東，目前持有公司45.32%的股份，因此，京城機電為本公司關連人士。
- (2) 北京京城機電資產管理有限責任公司為公司控股股東京城機電的全資子公司，因此，資產公司為本公司關連人士。
- (3) 北京北人印刷設備有限公司為公司控股股東京城機電的全資子公司，因此，資產公司為本公司關連人士。

截至2022年12月31日止年度的關連交易及持續關連交易詳情載列如下：

Section 8 Important Matters

第八節 重要事項



XII. Material connected transactions (Continued)

(vi) Others (Continued)

Connected transactions

1. The connected transaction involved in the implementation of the project of the non-public issuance of A shares

On 16 November 2022, the nineteenth extraordinary meeting of the tenth session of the Board of the Company considered and approved the "Resolution in relation to the Proposal for the Company's Non-public Issuance of A Shares" and other resolutions, pursuant to the relevant requirements of the "Company Law of the People's Republic of China", "Securities Law of the People's Republic of China", "Administrative Measures for the Issuance of Securities by Listed Companies", "Detailed Implementation Rules for the Non-public Issuance of Shares by Listed Companies" and other laws and regulations, the Company proposed a plan for the non-public issuance of A shares. For details, please refer to the relevant announcements disclosed by the Company on 16 November 2022 on the HKEXNews website.

2. The connected transaction involved in the renovation of the leased property

On 19 January 2022, the property leased by the Company is located in Yichuang Park, Beijing for office use. Necessary fitting out work will be needed before the Company moves in and the Company has entered into agreement with Beiren Equipment that such fitting out work will be undertaken by Beiren Equipment, such that the quality of work and completion time can be ensured. The prepayment for fitting out work is RMB1,668,434.64 and the final payment will be based on actual settlement. For details, please refer to the relevant announcements disclosed by the Company on 19 January 2022 on the HKEXNews website.

Continuing connected transactions

1. Continuous connected transaction relating to lease of Beiren Equipment's property for office use

The Company intends to lease the property of Beiren Equipment, our connected person, located at Yichuang Park Area, Yizhuang, Beijing (the "Property") for office use to satisfy the Company's office needs. The Property has a gross floor area of 1,102 sq. m. and the lease term is three years. Rental for the first year is RMB2.55/sq. m. of GFA, and from the second year onwards, rental will be increased by 2% per year. Beiren Equipment will also provide property services at a property fee of RMB264,480 per year.

2. Continuous connected transaction with the property leasing of Jingcheng Haitong

Beijing Tianhai and Jingcheng Haitong entered into the "Lease Agreement" on 4 September 2018 with a leasing term of 18 years. While transferring the property, Beijing Tianhai, Asset Company and Jingcheng Haitong will sign an "Agreement on the Change of Party of the Lease" which will transfer all rights and obligations of Beijing Tianhai under the "Lease Agreement" to Asset Company in general. On 6 July 2022, the Company issued the "Announcement of Completion of the Project of Acquisition of 2% Equity Interest of Jingcheng Haitong by a Subsidiary of the Company Beijing Tianhai Industry Co., Ltd.". Upon completion of the acquisition, the Company holds a 51% equity interest in Jingcheng Haitong through Tianhai Industrial, pursuant to which, Jingcheng Haitong became a controlled subsidiary of the Company. In accordance with the Listing Rules, as Jingcheng Machinery Electric is the controlling shareholder of the Company, Asset Company is a connected person of the Company. Accordingly, the transaction contemplated under the lease agreement became continuing connected transaction of the Company upon completion of the acquisition.

十二、重大關連交易(續)

(六) 其他(續)

關連交易

1. 實施本次非公開發行A股股票項目涉及關連交易

2022年11月16日，公司第十屆董事會第十九次臨時會議審議通過了《關於公司非公開發行A股股票方案》等議案，根據《中華人民共和國公司法》、《中華人民共和國證券法》、《上市公司證券發行管理辦法》、《上市公司非公開發行股票實施細則》等法律法規的相關規定，公司擬定非公開發行A股股票方案。詳情請見本公司於2022年11月16日於聯交所披露易網站披露的相關公告。

2. 對租賃的房屋進行裝修涉及關聯交易

於2022年1月19日，公司租賃的在位於北京亦莊亦創園區的房產作為辦公用房入駐前需要對該房產進行必要的裝修，公司與北人設備簽署協議，由北人設備負責此次裝修，從而保證裝修質量及裝修進度按時完成，裝修預付款為人民幣1,668,434.64元，最終費用以實際結算價為準。詳情請見本公司於2022年1月19日於聯交所披露易網站披露的相關公告。

持續關連交易

1. 租賃關連方北人設備房產作為辦公用房的持續關連交易

公司擬租賃關連方北人設備位於北京亦莊亦創園區的房產作為辦公用房（「該房產」），以滿足公司辦公需求。該房產建築面積為1,102平方米，租期三年，租金第一年每天每平方米建築面積租金為人民幣2.55元，從第二年起每年租金在上一年基礎上遞增2%；物業服務也由北人設備提供，物業費為每年人民幣264,480元。

2. 與京城海通房屋租賃的持續關連交易

北京天海與京城海通於2018年9月4日簽訂了《租賃合同》，租賃期限為18年。房地資產轉讓的同時，北京天海、資產公司及京城海通三方將簽署《租賃合同主體變更協議》，將《租賃合同》項下的北京天海所有權利和義務概括轉讓予資產公司。2022年7月6日，公司發佈《關於公司子公司北京天海工業有限公司收購京城海通2%股權項目的完成公告》，於收購事項完成後，公司透過天海工業持有京城海通51%的股權。據此，京城海通成為本公司的控股子公司。按照上市規則，由於京城機電為本公司的控股股東，資產公司為本公司的關連人。因此，租賃合同項下擬進行之交易於收購事項完成後成為本公司的持續關連交易。

Section 8 Important Matters

第八節 重要事項

XIII. Contracts of significance and their execution

(i) Trust, contracting and lease matters

1. **Trust**
 Applicable Not applicable
2. **Contracting**
 Applicable Not applicable
3. **Lease**
 Applicable Not applicable

十三、重大合同及其履行情况

(一) 託管、承包、租賃事項

- 1、**託管情況**
 適用 不適用
- 2、**承包情況**
 適用 不適用
- 3、**租賃情況**
 適用 不適用

Unit: Yuan Currency: RMB
 單位：元 幣種：人民幣

Name of the leaser	Name of lessee	Status of leased asset	Amount of lease of asset	Date of commencement of lease	Date of expiry of lease	Lease income	Basis of determination of lease income	Effect of lease income on the Company	Related party/ connected transaction	Related party/ connected relationship
出租方名稱	租賃方名稱	租賃資產情況	租賃資產涉及金額	租賃起始日	租賃終止日	租賃收益	租賃收益確定依據	租賃收益對公司影響	是否關聯交易	關聯關係
Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. 北京京城海通科技文化發展有限公司	Shenzhen Tenglong Holdings Co., Ltd. (深圳騰龍控股股份有限公司) 深圳騰龍控股股份有限公司	The leased area is 45,043.62 sq.m. 出租面積45,043.62平方米。	1,100,925,887.91 1,100,925,887.91	21 February 2021 2021年2月21日	18 October 2036 2036年10月18日	63,747,178.54 63,747,178.54	Lease Agreement 租賃合同	Major operating revenue 主要經營收入	No 否	Nil 無
Description of leasing Not applicable							租賃情況說明 不適用			

- (ii) **Guarantee**
 Applicable Not applicable

- (二) **擔保情況**
 適用 不適用

Section 8 Important Matters

第八節 重要事項



XIII. Contracts of significance and their execution 十三、重大合同及其履行情况(續)

(Continued)

(iii) Cash assets entrusted to be managed by others

1. **Entrusted wealth management**
 - (1) **Overview of entrusted wealth management**
 Applicable Not applicable

Others
 Applicable Not applicable
 - (2) **Single entrusted wealth management**
 Applicable Not applicable

Others
 Applicable Not applicable
 - (3) **Impairment provision for entrusted wealth management**
 Applicable Not applicable
2. **Entrusted loans**
 - (1) **Overview of entrusted loans**
 Applicable Not applicable

Others
 Applicable Not applicable
 - (2) **Single entrusted loan**
 Applicable Not applicable

Others
 Applicable Not applicable
 - (3) **Impairment provision for entrusted loans**
 Applicable Not applicable
3. **Others**
 Applicable Not applicable

(iv) Other contracts of significance

Applicable Not applicable

(三) 委託他人進行現金資產管理的情況

1. **委託理財情況**
 - (1) **委託理財總體情況**
 適用 不適用

其他情況
 適用 不適用
 - (2) **單項委託理財情況**
 適用 不適用

其他情況
 適用 不適用
 - (3) **委託理財減值準備**
 適用 不適用
2. **委託貸款情況**
 - (1) **委託貸款總體情況**
 適用 不適用

其他情況
 適用 不適用
 - (2) **單項委託貸款情況**
 適用 不適用

其他情況
 適用 不適用
 - (3) **委託貸款減值準備**
 適用 不適用
3. **其他情況**
 適用 不適用

(四) 其他重大合同

適用 不適用

XIV. Description of other major matters that have a significant impact on investors' value Judgment and investment decision

√ Applicable □ Not applicable

1. Changes of the subsidiaries that included in the consolidation scope during the Reporting Period

During the Reporting Period, the Company completed the below acquisition and reorganisation projects, resulting in BYTQ and Jingcheng Haitong being included in the consolidation scope.

Completion of the acquisition and reorganisation project of BYTQ

The Company commenced the acquisition of 80% equity interest in BYTQ in August 2020. The Company and BYTQ jointly promoted the asset delivery arrangement and completed the transfer of shares and the industrial and commercial registration of the equity interest in BYTQ on 17 June 2022, and the issuance and listing of shares in relation to the asset purchase was completed on 27 June 2022. The core work of this major asset reorganization transaction was successfully completed within 2022. All of the subject assets of the asset acquisition by way of share issuance and cash payment and raising of supporting funds have been changed to be registered in the name of the Company, and the Company directly holds 80% equity interest in BYTQ. BYTQ officially became a controlled subsidiary of the Company and was included in the consolidation scope of the Company.

Acquisition of 2% equity interest in Jingcheng Haitong

The Company held the eighth meeting of the tenth session of the Board on 28 April 2022 and the general meeting for the year of 2021 on 9 June 2022 respectively, which considered and approved the "Resolution in relation to the Project on Acquisition of 2% Equity interest in Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. Held by Beijing Nengtong Lease Company by Beijing Tianhai Industry Co., Ltd.", and agreed that Beijing Tianhai Industry Co., Ltd. ("Tianhai Industry"), a subsidiary of the Company, acquires 2% equity interest in Jingcheng Haitong held by Beijing Nengtong Lease Company ("Beijing Nengtong"), with a transfer price of RMB461,732. After the completion of the transaction, the registered capital of Jingcheng Haitong remains RMB80 million, and the amount of capital contribution and equity ratio of shareholders of both parties are changed to: Tianhai Industry contributes RMB40.80 million, with a shareholding of 51%, and Beijing Nengtong contributes RMB39.2 million, with a shareholding of 49%.

Jingcheng Haitong has completed the industrial and commercial change registration procedures on 4 July 2022 such as change of capital contribution and the equity ratio of shareholders and filing the "Articles of Association", and obtained a new business license. On the same day, both parties completed the delivery of assets, and Tianhai Industry obtained the controlling interest of Jingcheng Haitong and included it into the consolidation scope of the Company.

2. During the Reporting Period, the Company started the project of non-public Issuance of A Shares, which has been considered and approved by the Board of the Company.

3. During the Reporting Period, the Company's subsidiaries were subject to applicable enterprise income tax rates of 25% and 15%.

4. Review of financial statements for the Reporting Period by the audit committee

The audit committee of the Board of the Company has reviewed and confirmed the annual financial report for 2022.

十四、其他對投資者作出價值判斷和投資決策有重大影響的重大事項的說明

√ 適用 □ 不適用

1、報告期子公司納入合併範圍變更情況

報告期內，公司完成以下併購及收購項目，使北洋天青及京城海通納入合併範圍。

完成北洋天青併購重組項目

公司於2020年8月開始實施購買北洋天青80%股權項目。公司與北洋天青合力推進資產交割安排，於2022年6月17日完成北洋天青股權的過戶和工商登記工作，2022年6月27日完成資產購買相關股份的發行上市工作，在2022年內成功完成本次重大資產重組交易的核心工作。本次發行股份及支付現金購買資產並募集配套資金的標的資產已全部變更登記至公司名下，公司直接持有北洋天青80%的股權。北洋天青正式成為公司的控股子公司，納入公司的合併範圍。

收購京城海通2%股權事項

公司分別於2022年4月28日召開第十屆董事會第八次會議、2022年6月9日召開2021年年度股東大會，審議通過《關於北京天海工業有限公司收購北京能通租賃公司持有的北京京城海通科技文化發展有限公司2%股權項目的議案》，同意本公司子公司北京天海工業有限公司（「天海工業」）收購北京能通租賃公司（「北京能通」）持有的京城海通2%股權，轉讓價款為人民幣46.1732萬元。本次交易完成後，京城海通註冊資本仍為人民幣8,000萬元，雙方股東出資額和股權比例變更為：天海工業出資人民幣4,080萬元，持股51%，北京能通出資人民幣3,920萬元，持股49%。

京城海通已於2022年7月4日完成變更股東出資額和股權比例及備案《公司章程》等工商變更登記手續，取得新的營業執照。同日，雙方完成資產交割，天海工業取得京城海通的控股權，納入公司的合併範圍。

2、報告期內，公司啟動非公開發行A股股票項目，項目已獲公司董事會審議通過。


3、報告期公司企業所得稅的適用稅率為25%、15%。

4、審計委員會審閱報告期財務報告情況

公司董事會之審計委員會已審閱並確認2022年財務報告。

Section 8 Important Matters

第八節 重要事項

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5. **Corporate Governance Code**

The Company has adopted the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Listing Rules as its corporate governance code. The Board considers that the Company has complied with all applicable code provisions set out in the CG Code throughout the year during the year.
 6. **Model Code for Securities Transactions by Directors and Supervisors**

During the Reporting Period, the Company has adopted the model code of conduct regarding securities transactions by directors and supervisors on terms no less exacting than the required standards set in the “Model Code” in Appendix 10 of the Hong Kong Listing Rules. After making specific enquiries to all Directors and Supervisors, the Company confirmed that, each of Directors and Supervisors has complied with the required standards on securities transactions by Directors and Supervisors as set in the Model Code for the 12 months ended 31 December 2022.
 7. **Pre-emptive rights**

There is no provision for pre-emptive rights under the laws of the PRC and the “Articles of Association” of the Company.
- 5、**企業管治守則**

本公司已採納上市規則附錄十四所載的企業管治守則(「企業管治守則」)作為本身之企業管治守則。董事會認為，本公司於本年度一直遵守企業管治守則的所有適用守則條文。
 - 6、**董事及監事進行證券交易的標準守則**

於本報告期內，本公司就董事及監事的證券交易，已採納一套不低於上市規則附錄十所載的《標準守則》所規定的標準行為守則。經特別與全部董事及監事作出查詢後，本公司確認，在截止2022年12月31日之12個月，各董事及監事已遵守該標準守則所規定有關董事進行證券交易的標準。
 - 7、**優先購股權**

根據中國相關法律及本公司之《公司章程》，並無優先購股權之條款。

Section 9 Changes in Shares and Information of Shareholders

第九節 股份變動及股東情況

I. CHANGES IN SHARE CAPITAL

(1) Statement of changes in Shares

1. Statement of changes in Shares

一、股本變動情況

(一) 股份變動情況表

1、 股份變動情況表

Unit: share
單位：股

		Before change 本次變動前		Increase and decrease (+,-) in change 本次變動增減(+,-)					After change 本次變動後	
		Amount 數量	Proportion (%) 比例(%)	Issuance of new shares 發行新股	Bonus issue 送股	Conversion from reserve 公積金轉股	Other 其他	Subtotal 小計	Amount 數量	Proportion (%) 比例(%)
(I) Shares subject to trading moratorium	一、有限售條件股份	63,000,000	12.99	+57,265,988				+57,265,988	120,265,988	22.16
1. State-owned shares	1、國家持股									
2. State-owned legal person shares	2、國有法人持股	63,000,000	12.99						63,000,000	11.61
3. Other domestic shares	3、其他內資持股			+55,450,106				+55,450,106	55,450,106	10.22
Including: Domestic non-state-owned legal person shares	其中：境內非國有法人持股			+13,655,752				+13,655,752	13,655,752	2.52
Domestic natural person shares	境內自然人持股			+41,794,354				+41,794,354	41,794,354	7.70
4. Foreign shares	4、外資持股			+1,815,882				+1,815,882	1,815,882	0.33
Including: Overseas legal person shares	其中：境外法人持股			+1,815,882				+1,815,882	1,815,882	0.33
Overseas natural person shares	境外自然人持股									
(II) Circulating shares not subject to trading moratorium	二、無限售條件流通股	422,000,000	87.01						422,000,000	77.82
1. Renminbi ordinary shares	1、人民幣普通股	322,000,000	66.39						322,000,000	59.38
2. Foreign shares listed domestically	2、境內上市的外資股									
3. Foreign shares listed overseas	3、境外上市的外資股	100,000,000	20.62						100,000,000	18.44
4. Others	4、其他									
(III) Total shares	三、股份總數	485,000,000	100	+57,265,988				+57,265,988	542,265,988	100

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Reporting Period.

於報告期內，本公司及其附屬公司均沒有購買、出售、或贖回任何本公司之股票。

Section 9 Changes in Shares and Information of Shareholders

第九節 股份變動及股東情況

I. CHANGES IN SHARE CAPITAL (Continued)

(1) Statement of changes in Shares (Continued)

2. Explanation on the changes in the Shares

Applicable Not Applicable

The Company issued 46,481,314 ordinary shares (A shares) denominated in RMB to 12 persons, including Li Hong, and completed the registration and sales restriction of the issuance of Shares at Shanghai Branch of China Securities Depository and Clearing Corporation Limited with the approval by the CSRC in the "Approval of the Asset Acquisition by Way of Issuance of Shares and Raising of Supporting Funds to Li Hong and Others by Beijing Jingcheng Machinery Electric Company Limited" (Zheng Jian Xu Ke [2022] No. 586). The Company issued a total of 10,784,674 ordinary shares (A shares) denominated in RMB as part of the raising of supporting funds by way of non-public issuance, and has completed the registration and sales restriction of the issuance of Shares at the Shanghai Branch of China Securities Depository and Clearing Corporation Limited. For details, please refer to the "Jingcheng Holdings: Announcement in relation to the Issuance Results of the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds and Change in Share Capital" (announcement no.: Lin 2022-041) disclosed by the Company on the Shanghai Securities News and the website of the SSE (www.sse.com.cn) on 28 June 2022; and the "Jingcheng Holdings: Announcement in relation to the Issuance Results of the Asset Acquisition by Way of Share Issuance and Cash Payment and Raising of Supporting Funds and Change in Share Capital" (announcement no: Lin 2022-055) disclosed on the Shanghai Securities News and the website of the SSE (www.sse.com.cn) on 23 August 2022, or refer to the announcements on 27 June 2022 and the "Announcement in relation to the Issuance Results of the Asset Acquisition by Way of Share Issuance and Cash Payment and Raising of Supporting Funds and Change in Share Capital" on 22 August 2022 disclosed on the HKEXNews website of the Stock Exchange (www.hkexnews.hk).

一、股本變動情況(續)

(一) 股份變動情況表(續)

2、 股份變動情況說明

適用 不適用

經中國證監會證監許可[2022]586號《關於核准北京京城機電股份有限公司向李紅等發行股份購買資產並募集配套資金的批復》核准，公司向李紅等12人發行人民幣普通股(A股)46,481,314股，並在中國證券登記結算有限責任公司上海分公司辦理了本次發行股份的登記及限售手續事宜。公司以非公開發行方式發行的募集配套資金部分共發行人民幣普通股(A股)10,784,674股，並在中國證券登記結算有限責任公司上海分公司辦理了本次發行股份的登記及限售手續事宜。詳見公司於2022年6月28日在《上海證券報》、上海證券交易所網站(www.sse.com.cn)上披露的《京城股份：關於發行股份及支付現金購買資產並募集配套資金之發行結果暨股本變動的公告》(公告編號：臨2022-041)；以及2022年8月23日在《上海證券報》、上海證券交易所網站(www.sse.com.cn)上披露的《京城股份：關於發行股份及支付現金購買資產並募集配套資金之發行結果暨股本變動的公告》(公告編號：臨2022-055)。或查看於2022年6月27日及2022年8月22日在聯交所披露易網站(www.hkexnews.hk)上披露的《關於發行股份及支付現金購買資產並募集配套資金之發行結果暨股本變動的公告》公告。

Section 9 Changes in Shares and Information of Shareholders

第九節 股份變動及股東情況

I. CHANGES IN SHARE CAPITAL (Continued)

(1) Statement of changes in Shares (Continued)

3. Effect of the change in Shares on financial indicators such as earnings per share and net assets per share for the latest year and the latest period (if any)

Applicable Not Applicable

As considered and approved at the first extraordinary general meeting of 2022, the First A Share Class Meeting of 2022 and the First H Share Class Meeting of 2022, and approved by the CSRC under the "Approval of the Asset Acquisition by Way of Issuance of Shares and Raising of Supporting Funds to Li Hong and Others by Beijing Jingcheng Machinery Electric Company Limited" (Zheng Jian Xu Ke [2022] No. 586), the registration of the additional 46,481,314 shares issued to 12 persons including Li Hong was completed on 24 June 2022 and the registration of the additional 10,784,674 ordinary shares (A shares) denominated in RMB non-publicly issued by the Company was completed on 19 August 2022. During the Reporting Period, the total share capital of the Company increased from 485,000,000 shares to 542,265,988 shares.

According to the above changes in share capital, the basic earnings per share for 2022 was RMB0.04 and the net assets per share was RMB2.59.

4. Basic information of the raised funds

After the issuance of the "Approval in relation to the Non-public Issuance of Shares by Beijing Jingcheng Machinery Electric Company Limited" (Zheng Jian Xu Ke [2019] No. 2551) by the China Securities Regulatory Commission, on 30 June 2020, Zhong De Securities transferred the raised funds after deducting the relevant underwriting sponsorship fees to the raised funds special account designated by the Company. In accordance with the "Capital Verification Report" No. XYZH/2020BJA40505 issued by ShineWing Certified Public Accountants LLP (Special General Partnership) on 2 July 2020, the Company non-publicly issued 63,000,000 A Shares with the total proceeds amounted to RMB214,830,000, which after the deduction of issuance expenses (tax exclusive) of RMB7,104,802.04, the net proceeds amounted to RMB207,725,197.96. As of 30 June 2020, the Company has received the above-mentioned funds of RMB207,725,197.96, of which RMB63,000,000 was the new registered capital (share capital) and RMB144,725,197.96 was the capital reserve increase.

一、股本變動情況(續)

(一) 股份變動情況表(續)

3、 股份變動對最近一年和最近一期每股收益、每股淨資產等財務指標的影響(如有)

適用 不適用

經公司2022年第一次臨時股東大會,2022年第一次A股類別股東大會及2022年第一次H股類別股東大會審議通過,並經中國證監會證監許可[2022]586號《關於核准北京京城機電股份有限公司向李紅等發行股份購買資產並募集配套資金的批覆》核准,公司向李紅等12人發行的46,481,314股於2022年6月24日辦理完畢新增股份登記;公司以非公開發行方式發行的人民幣普通股(A股)10,784,674股於2022年8月19日辦理完畢新增股份登記。報告期內,公司總股本由485,000,000股增加至542,265,988股。

根據上述股本變動計算得出2022年度基本每股收益為人民幣0.04元,每股淨資產為人民幣2.59元。

4、 募集資金基本情況

經中國證券監督管理委員會《關於核准北京京城機電股份有限公司非公開發行股票的批覆》(證監許可[2019]2551號),2020年6月30日,中德證券向公司指定的本次募集資金專戶劃轉了扣除相關承銷保薦費用後的募集資金,根據信永中和會計師事務所(特殊普通合夥)於2020年7月2日出具的XYZH/2020BJA40505號《驗資報告》:公司於2020年6月29日非公開發行A股股票63,000,000股,募集資金總額為人民幣214,830,000元。扣除發行費用(不含稅)人民幣7,104,802.04元,募集資金淨額人民幣207,725,197.96元。截至2020年6月30日止,公司已收到上述資金人民幣207,725,197.96元,其中新增註冊資本(股本)人民幣63,000,000元,增加資本公積人民幣144,725,197.96元。

Section 9 Changes in Shares and Information of Shareholders

第九節 股份變動及股東情況

I. CHANGES IN SHARE CAPITAL (Continued)

(1) Statement of changes in Shares (Continued)

4. Basic information of the raised funds (Continued)

In 2022, the use of the aforesaid proceeds was as follows: as of 31 December 2022, the total amount of the aforesaid proceeds actually used by the Company to invest in related projects was RMB187,683,100, of which RMB3,963,500 was invested in 2022. The proceeds of the raised funds were used according to the intentions previously disclosed by the Company, the situation of the specific usage of proceeds are as follows:

Items	項目	Non-public issuance of shares 非公開發行股票
I. Net proceeds	一、募集資金淨額	23,725,987.71
Add: interest income of proceeds after deducting charges	加：募集資金利息收入減除手續費	61,296.10
II. Use of raised funds	二、募集資金使用	3,963,516.68
Including: use of proceeds from fund raising projects upon receipt of proceeds	其中：募集資金到位後募集資金項目使用募集資金	3,963,516.68
III. Balance of unused proceeds	三、尚未使用的募集資金餘額	19,803,172.57
IV. Actual balance of the special account for fund raised	四、募集資金專戶實際餘額	19,803,172.57
V. Difference	五、差異	20,594.56

Note: The difference refers to the proceeds used for the construction project of intelligent digital control production line for type IV cylinders and repayment of debts owed to controlling shareholder and financial institutions which have been fully utilised, and the designated account for fund raised with the account number 10262000000869946 and 10262000000869935 were closed on 17 October 2022, and the balance of the accounts of RMB20,594.56 was transferred to the account with an account number of 10262000000431540 of Beijing Guanghua sub-branch of Hua Xia Bank. As of the reporting date, the above transfer expenses have been fully transferred back to the designated account for fund raised (bank: Beijing Guanghua sub-branch of Hua Xia Bank, account number: 10262000000869924).

5. Deposit and management of raised funds

1. Non-public issuance of A shares

In accordance with the relevant laws and regulations and the regulations of the "Rules Governing the Management of Funds Raised by Listed Companies on the Shanghai Stock Exchange", and following the principles of regularity, safety, efficiency and transparency, the Company formulated the "Fund Raising Management Measures" to make clear regulations on the storage, approval, use, management and supervision of the funds raised in order to systematically ensure the proper use of the funds raised.

The Company has established a designated account for fund raised. The Company and Beijing Tianhai Industry Co., Ltd., its subsidiary, the sponsor and the commercial bank where the raised funds are deposited signed a tripartite supervision agreement on 1 July 2020 in accordance with the relevant regulations on the management of the raised funds of listed companies on the Shanghai Stock Exchange to jointly supervise the use of the raised funds.

一、股本變動情況(續)

(一) 股份變動情況表(續)

4、 募集資金基本情況(續)

2022年度，前述募集資金使用情況為：截至2022年12月31日止，公司實際投入相關項目的前述募集資金款項共計人民幣18,768.31萬元，其中2022年度投入人民幣396.35萬元。募集資金的所得款項的用途與公司先前所披露的計畫相符，具體使用情況如下：

Unit: RMB
單位：人民幣/元

Items	項目	Non-public issuance of shares 非公開發行股票
I. Net proceeds	一、募集資金淨額	23,725,987.71
Add: interest income of proceeds after deducting charges	加：募集資金利息收入減除手續費	61,296.10
II. Use of raised funds	二、募集資金使用	3,963,516.68
Including: use of proceeds from fund raising projects upon receipt of proceeds	其中：募集資金到位後募集資金項目使用募集資金	3,963,516.68
III. Balance of unused proceeds	三、尚未使用的募集資金餘額	19,803,172.57
IV. Actual balance of the special account for fund raised	四、募集資金專戶實際餘額	19,803,172.57
V. Difference	五、差異	20,594.56

註：差異為用於四型瓶智能化數控生產線建設項目和償還控股股東及金融機構債務的募集資金已全部使用完畢，相應募集資金專用賬戶10262000000869946和10262000000869935於2022年10月17日銷戶，賬戶餘額20,594.56元轉戶至華夏銀行北京光華支行10262000000431540賬戶，截至報告日，上述轉戶支出已全額轉回募集資金專用賬戶(開戶銀行：華夏銀行北京光華支行，賬戶：10262000000869924)。

5、 募集資金存放及管理情況

1、 非公開發行A股股票

根據有關法律法規及《上海證券交易所上市公司募集資金管理辦法》的規定，遵循規範、安全、高效、透明的原則，公司制定了《募集資金管理辦法》，對募集資金的存儲、審批、使用、管理與監督做出了明確的規定，以在制度上保證募集資金的規範使用。

公司已設立募集資金專用賬戶。公司及子公司北京天海工業有限公司、保薦機構和存放募集資金的商業銀行將根據上海證券交易所上市公司募集資金管理有關規定於2020年7月1日簽訂了募集資金三方監管協議，共同監督募集資金的使用情況。

Section 9 Changes in Shares and Information of Shareholders

第九節 股份變動及股東情況

I. CHANGES IN SHARE CAPITAL (Continued)

(1) Statement of changes in Shares (Continued)

5. Deposit and management of raised funds (Continued)

1. Non-public issuance of A shares (Continued)

As of 31 December 2022, the designated accounts for fund raised and their deposits of the raised funds are as follows:

一、股本變動情況(續)

(一) 股份變動情況表(續)

5、 募集資金存放及管理情況(續)

1、 非公開發行A股股票(續)

截至2022年12月31日，為本次募集資金開設的募集資金專用賬戶及其存儲情況如下：

Unit: RMB
單位：人民幣/元

Bank 開戶銀行	Bank account no. 銀行賬號	Ending balance 期末餘額	Purpose of the designated account 專戶用途
Beijing Guanghua sub-branch of Hua Xia Bank 華夏銀行北京光華支行	10262000000869946	0.00	Construction project of the Type IV cylinder intelligent digital control production line (Note 1) 四型瓶智能化數控生產線建設項目(註1)
Beijing Guanghua sub-branch of Hua Xia Bank 華夏銀行北京光華支行	10262000000869935	0.00	Repayment of debts owed to controlling shareholder and financial institutions (Note 2) 償還控股股東及金融機構債務(註2)
Beijing Guanghua sub-branch of Hua Xia Bank 華夏銀行北京光華支行	10262000000869924	19,803,172.57	Research and development project of hydrogen energy product 氫能產品研發項目
Total 合計	-	19,803,172.57	-

Note 1: As of 31 December 2022, the funds raised used for the construction project of the Type IV cylinder intelligent digital control production line had been fully utilized, and the designated account for fund raised with an account no. 10262000000869946, was closed on 17 October 2022, during which interest income amounted to RMB1.47 and transfer expenses amounted to RMB598.45 were incurred (counterparty bank: Beijing Guanghua sub-branch of Hua Xia Bank, account number: 10262000000431540). As of the reporting date, the transfer expenses have been fully transferred back to the designated account for fund raised (bank: Beijing Guanghua sub-branch of Hua Xia Bank, account number: 10262000000869924).

註1：截至2022年12月31日，用於四型瓶智能化數控生產線建設項目的募集資金已全部使用完畢，募集資金專用賬戶10262000000869946於2022年10月17日銷戶，期間發生利息收入人民幣1.47元，轉戶支出人民幣598.45元(對方銀行為華夏銀行北京光華支行，賬戶：10262000000431540)，截至報告日，轉戶支出已全額轉回募集資金專用賬戶(開戶銀行：華夏銀行北京光華支行，賬戶：10262000000869924)。

Note 2: As of 31 December 2022, the funds raised used for the repayment of debts owed to controlling shareholder and financial institutions had been fully utilized, and the designated account for fund raised with an account no. 10262000000869935, was closed on 17 October 2022, during which interest income amounted to RMB49.05 and transfer expenses amounted to RMB19,996.11 were incurred (counterparty bank: Beijing Guanghua sub-branch of Hua Xia Bank, account number: 10262000000431540). As of the reporting date, the transfer expenses have been fully transferred back to the designated account for fund raised (bank: Beijing Guanghua sub-branch of Hua Xia Bank, account number: 10262000000869924).

註2：截至2022年12月31日，用於償還控股股東及金融機構債務的募集資金已全部使用完畢，募集資金專用賬戶10262000000869935於2022年10月17日銷戶，期間發生利息收入人民幣49.05元，轉戶支出人民幣19,996.11元(對方銀行為北京分行光華支行，賬戶：10262000000431540)，截至報告日，轉戶支出已全額轉回募集資金專用賬戶(開戶銀行：華夏銀行北京光華支行，賬戶：10262000000869924)。

Note 3: The remaining funds for the research and development project of hydrogen energy products are expected to be spent correspondingly with the Company's research and development progress.

註3：氫能產品研發專案剩餘資金預期使用時間將根據公司研發進展情況相應支出。

Section 9 Changes in Shares and Information of Shareholders

第九節 股份變動及股東情況

I. CHANGES IN SHARE CAPITAL (Continued)

(1) Statement of changes in Shares (Continued)

5. Deposit and management of raised funds (Continued)

2. Asset acquisition by way of share issuance and cash payment and raising of supporting funds

In order to standardize the management and use of the proceeds and protect the interests of investors, the Company has formulated the "Administrative Measures for Raising of Supporting Funds" in accordance with the "Company Law of the People's Republic of China", "Securities Law of the People's Republic of China", "No.2 Regulatory Guidance on Listed Companies – Regulatory Requirements for Management and Use of Raised Funds of Listed Companies", the "Guidelines of the Shanghai Stock Exchange for Self-discipline Supervision of Listed Companies No. 1 – Standard Operation" and other relevant laws and regulations and in conjunction with the actual situation of the Company, to adopt a dedicated deposit system for the funds raised and regulate the deposit, use and supervision of the funds raised.

On 27 July 2022, the Company set up a separate designated account for fund raised at the Beijing Guanghua Sub-branch of Huaxia Bank Co., Limited and entered into the "Tripartite Supervision Agreement for the Deposit of Funds Raised" with Beijing Guanghua sub-branch of Hua Xia Bank Co., Limited and CSC Financial Co., Ltd.

There is no material difference between the Tripartite Supervisory Agreement and the Model Supervisory Agreement of the Shanghai Stock Exchange, and there is no problem in the performance of the Tripartite Supervisory Agreement.

As of 31 December 2022, the designated account for fund raised and their deposits for the funds raised are as follows:

Bank 開戶銀行	Bank account no. 銀行賬號	Ending balance (RMB) 期末餘額(元)	Purpose of the designated account 專戶用途
Beijing Guanghua sub-branch of Hua Xia Bank 華夏銀行北京光華支行	1026200000953077	48,494,938.86	Payment of cash consideration, taxes and intermediaries' fees and replenishment of working capital for the acquisition of the target assets etc. 支付收購標的資產的交易現金對價、稅費及中介機構費、補充流動資金等

一、股本變動情況(續)

(一) 股份變動情況表(續)

5、 募集資金存放及管理情況(續)

2、 發行股份支付現金購買資產並募集配套資金

為規範募集資金的管理和使用，保護投資者利益，公司根據《中華人民共和國公司法》、《中華人民共和國證券法》、《上市公司監管指引第2號—上市公司募集資金管理和使用的監管要求》及《上海證券交易所上市公司自律監管指引第1號—規範運作》等有關法律法規之規定，結合公司的實際情況，制定了《募集資金管理辦法》，對募集資金採取專戶存儲制度，對募集資金的存放、使用、監督等進行了規定。

2022年7月27日，公司於華夏銀行股份有限公司北京光華支行設立單獨的募集資金專用賬戶，並與華夏銀行股份有限公司北京光華支行、中信建投證券股份有限公司簽署了《募集資金專戶存儲三方監管協議》。

三方監管協議與上海證券交易所監管協議範本不存在重大差異，三方監管協議的履行不存在問題。

截至2022年12月31日，為本次募集資金開設的募集資金專用賬戶及其存儲情況如下：

Section 9 Changes in Shares and Information of Shareholders

第九節 股份變動及股東情況

I. CHANGES IN SHARE CAPITAL (Continued)

(1) Statement of changes in Shares (Continued)

6. Use of funds raised

1. Non-public issuance of A shares

一、股本變動情況(續)

(一) 股份變動情況表(續)

6、 募集中使用情況

1、 非公開發行A股股票

Comparison table of the use of non-public issuance of shares
非公開發行股票使用情況對照表

Total amount of funds raised 募集中總額	207,305,400.64	Total amount of funds raised invested during the year 本年度投入募集中總額	3,963,516.68
Total amount of funds raised subject to a change of use 變更用途的募集中總額	0.00	Accumulated total amount of funds raised invested 已累計投入募集中總額	187,683,102.50
Percentage of total amount of funds raised subject to a change of use 變更用途的募集中總額比例	0.00		

Committed investment project 承諾投資項目	Changed projects, including partial changes (if any) 已變更項目，含部分變更(如有)	Total committed investment of funds raised 募集中承承諾投資總額	Total amount of invest after adjustment 調整後投資總額	Committed investment amount as of the end of the period (1) 截至期末承承諾投入金額(1)	Invested amount during the year 本年度投入金額	Accumulated invested amount as of the end of the period (2) 截至期末累計投入金額(2)	Difference between the accumulated invested amount as of the end of the period and the committed investment amount as of the end of the period (3)=(2)-(1) 截至期末累計投入金額與承承諾投入金額的差額(3)=(2)-(1)	Progress of investment as of the end of the period (%) (4)=(2)/(1) 截至期末投入進度(4)=(2)/(1)	Date of project reaches scheduled availability 項目達到預定可使用狀態日期	Benefits realized during the year 本年度實現的效益	Whether the expected benefits are achieved 是否達到預計效益	Whether the feasibility of the project has significant changes 項目可行性是否發生重大變化
1. Construction project of the Type IV cylinder intelligent digital control production line 1. 四型瓶智能化數控生產線建設項目	N/A 不適用	52,000,000.00	52,000,000.00	N/A 不適用	0.00	52,000,000.00	N/A 不適用	100.00	2021-11-30	5,036,778.73	Yes 是	No 否
2. Repayment of debts owed to controlling shareholder and financial institutions 2. 償還控股股東及金融機構債務	N/A 不適用	128,020,400.64	128,020,400.64	N/A 不適用	0.00	128,020,400.64	N/A 不適用	100.00	N/A	N/A	N/A	No 否
3. Research and development project of hydrogen energy product 3. 氫能產品研發項目	N/A 不適用	27,285,000.00	27,285,000.00	N/A 不適用	3,963,516.68	7,662,701.86	N/A 不適用	28.08	N/A	N/A	N/A	No 否
Total 合計	-	207,305,400.64	207,305,400.64	-	3,963,516.68	187,683,102.50	-	-	-	-	-	-

Reason for not meeting the planned progress (by specific fund raising project)
未達到計劃進度原因(分具體募投項目)

N/A
不適用

Description of significant changes in the feasibility of the project
項目可行性發生重大變化的情況說明

N/A
不適用

Prior investment and replacement of funds raised investment projects

N/A
不適用

募集中投資項目先期投入及置換情況

On 29 July 2020, the Company held the third extraordinary meeting of the tenth session of the Board and considered and approved the resolution in relation to the replacement of the self-raised funds pre-invested in investment projects with raised funds from the non-public issuance of shares, and decided to use the proceeds from the non-public issuance of shares of RMB26,821,768 to replace the pre-invested self-raised funds of the construction project of the Type IV cylinder intelligent digital control production line. The independent Directors, the Supervisory Committee and the sponsor of the Company have fulfilled the corresponding scrutiny procedures and disclosed them in a timely manner.

Temporary replenishment of working capital with the unused raised funds
用募集中資金暫時補充流動資金情況

There was no temporary replenishment of working capital with the unused raised funds during the year.
本年度不存在用募集中資金暫時補充流動資金情況。

Cash management of unused raised funds and investment in related products
對募集中資金進行現金管理，投資相關產品情況

During the year, there was no cash management of unused raised funds and investment in related products.
本年度不存在對募集中資金進行現金管理，投資相關產品情況。

Permanent replenishment of working capital or repayment of bank loans with excess funds
用超募資金永久補充流動資金或歸還銀行貸款情況

During the year, there was no permanent replenishment of working capital or repayment of bank loans with excess funds.
本年度不存在用超募資金永久補充流動資金或歸還銀行貸款情況。

The amount of the balance of the funds raised and the reasons for its formation

As of 31 December 2022, the funds raised used to repay the debts owed to controlling shareholder and financial institutions and the construction project of the type IV cylinder intelligent digital control production line had been fully utilized and the corresponding account had been closed on 17 October 2022.

募集中結餘的金額及形成原因

截至2022年12月31日，用於償還控股股東及金融機構債務和四型瓶智能化數控生產線建設項目的募集中資金已全部使用完畢，且對應賬戶已於2022年10月17日銷戶。

Other use of funds raised
募集中其他使用情況

There are no other cases of use of funds raised by the Company.
本公司不存在募集中使用的其他情況。

Section 9 Changes in Shares and Information of Shareholders

第九節 股份變動及股東情況

I. CHANGES IN SHARE CAPITAL (Continued)

(1) Statement of changes in Shares (Continued)

6. Use of funds raised (Continued)

2. Asset acquisition by way of share issuance and cash payment and raising of supporting funds

一、股本變動情況(續)

(一) 股份變動情況表(續)

6、 募集資金使用情況(續)

2、 發行股份支付現金購買資產並募集配套資金

Comparison table of the use of asset acquisition by way of share issuance and cash payment and raising of supporting funds
發行股份及支付現金購買資產並募集配套資金使用情況對照表

Total amount of funds raised 募集資金總額		153,305,717.40	Total amount of funds raised subject to a change of use 變用途的募集資金總額		0.00	Percentage of total amount of funds raised subject to a change of use 變用途的募集資金總額比例		0.00				
Total amount of funds raised subject to a change of use 變用途的募集資金總額		0.00	Percentage of total amount of funds raised subject to a change of use 變用途的募集資金總額比例		0.00							
Committed investment project	Changed projects, including partial changes (if any)	Total committed investment of funds raised	Total amount of invest after adjustment	Committed investment amount as of the end of the period (1)	Invested amount during the year	Accumulated invested amount as of the end of the period (2)	Difference between the accumulated invested amount as of the end of the period and the committed investment amount as of the end of the period (3)=(2)-(1) 截至期末累計投入金額與承諾投入金額的差額 (3)=(2)-(1)	Progress of investment as of the end of the period (%) (4)=(2)/(1)	Date of project reaches scheduled availability	Benefits realized during the year	Whether the expected benefits are achieved	Whether the feasibility of the project has significant changes
承諾投資項目	已變更項目，含部分變更(如有)	募集資金承諾投資總額	調整後投資總額	截至期末承諾投入金額 (1)	本年度投入金額	截至期末累計投入金額 (2)	截至期末累計投入金額與承諾投入金額的差額 (3)=(2)-(1)	截至期末投入進度 (%) (4)=(2)/(1)	項目達到預定可使用狀態日期	本年度實現的效益	是否達到預計效益	項目可行性是否發生重大變化
1. Payment of cash consideration 1. 支付本次交易現金對價	N/A 不適用	87,433,884.40	87,433,884.40	N/A 不適用	67,433,884.40	67,433,884.40	N/A 不適用	77.13 N/A	N/A 不適用	43,459,792.95	Yes 是	No 否
2. replenishment of working capital of the Company, payment of taxes and intermediaries' fees 2. 補充上市公司流動資金、支付稅費及中介機構費用	N/A 不適用	35,871,833.00	35,871,833.00	N/A 不適用	7,470,160.03	7,470,160.03	N/A 不適用	20.82 N/A	N/A 不適用	N/A	N/A	No 否
3. Increase of capital of the target company to replenish the working capital 3. 向標的公司增資補充流動資金	N/A 不適用	30,000,000.00	30,000,000.00	N/A 不適用	30,000,000.00	30,000,000.00	N/A 不適用	100.00 N/A	N/A 不適用	N/A	N/A	No 否
Total	-	153,305,717.40	153,305,717.40	-	104,904,044.43	104,904,044.43	-	-	-	-	-	-

Reason for not meeting the planned progress (by specific fund raising project)
未達到計劃進度原因(分具體募投項目)

Description of significant changes in the feasibility of the project
項目可行性發生重大變化的情況說明

Prior investment and replacement of funds raised investment projects
募集資金投資項目先期投入及置換情況

Temporary replenishment of working capital with the unused raised funds
用閒置募集資金暫時補充流動資金情況

Cash management of unused raised funds and investment in related products
對閒置募集資金進行現金管理，投資相關產品情況

Permanent replenishment of working capital or repayment of bank loans with excess funds
用超募資金永久補充流動資金或歸還銀行貸款情況

The amount of the balance of the funds raised and the reasons for its formation
募集資金結餘的金額及形成原因

Other use of funds raised
募集資金其他使用情況

N/A

N/A

N/A

N/A

N/A

N/A

N/A

N/A

N/A

N/A

N/A

N/A

N/A

N/A

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N/A

N/A

N/A

N/A

N/A

N/A

N/A

Section 9 Changes in Shares and Information of Shareholders

第九節 股份變動及股東情況

I. CHANGES IN SHARE CAPITAL (Continued)

(1) Statement of changes in Shares (Continued)

7. Other disclosure deemed necessary by the Company or required by securities regulatory authorities
 Applicable Not Applicable

(2) Changes in Shares subject to selling restrictions

Applicable Not Applicable

一、股本變動情況(續)

(一) 股份變動情況表(續)

- 7、公司認為必要或證券監管機構要求披露的其他內容
 適用 不適用

(二) 限售股份變動情況

適用 不適用

Unit: share
 單位：股

Name of shareholder	股東名稱	Number of restricted shares at the beginning of the year	Number of restricted shares released during the year	Number of restricted shares increase during the year	Number of restricted shares at the end of the year	Reason for restricted sale	Release date
		年初限售股數	本年解除限售股數	本年增加限售股數	年末限售股數	限售原因	解除限售日期
Nanhua Fund Management Co., Ltd. (南華基金管理有限公司)	南華基金管理有限公司			678,426	678,426	sale restriction on raising of supporting funds 募集配套資金限售	20 February 2023 2023年2月20日
Caitong Fund Management Co., Ltd. (財通基金管理有限公司)	財通基金管理有限公司			4,016,282	4,016,282	sale restriction on raising of supporting funds 募集配套資金限售	20 February 2023 2023年2月20日
Nuode Asset Management Co., Ltd. (諾德基金管理有限公司)	諾德基金管理有限公司			4,274,084	4,274,084	sale restriction on raising of supporting funds 募集配套資金限售	20 February 2023 2023年2月20日
JPMORGAN CHASE BANK, NATIONAL ASSOCIATION	JPMORGAN CHASE BANK, NATIONAL ASSOCIATION			1,815,882	1,815,882	sale restriction on raising of supporting funds 募集配套資金限售	20 February 2023 2023年2月20日
Li Hong	李紅			19,099,566	19,099,566	Sale restriction on the acquisition and reorganization 併購重組限售	Unlock the first two phases on 26 June 2023 2023年6月26日解鎖前兩期
Zhao Qing	趙慶			6,540,785	6,540,785	Sale restriction on the acquisition and reorganization 併購重組限售	Unlock the first two phases on 26 June 2023 2023年6月26日解鎖前兩期
Yang Ping	楊平			5,405,865	5,405,865	Sale restriction on the acquisition and reorganization 併購重組限售	Unlock on 26 June 2023 2023年6月26日解鎖
Qingdao Eternal	青島艾特諾			4,686,960	4,686,960	Sale restriction on the acquisition and reorganization 併購重組限售	Unlock the first two phases on 26 June 2023 2023年6月26日解鎖前兩期
Wang Xiaohui	王曉暉			4,039,404	4,039,404	Sale restriction on the acquisition and reorganization 併購重組限售	Unlock the first two phases on 26 June 2023 2023年6月26日解鎖前兩期
Xia Tao	夏濤			2,015,123	2,015,123	Sale restriction on the acquisition and reorganization 併購重組限售	Unlock on 26 June 2023 2023年6月26日解鎖
Wang Huadong	王華東			2,015,123	2,015,123	Sale restriction on the acquisition and reorganization 併購重組限售	Unlock on 26 June 2023 2023年6月26日解鎖
Qian Yuyan	錢雨嫣			806,048	806,048	Sale restriction on the acquisition and reorganization 併購重組限售	Unlock the first two phases on 26 June 2023 2023年6月26日解鎖前兩期
Xiao Zhonghai	肖中海			589,423	589,423	Sale restriction on the acquisition and reorganization 併購重組限售	Unlock on 26 June 2023 2023年6月26日解鎖
Xiu Jun	修軍			526,269	526,269	Sale restriction on the acquisition and reorganization 併購重組限售	Unlock on 26 June 2023 2023年6月26日解鎖
Fu Dun	傅敦			378,913	378,913	Sale restriction on the acquisition and reorganization 併購重組限售	Unlock on 26 June 2023 2023年6月26日解鎖
Chen Zhengyan	陳政言			377,835	377,835	Sale restriction on the acquisition and reorganization 併購重組限售	Unlock on 26 June 2023 2023年6月26日解鎖
Total	合計			57,265,988	57,265,988	/	/

Section 9 Changes in Shares and Information of Shareholders

第九節 股份變動及股東情況

II. Issuance and listing of securities

(i) Issuance of securities during the Reporting Period

Applicable Not Applicable

二、證券發行與上市情況

(一) 截至報告期內證券發行情況

適用 不適用

Unit: share Currency: RMB
單位：股 幣種：人民幣

Types of stocks and derivatives 股票及其衍生證券的種類	Issue date 發行日期	Issue price (or interest rate) 發行價格(或利率)	Issue amount 發行數量	Listing date 上市日期	Number approved for listing transactions 獲准上市交易數量	Termination date of transaction 交易終止日期
Type of ordinary shares 普通股股票類						
A Shares A股	2022/6/24 2022年6月24日	RMB3.42 per share 3.42元/股	46,481,314	2022/6/28 2022年6月28日	0	-
A Shares A股	2022/8/19 2022年8月19日	RMB14.74 per share 14.74元/股	10,784,674	2022/8/23 2022年8月23日	10,784,674	-

Description of securities issued during the Reporting Period (please specify the bonds with different interest rates during their duration):

Applicable Not Applicable

The Company issued 46,481,314 ordinary shares (A shares) denominated in RMB to 12 persons, including Li Hong, and completed the registration and sales restriction of the issuance of Shares at Shanghai Branch of China Securities Depository and Clearing Corporation Limited with the approval by the CSRC in the "Approval of the Asset Acquisition by Way of Issuance of Shares and Raising of Supporting Funds to Li Hong and Others by Beijing Jingcheng Machinery Electric Company Limited" (Zheng Jian Xu Ke [2022] No. 586). The Company issued a total of 10,784,674 ordinary shares (A shares) denominated in RMB as part of the raising of supporting funds by way of non-public issuance, and has completed the registration and sales restriction of the issuance of Shares at the Shanghai Branch of China Securities Depository and Clearing Corporation Limited. For details, please refer to the "Jingcheng Holdings: Announcement in relation to the Issuance Results of the Asset Acquisition by way of Share Issuance and Cash Payment and Raising of Supporting Funds and Change in Share Capital" (announcement no.: Lin 2022-041) disclosed by the Company on the Shanghai Securities News and the website of the SSE (www.sse.com.cn) on 28 June 2022; and the "Jingcheng Holdings: Announcement in relation to the Issuance Results of the Asset Acquisition by Way of Share Issuance and Cash Payment and Raising of Supporting Funds and Change in Share Capital" (announcement no.: Lin 2022-055) disclosed on the Shanghai Securities News and the website of the SSE (www.sse.com.cn) on 23 August 2022, or refer to the announcements on 27 June 2022 and the "Announcement in relation to the Issuance Results of the Asset Acquisition by Way of Share Issuance and Cash Payment and Raising of Supporting Funds and Change in Share Capital" on 22 August 2022 disclosed on the HKEXNews website of the Stock Exchange (www.hkexnews.hk).

截至報告期內證券發行情況的說明(存續期內利率不同的債券，請分別說明)：

適用 不適用

經中國證監會證監許可[2022]586號《關於核准北京京城機電股份有限公司向李紅等發行股份購買資產並募集配套資金的批復》核准，公司向李紅等12人發行人民幣普通股(A股)46,481,314股，並在中國證券登記結算有限責任公司上海分公司辦理了本次發行股份的登記及限售手續事宜。公司以非公開發行方式發行的募集配套資金部分共發行人民幣普通股(A股)10,784,674股，並在中國證券登記結算有限責任公司上海分公司辦理了本次發行股份的登記及限售手續事宜。詳見公司於2022年6月28日在《上海證券報》、上海證券交易所網站(www.sse.com.cn)上披露的《京城股份：關於發行股份及支付現金購買資產並募集配套資金之發行結果暨股本變動的公告》(公告編號：臨2022-041)；以及2022年8月23日在《上海證券報》、上海證券交易所網站(www.sse.com.cn)上披露的《京城股份：關於發行股份及支付現金購買資產並募集配套資金之發行結果暨股本變動的公告》(公告編號：臨2022-055)。或查看於2022年6月27日及2022年8月22日在聯交所披露易網站(www.hkexnews.hk)上披露的《關於發行股份及支付現金購買資產並募集配套資金之發行結果暨股本變動的公告》公告。

Section 9 Changes in Shares and Information of Shareholders

第九節 股份變動及股東情況

II. Issuance and listing of securities (Continued)

(II) Changes in the total number of Shares of the Company and Shareholders' structure and changes in the asset and liability structure of the Company

Applicable Not Applicable

During the Reporting Period, as considered and approved at the first extraordinary general meeting of 2022, the First A Share Class Meeting of 2022 and the First H Share Class Meeting of 2022, and approved by the CSRC under the "Approval of the Asset Acquisition by Way of Issuance of Shares and Raising of Supporting Funds to Li Hong and Others by Beijing Jingcheng Machinery Electric Company Limited" (Zheng Jian Xu Ke [2022] No. 586), the Company issued a total of 57,265,988 ordinary shares (A Shares) denominated in RMB through the asset acquisition by way of issuance of shares and cash payment and raising of supporting funds. After the completion of the issuance, the total share capital of the Company increased from 485,000,000 shares to 542,265,988 shares and the shareholding ratio of the Company's controlling shareholder changed from 50.67% to 45.32%. The Company's control rights were not changed, of which 46,481,314 additional shares were issued to 12 persons including Li Hong by the Company and completed its registration on 24 June 2022; an additional 10,784,674 ordinary shares (A shares) denominated in RMB were non-publicly issued by the Company and completed its registration on 19 August 2022.

On 17 June 2022, ShineWing Certified Public Accountants (Special General Partnership) issued the capital verification report No. XYZH/2022BJAA30975, which verified that, as of 17 June 2022, the Company has obtained new registered capital from Li Hong by 6,480,762 shares of BYTQ, from Zhao Qing by 2,219,384 shares of BYTQ, from Yang Ping by 1,834,289 shares of BYTQ, from Qingdao Eternal Economic Information Consulting Co., Ltd. by 1,590,354 shares of BYTQ, from Wang Xiaohui by 1,370,629 shares of BYTQ, from Xia Tao by 683,761 shares of BYTQ, from Wang Huadong by 683,761 shares of BYTQ, from Qian Yuyan by 273,504 shares of BYTQ, from Xiao Zhonghai by 200,000 shares of BYTQ, from Xiu Jun by 178,571 shares of BYTQ, from Fu Dun by 128,571 shares of BYTQ, from Chen Zhengyan by 128,205 shares of BYTQ, from Zhang Li by 68,376 shares of BYTQ, from Xu Binglei by 44,444 shares of BYTQ, from Yang Lunsheng by 1,709 shares of BYTQ, from Xin Lan by 1,709 shares of BYTQ, from Ying Rucai by 1,709 shares of BYTQ and from Li Wei by 504 shares of BYTQ with the addition of 46,481,314 new shares at a price of RMB3.42 per share. After the equity changes, the paid-up capital (or share capital) increased by RMB46,481,314 and the remaining RMB112,484,779.88 was included in capital reserves.

二、證券發行與上市情況(續)

(二) 公司股份總數及股東結構變動及公司資產和負債結構的變動情況

適用 不適用

報告期內，經公司2022年第一次臨時股東大會、2022年第一次A股類別股東大會及2022年第一次H股類別股東大會審議通過，並經中國證監會證監許可[2022]586號《關於核准北京京城機電股份有限公司向李紅等發行股份購買資產並募集配套資金的批復》核准，公司通過發行股份及支付現金購買資產並募集配套資金，共發行人民幣普通股(A股)57,265,988股，發行結束後，公司總股本由485,000,000股增至542,265,988股，公司控股股東持股比例由50.67%變更為45.32%，公司控制權未發生變化。其中，公司向李紅等12人發行的46,481,314股於2022年6月24日辦理完畢新增股份登記；公司以非公開發行方式發行的人民幣普通股(A股)10,784,674股於2022年8月19日辦理完畢新增股份登記。

2022年6月17日，信永中和會計師事務所(特殊普通合夥)出具了XYZH/2022BJAA30975號驗資報告，經審驗，截至2022年6月17日，公司已取得李紅以北洋天青6,480,762股股份、趙慶以北洋天青2,219,384股股份、楊平以北洋天青1,834,289股股份、青島艾特諾經濟信息諮詢有限公司以北洋天青1,590,354股股份、王曉暉以北洋天青1,370,629股股份、夏濤以北洋天青683,761股股份、王華東以北洋天青683,761股股份、錢雨嫣以北洋天青273,504股股份、肖中海以北洋天青200,000股股份、修軍以北洋天青178,571股股份、傅敦以北洋天青128,571股股份、陳政言以北洋天青128,205股股份、張利以北洋天青68,376股股份、徐炳雷以北洋天青44,444股股份、陽倫勝以北洋天青1,709股股份、辛蘭以北洋天青1,709股股份、英入才以北洋天青1,709股股份、李威以北洋天青504股股份繳納的新增註冊資本，新增股份46,481,314股，每股作價人民幣3.42元。本次股權變更後，公司實收資本(股本)增加人民幣46,481,314元，其餘人民幣112,484,779.88元計入資本公積。

Section 9 Changes in Shares and Information of Shareholders

第九節 股份變動及股東情況

II. Issuance and listing of securities (Continued)

(II) Changes in the total number of Shares of the Company and Shareholders' structure and changes in the asset and liability structure of the Company (Continued)

On 5 August, 2022, ShineWing Certified Public Accountants (Special General Partnership) issued the capital verification report No. XYZH/2022BJAA31027, which verified that, as of 4 August 2022, the Company non-publicly issued 10,784,674 A Shares with the total raised fund of RMB158,966,094.76. After deducting the related brokerage expenses (tax exclusive) of RMB15,027,480.15 incurred in the Issuance, the net proceeds raised amounted to RMB143,938,614.61. As of 4 August 2022, the Company has received the above funds of RMB143,938,614.61, of which RMB10,784,674.00 was included in the registered capital (share capital) and the rest was included in capital reserve after deducting the transaction costs for the issuance of equity instruments by the Company.

(III) Existing internal employee shares

Applicable Not applicable

III. Shareholders and beneficial controllers

(i) Total numbers of Shareholders

Total number of ordinary Shareholders as at the end of the Reporting Period 截至報告期末普通股股東總數(戶)	47,991
Total number of ordinary Shareholders as at the end of the month preceding the date of publication of annual report 年度報告披露日前上一月末的普通股股東總數(戶)	44,820
Total number of Shareholders of preference shares with restored voting right as at the end of the Reporting Period 截至報告期末表決權恢復的優先股股東總數(戶)	0
Total number of Shareholders of preference shares with restored voting right as at the end of the month preceding the date of publication of annual report 年度報告披露日前上一月末表決權恢復的優先股股東總數(戶)	0

二、證券發行與上市情況(續)

(二) 公司股份總數及股東結構變動及公司資產和負債結構的變動情況(續)

2022年8月5日，信永中和會計師事務所(特殊普通合夥)出具了XYZH/2022BJAA31027號驗資報告，經審驗，公司截至2022年8月4日止非公開發行A股股票10,784,674股，募集資金總額為人民幣158,966,094.76元。扣除本次發行發生的相關中介費用(不含稅)人民幣15,027,480.15元，募集資金淨額人民幣143,938,614.61元。截至2022年8月4日止，公司已收到上述資金143,938,614.61元，其中人民幣10,784,674.00元計入註冊資本(股本)，在扣除公司發行權益性工具的交易費用後，其餘計入資本公積。

(三) 現存的內部職工股情況

適用 不適用

三、股東和實際控制人情況

(一) 股東總數

Section 9 Changes in Shares and Information of Shareholders

第九節 股份變動及股東情況

III. Shareholders and beneficial controllers

三、股東和實際控制人情況(續)

(Continued)

(ii) Shareholding of top ten Shareholders, top ten Shareholders of circulating Shares (or holders of Shares not subject to trading moratorium) as at end of the Reporting Period

(二) 截至報告期末前十名股東、前十名流通股股東(或無限售條件股東)持股情況表

Unit: share
單位：股

Shareholding of top ten Shareholders 前十名股東持股情況		Increase/ decrease during the Reporting Period	Number of Shares held at the end of the period	Percentage (%)	Number of Shares held subject to selling restrictions 持有有限售 條件股份數量	Pledged, marked or frozen 質押、標記或凍結情況 Share status	Number	Shareholder(s) Nature
Name of Shareholder (full name)		報告期內增減	期末持股數量	比例(%)	股份狀態	數量	股東性質	
Beijing Jingcheng Machinery Electric Holding Co., Ltd	北京京城機電控股有限責任公司		245,735,052	45.32	63,000,000	Nil 無		State-owned legal-person 國有法人
HKSCC NOMINEES LIMITED	HKSCC NOMINEES LIMITED		99,419,027	18.33		Unknown 未知		Unknown 未知
Li Hong	李紅		19,099,566	3.52	19,099,566	Nil 無		Domestic natural person 境內自然人
Zhao Qing	趙慶		6,540,785	1.21	6,540,785	Nil 無		Domestic natural person 境內自然人
Agricultural Bank of China Limited—China Post Core Forward Strategy Advantage Dynamic Mixed Securities Investment Fund	中國農業銀行股份有限公司—中郵核心優勢靈活配置混合型證券投資基金		6,466,697	1.19		Nil 無		Unknown 未知
Yang Ping	楊平		5,405,865	1.00	5,405,865	Nil 無		Domestic natural person 境內自然人
Qingdao Eternal Economic Information Consulting Co., Ltd.	青島艾特諾經濟信息諮詢有限公司		4,686,960	0.86	4,686,960	Nil 無		Domestic non-state owned legal person 境內非國有法人
Wang Xiaohui	王曉暉		4,039,404	0.74	4,039,404	Nil 無		Domestic natural person 境內自然人
Caitong Fund – Huatai Securities Co., Ltd. – Caitong Fund Junxiang Yongxi Single Asset Management Scheme	財通基金—華泰證券股份有限公司—財通基金君享永熙單一資產管理計劃		2,238,806	0.41		Unknown 未知		Unknown 未知
Xia Tao	夏濤		2,015,123	0.37	2,015,123	Nil 無		Domestic natural person 境內自然人

Section 9 Changes in Shares and Information of Shareholders

第九節 股份變動及股東情況

III. Shareholders and beneficial controllers 三、股東和實際控制人情況 (續)

(Continued)

(ii) Shareholding of top ten Shareholders, top ten Shareholders of circulating Shares (or holders of Shares not subject to trading moratorium) as at end of the Reporting Period (Continued)

(二) 截至報告期末前十名股東、前十名流通股股東(或無限售條件股東)持股情況表(續)

Shareholding of Top Ten Shareholders not subject to Trading Moratorium
前十名無限售條件股東持股情況

Name of shareholder	股東名稱	Number of circulating shares not subject to trading moratorium	Class	Class and number of shares 股份種類及數量	Number of shares 數量
		持有無限售條件 流通股的數量	種類		
Beijing Jingcheng Machinery Electric Holding Co., Ltd.	北京京城機電控股有限責任公司	182,735,052	RMB ordinary shares	人民幣普通股	182,735,052
HKSCC NOMINEES LIMITED	HKSCC NOMINEES LIMITED	99,419,027	Foreign shares listed overseas	境外上市外資股	99,419,027
Agricultural Bank of China – China Post Core Forward Strategy Advantage Dynamic Mixed Securities Investment Fund	中國農業銀行股份有限公司－中郵核心優勢靈活配置混合型證券投資基金	6,466,697	RMB ordinary shares	人民幣普通股	6,466,697
He Yong	何勇	1,301,200	RMB ordinary shares	人民幣普通股	1,301,200
Ji Shangqun	紀尚群	980,817	RMB ordinary shares	人民幣普通股	980,817
Beijing Zhongjin Xinyuan Asset Management Center (Limited Partnership)	北京中金信遠資產管理中心(有限合夥)	557,159	RMB ordinary shares	人民幣普通股	557,159
Liu Yufei	劉宇飛	551,700	RMB ordinary shares	人民幣普通股	551,700
Zhou Xinling	周欣靈	550,082	RMB ordinary shares	人民幣普通股	550,082
Wang Yue	王越	550,000	RMB ordinary shares	人民幣普通股	550,000
Lu Yong	律勇	532,200	RMB ordinary shares	人民幣普通股	532,200
Description of special account for repurchase among the top ten Shareholders 前十名股東中回購專戶情況說明		N/A 不適用			
Explanations on the entrusting voting right, entrusted voting right and waive of voting right of the aforesaid Shareholders 上述股東委託表決權、受託表決權、放棄表決權的說明		N/A 不適用			
Explanation on the related relationship of the Shareholders and action in concert among the aforesaid Shareholders 上述股東關聯關係或一致行動的說明				The Company is not aware of any related relationship among the aforesaid Shareholders, nor is the Company aware of any parties acting in concert as defined in "Measures for Management on Information Disclosure of Changes in Shareholdings of Listed Company's Shareholders". 本公司未知上述股東之間有無關聯關係，也未知其是否屬於《上市公司股東持股變動信息披露管理辦法》規定的一致行動人。	
Explanation on preferred Shareholders whose voting rights has resumed and their shareholdings 表決權恢復的優先股股東及持股數量的說明		N/A 不適用			

Section 9 Changes in Shares and Information of Shareholders

第九節 股份變動及股東情況

III. Shareholders and beneficial controllers

(Continued)

(ii) Shareholding of top ten Shareholders, top ten Shareholders of circulating Shares (or holders of Shares not subject to trading moratorium) as at end of the Reporting Period (Continued)

Shareholding of the top ten holders of Shares subject to selling restriction and conditions of selling restrictions

√ Applicable □ Not applicable

三、股東和實際控制人情況(續)

(二) 截至報告期末前十名股東、前十名流通股東(或無限售條件股東)持股情況表(續)

前十名有限售條件股東持股數量及限售條件

√ 適用 □ 不適用

Unit: share
單位：股

No. 序號	Name of Shareholder subject to selling restrictions 有限售條件股東名稱	Number of Shares held subject to selling restrictions 持有的有限售 條件股份數量	Conditions of listing and trading of restricted Shares 有限售條件股份可上市交易情況		Restricted conditions 限售條件
			Date of being permitted for listing and trading 可上市 交易時間	Number of additional Shares available for listing and trading 新增可上市 交易股份數量	
1	Beijing Jingcheng Machinery Electric Holding Co., Ltd 北京京城機電控股有限責 任公司	63,000,000	2023/7/10 2023年7月10日	63,000,000	The lock-up period is 36 months from the delivery date of new shares 限售期為自新股交割日起的36個月
2	Li Hong 李紅	19,099,566	2023/6/26 2023年6月26日	114,597,400	The lock-up period is 12 months and the shares are unlocked in 4 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為12個月，股份分4期解 鎖，在其鎖定期滿的次一交易日 可上市交易
3	Zhao Qing 趙慶	6,540,785	2023/6/26 2023年6月26日	3,924,471	The lock-up period is 12 months and the shares are unlocked in 4 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為12個月，股份分4期解 鎖，在其鎖定期滿的次一交易日 可上市交易

Section 9 Changes in Shares and Information of Shareholders

第九節 股份變動及股東情況

III. Shareholders and beneficial controllers 三、股東和實際控制人情況 (續)

(Continued)

(ii) Shareholding of top ten Shareholders, top ten Shareholders of circulating Shares (or holders of Shares not subject to trading moratorium) as at end of the Reporting Period (Continued)

(二) 截至報告期末前十名股東、前十名流通股東(或無限售條件股東)持股情況表(續)

No. 序號	Name of Shareholder subject to selling restrictions 有限售條件股東名稱	Number of Shares held subject to selling restrictions 持有的有限售條件股份數量	Date of being permitted for listing and trading 可上市交易時間	Conditions of listing and trading of restricted Shares 有限售條件股份可上市交易情況	Number of additional Shares available for listing and trading 新增可上市交易股份數量	Restricted conditions 限售條件
4	Yang Ping 楊平	5,405,865	2023/6/26 2023年6月26日		5,405,865	The lock-up period is 12 months and can be listed on the trading day following the expiry of the lock-up period 限售期為12個月，在其鎖定期滿的次一交易日可上市交易
5	Qingdao Eternal 青島艾特諾	4,686,960	2023/6/26 2023年6月26日		2,812,176	The lock-up period is 12 months and the shares are unlocked in 4 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為12個月，股份分4期解鎖，在其鎖定期滿的次一交易日可上市交易
6	Nuode Asset Management Co., Ltd. (諾德基金管理有限公司) 諾德基金管理有限公司	4,274,084	2023/2/20 2023年2月20日		4,274,084	The lock-up period is 6 months and can be listed on the trading day following the expiry of the lock-up period 限售期為6個月，在其鎖定期滿的次一交易日可上市交易
7	Wang Xiaohui 王曉暉	4,039,404	2023/6/26 2023年6月26日		2,423,642	The lock-up period is 12 months and the shares are unlocked in 4 phases and can be listed on the trading day following the expiry of the lock-up period 限售期為12個月，股份分4期解鎖，在其鎖定期滿的次一交易日可上市交易
8	Caitong Fund Management Co., Ltd. (財通基金管理有限公司) 財通基金管理有限公司	4,016,282	2023/2/20 2023年2月20日		4,016,282	The lock-up period is 6 months and can be listed on the trading day following the expiry of the lock-up period 限售期為6個月，在其鎖定期滿的次一交易日可上市交易

Section 9 Changes in Shares and Information of Shareholders

第九節 股份變動及股東情況

III. Shareholders and beneficial controllers

(Continued)

(ii) Shareholding of top ten Shareholders, top ten Shareholders of circulating Shares (or holders of Shares not subject to trading moratorium) as at end of the Reporting Period (Continued)

三、股東和實際控制人情況 (續)

(二) 截至報告期末前十名股東、前十名流通股股東(或無限售條件股東)持股情況表(續)

No. 序號	Name of Shareholder subject to selling restrictions 有限售條件股東名稱	Number of Shares held subject to selling restrictions 持有的有限售 條件股份數量	Date of being permitted for listing and trading 可上市 交易時間	Conditions of listing and trading of restricted Shares 有限售條件股份可上市交易情況	Number of additional Shares available for listing and trading 新增可上市 交易股份數量	Restricted conditions 限售條件
9	Xia Tao 夏濤	2,015,123	2023/6/26 2023年6月26日		2,015,123	The lock-up period is 12 months and can be listed on the trading day following the expiry of the lock-up period 限售期為12個月，在其鎖定期滿的次一交易日可上市交易
10	Wang Huadong 王華東	2,015,123	2023/6/26 2023年6月26日		2,015,123	The lock-up period is 12 months and can be listed on the trading day following the expiry of the lock-up period 限售期為12個月，在其鎖定期滿的次一交易日可上市交易

Explanation on related relationship or action acting in concert among the aforesaid Shareholder
上述股東關聯關係或一致行動的說明

The Company was not aware of any connected relationship among the aforesaid shareholders, nor was the Company aware of any parties acting in concert as defined in the "Measures for Management on Information Disclosure of Changes in Shareholdings of Listed Company's Shareholders".
本公司未知上述股東之間有無關聯關係，也未知其是否屬於《上市公司股東持股變動信息披露管理辦法》規定的一致行動人。

(iii) Strategic investors or general legal persons who have become one of the top ten Shareholders as a result of the placing of new Shares

Applicable Not applicable

(三) 戰略投資者或一般法人因配售新股成為前10名股東

適用 不適用

Section 9 Changes in Shares and Information of Shareholders 第九節 股份變動及股東情況

IV. Controlling Shareholders and beneficial controller 四、控股股東及實際控制人情況

(i) Controlling Shareholder

1. Legal person

Applicable Not applicable

Name
名稱

Beijing Jingcheng Machinery Electric Holding Co., Ltd.
北京京城機電控股有限責任公司

The person in charge of the unit or legal representative
單位負責人或法定代表人

Ruan Zhongkui
阮忠奎

Date of establishment
成立日期

8 September 1997
1997年9月8日

Principal businesses
主要經營業務

Within the scope of authorization, management of state-owned assets; management of property rights (equities); external financing and investment. The Company has six major business sectors including numerical control machine, engineering machine, storage and transportation of gas, environment protection industry, new energy and thermal power generation. It has six business units including logistics industry, hydraulic industry, switch industry, printing machine, electrical machine industry and electric wires and cables. It combines engineering design, product development, manufacture of equipment and technical service, together, provides high quality professional integrated mechanics and electrics equipment and services to industrial fields such as electricity, metallurgy, shipping, transportation, engineering construction, manufacture of machines and aerospace.
授權內的國有資產經營管理；產權(股權)經營；對外融資、投資。旗下擁有數控機床、工程機械、氣體儲運、環保產業、新能源、火力發電等六大業務板塊，物流產業、液壓產業、開關產業、印刷機械、電機產業、電線電纜等六大業務單元，及工程設計、產品開發、設備製造和技術服務為一體，為電力、冶金、船舶、交通、工程建設、機械製造、航空航天等多個工業領域提供高質量的專業機電一體化設備與服務。

Shareholdings in other domestic and overseas listed companies of which it has holding rights and joint-stocks during the Reporting Period
報告期內控股和參股的其他境內外上市公司的股權情況

None
無

Other matters
其他情況說明

None
無

2. Natural person

Applicable Not applicable

2. 自然人

適用 不適用

3. Special description concerning no Controlling Shareholder of the Company

Applicable Not applicable

3. 公司不存在控股股東情況的特別說明

適用 不適用

4. Explanation on changes of Controlling Shareholder of the Company during the Reporting Period

Applicable Not applicable

4. 報告期內控股股東變更情況的說明

適用 不適用

Section 9 Changes in Shares and Information of Shareholders

第九節 股份變動及股東情況

IV. Controlling Shareholders and beneficial controller (Continued)

四、控股股東及實際控制人情況(續)

(i) Controlling Shareholder (Continued)

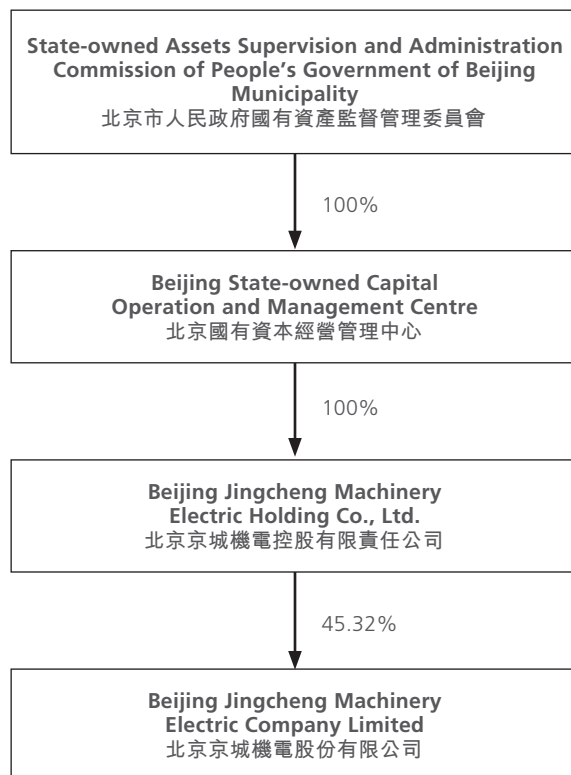
5. Ownership and controlling relationship between the Company and Controlling Shareholder

Applicable Not applicable

(一) 控股股東情況(續)

5. 公司與控股股東之間的產權及控制關係的方框圖

適用 不適用



Section 9 Changes in Shares and Information of Shareholders

第九節 股份變動及股東情況

IV. Controlling Shareholders and beneficial controller (Continued)

(ii) Information on beneficial controller

- 1. Legal person**
 Applicable Not applicable
- 2. Natural person**
 Applicable Not applicable
- 3. Special description concerning no beneficial controller of the Company**
 Applicable Not applicable
- 4. Explanation on changes of beneficial controller of the Company during the Reporting Period**
 Applicable Not applicable
- 5. Ownership and controlling relationship between the Company and beneficial controller**
 Applicable Not applicable
- 6. Beneficial controller exercises control over the Company through trust or other asset management plan**
 Applicable Not applicable

(iii) Other information on Controlling Shareholder and beneficial controller

Applicable Not applicable

V. The cumulative number of Pledged Shares of the Company's Controlling Shareholder or the largest Shareholder and its concerted actors accounts for more than 80% of the Company's shares

Applicable Not applicable

VI. Other legal person Shareholders with 10% or more shareholding

Applicable Not applicable

四、控股股東及實際控制人情況(續)

(二) 實際控制人情況

- 1. 法人**
 適用 不適用
- 2. 自然人**
 適用 不適用
- 3. 公司不存在實際控制人情況的特別說明**
 適用 不適用
- 4. 報告期內公司控制權發生變更的情況說明**
 適用 不適用
- 5. 公司與實際控制人之間的產權及控制關係的方框圖**
 適用 不適用
- 6. 實際控制人通過信託或其他資產管理方式控制公司**
 適用 不適用

(三) 控股股東及實際控制人其他情況介紹

適用 不適用

五、公司控股股東或第一大股東及其一致行動人累計質押股份數量佔其所持公司股份數量比例達到80%以上

適用 不適用

六、其他持股在百分之十以上的法人股東

適用 不適用

Section 9 Changes in Shares and Information of Shareholders

第九節 股份變動及股東情況

VII. Description of restrictions in reduction of shareholding

√ Applicable □ Not applicable

1. Restrictions in reduction of shareholding of non-public issuance of A shares

As approved by the CSRC in the "Approval in relation to the Non-public Issuance of Shares by Beijing Jingcheng Machinery Electric Company Limited" (Zheng Jian Xu Ke [2019] No. 2551), the Company non-publicly issued 63,000,000 Shares of RMB ordinary Shares (A Shares), and registration and sales restriction procedures for the issuance of Shares were completed at the Shanghai Branch of China Securities Depository and Clearing Corporation Limited on 10 July 2020. The lock-up period of Shares subscribed by the issuance target Beijing Jingcheng Machinery Electric Holding Co., Ltd was 36 months. For details, please refer to the "*ST Jingcheng: Announcement on the results of the Non-public Issuance of Shares and changes in the shareholding" (Announcement No.: Lin 2020-037) disclosed on the "Shanghai Securities News" and the SSE website (www.sse.com.cn) and the announcement on the "Completion of the Non-public Issuance of A Shares" disclosed on the website of the HKEX (www.hkexnews.com.hk) on 10 July 2020. As at the end of the Reporting Period, the issuance target Jingcheng Holdings has not reduced its shareholding in the above-mentioned Shares.

2. Restrictions in reduction of shareholding in asset acquisition by way of share issuance

On 27 June 2022, the Company issued the "Announcement on the Implementation of Asset Acquisition by Way of Share Issuance and Cash Payment and Raising of Supporting Funds and Listing of New Shares", which made the following arrangements for the partial restrictions in the reduction of shareholding in respect of the asset acquisition by way of share issuance:

The additional shares in the Company acquired by Li Hong, Zhao Qing, Qingdao Eternal, Wang Xiaohui and Qian Yuyan through the acquisition shall not be transferred in any manner, nor shall they be pledged or otherwise encumbered with property rights for a period of 12 months from the issuance completion date of the reorganisation; upon expiry of the above-mentioned 12-month lock-up period, the additional shares in the Company acquired by Li Hong, Zhao Qing, Qingdao Eternal, Wang Xiaohui and Qian Yuyan through the acquisition shall be unlocked by phase in accordance with the following arrangements:

1st phase: After 12 months from the issuance completion date of the reorganisation and upon performance of their corresponding compensation obligations (if any) for the year of 2021 under the "Performance Compensation Agreement" and the supplemental agreement, the remaining portion of 40% of the additional shares received by them less the number of shares (if any) compensated for the year shall be unlocked;

2nd phase: If they have fully performed their compensation obligations (if any) for the year of 2022 under the "Performance Compensation Agreement" and the supplemental agreement, the remaining portion of 20% of the additional shares received by them less the number of shares (if any) compensated for the year shall be unlocked;

七、股份限制減持情況說明

√ 適用 □ 不適用

1. 非公開發行A股股票限制減持

經中國證券監督管理委員會證監許可[2019]2551號《關於核准北京京城機電股份有限公司非公開發行股票的批復》核准，公司以非公開發行方式發行人民幣普通股(A股)6,300萬股，並於2020年7月10日在中國證券登記結算有限責任公司上海分公司辦理了本次發行股份的登記及限售手續事宜。本次發行對象北京京城機電股份有限公司認購的股份鎖定期為36個月，詳見公司於2020年7月10日在《上海證券報》、上海證券交易所網站(www.sse.com.cn)上披露的《*ST京城：非公開發行股票發行結果暨股份變動公告》(公告編號：臨2020-037)及在香港交易所網站(www.hkex.com.hk)上披露的《完成非公開發行A股》公告。截至報告期末，發行對象京城控股未對上述股份進行減持。

2. 發行股份購買資產限制減持

2022年6月27日，公司發佈《發行股份及支付現金購買資產並募集配套資金實施情況暨新增股份上市公告書》，對發行股份購買資產部分限制減持情況做出以下安排：

發行對象中李紅、趙慶、青島艾特諾、王曉暉及錢雨嫣通過本次收購獲得的公司新增股份自本次重組發行完成日起12個月內不得以任何方式進行轉讓，亦不得設置質押或其他財產性權利負擔；上述12個月鎖定期限屆滿後，李紅、趙慶、青島艾特諾、王曉暉及錢雨嫣通過本次收購獲得的公司新增股份按照下述安排分期解鎖：

第一期：自本次重組發行完成日起滿12個月且其在《業績補償協議》及補充協議項下就2021年度對應的補償義務(如有)已履行完畢的，其本次取得的新增股份中的40%扣減解鎖當年已補償股份數量(如有)後的剩餘部分可解除鎖定；

第二期：其在《業績補償協議》及補充協議項下就2022年度對應的補償義務(如有)已履行完畢的，其本次取得的新增股份中的20%扣減解鎖當年已補償股份數量(如有)後的剩餘部分可解除鎖定；

Section 9 Changes in Shares and Information of Shareholders

第九節 股份變動及股東情況

VII. Description of restrictions in reduction of shareholding (Continued)

2. Restrictions in reduction of shareholding in asset acquisition by way of share issuance (Continued)

3rd phase: If they have fully performed their compensation obligations (if any) for the year of 2023 under the "Performance Compensation Agreement" and the supplemental agreement, the remaining portion of 20% of the additional shares received by them less the number of shares (if any) compensated for the year shall be unlocked;

4th phase: If they have fully performed their compensation obligations (if any) corresponding to the entire performance commitment period under the "Performance Compensation Agreement" and the supplemental agreement (i.e. the five financial years of 2020, 2021, 2022, 2023 and 2024), the remaining shares in the additional shares received by them that have not been unlocked shall be unlocked.

The shares of the Company received by Yang Ping, Xiao Zhonghai, Xia Tao, Wang Huadong, Xiu Jun, Fu Dun and Chen Zhengyan under the Transactions shall not be transferred in any manner nor pledged nor encumbered within 12 months from the issuance completion date of the reorganisation.

3. Restrictions in reduction of shareholding in raising of supporting funds

The targets of issuance for the Raising of Supporting Funds are Nanhua Fund Management Co., Ltd., Caitong Fund Management Co., Ltd., Nuode Asset Management Co., Ltd. and JPMORGAN CHASE BANK, NATIONAL ASSOCIATION, according to the relevant agreements entered into between the Company and the above targets of issuance, the A shares subscribed by the above targets of issuance shall not be transferred within 6 months after the completion of share issuance.

On 13 February 2023, the Company issued the "Announcement on the Listing and Circulation of Certain Restricted Shares for the Asset Acquisition by Way of Share Issuance and Cash Payment and Raising of Supporting Funds", the number of restricted A shares listed and circulated was 10,784,674 shares. On 20 February 2023, some of the restricted shares for raising supporting funds were fully released from the restriction in reduction of shareholding and were listed and circulated.

VIII. Specific implementation of share repurchase during the Reporting Period

Applicable Not applicable

七、股份限制減持情況說明(續)

2. 發行股份購買資產限制減持(續)

第三期：其在《業績補償協議》及補充協議項下就2023年度對應的補償義務(如有)已履行完畢的，其本次取得的新增股份中的20%扣減解鎖當年已補償股份數量(如有)後的剩餘部分可解除鎖定；

第四期：其在《業績補償協議》及補充協議項下全部業績承諾期(即2020年、2021年、2022年、2023年和2024年五個會計年度，下同)所對應的補償義務(如有)已全部履行完畢的，其本次取得的新增股份中尚未解鎖的剩餘股份可解除鎖定。

楊平、肖中海、夏濤、王華東、修軍、傅敦、陳政言在本次交易項下取得的公司股份自本次重組發行完成日起12個月內不得以任何方式進行轉讓，亦不得設置質押或其他財產性權利負擔。

3. 募集配套資金限制減持

本次募集配套資金發行對象為南華基金管理有限公司、財通基金管理有限公司、諾德基金管理有限公司和JPMORGAN CHASE BANK, NATIONAL ASSOCIATION，根據公司與上述發行對象簽署的相關協議，上述發行對象認購的A股股份自股份發行結束之日起6個月內不得轉讓。

2023年2月13日公司發佈《發行股份及支付現金購買資產並募集配套資金之部分限售股上市流通的公告》，本次A股限售股上市流通數量為10,784,674股，2023年2月20日，本次募集配套資金部分限售股已全部解除減持限制，並上市流通。

八、股份回購在報告期的具體實施情況

適用 不適用



Section 10 Information about Preference Shares

第十節 優先股相關情況

Applicable Not applicable

適用 不適用

Section 11 CORPORATE BONDS

第十一節 債券相關情況



I. CORPORATE BONDS, COMPANY BONDS AND DEBT FINANCING INSTRUMENTS OF NON-FINANCIAL ENTERPRISES

Applicable Not Applicable

II. CONVERTIBLE BONDS

Applicable Not Applicable

一、企業債券、公司債券和非金融企業債務融資工具

適用 不適用

二、可轉換公司債券情況

適用 不適用

Section 12 Financial Report

第十二節 財務報告

Auditor's Report

審計報告

XYZH/2023BJAA3B0216

XYZH/2023BJAA3B0216

To all shareholders of Beijing Jingcheng Machinery Electric Co., Ltd.:

北京京城機電股份有限公司全體股東：

I. Auditor's Opinion

We have audited the attached financial statements of Beijing Jingcheng Machinery Electric Co., Ltd. (hereinafter referred to as Jingcheng Company), including Consolidated and Parent Company's Balance Sheets dated 31 December 2022, 2022 Consolidated and Parent Company's Income Statements, Consolidated and Parent Company's Cash Flow Statements, Consolidated and Parent Company's Statements of Changes in Shareholders' Equity, and related Notes to Financial Statements.

In our opinion, the attached financial statements present fairly, in all material respects, the consolidated and parent company's financial positions of Jingcheng Company as of 31 December 2022, and its consolidated and parent company's financial performance and cash flows for the year then ended in accordance with the Accounting Standards for Business Enterprises.

II. Basis for Auditor's Opinion

We conducted our audit in accordance with the Auditing Standards for Certified Public Accountants of China. The section in the Auditor's Report titled "CPAs' Responsibilities for the Audit of the Financial Statements" further describes our responsibilities under these standards. We conduct our audit independent of Jingcheng Company in accordance with the China Code of Ethics for Certified Public Accountants and fulfil other responsibilities in ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

III. Key Audit Matters

Key audit matters are those matters that are deemed most important to the audit of the financial statements for the current period based on our professional judgment. These matters are addressed by auditing the financial statements integrally and forming the audit opinion, so we do not express the opinions for them separately.

Accrual for Provision for Inventory Impairment

Key Audit Matters

Countermeasures in the audit

1. Provision for inventory depreciation

Please refer to Note IV.15 "Inventories", Note IV.39 "Other significant accounting policies and accounting estimates – Provision for impairment of inventories" and Note VI.8 "Inventories" to the financial statements. Jingcheng Company is mainly engaged in the gas storage and transportation and equipment manufacturing industry. As of 31 December 2022, the book balance of inventories was 360,077,242.43 yuan, the balance of provision for impairment was 49,278,796.99 yuan, and with a book value of 310,798,445.44 yuan.

The main audit procedures executed are as follows:

- (1) Evaluate and test the design and operating effectiveness of key internal controls related to the provision for inventory impairment;
- (2) Select a sample of finished goods and compare the estimated selling price of the products with the actual selling price in the latest or later period;

一、審計意見

我們審計了北京京城機電股份有限公司(以下簡稱京城股份公司)財務報表,包括2022年12月31日的合併及母公司資產負債表,2022年度的合併及母公司利潤表、合併及母公司現金流量表、合併及母公司股東權益變動表,以及相關財務報表附註。

我們認為,後附的財務報表在所有重大方面按照企業會計準則的規定編製,公允反映了京城股份公司2022年12月31日的合併及母公司財務狀況以及2022年度的合併及母公司經營成果和現金流量。

二、形成審計意見的基礎

我們按照中國註冊會計師審計準則的規定執行了審計工作。審計報告的「註冊會計師對財務報表審計的責任」部分進一步闡述了我們在這些準則下的責任。按照中國註冊會計師職業道德守則,我們獨立於京城股份公司,並履行了職業道德方面的其他責任。我們相信,我們獲取的審計證據是充分、適當的,為發表審計意見提供了基礎。

三、關鍵審計事項

關鍵審計事項是我們根據職業判斷,認為對本期財務報表審計最為重要的事項。這些事項的應對以對財務報表整體進行審計並形成審計意見為背景,我們不對這些事項單獨發表意見。

存貨跌價準備計提

關鍵審計事項

審計中的應對

1. 存貨跌價準備計提

參見財務報表附註四.15「存貨」、附註四.39「其他重要的會計政策和會計估計—存貨跌價準備」及附註六.8「存貨」。京城股份公司主要從事氣體儲運裝備製造行業,2022年12月31日,存貨賬面餘額360,077,242.43元,跌價準備餘額49,278,796.99元,賬面價值310,798,445.44元。

我們執行的主要審計程序如下:

- (1) 評價並測試與存貨跌價準備計提相關的關鍵內部控制的設計和運行有效性;
- (2) 選取庫存商品樣本,將產品估計售價與最近或期後的實際售價進行比較;

Section 12 Financial Report

第十二節 財務報告

Auditor's Report

審計報告

III. Key Audit Matters (Continued)

Accrual for Provision for Inventory Impairment

Key Audit Matters

The inventory of Jingcheng Company is valued by the lower one between the cost and net realizable value. Net realizable value is determined according to the estimated selling price of the inventory minus the estimated costs to be incurred by the time of completion, the estimated sales expenses and the related taxes. The process of such determination involves significant judgments and estimates of the management. Whether the provision for impairment of inventory is adequate and appropriate has a significant effect on the financial statements. Based on the above reasons, we determine the provision for inventory impairment as a key audit matter.

Countermeasures in the audit

- (3) Select samples for raw materials and products in process, and review the reasonableness of the costs estimated by the management to be incurred by the time of completion, the sales expense and the related taxes by comparing the costs still incurred by the time of completion of the same kind of raw materials and work in progress and the sales expenses.
- (4) Implement the inventory monitoring work, and check the quantity and condition of inventory;
- (5) Obtain the list of inventory ageing at the end of the year, carry out an analytical review of inventories with a longer inventory ageing in combination with the product status, and analyse whether the provision for inventory impairment is reasonable.

2. Impairment assessment of goodwill

Please refer to Note IV.26 "Long-term Asset Impairment", Note IV.39 "Other Significant Accounting Policies and Accounting Estimates-Accounting Estimates of Provision for Goodwill" and Note VI.15 "Goodwill" in the financial statements. As of 31 December 2022, the net goodwill of Jingcheng Company was RMB168,996,039.10 resulting from the acquisition of Qingdao BYTQ United Digital Intelligence Co., Ltd., which is an important asset of Jingcheng Company and is material to the entire financial statements.

The main audit procedures executed are as follows:

- (1) Compared the estimates adopted by the management in calculating the present value of the expected future cash flows in the previous year with the actual performance of the current year, and evaluated the historical accuracy of the management's forecast results;
- (2) Evaluated whether the methods for determining the recoverable amounts of asset groups and asset group portfolios meet the relevant provisions of the *Accounting Standards for Business Enterprises*;

三、關鍵審計事項(續)

存貨跌價準備計提

關鍵審計事項

京城股份公司存貨按成本和可變現淨值孰低計量。可變現淨值以存貨的預計售價減去至完工時估計將要發生的成本、估計的銷售費用以及相關稅費後的金額確定，該過程涉及管理層重大的判斷和估計。存貨跌價準備計提是否充分、恰當，對財務報表有重大影響。基於上述原因，我們確定存貨跌價準備計提作為關鍵審計事項。

審計中的應對

- (3) 對於原材料、在產品，選取樣本，通過比較當年同類原材料、在產品至完工時仍需發生的成本及銷售費用，對管理層估計的至完工時將要發生成本、銷售費用及相關稅費的合理性進行覆核；
- (4) 實施存貨監盤工作，檢查存貨的數量、狀況等；
- (5) 取得年末存貨庫齡清單，結合產品狀況，對庫齡較長的存貨進行分析性覆核，分析存貨跌價準備是否合理。

2. 商譽減值的估計

參見財務報表附註四.26「長期資產減值」、附註四.39「其他重要的會計政策和會計估計—商譽準備準備的會計估計」及附註六.15「商譽。」2022年12月31日，京城股份公司商譽淨值168,996,039.10元，為收購青島北洋天青數聯智能有限公司形成的，屬於京城股份公司的重要資產，對財務報表整體具有重要性。

我們執行的主要審計程序如下：

- (1) 將管理層在上年計算預計未來現金流量現值時採用的估計與本年實際情況進行比較，評價管理層預測結果的歷史準確性；
- (2) 評價資產組和資產組組合可收回金額的確定方法是否符合企業會計準則相關規定；

Section 12 Financial Report

第十二節 財務報告

Auditor's Report

審計報告

III. Key Audit Matters (Continued)

Accrual for Provision for Inventory Impairment

Key Audit Matters

According to the provisions of the *Accounting Standards for Business Enterprises No. 8-Impairment of Assets*, Jingcheng Company should conduct a goodwill impairment test at the end of each year. Such impairment test has a complex process and needs to rely on the judgments and estimates of the management on the expected future income and cash flow discount rate of asset group portfolio (including goodwill) of any subsidiaries acquired by it, and other assumptions. Due to the above reasons, we identified the impairment assessment of goodwill as a key audit matter.

Countermeasures in the audit

- (3) Analysed the key assumptions, parameters, methods and judgments adopted by the management in identifying the asset group to which goodwill belongs and conducting a goodwill impairment test, and examined the reasonableness of such assumptions, parameters, methods and judgments;
- (4) Obtained a goodwill impairment test report from the external evaluation agency engaged by the management, and evaluated the independence, impartiality and competence of the external evaluation agency;
- (5) Reviewed the valuation method of the asset group adopted and appraisal report issued by the external evaluation agency, and checked the calculation process and results of the goodwill impairment test;
- (6) Examined the appropriateness of presentation and disclosure of the information related to the impairment of goodwill in the financial report.

IV. Other Information

The management of Jingcheng Company (hereinafter referred to as management) is responsible for other information. Other information includes information covered in 2022 annual report of Jingcheng Company, except the financial statements and our auditor's report.

Our audit opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit on the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Based on the work that we have executed, we should report the fact in case of determining the material misstatement of other information. In this regard, we have nothing to report.

三、關鍵審計事項(續)

存貨跌價準備計提

關鍵審計事項

根據《企業會計準則第8號—資產減值》的規定，每年年度終了，京城股份公司需要對商譽進行減值測試，該等減值的測試過程複雜，需要依賴管理層對收購子公司包含商譽資產組組合預計未來收入及現金流折現率等假設做出判斷和估計。基於上述原因，我們將商譽減值的估計確定關鍵審計事項。

審計中的應對

- (3) 分析管理層對商譽所屬資產組的認定和進行商譽減值測試時採用的關鍵假設、參數、方法以及判斷，檢查相關假設、參數、方法以及判斷的合理性；
- (4) 獲取管理層聘請的外部評估機構出具的商譽減值測試報告，並對外部評估機構的獨立性、客觀性及勝任能力進行評估；
- (5) 覆核外部評估機構對資產組的估值方法及出具的評估報告，驗算商譽減值測試的測算過程及結果；
- (6) 檢查與商譽減值相關的信息已在財務報告恰當的列報和披露。

四、其他信息

京城股份公司管理層(以下簡稱管理層)對其他信息負責。其他信息包括京城股份公司2022年年度報告中涵蓋的信息，但不包括財務報表和我們的審計報告。

我們對財務報表發表的審計意見不涵蓋其他信息，我們也不對其他信息發表任何形式的鑒證結論。

結合我們對財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與財務報表或我們在審計過程中瞭解到的情況存在重大不一致或者似乎存在重大錯報。

基於我們已執行的工作，如果我們確定其他信息存在重大錯報，我們應當報告該事實。在這方面，我們無任何事項需要報告。

Section 12 Financial Report

第十二節 財務報告

Auditor's Report

審計報告

V. Responsibilities of the Management and the Governance for the Financial Statements

The Management is responsible for the preparation of the financial statements in accordance with Accounting Standards for Business Enterprises to achieve fair presentation; and designing, implementing and maintaining necessary internal control to make sure that the financial statements are free from material misstatement, whether due to fraud or error.

In preparation of the financial statement, the management is responsible for assessing Jingcheng Company's going-concern ability, disclosing the going-concern related items (if applicable) and applying going-concern assumptions, unless otherwise the management plans to liquidate Jingcheng Company, stop operation or it has no other practical choice.

The governance is responsible for supervising Jingcheng Company's financial reporting process.

VI. CPAs' Responsibility for Audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but it does not guarantee that an audit conducted in accordance with auditing standards can always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions users would take on the basis of these financial statements.

We exercise professional judgment and maintain professional scepticism in carrying out our audit in accordance with the Auditing Standards. At the same time, we also:

- (1) Identify and assess risks of material misstatement of financial statements due to fraud or error, design and implement audit procedures to address these risks, and obtain adequate and appropriate audit evidence as a basis for issuing audit opinions. The risk of not detecting a material misstatement resulting from fraudulent practices is higher than that resulting from mistakes, as fraudulent practices may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- (2) Understand the internal control relevant to the audit in order to design appropriate audit procedures, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- (3) Evaluate the appropriateness of the Management's selection of accounting policies and the rationality of accounting estimates as well as related disclosures.

五、管理層和治理層對財務報表的責任

管理層負責按照企業會計準則的規定編製財務報表，使其實現公允反映，並設計、執行和維護必要的內部控制，以使財務報表不存在由於舞弊或錯誤導致的重大錯報。

在編製財務報表時，管理層負責評估京城股份的持續經營能力，披露與持續經營相關的事項（如適用），並運用持續經營假設，除非管理層計劃清算京城股份、終止運營或別無其他現實的選擇。

治理層負責監督京城股份的財務報告過程。

六、註冊會計師對財務報表審計的責任

我們的目標是對財務報表整體是否不存在由於舞弊或錯誤導致的重大錯報獲取合理保證，並出具包含審計意見的審計報告。合理保證是高水平的保證，但並不能保證按照審計準則執行的審計在某一重大錯報存在時總能發現。錯報可能由於舞弊或錯誤導致，如果合理預期錯報單獨或匯總起來可能影響財務報表使用者依據財務報表作出的經濟決策，則通常認為錯報是重大的。

在按照審計準則執行審計工作的過程中，我們運用職業判斷，並保持職業懷疑。同時，我們也執行以下工作：

- (1) 識別和評估由於舞弊或錯誤導致的財務報表重大錯報風險，設計和實施審計程序以應對這些風險，並獲取充分、適當的審計證據，作為發表審計意見的基礎。由於舞弊可能涉及串通、偽造、故意遺漏、虛假陳述或凌駕於內部控制之上，未能發現由於舞弊導致的重大錯報的風險高於未能發現由於錯誤導致的重大錯報的風險。
- (2) 瞭解與審計相關的內部控制，以設計恰當的審計程序，但目的並非對內部控制的有效性發表意見。
- (3) 評價管理層選用會計政策的恰當性和作出會計估計及相關披露的合理性。

Section 12 Financial Report 第十二節 財務報告 Auditor's Report 審計報告

VI. CPAs' Responsibility for Audit of Financial Statements (Continued)

- (4) Conclude on the appropriateness of the Management's use of the going concern basis of accounting, and conclude, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast a significant doubt on Jingcheng Company'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 financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on information available as of the date of the Auditor's Report. However, future events or conditions may cause the Jingcheng Company to cease to continue as a going concern.
- (5) Evaluate the overall presentation, structure and content of the financial statements and evaluate whether the financial statements fairly reflect the relevant transactions and events.
- (6) Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within Jingcheng Company to express an opinion on the financial statements. We are responsible for guiding, supervising, and performing the group audit, and assume all responsibilities for our opinion.

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

We also provide the Governance with a statement regarding compliance with ethical requirements related to independence and communicate with the Governance about all relationships and other matters that could reasonably be considered to affect our independence, as well as related precautions (if applicable).

From the matters communicated with the Governance, we determine which items are most important to the audit of the financial statements for the current period and thus constitute a key audit matter. We described these matters in our auditor's report, except in those cases where public disclosure of such matters is prohibited by law or regulation, or in those rare cases where we determine not to communicate with the Governance about a matter in our auditor's report if we reasonably expect that the adverse consequences of communicating about such matter in our auditor's report would outweigh the benefits in the public interest.

ShineWing Certified Public Accountants LLP

Certified Public Accountant of China: Ma Chuanjun
(Engagement Partner)

Certified Public Accountant of China: Yan Huan

Beijing, China
30 March 2023

六、註冊會計師對財務報表審計的責任(續)

- (4) 對管理層使用持續經營假設的恰當性得出結論。同時，根據獲取的審計證據，就可能導致對京城股份公司持續經營能力產生重大疑慮的事項或情況是否存在重大不確定性得出結論。如果我們得出結論認為存在重大不確定性，審計準則要求我們在審計報告中提請報表使用者注意財務報表中的相關披露；如果披露不充分，我們應當發表非無保留意見。我們的結論基於截至審計報告日可獲得的信息。然而，未來的事項或情況可能導致京城股份公司不能持續經營。
- (5) 評價財務報表的總體列報、結構和內容，並評價財務報表是否公允反映相關交易和事項。
- (6) 就京城股份公司中實體或業務活動的財務信息獲取充分、適當的審計證據，以對財務報表發表審計意見。我們負責指導、監督和執行集團審計，並對審計意見承擔全部責任。

我們與治理層就計劃的審計範圍、時間安排和重大審計發現等事項進行溝通，包括溝通我們在審計中識別出的值得關注的內部控制缺陷。

我們還就已遵守與獨立性相關的職業道德要求向治理層提供聲明，並與治理層溝通可能被合理認為影響我們獨立性的所有關係和其他事項，以及相關的防範措施(如適用)。

從與治理層溝通的事項中，我們確定哪些事項對本期財務報表審計最為重要，因而構成關鍵審計事項。我們在審計報告中描述這些事項，除非法律法規禁止公開披露這些事項，或在極少數情形下，如果合理預期在審計報告中溝通某事項造成的負面後果超過在公眾利益方面產生的益處，我們確定不應在審計報告中溝通該事項。

信永中和會計師事務所(特殊普通合夥)

中國註冊會計師：馬傳軍
(項目合夥人)

中國註冊會計師：閔歡

中國北京
二〇二三年三月三十日

Consolidated Balance Sheet

合併資產負債表

31 December 2022
2022年12月31日

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.
編製單位：北京京城機電股份有限公司

Unit: Yuan
單位：人民幣元

Item	項目	Notes 附註	31 December 2022 2022年12月31日	31 December 2021 2021年12月31日
Current assets:	流動資產：			
Monetary fund	貨幣資金	VI. 1/六、1	336,627,993.24	105,776,763.72
Settlement reserves	結算備付金			
Placements from banks and other financial institutions	拆出資金			
Financial assets held for trading	交易性金融資產	VI. 2/六、2		30,675.01
Derivative financial assets	衍生金融資產			
Notes receivable	應收票據	VI. 3/六、3	8,603,853.52	
Accounts receivable	應收賬款	VI. 4/六、4	315,652,015.26	175,225,191.63
Receivables financing	應收款項融資	VI. 5/六、5	29,790,417.72	10,465,061.76
Advances to suppliers	預付款項	VI. 6/六、6	46,525,117.75	53,915,051.53
Premiums receivable	應收保費			
Reinsurance accounts receivable	應收分保賬款			
Reinsurance contract reserves receivable	應收分保合同準備金			
Other receivables	其他應收款	VI. 7/六、7	4,809,858.44	9,636,026.09
Including: interest receivable	其中：應收利息			
Dividends receivable	應收股利			
Financial assets purchased under agreements to resell	買入返售金融資產			
Inventories	存貨	VI. 8/六、8	310,798,445.44	324,694,186.81
Contract assets	合同資產			
Held-for-sale assets	持有待售資產			
Non-current assets due within one year	一年內到期的非流動資產			
Other current assets	其他流動資產	VI. 9/六、9	10,221,016.45	27,386,862.15
Total current assets	流動資產合計		1,063,028,717.82	707,129,818.70
Non-current assets:	非流動資產：			
Disbursement of loans and advances to customers	發放貸款和墊款			
Debt instruments at amortised cost	債權投資			
Debt instruments at fair value through other comprehensive income	其他債權投資			
Long-term receivables	長期應收款			
Long-term equity investment	長期股權投資	VI. 10/六、10	83,828,193.76	79,947,483.76
Equity instruments at fair value through other comprehensive income	其他權益工具投資			
Other non-current financial assets	其他非流動金融資產			
Investment properties	投資性房地產			
Fixed assets	固定資產	VI. 11/六、11	594,584,383.38	618,317,885.27
Projects under construction	在建工程	VI. 12/六、12	59,457,140.18	38,592,075.56
Productive biological assets	生產性生物資產			
Oil and gas assets	油氣資產			
Right-of-use assets	使用權資產	VI. 13/六、13	220,518,068.16	
Intangible assets	無形資產	VI. 14/六、14	192,378,307.38	120,037,115.68
Development expenditures	開發支出			
Goodwill	商譽	VI. 15/六、15	168,996,039.10	
Long-term deferred expenses	長期待攤費用	VI. 16/六、16	16,622,473.45	4,372,745.88
Deferred income tax assets	遞延所得稅資產	VI. 17/六、17	8,340,599.88	51,632.65
Other non-current assets	其他非流動資產	VI. 18/六、18	26,835,176.42	
Total non-current assets	非流動資產合計		1,371,560,381.71	861,318,938.80
Total assets	資產總計		2,434,589,099.53	1,568,448,757.50

Consolidated Balance Sheet

合併資產負債表

31 December 2022
2022年12月31日

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.
編製單位：北京京城機電股份有限公司

Unit: Yuan
單位：人民幣元

Item	項目	Notes 附註	31 December 2022 2022年12月31日	31 December 2021 2021年12月31日
Current liabilities:	流動負債：			
Short-term borrowings	短期借款	VI. 19/六、19	100,000,000.00	83,825,972.96
Borrowings from the central bank	向中央銀行借款			
Placements from banks and other financial institutions	拆入資金			
Financial liabilities held for trading	交易性金融負債			
Derivative financial liabilities	衍生金融負債			
Notes payable	應付票據	VI. 20/六、20	77,497,454.43	50,693,681.14
Accounts payable	應付賬款	VI. 21/六、21	242,600,960.24	263,096,766.13
Advances from customers	預收款項			
Contract liabilities	合同負債	VI. 22/六、22	60,289,757.30	68,094,818.68
Financial assets sold under agreements to repurchase	賣出回購金融資產款			
Customer bank deposits and due to banks and other financial institutions	吸收存款及同業存放			
Customer brokerage deposits	代理買賣證券款			
Securities underwriting brokerage deposits	代理承銷證券款			
Employee compensation payable	應付職工薪酬	VI. 23/六、23	25,714,018.81	27,257,688.27
Taxes payable	應交稅費	VI. 24/六、24	21,834,560.15	6,186,732.62
Other payables	其他應付款	VI. 25/六、25	63,942,916.44	25,960,072.78
Including: interests payable	其中：應付利息			
Dividends payable	應付股利			349,853.79
Handling charges and commission payable	應付手續費及佣金			
Reinsurance accounts payable	應付分保賬款			
Held-for-sale liabilities	持有待售負債			
Non-current liabilities due within one year	一年內到期的非流動負債	VI. 26/六、26	21,127,930.84	7,000,000.00
Other current liabilities	其他流動負債	VI. 27/六、27	6,677,447.44	4,613,930.02
Total current liabilities	流動負債合計		619,685,045.65	536,729,662.60
Non-current liabilities:	非流動負債：			
Insurance contract reserves	保險合同準備金			
Long-term borrowings	長期借款			
Bonds payable	應付債券			
Including: preferred stock	其中：優先股			
Perpetual bonds	永續債			
Lease liabilities	租賃負債	VI. 28/六、28	248,801,063.86	
Long-term payables	長期應付款	VI. 29/六、29	113,207,700.00	30,000,000.00
Long-term employee compensation payable	長期應付職工薪酬	VI. 30/六、30	30,779,454.07	29,193,698.39
Provision	預計負債	VI. 31/六、31	8,020,131.96	5,794,470.12
Deferred incomes	遞延收益	VI. 32/六、32	358,604.17	5,318,879.05
Deferred income tax liabilities	遞延所得稅負債	VI. 17/六、17	7,255,633.01	
Other non-current liabilities	其他非流動負債			
Total non-current liabilities	非流動負債合計		408,422,587.07	70,307,047.56
Total liabilities	負債合計		1,028,107,632.72	607,036,710.16

Consolidated Balance Sheet

合併資產負債表

31 December 2022
2022年12月31日

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.
編製單位：北京京城機電股份有限公司

Unit: Yuan
單位：人民幣元

Item	項目	Notes 附註	31 December 2022 2022年12月31日	31 December 2021 2021年12月31日
Shareholders' equity:	股東權益：			
Share capital	股本	VI. 33/六、33	542,265,988.00	485,000,000.00
Other equity instruments	其他權益工具			
Including: preferred stock	其中：優先股			
Perpetual bonds	永續債			
Capital reserves	資本公積	VI. 34/六、34	1,151,111,016.32	835,353,861.68
Less: treasury shares	減：庫存股			
Other comprehensive incomes	其他綜合收益	VI. 35/六、35	2,128,736.81	-1,030,194.20
Special reserves	專項儲備	VI. 36/六、36	124,960.21	
Surplus reserves	盈餘公積	VI. 37/六、37	45,665,647.68	45,665,647.68
General risk provision	一般風險準備			
Retained earnings	未分配利潤	VI. 38/六、38	-669,031,286.39	-687,333,700.32
Total shareholders' equity attributable to parent company	歸屬於母公司股東權益合計		1,072,265,062.63	677,655,614.84
Non-controlling interests	少數股東權益		334,216,404.18	283,756,432.50
Total shareholders' equity	股東權益合計		1,406,481,466.81	961,412,047.34
Total liabilities and shareholders' equity	負債和股東權益總計		2,434,589,099.53	1,568,448,757.50

Person in charge of the Company
公司負責人：

Person in charge of accounting:
主管會計工作負責人：

Person in charge of the accounting firm:
會計機構負責人：

Balance Sheet of the Parent Company

母公司資產負債表

31 December 2022
2022年12月31日

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.
編製單位：北京京城機電股份有限公司

Unit: Yuan
單位：人民幣元

Item	項目	Notes 附註	31 December 2022 2022年12月31日	31 December 2021 2021年12月31日
Current assets:	流動資產：			
Monetary fund	貨幣資金		53,043,574.83	1,639,496.85
Financial assets held for trading	交易性金融資產			
Derivative financial assets	衍生金融資產			
Notes receivable	應收票據			
Accounts receivable	應收賬款	XVII.1/十七、1	51,455,610.49	9,988,552.80
Receivables financing	應收款項融資			
Advances to suppliers	預付款項			
Other receivables	其他應收款	XVII.2/十七、2	382,107,891.53	383,434,539.72
Including: interest receivable	其中：應收利息		37,918,353.69	40,433,548.12
Dividends receivable	應收股利			
Inventories	存貨			
Contract assets	合同資產			
Held-for-sale assets	持有待售資產			
Non-current assets due within one year	一年內到期的非流動資產			
Other current assets	其他流動資產			
Total current assets	流動資產合計		486,607,076.85	395,062,589.37
Non-current assets:	非流動資產：			
Debt instruments at amortised cost	債權投資			
Debt instruments at fair value through other comprehensive income	其他債權投資			
Long-term receivables	長期應收款			
Long-term equity investment	長期股權投資	XVII.3/十七、3	1,239,348,125.05	902,148,125.05
Equity instruments at fair value through other comprehensive income	其他權益工具投資			
Other non-current financial assets	其他非流動金融資產			
Investment properties	投資性房地產		139,583.28	25,874.44
Fixed assets	固定資產			
Projects under construction	在建工程			
Productive biological assets	生產性生物資產			
Oil and gas assets	油氣資產			
Right-of-use assets	使用權資產		2,119,466.54	
Intangible assets	無形資產			
Development expenditures	開發支出			
Goodwill	商譽			
Long-term deferred expenses	長期待攤費用		1,298,753.68	
Deferred income tax assets	遞延所得稅資產			
Other non-current assets	其他非流動資產			
Total non-current assets	非流動資產合計		1,242,905,928.55	902,173,999.49
Total assets	資產總計		1,729,513,005.40	1,297,236,588.86

Balance Sheet of the Parent Company

母公司資產負債表

31 December 2022
2022年12月31日

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.
編製單位：北京京城機電股份有限公司

Unit: Yuan
單位：人民幣元

Item	項目	Notes 附註	31 December 2022 2022年12月31日	31 December 2021 2021年12月31日
Current liabilities:	流動負債：			
Short-term borrowings	短期借款			
Financial liabilities held for trading	交易性金融負債			
Derivative financial liabilities	衍生金融負債			
Notes payable	應付票據			
Accounts payable	應付賬款		53,462,653.20	10,050,480.00
Advances from customers	預收款項			
Contract liabilities	合同負債		1,274,336.28	
Employee compensation payable	應付職工薪酬		2,655,500.86	2,404,190.20
Taxes payable	應交稅費		614,941.03	668,487.27
Other payables	其他應付款		23,710,531.21	4,008,172.41
Including: interests payable	其中：應付利息			
Dividends payable	應付股利			
Held-for-sale liabilities	持有待售負債			
Non-current liabilities due within one year	一年內到期的非流動負債		889,946.63	
Other current liabilities	其他流動負債		165,663.72	203,759.43
Total current liabilities	流動負債合計		82,773,572.93	17,335,089.31
Non-current liabilities:	非流動負債：			
Long-term borrowings	長期借款			
Bonds payable	應付債券			
Including: preferred stock	其中：優先股			
Perpetual bonds	永續債			
Lease liabilities	租賃負債		952,735.10	
Long-term payables	長期應付款			
Long-term employee compensation payable	長期應付職工薪酬			
Provision	預計負債			
Deferred incomes	遞延收益			
Deferred income tax liabilities	遞延所得稅負債			
Other non-current liabilities	其他非流動負債			
Total non-current liabilities	非流動負債合計		952,735.10	
Total liabilities	負債合計		83,726,308.03	17,335,089.31
Shareholders' equity:	股東權益：			
Share capital	股本		542,265,988.00	485,000,000.00
Other equity instruments	其他權益工具			
Including: preferred stock	其中：優先股			
Perpetual bonds	永續債			
Capital reserves	資本公積		1,123,816,744.17	811,365,185.81
Less: treasury shares	減：庫存股			
Other comprehensive incomes	其他綜合收益			
Special reserves	專項儲備			
Surplus reserves	盈餘公積		38,071,282.24	38,071,282.24
Retained earnings	未分配利潤		-58,367,317.04	-54,534,968.50
Total shareholders' equity	股東權益合計		1,645,786,697.37	1,279,901,499.55
Total liabilities and shareholders' equity	負債和股東權益總計		1,729,513,005.40	1,297,236,588.86

Person in charge of the Company:
公司負責人：

Person in charge of accounting:
主管會計工作負責人：

Person in charge of the accounting firm:
會計機構負責人：

Consolidated Income Statement

合併利潤表

FY 2022
2022 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.
編製單位：北京京城機電股份有限公司

Unit: Yuan
單位：人民幣元

Item	項目	Notes 附註	FY 2022 2022年度	FY 2021 2021年度
I. Total revenue	一、營業總收入		1,372,261,232.14	1,182,664,494.03
Including: operating revenue	其中：營業收入	VI. 39/六、39	1,372,261,232.14	1,182,664,494.03
Interest income	利息收入			
Earned premiums	已賺保費			
Handling charges and commission income	手續費及佣金收入			
II. Total operating cost	二、營業總成本		1,384,549,487.08	1,227,324,128.28
Including: operating cost	其中：營業成本	VI. 39/六、39	1,186,461,657.86	1,053,267,942.82
Interest expenses	利息支出			
Expenses of fees and commissions	手續費及佣金支出			
Surrender value	退保金			
Net payments for insurance claims	賠付支出淨額			
Net provision for insurance liability reserves	提取保險責任準備金淨額			
Policy dividend expenses	保單紅利支出			
Reinsurance expenses	分保費用			
Taxes and surcharges	稅金及附加	VI. 40/六、40	7,512,492.91	5,534,307.59
Selling expenses	銷售費用	VI. 41/六、41	31,940,023.66	34,036,511.06
Administrative expenses	管理費用	VI. 42/六、42	101,820,649.76	95,132,712.12
R&D expenses	研發費用	VI. 43/六、43	47,649,016.32	26,536,621.86
Financial Expenses	財務費用	VI. 44/六、44	9,165,646.57	12,816,032.83
Including: interest expenses	其中：利息費用		12,931,363.31	8,926,217.03
Interest income	利息收入		994,136.53	1,186,644.27
Add: other incomes	加：其他收益	VI. 45/六、45	15,304,144.59	10,065,386.91
Investment income (loss to be listed with "-")	投資收益(損失以「-」號填列)	VI. 46/六、46	25,075,531.62	19,146,786.10
Including: investment income from associates and joint ventures	其中：對聯營企業和合營企業的投資收益		20,659,931.05	18,591,872.49
Revenue from derecognition of financial assets at amortized cost	以攤餘成本計量的金融資產終止確認收益			
Exchange earnings (loss to be listed with "-")	匯兌收益(損失以「-」號填列)			
Net exposure hedging income (loss to be listed with "-")	淨敞口套期收益(損失以「-」號填列)			
Incomes from fair value changes (loss to be listed with "-")	公允價值變動收益(損失以「-」號填列)			30,675.01
Credit impairment loss (loss to be listed with "-")	信用減值損失(損失以「-」號填列)	VI. 47/六、47	3,594,695.68	199,499.78
Asset impairment loss (loss to be listed with "-")	資產減值損失(損失以「-」號填列)	VI. 48/六、48	-19,531,341.09	-21,618,520.66
Income of assets disposal (loss to be listed with "-")	資產處置收益(損失以「-」號填列)	VI. 49/六、49	324,288.25	197,317.56
III. Operating profit (loss to be listed with "-")	三、營業利潤(虧損以「-」號填列)		12,479,064.11	-36,638,489.55
Add: non-operating revenue	加：營業外收入	VI. 50/六、50	12,213,843.95	872,734.66
Less: non-operating expenses	減：營業外支出	VI. 51/六、51	3,340,210.19	1,311,245.38
IV. Total profit (total loss to be listed with "-")	四、利潤總額(虧損總額以「-」號填列)		21,352,697.87	-37,077,000.27
Less: income tax expenses	減：所得稅費用	VI. 52/六、52	7,298,542.11	4,158,891.52
V. Net profit (net loss to be listed with "-")	五、淨利潤(淨虧損以「-」號填列)		14,054,155.76	-41,235,891.79
(I) Classified by continuity of operation	(一)按經營持續性分類		14,054,155.76	-41,235,891.79
1. Net profit from going concern (net losses to be listed with "-")	1. 持續經營淨利潤(淨虧損以「-」號填列)		14,054,155.76	-41,235,891.79
2. Net profit from discontinued operations (net losses to be listed with "-")	2. 終止經營淨利潤(淨虧損以「-」號填列)			

Consolidated Income Statement

合併利潤表

FY 2022
2022 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.
編製單位：北京京城機電股份有限公司

Unit: Yuan
單位：人民幣元

Item	項目	Notes 附註	FY 2022 2022年度	FY 2021 2021年度
(II) Classification by ownership	(二)按所有權歸屬分類		14,054,155.76	-41,235,891.79
1. Net profit attributable to owners of the parent company (net losses to be listed with "-")	1. 歸屬於母公司所有者的淨利潤(淨虧損以“-”號填列)		18,302,413.93	-23,282,271.43
2. Non-controlling interests (net losses indicated by "-")	2. 少數股東損益(淨虧損以“-”號填列)		-4,248,258.17	-17,953,620.36
VI. Net after-tax amount of other comprehensive income	六、其他綜合收益的稅後淨額		3,486,077.88	-773,087.38
Net after-tax amount of other comprehensive income attributable to the owner of the parent company	歸屬母公司所有者的其他綜合收益的稅後淨額	VI. 53/六、53	3,158,931.01	-704,769.61
(I) Other comprehensive income that cannot be reclassified into profit or loss	(一)不能重分類進損益的其他綜合收益			
1. Changes arising from re-measurement of the defined benefit plan	1. 重新計量設定受益計劃變動額			
2. Other comprehensive income that cannot be converted to profit or loss under the equity method	2. 權益法下不能轉損益的其他綜合收益			
3. Changes in fair value of equity instruments at FVTOCI	3. 其他權益工具投資公允價值變動			
4. Changes in fair value of the Company's credit risk	4. 企業自身信用風險公允價值變動			
5. Others	5. 其他			
(II) Other comprehensive income reclassified into profit or loss	(二)將重分類進損益的其他綜合收益		3,158,931.01	-704,769.61
1. Other comprehensive income that can be transferred to profit or loss under the equity method	1. 權益法下可轉損益的其他綜合收益		-6,087.45	-8,093.01
2. Changes in fair value of debt instruments at FVTOCI	2. 其他債權投資公允價值變動			
3. The amount of financial assets reclassified into other comprehensive incomes	3. 金融資產重分類計入其他綜合收益的金額			
4. Provision for impairment of credit in debt instruments at FVTOCI	4. 其他債權投資信用減值準備			
5. Cash flow hedging reserve (effective portion of profit and loss arising from cash flow hedging)	5. 現金流量套期儲備(現金流量套期損益的有效部分)			
6. Translation difference arising from the financial statements of foreign currency	6. 外幣財務報表折算差額		3,165,018.46	-696,676.60
7. Others	7. 其他			
Net of tax of other comprehensive income attributable to minority shareholders	歸屬於少數股東的其他綜合收益的稅後淨額	VI. 53/六、53	327,146.87	-68,317.77
VII. Total comprehensive income	七、綜合收益總額		17,540,233.64	-42,008,979.17
Total comprehensive incomes attributable to shareholders of the parent company	歸屬於母公司股東的綜合收益總額		21,461,344.94	-23,987,041.04
Total consolidated income attributable to minority shareholders	歸屬於少數股東的綜合收益總額		-3,921,111.30	-18,021,938.13
VIII. Earnings per share:	八、每股收益：			
(I) Basic earnings per share (yuan/share)	(一)基本每股收益(元/股)		0.04	-0.05
(II) Diluted earnings per share (yuan/share)	(二)稀釋每股收益(元/股)		0.04	-0.05

Person in charge of the Company:
公司負責人：

Person in charge of accounting:
主管會計工作負責人：

Person in charge of the accounting firm:
會計機構負責人：

Income Statement of the Parent Company

母公司利潤表

FY 2022
2022 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.
編製單位：北京京城機電股份有限公司

Unit: Yuan
單位：人民幣元

Item	項目	Notes 附註	FY 2022 2022年度	FY 2021 2021年度
I. Operating revenues	一、營業收入	XVII.4/十七、4	3,776,116.07	3,054,790.45
Less: operating costs	減：營業成本	XVII.4/十七、4		
Taxes and surcharges	稅金及附加		184,255.17	133,735.04
Selling expenses	銷售費用			
Administrative expenses	管理費用		18,601,073.92	14,622,004.58
R&D expenses	研發費用			
Financial Expenses	財務費用		-12,429,246.51	-13,709,345.73
Including: interest expenses	其中：利息費用			
Interest income	利息收入		12,488,249.09	13,717,545.05
Add: other incomes	加：其他收益		37,375.00	21,000.00
Investment income (loss to be listed with "-")	投資收益(損失以「-」號填列)			
Including: investment income from associates and joint ventures	其中：對聯營企業和合營企業的投資收益			
Revenue from derecognition of financial assets at amortized cost	以攤餘成本計量的金融資產終止確認收益			
Net exposure hedging income (loss to be listed with "-")	淨敞口套期收益(損失以「-」號填列)			
Incomes from fair value changes (loss to be listed with "-")	公允價值變動收益(損失以「-」號填列)			
Credit impairment loss (loss to be listed with "-")	信用減值損失(損失以「-」號填列)		-1,289,757.03	-163,455.60
Asset impairment loss (loss to be listed with "-")	資產減值損失(損失以「-」號填列)			
Income of assets disposal (loss to be listed with "-")	資產處置收益(損失以「-」號填列)			
II. Operating profit (loss to be listed with "-")	二、營業利潤(虧損以「-」號填列)		-3,832,348.54	1,865,940.96
Add: non-operating revenue	加：營業外收入			
Less: non-operating expenses	減：營業外支出			
III. Total profit (total loss to be listed with "-")	三、利潤總額(虧損總額以「-」號填列)		-3,832,348.54	1,865,940.96
Less: income tax expenses	減：所得稅費用			624,566.43
IV. Net profit (net loss to be listed with "-")	四、淨利潤(淨虧損以「-」號填列)		-3,832,348.54	1,241,374.53
(I) Net profit from continuing operations (net loss to be listed with "-")	(一) 持續經營淨利潤(淨虧損以「-」號填列)		-3,832,348.54	1,241,374.53
(II) Net profit from discontinued operations (net loss to be listed with "-")	(二) 終止經營淨利潤(淨虧損以「-」號填列)			

Income Statement of the Parent Company

母公司利潤表

FY 2022
2022 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.
編製單位：北京京城機電股份有限公司

Unit: Yuan
單位：人民幣元

Item	項目	Notes 附註	FY 2022 2022年度	FY 2021 2021年度
V. Net amount of other comprehensive incomes after tax	五、其他綜合收益的稅後淨額			
(I) Other comprehensive income that cannot be reclassified into profit or loss	(一)不能重分類進損益的其他綜合收益			
1. Changes arising from re-measurement of the defined benefit plan	1. 重新計量設定受益計劃變動額			
2. Other comprehensive income that cannot be converted to profit or loss under the equity method	2. 權益法下不能轉損益的其他綜合收益			
3. Changes in fair value of equity instruments at FVTOCI	3. 其他權益工具投資公允價值變動			
4. Changes in fair value of the Company's credit risk	4. 企業自身信用風險公允價值變動			
5. Others	5. 其他			
(II) Other comprehensive income reclassified into profit or loss	(二)將重分類進損益的其他綜合收益			
1. Other comprehensive income that can be transferred to profit or loss under the equity method	1. 權益法下可轉損益的其他綜合收益			
2. Changes in fair value of debt instruments at FVTOCI	2. 其他債權投資公允價值變動			
3. The amount of financial assets reclassified into other comprehensive incomes	3. 金融資產重分類計入其他綜合收益的金額			
4. Provision for impairment of credit in debt instruments at FVTOCI	4. 其他債權投資信用減值準備			
5. Cash flow hedging reserve (effective portion of profit and loss arising from cash flow hedging)	5. 現金流量套期儲備(現金流量套期損益的有效部分)			
6. Translation difference arising from the financial statements of foreign currency	6. 外幣財務報表折算差額			
7. Others	7. 其他			
VI. Total comprehensive incomes	六、綜合收益總額		-3,832,348.54	1,241,374.53

Person in charge of the Company:
公司負責人：

Person in charge of accounting:
主管會計工作負責人：

Person in charge of the accounting firm:
會計機構負責人：

Consolidated Cash Flow Statement

合併現金流量表

FY 2022
2022 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.
編製單位：北京京城機電股份有限公司

Unit: Yuan
單位：人民幣元

Item	項目	Notes 附註	FY 2022 2022年度	FY 2021 2021年度
I. Cash flows from operating activities:	一、經營活動產生的現金流量：			
Cash received from sales of goods and provision of services	銷售商品、提供勞務收到的現金		1,166,309,184.06	1,014,603,864.60
Net increase in deposits from customers and placements from banks and other financial institutions	客戶存款和同業存放款項淨增加額			
Net increase in borrowings from the central bank	向中央銀行借款淨增加額			
Net increase in placements from other financial institutions	向其他金融機構拆入資金淨增加額			
Cash received for receiving premium of original insurance contract	收到原保險合同保費取得的現金			
Net cash received from reinsurance business	收到再保險業務現金淨額			
Net increase in policyholders' deposits and investments	保戶儲金及投資款淨增加額			
Cash received from interests, fees and commissions	收取利息、手續費及佣金的現金			
Net increase in placements from banks and other financial institutions	拆入資金淨增加額			
Net increase from repurchasing business funds	回購業務資金淨增加額			
Net cash received from securities brokering	代理買賣證券收到的現金淨額			
Refund of taxes and surcharge	收到的稅費返還		67,644,125.20	48,086,536.47
Other cash received relating to operating activities	收到其他與經營活動有關的現金	VI. 54/六、54	26,032,432.49	23,975,624.96
Subtotal of cash inflows from operating activities	經營活動現金流入小計		1,259,985,741.75	1,086,666,026.03
Cash paid for goods and services	購買商品、接受勞務支付的現金		937,922,441.54	832,038,926.50
Net increase in loans and advances to customers	客戶貸款及墊款淨增加額			
Net increase in deposits in the central bank and other financial institutions	存放中央銀行和同業款項淨增加額			
Cash paid for claim settlements on original insurance contract	支付原保險合同賠付款項的現金			
Net increase in placements from banks and other financial institutions	拆出資金淨增加額			
Cash paid for interests, fees and commissions	支付利息、手續費及佣金的現金			
Cash paid for policy dividends	支付保單紅利的現金			
Cash paid to and for employees	支付給職工以及為職工支付的現金		208,360,179.61	200,929,839.53
Payments of taxes and surcharges	支付的各項稅費		45,037,047.53	27,544,590.01
Cash paid for other operating activities	支付其他與經營活動有關的現金	VI. 54/六、54	63,442,314.33	58,847,382.34
Subtotal of cash outflows from operating activities	經營活動現金流出小計		1,254,761,983.01	1,119,360,738.38
Net cash flows from operating activities	經營活動產生的現金流量淨額	VI. 54/六、54	5,223,758.74	-32,694,712.35

Consolidated Cash Flow Statement

合併現金流量表

FY 2022
2022 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.
編製單位：北京京城機電股份有限公司

Unit: Yuan
單位：人民幣元

Item	項目	Notes 附註	FY 2022 2022年度	FY 2021 2021年度
II. Cash flows from investing activities:	二、投資活動產生的現金流量：			
Cash received from the return of investment	收回投資收到的現金			
Cash received from acquirement of investment income	取得投資收益收到的現金		518,145.39	327,428.24
Net cash received from the sale of fixed assets, intangible assets and other long-term assets	處置固定資產、無形資產和其他長期資產收回的現金淨額		54,502.29	668,908.41
Net cash received from disposal of subsidiaries and other business units	處置子公司及其他營業單位收到的現金淨額			
Other cash received relating to investing activities	收到其他與投資活動有關的現金		62,297,104.92	
Subtotal of cash inflows from investing activities	投資活動現金流入小計		62,869,752.60	996,336.65
Cash paid to purchase fixed assets, intangible assets, and other long-term assets	購建固定資產、無形資產和其他長期資產支付的現金		95,078,830.73	41,827,867.87
Cash paid to acquire investments	投資支付的現金			18,540,454.46
Net increase in pledge loans	質押貸款淨增加額			
Net cash paid for the acquisition of subsidiaries and other business entities	取得子公司及其他營業單位支付的現金淨額		31,200,530.18	
Other cash paid relating to investment activities	支付其他與投資活動有關的現金			
Subtotal of cash outflows from investing activities	投資活動現金流出小計		126,279,360.91	60,368,322.33
Net cash flows from investing activities	投資活動產生的現金流量淨額		-63,409,608.31	-59,371,985.68
III. Cash flows from financing activities:	三、籌資活動產生的現金流量：			
Cash received from absorbing investment	吸收投資收到的現金		153,305,717.40	
Including: cash received by subsidiaries from minority shareholders' investments	其中：子公司吸收少數股東投資收到的現金			
Cash received from borrowings	取得借款所收到的現金		188,652,560.00	83,870,000.00
Other cash received relating to financing activities	收到其他與籌資活動有關的現金	VI. 54/六、54	83,207,700.00	30,000,000.00
Subtotal of cash inflows from financing activities	籌資活動現金流入小計		425,165,977.40	113,870,000.00
Cash paid for repayment of debts	償還債務所支付的現金		172,706,940.00	178,340,511.00
Cash paid for the distribution of dividends, profits or interests	分配股利、利潤或償付利息所支付的現金		4,637,906.47	6,719,667.01
Including: dividends and profits paid by subsidiaries to minority shareholders	其中：子公司支付給少數股東的股利、利潤			
Other cash paid relating to financing activities	支付其他與籌資活動有關的現金	VI. 54/六、54	4,934,422.32	
Subtotal of cash outflows from financing activities	籌資活動現金流出小計		182,279,268.79	185,060,178.01
Net cash flows from financing activities	籌資活動產生的現金流量淨額		242,886,708.61	-71,190,178.01
IV. Effects from the change of exchange rate on cash and cash equivalents	四、匯率變動對現金及現金等價物的影響		-790,492.80	-2,997,388.11
V. Net increase in cash and cash equivalents	五、現金及現金等價物淨增加額	VI. 54/六、54	183,910,366.24	-166,254,264.15
Add: Opening balance of cash and cash equivalents	加：期初現金及現金等價物餘額	VI. 54/六、54	79,891,833.74	246,146,097.89
VI. Closing balance of cash and cash equivalents	六、期末現金及現金等價物餘額	VI. 54/六、54	263,802,199.98	79,891,833.74

Person in charge of the Company:
公司負責人：

Person in charge of accounting:
主管會計工作負責人：

Person in charge of the accounting firm:
會計機構負責人：

Cash Flow Statement of the Parent Company

母公司現金流量表

FY 2022
2022 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.
編製單位：北京京城機電股份有限公司

Unit: Yuan
單位：人民幣元

Item	項目	Notes 附註	FY 2022 2022年度	FY 2021 2021年度
I. Cash flows from operating activities:	一、經營活動產生的現金流量：			
Cash received from sales of goods and provision of services	銷售商品、提供勞務收到的現金		67,573,880.00	21,228,000.00
Refund of taxes and surcharge	收到的稅費返還			
Other cash received relating to operating activities	收到其他與經營活動有關的現金		1,486,318.12	1,057,331.91
Subtotal of cash inflows from operating activities	經營活動現金流入小計		69,060,198.12	22,285,331.91
Cash paid for goods and services	購買商品、接受勞務支付的現金		62,408,728.80	15,075,720.00
Cash paid to and for employees	支付給職工以及為職工支付的現金		10,293,090.05	6,048,326.53
Payments of taxes and surcharges	支付的各项稅費		266,321.77	1,953,644.19
Cash paid for other operating activities	支付其他與經營活動有關的現金		9,538,827.03	10,291,186.01
Subtotal of cash outflows from operating activities	經營活動現金流出小計		82,506,967.65	33,368,876.73
Net cash flows from operating activities	經營活動產生的現金流量淨額		-13,446,769.53	-11,083,544.82
II. Cash flows from investing activities:	二、投資活動產生的現金流量：			
Cash received from the return of investment	收回投資收到的現金			
Cash received from acquirement of investment income	取得投資收益收到的現金			
Net cash received from the sale of fixed assets, intangible assets and other long-term assets	處置固定資產、無形資產和其他長期資產收回的現金淨額			
Net cash received from disposal of subsidiaries and other business units	處置子公司及其他營業單位收到的現金淨額			
Other cash received relating to investing activities	收到其他與投資活動有關的現金		15,600,000.00	9,447,681.34
Subtotal of cash inflows from investing activities	投資活動現金流入小計		15,600,000.00	9,447,681.34
Cash paid to purchase fixed assets, intangible assets, and other long-term assets	購建固定資產、無形資產和其他長期資產支付的現金		1,889,912.64	
Cash paid to acquire investments	投資支付的現金		97,433,884.40	
Net cash paid for the acquisition of subsidiaries and other business entities	取得子公司及其他營業單位支付的現金淨額			
Other cash paid relating to investment activities	支付其他與投資活動有關的現金		83,207,700.00	30,000,000.00
Subtotal of cash outflows from investing activities	投資活動現金流出小計		182,531,497.04	30,000,000.00
Net cash flows from investing activities	投資活動產生的現金流量淨額		-166,931,497.04	-20,552,318.66

Cash Flow Statement of the Parent Company

母公司現金流量表

FY 2022
2022 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.
編製單位：北京京城機電股份有限公司

Unit: Yuan
單位：人民幣元

Item	項目	Notes 附註	FY 2022 2022年度	FY 2021 2021年度
III. Cash flows from financing activities:	三、籌資活動產生的現金流量：			
Cash received from absorbing investment	吸收投資收到的現金		153,305,717.40	
Cash received from borrowings	取得借款收到的現金			
Other cash received relating to financing activities	收到其他與籌資活動有關的現金		83,207,700.00	30,000,000.00
Subtotal of cash inflows from financing activities	籌資活動現金流入小計		236,513,417.40	30,000,000.00
Cash paid for repayment of debts	償還債務支付的現金			
Cash paid for distribution of dividends, profits or interest repayment	分配股利、利潤或償付利息支付的現金			
Other cash paid relating to financing activities	支付其他與籌資活動有關的現金		4,731,072.88	
Subtotal of cash outflows from financing activities	籌資活動現金流出小計		4,731,072.88	
Net cash flows from financing activities	籌資活動產生的現金流量淨額		231,782,344.52	30,000,000.00
IV. Effects from the change of exchange rate on cash and cash equivalents	四、匯率變動對現金及現金等價物的影響		0.03	
V. Net increase in cash and cash equivalents	五、現金及現金等價物淨增加額		51,404,077.98	-1,635,863.48
Add: Opening balance of cash and cash equivalents	加：期初現金及現金等價物餘額		1,639,496.85	3,275,360.33
VI. Closing balance of cash and cash equivalents	六、期末現金及現金等價物餘額		53,043,574.83	1,639,496.85

Person in charge of the Company:
公司負責人：

Person in charge of accounting:
主管會計工作負責人：

Person in charge of the accounting firm:
會計機構負責人：

Consolidated Statement of Changes in Shareholders' Equity

合併股東權益變動表

FY 2022
2022年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.
編製單位：北京京城機電股份有限公司

Unit: Yuan
單位：人民幣元

		FY 2022 2022年度														
		Shareholders' equity attributable to the parent company 歸屬於母公司股東權益														
Item	項目	Other equity instruments 其他權益工具				Capital reserves 資本公積	Less: treasury shares 減：庫存股	Other comprehensive incomes 其他綜合收益	Special reserves 專項儲備	Surplus reserves 盈餘公積	General risks Preparation 一般風險準備	Retained earnings 未分配利潤	Miscellaneous 其他	Subtotal 小計	Non-controlling interests 少數股東權益	Shareholder Total equity 股東權益合計
		Share capital 股本	Preferred stock 優先股	Perpetual bonds 永續債	Miscellaneous 其他											
I. Ending balance of the previous year	一、上年年末餘額	485,000,000.00			835,353,861.68		-1,030,194.20		45,665,647.68		-687,333,700.32		677,655,614.84	283,756,432.50	961,412,047.34	
Add: changes in accounting policies	加：會計政策變更															
Correction of prior period errors	前期差錯更正															
Business combination under common control	同一控制下企業合併															
Miscellaneous	其他															
II. Beginning balance of the current year	二、本年年初餘額	485,000,000.00			835,353,861.68		-1,030,194.20		45,665,647.68		-687,333,700.32		677,655,614.84	283,756,432.50	961,412,047.34	
III. Movements in the Current Year (decrease to be listed with "+")	三、本年增減變動金額(減少以“-”號填列)	57,265,988.00			315,757,154.64		3,158,931.01	124,960.21			18,302,413.93		394,609,447.79	50,459,971.68	445,069,419.47	
(I) Total comprehensive incomes	(一)綜合收益總額						3,158,931.01				18,302,413.93		21,461,344.94	-3,921,111.30	17,540,233.64	
(II) Capital invested and decreased by shareholders	(二)股東投入和減少資本	57,265,988.00			315,757,154.64								373,023,142.64	54,331,842.86	427,354,985.50	
1. Common shares increased by shareholders	1. 股東投入的普通股	57,265,988.00			312,451,558.36								369,717,546.36	54,331,842.86	424,049,389.22	
2. Capital contributed by holders of other equity instruments	2. 其他權益工具持有者投入資本															
3. Amount of share-based payment included in shareholder's equity	3. 股份支付計入股東權益的金額															
4. Others	4. 其他				3,305,596.28								3,305,596.28		3,305,596.28	
(III) Profit distribution	(三)利潤分配															
1. Appropriation to surplus reserves	1. 提取盈餘公積															
2. Appropriation to general risk reserve	2. 提取一般風險準備															
3. Distribution to shareholders	3. 對股東的分配															
4. Others	4. 其他															
(IV) Internal carry-over in shareholder's equity	(四)股東權益內部結轉															
1. Capital surplus transferred to share capital	1. 資本公積轉增股本															
2. Surplus reserves transferred to share capital	2. 盈餘公積轉增股本															
3. Surplus reserves to recover losses	3. 盈餘公積彌補虧損															
4. Retained earnings carried forward from changes in defined benefit plan	4. 設定受益計劃變動額結轉留存收益															
5. Retained earnings carried forward from other comprehensive incomes	5. 其他綜合收益結轉留存收益															
6. Others	6. 其他															
(V) Special reserves	(五)專項儲備							124,960.21					124,960.21	49,240.12	174,200.33	
1. Appropriation in current year	1. 本年提取							6,834,069.65					6,834,069.65	3,002,205.10	9,836,274.75	
2. Use in current year	2. 本年使用							-6,709,109.44					-6,709,109.44	-2,952,964.98	-9,662,074.42	
(VI) Others	(六)其他															
IV. Ending balance of the current year	四、本年年末餘額	542,265,988.00			1,151,111,016.32		2,128,736.81	124,960.21	45,665,647.68		-669,031,286.39		1,072,265,062.63	334,216,404.18	1,406,481,466.81	

Person in charge of the Company:
公司負責人：

Person in charge of accounting:
主管會計工作負責人：

Person in charge of the accounting firm:
會計機構負責人：

Consolidated Statement of Changes in Shareholders' Equity

合併股東權益變動表

FY 2022
2022 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.
編製單位：北京京城機電股份有限公司

Unit: Yuan
單位：人民幣元

		FY 2021 2021 年度														
		Shareholders' equity attributable to the parent company 歸屬於母公司股東權益														
Item 項目		Other equity instruments 其他權益工具				Capital reserves 資本公積	Less: treasury shares 減：庫存股	Other comprehensive incomes 其他綜合收益	Special reserves 專項儲備	Surplus reserves 盈餘公積	General risks Preparation 一般風險準備	Retained earnings 未分配利潤	Miscellaneous 其他	Subtotal 小計	Non-controlling interests 少數股東權益	Shareholder Total equity 股東權益合計
		Share capital 股本	Preferred stock 優先股	Perpetual bonds 永續債	Miscellaneous 其他											
I. Ending balance of the previous year	一、上年年末餘額	485,000,000.00			833,183,835.84		-325,424.59		45,665,647.68		-664,051,428.89		699,472,630.04	302,132,303.41	1,001,604,933.45	
Add: changes in accounting policies	加：會計政策變更															
Correction of prior period errors	前期差錯更正															
Business combination under common control	同一控制下企業合併															
Miscellaneous	其他															
II. Beginning balance of the current year	二、本年年初餘額	485,000,000.00			833,183,835.84		-325,424.59		45,665,647.68		-664,051,428.89		699,472,630.04	302,132,303.41	1,001,604,933.45	
III. Movements in the Current Year (decrease to be listed with "+")	三、本年增減變動金額(減少以“-”號填列)					2,170,025.84		-704,769.61			-23,282,271.43		-21,817,015.20	-18,375,870.91	-40,192,886.11	
(I) Total comprehensive incomes	(一) 綜合收益總額					2,170,025.84		-704,769.61			-23,282,271.43		-23,987,041.04	-18,021,938.13	-42,008,979.17	
(II) Capital invested and decreased by shareholders	(二) 股東投入和減少資本					2,170,025.84							2,170,025.84		2,170,025.84	
1. Common shares invested by shareholders	1. 股東投入的普通股															
2. Capital contributed by holders of other equity instruments	2. 其他權益工具持有者投入資本															
3. Amount of share-based payment included in shareholder's equity	3. 股份支付計入股東權益的金額															
4. Others	4. 其他					2,170,025.84							2,170,025.84		2,170,025.84	
(III) Profit distribution	(三) 利潤分配													-353,932.78	-353,932.78	
1. Appropriation to surplus reserves	1. 提取盈餘公積															
2. Appropriation to general risk reserve	2. 提取一般風險準備															
3. Distribution to shareholders	3. 對股東的分配													-353,932.78	-353,932.78	
4. Others	4. 其他															
(IV) Internal carry-over in shareholder's equity	(四) 股東權益內部結轉															
1. Capital surplus transferred to share capital	1. 資本公積轉增股本															
2. Surplus reserves transferred to share capital	2. 盈餘公積轉增股本															
3. Surplus reserves to recover losses	3. 盈餘公積彌補虧損															
4. Retained earnings carried forward from changes in defined benefit plan	4. 設定受益計劃變動額結轉留存收益															
5. Retained earnings carried forward from other comprehensive incomes	5. 其他綜合收益結轉留存收益															
6. Others	6. 其他															
(V) Special reserves	(五) 專項儲備															
1. Appropriation in current year	1. 本年提取															
2. Use in current year	2. 本年使用															
(VI) Others	(六) 其他															
IV. Ending balance of the current year	四、本年年末餘額	485,000,000.00			835,353,861.68		-1,030,194.20		45,665,647.68		-687,333,700.32		677,655,614.84	283,756,432.50	961,412,047.34	

Person in charge of the Company:
公司負責人：

Person in charge of accounting:
主管會計工作負責人：

Person in charge of the accounting firm:
會計機構負責人：

Statement of Changes in Shareholders' Equity of the Parent Company

母公司股東權益變動表

FY 2022
2022 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.
編製單位：北京京城機電股份有限公司

Unit: Yuan
單位：人民幣元

Item	項目	2022 2022年度											
		Other equity instruments 其他權益工具				Capital reserves 資本公積	Less: treasury shares 減：庫存股	Other comprehensive incomes 其他綜合收益	Special reserves 專項儲備	Surplus reserves 盈餘公積	Retained earnings 未分配利潤	Miscellaneous 其他	Total shareholders' equity 股東權益合計
		Share capital 股本	Preferred stock 優先股	Perpetual bonds 永續債	Miscellaneous 其他								
I. Ending balance of the previous year	一、上年年末餘額	485,000,000.00			811,365,185.81				38,071,282.24	-54,534,968.50		1,279,901,498.55	
Add: changes in accounting policies	加：會計政策變更												
Correction of prior period errors	前期差錯更正												
Miscellaneous	其他												
II. Beginning balance of the current year	二、本年初餘額	485,000,000.00			811,365,185.81				38,071,282.24	-54,534,968.50		1,279,901,498.55	
III. Movements in the Current Year (decrease to be listed with "-")	三、本年增減變動金額(減少以“-”號填列)	57,265,988.00			312,451,558.36					-3,832,348.54		365,885,197.82	
(I) Total comprehensive incomes	(一)綜合收益總額									-3,832,348.54		-3,832,348.54	
(II) Capital invested and decreased by shareholders	(二)股東投入和減少資本	57,265,988.00			312,451,558.36							369,717,546.36	
1. Common shares invested by shareholders	1. 股東投入的普通股	57,265,988.00			312,451,558.36							369,717,546.36	
2. Capital contributed by holders of other equity instruments	2. 其他權益工具持有者投入資本												
3. Amount of share-based payment included in shareholder's equity	3. 股份支付計入股東權益的金額												
4. Others	4. 其他												
(III) Profit distribution	(三)利潤分配												
1. Appropriation to surplus reserves	1. 提取盈餘公積												
2. Distribution to shareholders	2. 對股東的分配												
3. Others	3. 其他												
(IV) Internal carry-over in shareholder's equity	(四)股東權益內部結轉												
1. Capital surplus transferred to share capital	1. 資本公積轉增股本												
2. Surplus reserves transferred to share capital	2. 盈餘公積轉增股本												
3. Surplus reserves to recover losses	3. 盈餘公積彌補虧損												
4. Retained earnings carried forward from changes in defined benefit plan	4. 設定受益計劃變動數結轉留存收益												
5. Retained earnings carried forward from other comprehensive incomes	5. 其他綜合收益結轉留存收益												
6. Others	6. 其他												
(V) Special reserves	(五)專項儲備												
1. Appropriation in current year	1. 本年提取												
2. Use in current year	2. 本年使用												
(VI) Others	(六)其他												
IV. Ending balance of the current year	四、本年年末餘額	542,265,988.00			1,123,816,744.17				38,071,282.24	-58,367,317.04		1,645,786,697.37	

Person in charge of the Company:
公司負責人：

Person in charge of accounting:
主管會計工作負責人：

Person in charge of the accounting firm:
會計機構負責人：

Statement of Changes in Shareholders' Equity of the Parent Company

母公司股東權益變動表

FY 2022
2022 年度

Prepared by: Beijing Jingcheng Machinery Electric Co., Ltd.
編製單位：北京京城機電股份有限公司

Unit: Yuan
單位：人民幣元

Item	項目	2021 2021年度										Total shareholders' equity 股東權益合計	
		Other equity instruments 其他權益工具				Capital reserves 資本公積	Less: treasury shares 減：庫存股	Other comprehensive incomes 其他綜合收益	Special reserves 專項儲備	Surplus reserves 盈餘公積	Retained earnings 未分配利潤		Miscellaneous 其他
		Share capital 股本	Preferred stock 優先股	Perpetual bonds 永續債	Miscellaneous 其他								
I. Ending balance of the previous year	一、上年年末餘額	485,000,000.00			811,365,185.81				38,071,282.24	55,776,343.03		1,278,660,125.02	
Add: changes in accounting policies	加：會計政策變更												
Correction of prior period errors	前期差錯更正												
Miscellaneous	其他												
II. Beginning balance of the current year	二、本年初餘額	485,000,000.00			811,365,185.81				38,071,282.24	55,776,343.03		1,278,660,125.02	
III. Movements in the Current Year (decrease to be listed with "-")	三、本年增減變動金額(減少以“-”號填列)									1,241,374.53		1,241,374.53	
(I) Total comprehensive incomes	(一)綜合收益總額									1,241,374.53		1,241,374.53	
(II) Capital invested and decreased by shareholders	(二)股東投入和減少資本												
1. Common shares invested by shareholders	1. 股東投入的普通股												
2. Capital contributed by holders of other equity instruments	2. 其他權益工具持有者投入資本												
3. Amount of share-based payment included in shareholder's equity	3. 股份支付計入股東權益的金額												
4. Others	4. 其他												
(III) Profit distribution	(三)利潤分配												
1. Appropriation to surplus reserves	1. 提取盈餘公積												
2. Distribution to shareholders	2. 對股東的分配												
3. Others	3. 其他												
(IV) Internal carry-over in shareholder's equity	(四)股東權益內部結轉												
1. Capital surplus transferred to share capital	1. 資本公積轉增股本												
2. Surplus reserves transferred to share capital	2. 盈餘公積轉增股本												
3. Surplus reserves to recover losses	3. 盈餘公積補虧												
4. Retained earnings carried forward from changes in defined benefit plan	4. 設定受益計劃變動數結轉留存收益												
5. Retained earnings carried forward from other comprehensive incomes	5. 其他綜合收益結轉留存收益												
6. Others	6. 其他												
(V) Special reserves	(五)專項儲備												
1. Appropriation in current year	1. 本年提取												
2. Use in current year	2. 本年使用												
(VI) Others	(六)其他												
IV. Ending balance of the current year	四、本年年末餘額	485,000,000.00			811,365,185.81				38,071,282.24	-54,534,968.50		1,279,901,499.55	

Person in charge of the Company:
公司負責人：

Person in charge of accounting:
主管會計工作負責人：

Person in charge of the accounting firm:
會計機構負責人：

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

I. Company Profile

Beijing Jingcheng Machinery Electric Co., Ltd. (hereinafter referred to as the "Company", collectively referred to as the Group if it includes subsidiary), formerly Beiren Printing Machinery Co., Ltd., is a limited company established by fund solely initiated by Beiren Group Corporation. Registered on 13 July 1993, it was transferred to a limited liability company that could publicly offer the stock and be listed in mainland China and Hong Kong according to the approval document of T.G.S. (1993) No. 118 File issued by the State Commission for Restructuring the Economic System, on 16 July 1993. Upon approval by the State Council Securities Commission and other departments concerned, the Company publicly offered H-shares in Hong Kong in 1993 and A-shares in Shanghai in 1994, and was respectively listed on Stock Exchange of Hong Kong Limited in 1993 and Shanghai Stock Exchange in 1994.

After being approved in the resolutions made by the Company's general meetings of shareholders held on 16 May 2001 and 11 June 2002 and being reviewed and approved in ZJFXZ [2002] No. 133 File issued by the China Securities Regulatory Commission, the Company successfully increased issues in 22,000,000 RMB common shares (A-shares) to the public stock shareholders between 26 December 2002 and 7 January 2003, with 1 yuan par value per share. After the public offering, the Company's total share capital was 422,000,000 shares, of which, there were 250,000,000 state-owned legal person shares, 72,000,000 domestic public shares and 100,000,000 overseas public shares, with 1 yuan par value per share.

According to JGZQZ [2006] No. 25 "Reply to Problems on Equity Division Reform of Beiren Printing Machinery Co., Ltd." issued by the State-owned Assets Supervision and Administration Commission of the People's Government of Beijing Municipality, the Company's sole non-tradable shares shareholder – Beiren Group Corporation paid the original 27,360,000 state-owned legal person shares to the Company's circulating A-share shareholders by every 10 shares allotted with 3.8 shares, and the A-share equity right registration date for implementing the aforesaid equity division reform plan was on 29 March 2006.

Beiren Group Corporation sold 21,000,000 shares of the Company's non-restricted tradable shares through the block trading system of the Shanghai Stock Exchange on 6 January 2010 and 7 January 2010, and publicly sold 20,000 shares of the Company's non-restricted tradable shares on 2 December 2010, accounting for 4.98% of the Company's total share capital. As of 31 December 2011, Beiren Group Corporation held 201,620,000 state-owned legal person shares which were all non-restricted tradable shares and accounted for 47.78% of total share capital; 120,380,000 non-restricted domestic public shares, accounting for 28.52% of total share capital; and 100,000,000 non-restricted overseas public shares, accounting for 23.70% of total share capital.

The Company's controlling shareholder Beiren Group Corporation and the Company's actual controller Beijing Jingcheng Machinery Electric Holding Co., Ltd. (hereinafter referred to as Jingcheng Machinery Electric) signed the *Agreement on Gratuitous Transfer of State-owned Stock Equity between Beijing Jingcheng Machinery Electric Holding Co., Ltd. and Beiren Group Corporation* on 16 June 2012, under which, Beiren Group Corporation gratuitously transferred the Company's 201,620,000 A-shares to Jingcheng Machinery Electric; and after the share transfer, the Company's total share capital remained the same, and Jingcheng Machinery Electric held 201,620,000 shares of the Company stock which accounted for 47.78% of total share capital and became the Company's controlling shareholder. The gratuitous equity transfer this time has been approved by the State-owned Assets Supervision and Administration Commission of the State Council on 1 September 2012. The Company received the *Confirmation of Transfer Register issued by China Securities Depository and Clearing Co., Ltd. Shanghai Branch* on 7 December 2012, and the formalities related to share transfer were completed.

一、公司的基本情况

北京京城機電股份有限公司(以下簡稱公司或本公司,在包含子公司時統稱本集團)原名稱為北人印刷機械股份有限公司,是由北人集團公司獨家發起設立的股份有限公司,於1993年7月13日登記註冊成立,並於1993年7月16日經國家體改委體改生(1993年)118號文件批准,轉為可在境內及香港公開發行股票並上市的社會募集股份有限公司。經國務院證券委員會等有關部門批准,本公司於1993年和1994年分別在香港和上海發行H股和A股,並分別於1993年和1994年在香港聯合交易所有限公司及上海證券交易所上市。

本公司經2001年5月16日及2002年6月11日股東大會決議批准,並經中國證券監督管理委員會證監發行字[2002]133號文件核准同意,於2002年12月26日至2003年1月7日成功向社會公眾股東增發2,200萬股人民幣普通股(A股),每股面值人民幣1元。增發後,本公司總股本42,200萬股,其中國有法人股25,000萬股,國內公眾股7,200萬股,境外公眾股10,000萬股,每股面值人民幣1元。

根據北京市人民政府國有資產監督管理委員會京國資權字[2006]25號「關於北人印刷機械股份有限公司股權分置改革有關問題的批復」,本公司唯一非流通股股東北人集團公司以每10股配3.8股的方式,將原國有法人股2,736萬股支付給本公司流通A股股東,上述股權分置改革方案實施A股股權登記日為2006年3月29日。

北人集團公司於2010年1月6日、2010年1月7日通過上海證券交易所大宗交易系統出售本公司無限售條件流通股股份2,100萬股,2010年12月2日公開出售本公司無限售條件流通股股份2萬股,佔本公司總股本的4.98%。截至2011年12月31日北人集團公司持有國有法人股20,162萬股,佔總股本的47.78%,全部為無限售條件的流通股;無限售條件的國內公眾股為12,038萬股,佔總股本的28.52%;無限售條件的境外公眾股10,000萬股,佔總股本的23.70%。

本公司控股股東北人集團公司與公司實際控制人北京京城機電控股有限責任公司(以下簡稱京城機電)於2012年6月16日簽署了《北京京城機電控股有限責任公司與北人集團公司之國有股權無償劃轉協議》,北人集團公司將所持本公司20,162萬股A股股份無償劃轉給京城機電,股份劃轉後本公司總股本不變,其中京城機電持有20,162萬股,佔總股本的47.78%,為本公司的控股股東。本次股權無償劃轉已於2012年9月1日獲國務院國有資產監督管理委員會批復。本公司於2012年12月7日收到《中國證券登記結算有限公司上海分公司過戶登記確認書》,股份過戶相關手續已辦理完畢。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

I. Company Profile (Continued)

The Company signed the *Agreement on Replacement of Material Assets and the Supplementary Agreement under the Agreement on Replacement of Material Assets* with Jingcheng Machinery Electric and Beiren Group Corporation in November 2012. Pursuant to these agreements, the Company replaced all its assets and liabilities with related assets of gas storage and transport equipment business owned by Jingcheng Machinery Electric, and the balance was made up by Jingcheng Machinery Electric in cash. The proposed traded-out property was the Company's all assets and liabilities, the proposed traded-in property was 88.50% equity of Beijing Tianhai Industry Co., Ltd., 100% equity of Jingcheng Holding (Hong Kong) Co., Ltd. and 100% equity of Beijing Jingcheng Compressor Co., Ltd. with its environmental protection business stripped, and all the three are held by Jingcheng Machinery Electric.

On 26 September 2013, the Company received the *Reply on Approving the Material Asset Restructuring of Beiren Printing Machinery Co., Ltd.* (ZJXX [2013] No. 1240) issued by the China Securities Regulatory Commission, approving the Company to restructure materials assets at this time.

The Company signed the *Agreement on Replacement and Settlement of Material Assets* with Jingcheng Machinery Electric and Beiren Group Corporation on 31 October 2013, under which, Jingcheng Machinery Electric settled and delivered the traded-in assets to the Company, and the Company delivered the traded-out assets and relevant staff to Beiren Group Corporation.

On 23 December 2013, the Company was renamed from Beiren Printing Machinery Co., Ltd. to Beijing Jingcheng Machinery Electric Co., Ltd..

Jingcheng Machinery Electric reduced 21,000,000 shares of the Company's non-restricted circulating A-share through the block trading system of the Shanghai Stock Exchange on 6 May 2015, 13 May 2015, and 14 May 2015, accounting for 4.98% of the Company's total share capital. As of 31 December 2015, Jingcheng Machinery Electric held 180,620,000 shares of the Company's non-restricted tradable A-share, accounting for 42.80% of the Company's total share capital.

Jingcheng Machinery Electric bought 2,115,052 shares of the Company's A-share through the trading system of the Shanghai Stock Exchange on 3 August 2016, accounting for 0.50% of the Company's total share capital. After the increase in holding, Jingcheng Machinery Electric held 182,735,052 unrestricted tradable A-shares of the Company, accounting for 43.30% of the total share capital of the Company.

On 30 June 2020, Jingcheng Machinery Electric subscribed for 63,000,000 shares of the Company through private placement, accounting for 12.99% of the total share capital of the Company, and completed the share registration on 9 July 2020. After this issuance, the total share capital of the Company increased to 485,000,000 shares, of which Jingcheng Machinery Electric held 182,735,052 unrestricted tradable A-shares and 63,000,000 restricted A shares, accounting for 50.67% of the total share capital of the Company.

Upon the approval of the General Meeting of Shareholders on 9 February 2021, and the receipt of the *Official Reply on Approving the Offering by Beijing Jingcheng Machinery Electric Co., Ltd. of Shares to Li Hong, etc. for Purchasing Assets and Raising Supporting Funds* (ZJXX [2022] No. 586) from the China Securities Regulatory Commission ("CSRC"), the Company completed the acquisition of 80% equity interest in Qingdao BYTQ United Digital Intelligence Co., Ltd. ("BYTQ") by offering 46,481,314 shares, accounting for 8.75% of the total share capital of the Company and being tradable shares subject to lock-up, to Li Hong, etc. on 17 June 2022. After the offering, the Company had 531,481,314 issued and outstanding shares.

一、公司的基本情況(續)

本公司於2012年11月與京城機電及北人集團公司簽署《重大資產置換協議》及《重大資產置換協議之補充協議》，協議約定本公司以公司全部資產和負債與京城機電所擁有的氣體儲運裝備業務相關資產進行置換，差額部分由京城機電以現金方式補足。擬置出資產為本公司全部資產和負債，擬置入資產為京城機電持有的北京天海工業有限公司88.50%股權、京城控股(香港)有限公司100%股權以及剝離環保業務後的北京京城壓縮機有限公司100%股權。

2013年9月26日，本公司接到中國證券監督管理委員會出具的《關於核准北人印刷機械股份有限公司重大資產重組的批復》(證監許可[2013]1240號)，核准本公司本次重大資產重組事項。

本公司於2013年10月31日與京城機電及北人集團公司簽署《重大資產置換交割協議》，京城機電將置入資產交割至本公司，本公司將置出資產及相關人員交割至北人集團公司。

2013年12月23日，公司名稱由北人印刷機械股份有限公司變更為北京京城機電股份有限公司。

京城機電於2015年5月6日、5月13日和5月14日通過上海證券交易所大宗交易系統減持所持有的公司無限售流通股A股股票2,100萬股，佔公司總股本的4.98%。截至2015年12月31日京城機電持有公司無限售流通股A股股票18,062萬股，佔公司總股本的42.80%。

京城機電於2016年8月3日通過上海證券交易所交易系統增持了本公司股份2,115,052A股，佔本公司總股本的0.50%，本次增持後，京城機電持有本公司無限售流通股A股股票182,735,052股，佔公司總股本的43.30%。

京城機電於2020年6月30日通過非公開發行認購本公司股份63,000,000股，佔本公司總股本的12.99%，並於2020年7月9日完成股份登記手續，本次發行後，本公司總股本增至485,000,000股，其中京城機電持有無限售流通股A股股票182,735,052股，限售股A股股票63,000,000股，總計佔本公司總股本的50.67%。

本公司經2021年2月9日股東大會批准，並經中國證券監督管理委員會以《關於核准北京京城機電股份有限公司向李紅等發行股份購買資產並募集配套資金的批復》(證監許可[2022]586號)核准同意，2022年6月17日，本公司通過向李紅等發行股份完成收購青島北洋天青數聯智能科技有限公司(以下簡稱北洋天青)80%股權，股票發行數量46,481,314股，佔本公司總股本的8.75%，均為有限售條件的流通股，本次發行後本公司的股份數量為531,481,314股。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

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2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

I. Company Profile (Continued)

The Company made a non-public offering of 10,784,674 A-shares to specified investors, including Nanhua Fund Management Co., Ltd., Caitong Fund Management Co., Ltd., Nuode Asset Management Co., Ltd. and JPMorgan Chase Bank, National Association. After the offering, the total share capital of the Company increased to 542,265,988 shares, all being tradable shares subject to lock-up. As of 4 August 2022, the Company had received the proceeds from the above offerings.

The above proceeds have been verified by ShineWing Certified Public Accountants LLP (Special General Partnership), and the *Capital Contribution Verification Report* (XYZH/2022BJAA31027) was issued on 5 August 2022.

The Company's registered address is located at Suite 901, Building 59, East Third Ring Middle Rd., Chaoyang District, Beijing, with Wang Jun serving as the legal representative. The business place is located at No. 2, Huoxiannan third Street, Huoxian Town, Tongzhou District, Beijing.

The Company's business scope: general freight; specialty-related contracting; development, design, sales, installation, debugging and repair of cryogenic storage transport vessel, compressor (piston compressor, membrane compressor and nuclear membrane compressor) and accessories, mechanical equipment and electrical equipment; technical consulting; technical service; economic trade consulting; goods import and export; technical import and export; and agency for import and export.

Jingcheng Machinery Electric is both the controlling shareholder and actual controller of the Company.

II. Scope of Consolidated Financial Statements

The Company's consolidated financial statements cover Jingcheng Holding (Hong Kong) Co., Ltd., Qingdao BYTQ United Digital Intelligence Co., Ltd., Beijing Tianhai Industry Co., Ltd. and its subsidiaries Tianjin Tianhai High Pressure Container Co., Ltd., Shanghai Tianhai Composite Cylinders Co., Ltd., Beijing Tianhai Cryogenic Equipment Co., Ltd., Beijing Tianhai Hydrogen Energy Equipment Co., Ltd., Beijing Minghui Tianhai Gas Storage and Transportation Equipment Sales Co., Ltd., Kuancheng Tianhai Pressure Container Co., Ltd., BTIC AMERICA CORPORATION, and Beijing Jingcheng Haitong Technology and Culture Development Co., Ltd..

See relevant contents of "VII. Changes in Consolidation Scope" and "VIII. Interests in Other Entities" in the Notes for details.

III. Basis of Preparation for Financial Statements

1. Basis of preparation

On the going-concern basis, the financial statements of the Group have been prepared in accordance with actually-occurring transactions and items, the Accounting Standards for Business Enterprises issued by the Ministry of Finance and other relevant regulations (hereinafter collectively referred to as "ASBE"), *Preparation Rules for Information Disclosures by Companies Offering Shares to the Public No. 15 – General Provisions on Financial Reports (revised in 2014)* issued by China Securities Regulatory Commission (CSRC) and relevant regulations, disclosure requirements in *Companies Ordinance* of Hong Kong and *Rules Governing the Listing of Securities/Rules Governing the Listing of GEM Securities* issued by Hong Kong Exchange, and accounting policies and accounting estimates stated in "IV. Significant Accounting Policies and Accounting Estimates" of the Notes.

2. Going concern

The Group has evaluated the going concern ability within 12 months since 31 December 2022 and has not found any event and condition causing substantial doubt about the going concern ability. Therefore, the financial statements were prepared on the basis of the going concern assumption.

一、公司的基本情況(續)

本公司通過向特定對象非公開發行A股股票10,784,674股,發行對象為南華基金管理有限、財通基金管理有限、諾德基金管理有限和JPMorgan Chase Bank, National Association, 本次發行後,本公司總股本增至542,265,988股,均為有限售條件的流通股。2022年8月4日,本公司已收到上述募集資金。

上述募集資金到位情況已經信永中和會計師事務所(特殊普通合夥)驗證,並於2022年8月5日出具了「XYZH/2022BJAA31027」號《驗資報告》。

本公司註冊地址為北京市朝陽區東三環中路59號樓901室,法定代表人王軍。經營地址為北京市通州區漷縣鎮漷縣南三街2號。

本公司經營範圍:普通貨運;專業承包;開發、設計、銷售、安裝、調試、修理低溫儲運容器、壓縮機(活塞式壓縮機、隔膜式壓縮機、核級膜壓縮機)及配件、機械設備、電氣設備;技術諮詢;技術服務;經濟貿易諮詢;貨物進出口;技術進出口;代理進出口。

本公司之控股股東及實際控制人均為京城機電。

二、合併財務報表範圍

本公司合併財務報表範圍包括京城控股(香港)有限公司、青島北洋天青數聯智能有限公司、北京天海工業有限公司及其下屬子公司天津天海高壓容器有限責任公司、上海天海復合氣瓶有限公司、北京天海低溫設備有限公司、北京天海氫能裝備有限公司、北京明暉天海氣瓶儲運裝備銷售有限公司、寬城天海壓力容器有限公司、天海美洲公司和北京京城海通科技文化發展有限公司。

詳見本附註「七、合併範圍的變化」及本附註「八、在其他主體中的權益」相關內容。

三、財務報表的編製基礎

1. 編製基礎

本集團財務報表以持續經營為基礎,根據實際發生的交易和事項,按照財政部頒佈的《企業會計準則》及相關規定(以下合稱企業會計準則),以及中國證券監督管理委員會《公開發行證券的公司信息披露編報規則第15號—財務報告的一般規定》(2014年修訂)及相關規定、香港《公司條例》和香港聯合交易所《上市規則》/《創業板上市規則》所要求之相關披露,並基於本附註「四、重要會計政策及會計估計」所述會計政策和會計估計編製。

2. 持續經營

本集團對自2022年12月31日起12個月的持續經營能力進行了評價,未發現對持續經營能力產生重大懷疑的事項和情況。因此,本財務報表繫在持續經營假設的基礎上編製。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates

1. Statement of Compliance with Accounting Standards for Business Enterprises

The financial statements prepared by the Company conform to the requirements of the Accounting Standards of Business Enterprises, and truly and completely reflect the relevant information such as the financial position, the operating results and the cash flows of the Company and the Group.

2. Accounting period

The accounting period of the Group is from 1 January to 31 December of each calendar year.

3. Operating cycle

The Group adopts 12 months to identify the current nature of assets and liabilities since the operating cycle is too short for the Company's business.

4. Bookkeeping base currency

Yuan is the recording currency for the Company and its subsidiaries, except for BTIC AMERICA CORPORATION and Jingcheng Holding (Hong Kong) Co., Ltd. which use USD as their recording currency.

5. Accounting treatment method for business combinations under common control and not under common control

The assets and liabilities acquired by the Group, as the combining party, from the business combinations under common control should be measured based on the book value in the ultimate controller's consolidated statements of the combined party on the combination date. The difference between the book value of the net assets acquired and that of the paid combination consideration shall be used to adjust the capital reserve. Where the capital reserve is insufficient for offset, retained earnings shall be adjusted.

The identifiable assets, liabilities and contingent liabilities acquired from the acquiree in the business combinations not under common control are measured at fair value on the acquisition date. The combination cost is the sum of fair value of cash or non-cash assets paid, liabilities issued or assumed, equity securities issued, etc. on the acquisition date for obtaining the control right of the acquiree and various direct expenses in business combination (in the business combination realized step by step through several transactions, the combination cost is the sum of the cost for each single transaction). Positive balance between the combination cost and the fair value of the identifiable net assets of the acquiree obtained by the Group on the acquisition date shall be recognized as goodwill; if the combination cost is less than the fair value of the identifiable net assets of the acquiree obtained, the fair value of various identifiable assets, liabilities and contingent liabilities obtained in the business combination and the fair value of non-cash assets or equity security issued in the consideration of combination shall be re-checked first. If the rechecked combination cost is still less than the fair value of identifiable net assets of the acquiree obtained, the balance shall be included in current non-operating revenue.

四、重要會計政策及會計估計

1. 遵循企業會計準則的聲明

本公司編製的財務報表符合企業會計準則的要求，真實、完整地反映了本公司及本集團的財務狀況、經營成果和現金流量等有關信息。

2. 會計期間

本集團的會計期間為公歷1月1日至12月31日。

3. 營業週期

本集團經營業務的營業週期較短，以12個月作為資產和負債的流動性劃分標準。

4. 記賬本位幣

本公司除下屬公司天海美洲公司和京城控股(香港)有限公司以美元為記賬本位幣外，本公司及其他下屬公司以人民幣為記賬本位幣。

5. 同一控制下和非同一控制下企業合併的會計處理方法

本集團作為合併方，在同一控制下企業合併中取得的資產和負債，在合併日按被合併方在最終控制方合併報表中的賬面價值計量。取得的淨資產賬面價值與支付的合併對價賬面價值的差額，調整資本公積；資本公積不足沖減的，調整留存收益。

在非同一控制下企業合併中取得的被購買方可辨認資產、負債及或有負債在收購日以公允價值計量。合併成本為本集團在購買日為取得對被購買方的控制權而支付的現金或非現金資產、發行或承擔的負債、發行的權益性證券等的公允價值以及在企業合併中發生的各項直接相關費用之和(通過多次交易分步實現的企業合併，其合併成本為每一單項交易的成本之和)。合併成本大於合併中取得的被購買方可辨認淨資產公允價值份額的差額，確認為商譽；合併成本小於合併中取得的被購買方可辨認淨資產公允價值份額的，首先對合併中取得的各項可辨認資產、負債及或有負債的公允價值、以及合併對價的非現金資產或發行的權益性證券等的公允價值進行覆核，經覆核後，合併成本仍小於合併中取得的被購買方可辨認淨資產公允價值份額的，將其差額計入合併當期營業外收入。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

6. Preparation methods of consolidated financial statements

The Group incorporates all subsidiaries controlled by it and structured entities into consolidated financial statements.

In preparing the consolidated financial statements, where the accounting policy or accounting period adopted by subsidiaries are inconsistent with that adopted by the Company, financial statements of subsidiaries shall be adjusted according to the accounting policy and accounting period of the Company.

All significant internal transactions, balances and unrealized profits within the scope of consolidation shall be eliminated during preparation of consolidated financial statements. Shares in owners' equity of subsidiaries but not attributable to the parent company, net profit and loss for the current period, other comprehensive income, and shares attributable to non-controlling interests in total comprehensive income shall be listed in consolidated financial statements as "minority shareholders' equity, non-controlling interests, other comprehensive income equity attributed to minority shareholders and total comprehensive income equity attributed to minority shareholders" respectively.

For the subsidiaries acquired in the business combination under common control, its operating results and cash flow are included in the consolidated financial statements from the beginning of the current period of the combination. During the preparation of comparative consolidated financial statements, relevant items of the financial statements of the previous period shall be adjusted. It shall be deemed that the reporting entity formed after the combination has existed since the beginning of control by the ultimate controller.

As to the equity of the investee under common control obtained step by step through multiple transactions and the business combination finally formed, when preparing the consolidated statements, it shall be deemed as the adjustment in the beginning of the control of the ultimate controller, namely, in the current state. When preparing the comparative statements, with the limit of being not earlier than the time point that the Group and the combined party are under the control of ultimate controller, related assets and liabilities of the combined party will be incorporated into the comparative statements of the Group's consolidated financial statements, and the combined and increased net assets will be adjusted in the relevant items under the owner's equity in the comparative statements. In order to avoid repeated calculation of value of net assets of the combined party, the long-term equity investment held by the Group before the combination is achieved, the changes in relevant profits and losses, other comprehensive income and other net asset that have been recognized in the period from the later date, when the long-term equity investment is acquired and when the Group and the combined party are under the final control of the same party, to the combination date, shall respectively be applied to write down the retained earnings at the beginning of the year and current profits and losses during the period of the comparative statement.

As for subsidiaries acquired by business combinations not under common control, operating results and cash flows shall be incorporated into consolidated financial statements from the date when the Group takes the control. In preparing of consolidated financial statements, financial statements of the subsidiaries are adjusted based on the fair value of all identifiable assets, liabilities and contingent liabilities recognized on the acquisition date.

四、重要會計政策及會計估計(續)

6. 合併財務報表的編製方法

本集團將所有控制的子公司及結構化主體納入合併財務報表範圍。

在編製合併財務報表時,子公司與本公司採用的會計政策或會計期間不一致的,按照本公司的會計政策或會計期間對子公司財務報表進行必要的調整。

合併範圍內的所有重大內部交易、往來餘額及未實現利潤在合併報表編製時予以抵銷。子公司的所有者權益中不屬於母公司的份額以及當期淨損益、其他綜合收益及綜合收益總額中屬於少數股東權益的份額,分別在合併財務報表「少數股東權益、少數股東損益、歸屬於少數股東的其他綜合收益及歸屬於少數股東的綜合收益總額」項目列示。

對於同一控制下企業合併取得的子公司,其經營成果和現金流量自合併當年初納入合併財務報表。編製比較合併財務報表時,對上年財務報表的相關項目進行調整,視同合併後形成的報告主體自最終控制方開始控制時點起一直存在。

通過多次交易分步取得同一控制下被投資單位的股權,最終形成企業合併,編製合併報表時,視同在最終控制方開始控制時即以目前的狀態存在進行調整,在編製比較報表時,以不早於本集團和被合併方同處於最終控制方的控制之下的時點為限,將被合併方的有關資產、負債併入本集團合併財務報表的比較報表中,並將合併而增加的淨資產在比較報表中調整所有者權益項下的相關項目。為避免對被合併方淨資產的價值進行重複計算,本集團在達到合併之前持有的長期股權投資,在取得原股權之日與本集團和被合併方處於同一方最終控制之日孰晚日起至合併日之間已確認有關損益、其他綜合收益和其他淨資產變動,應分別沖減比較報表期間的年初留存收益和當期損益。

對於非同一控制下企業合併取得子公司,經營成果和現金流量自本集團取得控制權之日起納入合併財務報表。在編製合併財務報表時,以購買日確定的各項可辨認資產、負債及或有負債的公允價值為基礎對子公司的財務報表進行調整。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

6. Preparation methods of consolidated financial statements (Continued)

As to the equity of the investee not under common control obtained step by step through multiple transactions and the business combination finally formed, when preparing the consolidated statements, the equity held by the acquiree before the acquisition date shall be remeasured according to the fair value of the equity on the acquisition date, the difference between the fair value and its book value shall be included in the current investment income. If the relevant equity held by the acquiree before the acquisition date is involved in other comprehensive income and changes in other owners' equity other than the net profit and loss, other comprehensive income and profit distribution under the accounting of equity method, it shall be transferred as the investment profit and loss in the current period of the acquisition date, except for other comprehensive income incurred by the changes in the net liabilities or net assets due to the investee's remeasurement of the defined benefit plan.

At the situation when the Group partially disposes long-term equity investments in subsidiaries without losing control right, in the consolidated financial statements, for the difference between the disposal price and the share of net assets which should be entitled by the Group in the subsidiaries continuously calculated since the acquisition date or combination date corresponding to the disposed long-term equity investments, such difference shall be adjusted to capital premium or share premium. If the capital reserve is insufficient to offset, the retained earnings shall be adjusted.

Where control right over the investee is lost due to the disposal of partial equity investment of the Group or other reasons, the residual equity will be re-calculated based on the fair value thereof on the day the control is lost when preparing the consolidated financial statements. The balance between the sum of consideration acquired from disposal of equity interest and the fair value of the residual equity interest and the share of net assets of the original subsidiaries measured constantly based on the original shareholding proportion from the acquisition date or combination date shall be recognized as the profit and loss on investment of the period at the loss of control and the goodwill shall be offset. Other comprehensive income in connection with equity investment of the original subsidiaries shall be transferred to the profit and loss on investment of the period at the loss of control.

When the Group disposes of equity investment of the subsidiaries step by step through multiple transactions till losing the control right, if various transactions from disposal of equity investment of subsidiaries till losing the control right belong to package deal, accounting treatment shall be conducted for each transaction as the transaction that disposes of subsidiary with loss of control right. Nonetheless, before loss of control right, the balance between each disposal price and the net asset share of such subsidiary enjoyed correspondingly in asset disposal is recognized in the other comprehensive income in the consolidated financial statements and transferred into the current investment profit and loss when losing control right.

四、重要會計政策及會計估計(續)

6. 合併財務報表的編製方法(續)

通過多次交易分步取得非同一控制下被投資單位的股權，最終形成企業合併，編製合併報表時，對於購買日之前持有的被購買方的股權，按照該股權在購買日的公允價值進行重新計量，公允價值與其賬面價值的差額計入當期投資收益；與其相關的購買日之前持有的被購買方的股權涉及權益法核算下的其他綜合收益以及除淨損益、其他綜合收益和利潤分配外的其他所有者權益變動，在購買日所屬當期轉為投資損益，由於被投資方重新計量設定受益計劃淨負債或淨資產變動而產生的其他綜合收益除外。

本集團在不喪失控制權的情況下部分處置對子公司的長期股權投資，在合併財務報表中，處置價款與處置長期股權投資相對應享有子公司自購買日或合併日開始持續計算的淨資產份額之間的差額，調整資本溢價或股本溢價，資本公積不足沖減的，調整留存收益。

本集團因處置部分股權投資等原因喪失了對被投資方的控制權的，在編製合併財務報表時，對於剩餘股權，按照其在喪失控制權日的公允價值進行重新計量。處置股權取得的對價與剩餘股權公允價值之和，減去按原持股比例計算應享有原有子公司自購買日或合併日開始持續計算的淨資產的份額之間的差額，計入喪失控制權當期的投資損益，同時沖減商譽。與原有子公司股權投資相關的其他綜合收益等，在喪失控制權時轉為當期投資損益。

本集團通過多次交易分步處置對子公司股權投資直至喪失控制權的，如果處置對子公司股權投資直至喪失控制權的各項交易屬於一攬子交易的，應當將各項交易作為一項處置子公司並喪失控制權的交易進行會計處理；但是，在喪失控制權之前每一次處置價款與處置投資對應的享有該子公司淨資產份額的差額，在合併財務報表中確認為其他綜合收益，在喪失控制權時一併轉入喪失控制權當期的投資損益。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

7. Classification of joint operation arrangement and accounting treatment methods for joint operations

The Group's joint arrangements include joint operations and joint ventures. In projects for joint operation, for assets held and liabilities assumed solely which are recognized by the Group as the joint-venture party in joint operation and assets held and liabilities assumed according to shares, their relevant income and costs shall be determined as per related individual agreements or shares. Only profit or loss attributable to other joint operators shall be recognized in transactions where assets purchase and sale occurred with joint operator but not classified as trading transactions.

8. Cash and cash equivalents

Cash shown in the cash flow statement of the Group refers to both cash on hand and the deposit held in bank available for payment at any time. Cash equivalent in the cash flow statement refers to the investment with a term of not more than 3 months and high liquidity, and is easily convertible to known amounts of cash and subject to an insignificant risk of changes in value.

9. Foreign currency transactions and foreign exchange translation for financial statements

(1) Foreign currency transaction

The amount of the Group's foreign currency transactions shall be translated into that in RMB at the spot exchange rate on the transaction date. The foreign currency monetary items in the balance sheet date are translated into RMB at the spot exchange rate on the balance sheet date; the translation difference is directly recognized as the current profit and loss, except the translation difference that is attributed to foreign currency specific borrowings for establishing or producing assets eligible for capitalization as per capitalization principle.

(2) Translation of foreign currency financial statements

The assets and liabilities in the foreign currency balance sheet shall be converted based on the spot exchange rate on the balance sheet date; Owners' equity items except "Retained earnings", shall be converted according to the spot exchange rate on the business date. The revenue and expense items in the profit statement shall be converted according to the spot exchange rate on the date of transaction occurrence. The difference arising from the above translation shall be listed in "other comprehensive income" items. Foreign currency cash flow shall be converted at the spot rate on the date that cash flow occurs. The amount of effect of exchange rate fluctuations on cash shall be separately listed in the cash flow statement.

四、重要會計政策及會計估計(續)

7. 合營安排分類及共同經營會計處理方法

本集團的合營安排包括共同經營和合營企業。對於共同經營項目,本集團作為共同經營中的合營方確認單獨持有的資產和承擔的負債,以及按份額確認持有的資產和承擔的負債,根據相關約定單獨或按份額確認相關的收入和費用。與共同經營發生購買、銷售不構成業務的資產交易的,僅確認因該交易產生的損益中歸屬於共同經營其他參與方的部分。

8. 現金及現金等價物

本集團現金流量表之現金指庫存現金以及可以隨時用於支付的存款。現金流量表之現金等價物指持有期限不超過3個月、流動性強、易於轉換為已知金額現金且價值變動風險很小的投資。

9. 外幣業務和外幣財務報表折算

(1) 外幣交易

本集團外幣交易按交易發生日的即期匯率將外幣金額折算為人民幣金額。於資產負債表日,外幣貨幣性項目採用資產負債表日的即期匯率折算為人民幣,所產生的折算差額除了為購建或生產符合資本化條件的資產而借入的外幣專門借款產生的匯兌差額按資本化的原則處理外,直接計入當期損益。

(2) 外幣財務報表的折算

外幣資產負債表中資產、負債類項目採用資產負債表日的即期匯率折算;所有者權益類項目除「未分配利潤」外,均按業務發生時的即期匯率折算;利潤表中的收入與費用項目,採用交易發生日的即期匯率折算。上述折算產生的外幣報表折算差額,在「其他綜合收益」項目中列示。外幣現金流量採用現金流量發生日的即期匯率折算。匯率變動對現金的影響額,在現金流量表中單獨列示。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

10. Financial assets and financial liabilities

When the Group becomes a party of a financial instrument contract, the Group recognizes a financial asset or a financial liability.

(1) Financial assets

1) Classification, recognition and measurement of financial assets

According to the business mode of financial assets management and the contractual cash flow characteristics of financial assets, the Group classifies financial assets into financial assets measured at amortized cost, financial assets at fair value through other comprehensive income, and financial assets at fair value through current profits and losses.

The Group classifies the financial assets that meet the following conditions simultaneously into the financial assets measured at amortized cost: ① The Business model for managing this financial asset is aimed at collecting contractual cash flow; ② The contract terms of the financial assets stipulate that the cash flow generated on a specific date is only the payment of the principal and the interest based on the outstanding principal amount. Such financial assets shall be initially measured at the fair value, and the relevant transaction expenses shall be included in the initially recognized amount; and the subsequent measurement will be conducted at the amortized cost. For financial assets that are not part of any hedging relationship, the gains or losses arising from amortization according to the effective interest method, impairment, exchange gain or loss, and derecognition shall be included in the current profits and losses.

The Group classifies the financial assets that meet the following conditions simultaneously into the financial assets at fair value through other comprehensive income: ① the business mode of the management of the financial assets takes the collection of contractual cash flow and the of such financial assets as the objective. ② The contract terms of the financial assets stipulate that, the cash flow generated on a specific date is only the payment of the principal and the interest based on the outstanding principal amount. Such financial assets shall be initially measured at the fair value, and the relevant transaction expenses shall be included in the initially recognized amount. All gains or losses of such financial assets that are not of any hedging relationship, other than the credit impairment loss or gain, exchange gain or loss, and interest of such financial assets calculated by the effective interest method, shall be included in other comprehensive income. When the financial assets are derecognized, the accumulative gain or loss previously included in other comprehensive income shall be transferred from other comprehensive income, and included in the current profits and losses.

四、重要會計政策及會計估計(續)

10. 金融資產和金融負債

本集團成為金融工具合同的一方時確認一項金融資產或金融負債。

(1) 金融資產

1) 金融資產分類、確認依據和計量方法

本集團根據管理金融資產的業務模式和金融資產的合同現金流特徵，將金融資產分類為以攤餘成本計量的金融資產、以公允價值計量且其變動計入其他綜合收益的金融資產、以公允價值計量且其變動計入當期損益的金融資產。

本集團將同時符合下列條件的金融資產分類為以攤餘成本計量的金融資產：①管理該金融資產的業務模式是以收取合同現金流量為目標；②該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。此類金融資產按照公允價值進行初始計量，相關交易費用計入初始確認金額；以攤餘成本進行後續計量。不屬於任何套期關係的一部分的該類金融資產，按照實際利率法攤銷、減值、匯兌損益以及終止確認時產生的利得或損失，計入當期損益。

本集團將同時符合下列條件的金融資產分類為以公允價值計量且其變動計入其他綜合收益的金融資產：①管理該金融資產的業務模式既以收取合同現金流量為目標又以出售該金融資產為目標。②該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。此類金融資產按照公允價值進行初始計量，相關交易費用計入初始確認金額。不屬於任何套期關係的一部分的該類金融資產所產生的所有利得或損失，除信用減值損失或利得、匯兌損益和按照實際利率法計算的該金融資產利息之外，所產生的其他利得或損失，均計入其他綜合收益；金融資產終止確認時，之前計入其他綜合收益的累計利得或損失應當從其他綜合收益中轉出，計入當期損益。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

10. Financial assets and financial liabilities (Continued)

(1) Financial assets (Continued)

1) Classification, recognition and measurement of financial assets (Continued)

The Group recognizes the interest income by the effective interest method. The interest income shall be determined by multiplying the book balance of financial assets by the effective interest rate, except for the following circumstances: ① for the purchased or originated financial assets that the credit impairment has occurred, their interest incomes shall be determined at their amortized costs and by the effective interest rate adjusted through credit from the initial recognition. ② For purchased or originated financial assets that the credit impairment has not occurred but the credit impairment has occurred in the subsequent period, their interest incomes shall be determined at their amortized costs and by the effective interest rate during the subsequent period.

The Group designates the non-trading equity instrument investment as the financial assets at fair value through other comprehensive income. This designation shall not be revoked once made. The non-trading equity instrument investment at fair value through other comprehensive income that the Group designates shall be initially measured at the fair value, and the relevant transaction expenses shall be included in the initially recognized amount; and other relevant gains and losses (including the exchange gain or loss) shall be included in other comprehensive income, and shall not be transferred in the current profits and losses subsequently, but the obtained dividends (except for those belonging to the investment cost recovered). When its recognition is terminated, the accumulated gains or losses previously booked into other comprehensive income shall be transferred from other comprehensive incomes and recorded into retained earnings.

The Group classifies the financial assets other than the above financial assets measured at the amortized cost and the financial assets at fair value through other comprehensive income into the financial assets at fair value through current profits and losses. Such financial assets shall be initially measured at the fair value, and the relevant transaction expenses shall be included in the current profits and losses directly. The gains or losses of such financial assets shall be included in the current profits and losses.

The financial assets will be classified as the financial assets at fair value through current profits and losses if they are recognized by the Group in the business combination not under common control and constituted by the contingent consideration.

四、重要會計政策及會計估計(續)

10. 金融資產和金融負債(續)

(1) 金融資產(續)

1) 金融資產分類、確認依據和計量方法(續)

本集團按照實際利率法確認利息收入。利息收入根據金融資產賬面餘額乘以實際利率計算確定,但下列情況除外:①對於購入或源生的已發生信用減值的金融資產,自初始確認起,按照該金融資產的攤餘成本和經信用調整的實際利率計算確定其利息收入。②對於購入或源生的未發生信用減值、但在後續期間成為已發生信用減值的金融資產,在後續期間,按照該金融資產的攤餘成本和實際利率計算確定其利息收入。

本集團將非交易性權益工具投資指定為以公允價值計量且其變動計入其他綜合收益的金融資產。該指定一經作出,不得撤銷。本集團指定的以公允價值計量且其變動計入其他綜合收益的非交易性權益工具投資,按照公允價值進行初始計量,相關交易費用計入初始確認金額;除了獲得股利(屬於投資成本收回部分的除外)計入當期損益外,其他相關的利得和損失(包括匯兌損益)均計入其他綜合收益,且後續不得轉入當期損益。當其終止確認時,之前計入其他綜合收益的累計利得或損失從其他綜合收益中轉出,計入留存收益。

除上述分類為以攤餘成本計量的金融資產和分類為以公允價值計量且其變動計入其他綜合收益的金融資產之外的金融資產,本集團將其分類為以公允價值計量且其變動計入當期損益的金融資產。此類金融資產按照公允價值進行初始計量,相關交易費用直接計入當期損益。此類金融資產的利得或損失,計入當期損益。

本集團在非同一控制下的企業合併中確認的或有對價構成金融資產的,該金融資產分類為以公允價值計量且其變動計入當期損益的金融資產。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

10. Financial assets and financial liabilities (Continued)

(1) Financial assets (Continued)

1) Classification, recognition and measurement of financial assets (Continued)

The Group reclassifies all affected financial assets when changing the business mode of financial assets management.

2) Recognition basis and measurement for transfer of financial assets

The Group derecognizes the financial assets that meet one of the following conditions: ① the contract right of collecting the cash flow of such financial assets is terminated; ② the financial assets are transferred, and the Group has transferred almost all risks and rewards related to the ownership of the financial assets; and ③ the financial assets are transferred, and the Group neither transfers nor retains almost all risks and rewards related to the ownership of the financial assets, as well as the control over such financial assets.

If the transfer of an entire financial asset qualifies for derecognition, the difference between the carrying amount of the transferred financial asset at the date of derecognition and the sum of the consideration received for such transfer and the amount of cumulative changes in fair value allocated to the derecognized part which had been directly recognized in other comprehensive income (the financial asset involved in the transfer shall meet the following conditions: ① The objective of the Group's business model for managing the financial asset is to both collect contractual cash flows and sell the financial asset; ② the contract terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.) shall be recognized in current profit or loss

If the transfer of a part of a financial asset qualifies for derecognition, the book amount of the transferred financial asset shall be allocated between the part derecognized and the part not derecognized on the basis of the relative fair values of these parts, and the difference between the book amount allocated to the part derecognized and the sum of the consideration received for such transfer and the amount of cumulative changes in fair value allocated to the derecognized part which had been recognized in other comprehensive income (the financial asset involved in the transfer shall meet the following conditions: ① The objective of the Group's business model for managing the financial asset is to both collect contractual cash flows and sell the financial asset; ② the contract terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.) shall be recognized in current profit or loss.

四、重要會計政策及會計估計(續)

10. 金融資產和金融負債(續)

(1) 金融資產(續)

1) 金融資產分類、確認依據和計量方法(續)

本集團在改變管理金融資產的業務模式時，對所有受影響的相關金融資產進行重分類。

2) 金融資產轉移的確認依據和計量方法

本集團將滿足下列條件之一的金融資產予以終止確認：①收取該金融資產現金流量的合同權利終止；②金融資產發生轉移，本集團轉移了金融資產所有權上幾乎所有風險和報酬；③金融資產發生轉移，本集團既沒有轉移也沒有保留金融資產所有權上幾乎所有風險和報酬，且未保留對該金融資產控制的。

金融資產整體轉移滿足終止確認條件的，將所轉移金融資產在終止確認日的賬面價值，與因轉移而收到的對價及原直接計入其他綜合收益的公允價值變動累計額中對應終止確認部分的金額(涉及轉移的金融資產的同時符合下列條件：①集團管理該金融資產的業務模式既以收取合同現金流量為目標，又以出售該金融資產為目標；②該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。)之和的差額計入當期損益。

金融資產部分轉移滿足終止確認條件的，將所轉移金融資產整體的賬面價值，在終止確認部分和未終止確認部分之間，按照各自的相對公允價值進行分攤，並將因轉移而收到的對價及應分攤至終止確認部分的原計入其他綜合收益的公允價值變動累計額中對應終止確認部分的金額(涉及轉移的金融資產同時符合下列條件：①集團管理該金融資產的業務模式既以收取合同現金流量為目標，又以出售該金融資產為目標；②該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。)之和，與分攤的前述金融資產整體賬面價值的差額計入當期損益。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

10. Financial assets and financial liabilities (Continued)

(2) Financial liabilities

1) Classification, recognition and measurement of financial liabilities

Except for the following items, the Group classifies the financial liabilities as the financial liabilities measured at amortized cost and uses the effective interest method to carry out a subsequent calculation based on the amortized cost:

- ① The financial liabilities at fair value through profit or loss (including derivatives falling under financial liabilities), including the financial liabilities held for trading and financial liabilities designated as financial liabilities at fair value through profit or loss when initially recognizing, are measured subsequently at fair value, the gains or losses resulting from the changes in fair value and the dividends and interest expenses related to such financial liabilities are recorded in the current profits and losses.
- ② Financial liabilities formed by the transfer of financial assets that do not meet the conditions for derecognition or continue to involve in the transferred financial assets. Such financial liabilities shall be measured by the Group in accordance with relevant standards for the transfer of financial assets.
- ③ Financial guarantee contracts that do not fall under the above circumstances ① or ②, and loan commitments that do not fall under the above circumstance ① and lend at a rate lower than market interest rates. If the Group is the issuer of such financial liabilities, the liabilities after initial recognition shall be subsequently measured according to the higher of the loss reserve amount determined according to the impairment provisions of financial instruments, and the balance of initially recognized amount after deducting the accumulated amortized amount recognized according to the revenue standard.

The financial liabilities recognized by the Group as the acquirer in the business combination not under common control and constituted by the contingent consideration shall be subjected to the accounting treatment at fair value through current profits and losses.

四、重要會計政策及會計估計(續)

10. 金融資產和金融負債(續)

(2) 金融負債

1) 金融負債分類、確認依據和計量方法

除下列各項外，本集團將金融負債分類為以攤餘成本計量的金融負債，採用實際利率法，按照攤餘成本進行後續計量：

- ① 以公允價值計量且其變動計入當期損益的金融負債(含屬於金融負債的衍生工具)，包括交易性金融負債和初始確認時指定為以公允價值計量且其變動計入當期損益的金融負債，此類金融負債按照公允價值進行後續計量，公允價值變動形成的利得或損失以及與該金融負債相關的股利和利息支出計入當期損益。
- ② 不符合終止確認條件的金融資產轉移或繼續涉入被轉移金融資產所形成的金融負債。此類金融負債，本集團按照金融資產轉移相關準則規定進行計量。
- ③ 不屬於以上①或②情形的財務擔保合同，以及不屬於以上①情形的以低於市場利率貸款的貸款承諾。本集團作為此類金融負債的發行方的，在初始確認後按照依據金融工具減值相關準則規定確定的損失準備金額以及初始確認金額扣除依據收入準則相關規定所確定的累計攤銷後的餘額孰高進行計量。

本集團將在非同一控制下的企業合併中作為購買方確定的或有對價形成金融負債的，按照以公允價值計量且其變動計入當期損益進行會計處理。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

10. Financial assets and financial liabilities (Continued)

(2) Financial liabilities (Continued)

2) Recognition criteria for termination of financial liabilities

Where the current obligation of financial liabilities has been terminated entirely or partially, the financial liabilities or obligation that has been terminated shall be derecognized. The company and the Creditor sign an agreement in which the existing financial liabilities are replaced by means of undertaking new financial liabilities, in the event that the contract terms of the new financial liabilities and those for existing financial liabilities are inconsistent, recognition for the existing financial liabilities shall be terminated and the new financial liabilities shall be recognized. In case the Company makes a material alteration to all or part of the contract terms of the existing financial liabilities, recognition for the existing financial liabilities or part thereof shall be terminated while the financial liabilities after the alteration shall be recognized as new financial liabilities. The difference between the book value of the derecognized part and the paid consideration shall be included in current profits and losses.

(3) Determination methods of fair values of financial assets and financial liabilities

The fair value of financial assets and financial liabilities in the Group shall be measured by the price in the primary market, and if there is no the primary market, such assets and liabilities shall be measured by the price in the most favourable market. And then applicable and sufficient data and valuation techniques supported by other information shall be used. The inputs for measuring the fair value are divided into three levels: the inputs for Level 1 are the unadjusted quotation of identical assets or liabilities in the active market which can be obtained on the measurement date; the inputs for Level 2 are the inputs directly or indirectly observable for relevant assets or liabilities other than those for Level 1; the inputs for Level 3 are the inputs that are unobservable for relevant assets or liabilities. The Group prefers the input value of the first level, and then, uses the input value of the third level at the very end. The level of fair value measurement results is determined based on the lowest level for input value that is significant for the whole fair value measurement.

The investment of the Group in the equity investment shall be measured at the fair value. However, under the limited circumstances, if the recent information for determining the fair value is insufficient, or the range of possible estimates of fair value is wide and the cost represents the best estimate for the fair value within this range, such cost could represent its appropriate estimate for the fair value within this distribution range.

四、重要會計政策及會計估計(續)

10. 金融資產和金融負債(續)

(2) 金融負債(續)

2) 金融負債終止確認條件

當金融負債的現時義務全部或部分已經解除時，終止確認該金融負債或義務已解除的部分。公司與債權人之間簽訂協議，以承擔新金融負債方式替換現存金融負債，且新金融負債與現存金融負債的合同條款實質上不同的，終止確認現存金融負債，並同時確認新金融負債。公司對現存金融負債全部或部分的合同條款作出實質性修改的，終止確認現存金融負債或其一部分，同時將修改條款後的金融負債確認為一項新金融負債。終止確認部分的賬面價值與支付的對價之間的差額，計入當期損益。

(3) 金融資產和金融負債的公允價值的確定方法

本集團金融資產和金融負債以主要市場的價格計量金融資產和金融負債的公允價值，不存在主要市場的，以最有利市場的價格計量金融資產和金融負債的公允價值，並且採用當時適用並且有足夠可利用數據和其他信息支持的估值技術。公允價值計量所使用的輸入值分為三個層次，即第一層次輸入值是計量日能夠取得的相同資產或負債在活躍市場上未經調整的報價；第二層次輸入值是除第一層次輸入值外相關資產或負債直接或間接可觀察的輸入值；第三層次輸入值是相關資產或負債的不可觀察輸入值。本集團優先使用第一層次輸入值，最後再使用第三層次輸入值。公允價值計量結果所屬的層次，由對公允價值計量整體而言具有重大意義的輸入值所屬的最低層次決定。

本集團對權益工具的投資以公允價值計量。但在有限情況下，如果用以確定公允價值的近期信息不足，或者公允價值的可能估計金額分佈範圍很廣，而成本代表了該範圍內對公允價值的最佳估計的，該成本可代表其在該分佈範圍內對公允價值的恰當估計。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

10. Financial assets and financial liabilities (Continued)

(4) Offset of financial assets and financial liabilities

Financial assets and financial liabilities of the Group shall be presented separately in the balance sheet and be not mutually offset. However, the net amount is presented in the balance sheet after being offset, when the following conditions are met at the same time: 1) The Group has a legal right to offset the recognized amount and that such legal rights are currently enforceable; and 2) The Group plans to settle by the net assets or sell off financial assets and liquidate the financial liabilities at the same time.

(5) Distinction between financial liability and equity instrument and related treatment method

The Group distinguishes financial liabilities and equity instruments according to the following principles: 1) if the Group fails to unconditionally perform one contract obligation by delivering cash or other financial assets, the contract obligation satisfies the definition of financial liability. Some financial instruments which do not explicitly contain terms and conditions for the obligation to deliver cash or other financial assets may indirectly give rise to contract obligations indirectly through other terms and conditions; 2) If a financial instrument must or may be settled with the Group's own equity instruments, whether the Group's own equity instruments used to settle such instrument is used as a substitute for cash or other financial assets or to entitle the holder of such instrument to the residual interest in the assets of the issuer after deducting all of its liabilities. If it is the former one, this instrument is the financial liabilities of the Issuer. If it is the latter, the instrument is the equity instrument of the Issuer. Under certain circumstances, a financial instrument contract requires that the Group must or may settle the financial instrument with its own equity instruments, where the amount of contract rights or contract obligations is equal to the number of own equity instruments available or to be delivered multiplied by the fair value upon its settlement. In this case, regardless of whether the amount of the contract right or obligation is a fixed value or changes based in whole or in part on changes in variables other than the market price of the Group's own equity instrument (such as interest rates, the price of a good or the price of a financial instrument), the contract is classified as financial liabilities.

When classifying a financial instrument (or its components) in the consolidated financial statements, the Group takes into consideration all the terms and conditions agreed between members of the Group and holders of financial instruments. If the Group as a whole has assumed the obligation to deliver cash, other financial assets or settle it by other means of rendering the instrument a financial liability, the instrument should be classified as a financial liability.

四、重要會計政策及會計估計(續)

10. 金融資產和金融負債(續)

(4) 金融資產和金融負債的抵銷

本集團的金融資產和金融負債在資產負債表內分別列示,不相互抵銷。但同時滿足下列條件時,以相互抵銷後的淨額在資產負債表內列示:1)本集團具有抵銷已確認金額的法定權利,且該種法定權利是當前可執行的;2)本集團計劃以淨額結算,或同時變現該金融資產和清償該金融負債。

(5) 金融負債與權益工具的區分及相關處理方法

本集團按照以下原則區分金融負債與權益工具:1)如果本集團不能無條件地避免以交付現金或其他金融資產來履行一項合同義務,則該合同義務符合金融負債的定義。有些金融工具雖然沒有明確地包含交付現金或其他金融資產義務的條款和條件,但有可能通過其他條款和條件間接地形成合同義務;2)如果一項金融工具須用或可用本集團自身權益工具進行結算,需要考慮用於結算該工具的本集團自身權益工具,是作為現金或其他金融資產的替代品,還是為了使該工具持有方享有在發行方扣除所有負債後的資產中的剩餘權益。如果是前者,該工具是發行方的金融負債;如果是後者,該工具是發行方的權益工具。在某些情況下,一項金融工具合同規定本集團須用或可用自身權益工具結算該金融工具,其中合同權利或合同義務的金額等於可獲取或需交付的自身權益工具的數量乘以其結算時的公允價值,則無論該合同權利或義務的金額是固定的,還是完全或部分地基於除本集團自身權益工具的市場價格以外的變量(例如利率、某種商品的價格或某項金融工具的價格)的變動而變動,該合同分類為金融負債。

本集團在合併報表中對金融工具(或其組成部分)進行分類時,考慮了集團成員和金融工具持有方之間達成的所有條款和條件。如果集團作為一個整體由於該工具而承擔了交付現金、其他金融資產或者以其他導致該工具成為金融負債的方式進行結算的義務,則該工具應當分類為金融負債。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

10. Financial assets and financial liabilities (Continued)

(5) Distinction between financial liability and equity instrument and related treatment method (Continued)

If the financial instruments or their components belong to financial liabilities, the relevant interests, dividends (or stock dividends), gains or losses, as well as gains or losses arising from redemption or refinancing shall be recognized in the profits and losses of the current period by the Group.

If the financial instruments or their components belong to equity instruments, as to the issuance (including re-financing), re-purchasing, sale or cancellation of such instruments, the Group will take with these situations as changes of equity and will not recognize any change of fair value of the equity instruments.

11. Notes receivable

Determination method and accounting treatment of expected credit losses of notes receivable:

The Group always measures the loss provisions for notes receivables which are formed by the transaction specified by the Accounting Standards for Business Enterprises No. 14 – Revenue and do not include the significant financing component according to the amount of expected credit loss in the whole duration.

Judgment of significant increase of credit risk after the initial recognition. The Group judges whether the credit risk of the financial instrument significantly increases by comparing the default probability of this financial instrument determined during the initial recognition in the expected duration with its default probability determined on the balance sheet date in the expected duration. However, if the Group determines that the financial instrument has only a low credit risk on the balance sheet date, the Group could assume that the credit risk of the financial instrument has not increased significantly since the initial recognition. Under normal circumstances, if it is overdue for more than 30 days, it indicates that the credit risk of the financial instrument has significantly increased, except that the Group obtains the reasonable and well-founded information without unnecessary additional cost or effort to prove that the credit list has not yet significantly increased since the initial recognition even if overdue for more than 30 days. When determining whether the credit risk has significantly increased since the initial recognition, the Group considers the reasonable and well-founded information obtained by it without unnecessary additional cost or effort, including the forward-looking information.

Portfolio-based assessment. For notes receivable, the Group, in the aspect of individual instrument, cannot obtain sufficient evidence about credit risk increased significantly at a reasonable cost, and it is feasible to assess whether there is a significant increase in credit risk on the basis of portfolio. Therefore, taking financial instrument type, credit risk rating, initial recognition date and remaining contract term as the common risk characteristics, the Group groups notes receivable and considers whether credit risk increases significantly on a portfolio basis.

四、重要會計政策及會計估計(續)

10. 金融資產和金融負債(續)

(5) 金融負債與權益工具的區分及相關處理方法(續)

金融工具或其組成部分屬於金融負債的，相關利息、股利(或股息)、利得或損失，以及贖回或再融資產生的利得或損失等，本集團計入當期損益。

金融工具或其組成部分屬於權益工具的，其發行(含再融資)、回購、出售或註銷時，本集團作為權益的變動處理，不確認權益工具的公允價值變動。

11. 應收票據

應收票據的預期信用損失的確定方法及會計處理方法：

本集團對於《企業會計準則第14號—收入》準則規範的交易形成且不含重大融資成分的應收票據，始終按照相當於整個存續期內預期信用損失的金額計量其損失準備。

信用風險自初始確認後是否顯著增加的判斷。本集團通過比較金融工具在初始確認時所確定的預計存續期內的違約概率和該工具在資產負債表日所確定的預計存續期內的違約概率，來判定金融工具信用風險是否顯著增加。但是，如果本集團確定金融工具在資產負債表日只具有較低的信用風險的，可以假設該金融工具的信用風險自初始確認後並未顯著增加。通常情況下，如果逾期超過30日，則表明金融工具的信用風險已經顯著增加。除非本集團在無須付出不必要的額外成本或努力的情況下即可獲得合理且有依據的信息，證明即使逾期超過30日，信用風險自初始確認後仍未顯著增加。在確定信用風險自初始確認後是否顯著增加時，本集團考慮無須付出不必要的額外成本或努力即可獲得的合理且有依據的信息，包括前瞻性信息。

以組合為基礎的評估。對於應收票據，本集團在單項工具層面無法以合理成本獲得關於信用風險顯著增加的充分證據，而在組合的基礎上評估信用風險是否顯著增加是可行，所以本集團按照金融工具類型、信用風險評級、初始確認日期、剩餘合同期限為共同風險特徵，對應收票據進行分組並以組合為基礎考慮評估信用風險是否顯著增加。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

四、重要會計政策及會計估計(續)

11. Notes receivable (Continued)

Measurement of expected credit loss. Expected credit loss refers to the weighted average of credit losses of financial instruments weighted by the risk of default. Credit loss refers to the difference between all contractual cash flows receivable according to the contract and discounted according to the original effective interest rate and all expected cash flows receivable, that is, the present value of all cash shortages of the Group.

The Group calculates expected credit loss of notes receivable on the balance sheet date. If the expected credit loss is greater than the carrying amount of provision for impairment of the current notes receivable, the Group will recognize the difference as an impairment loss on notes receivable, debit "credit impairment loss" and credit "bad debt provision". On the contrary, the Group recognizes the difference as impairment gains and makes opposite accounting records.

If the Group actually suffers a credit loss and determines that the relevant notes receivable cannot be taken back and are approved to be written off, the "bad debt provision" shall be debited and the "notes receivable" shall be credited according to the approved written off amount. If the written off amount is greater than the accrued loss provision, "credit impairment loss" shall be debited against difference of the period.

Based on the actual credit losses of previous years and considering the forward-looking information for this year, the Group's accounting estimation policies for measuring expected credit losses based on individual instruments and portfolios are as follows:

Individual instrument

單項工具層面

Individual asset

單項資產

Commercial acceptance bill

商業承兌票據

Bank acceptance notes (held due)

銀行承兌匯票(持有到期)

About provision for bad debt

壞賬準備計提情況

Measurement of loss given default on a portfolio basis

組合為基礎計量違約損失率

No credit impairment occurs

未發生信用減值

12. Accounts receivable

Determination method and accounting treatment of expected credit losses of accounts receivable:

The Group always measures the loss provisions for the account receivable which are formed by the transaction specified by the Accounting Standards for Business Enterprises No. 14 – Revenue and does not include the significant financing component according to the amount of expected credit loss in the whole duration.

11. 應收票據(續)

預期信用損失計量。預期信用損失,是指以發生違約的風險為權重的金融工具信用損失的加權平均值。信用損失,是指本集團按照原實際利率折現的、根據合同應收的所有合同現金流量與預期收取的所有現金流量之間的差額,即全部現金短缺的現值。

本集團在資產負債表日計算應收票據預期信用損失,如果該預期信用損失大於當前應收票據減值準備的賬面金額,本集團將其差額確認為應收票據減值損失,借記「信用減值損失」,貸記「壞賬準備」。相反,本集團將差額確認為減值利得,做相反的會計記錄。

本集團實際發生信用損失,認定相關應收票據無法收回,經批准予以核銷的,根據批准的核銷金額,借記「壞賬準備」,貸記「應收票據」。若核銷金額大於已計提的損失準備,按其差額借記「信用減值損失」。

本集團根據以前年度的實際信用損失,並考慮本年的前瞻性信息,以單項工具和組合為基礎計量預期信用損失的會計估計政策如下:

12. 應收賬款

應收賬款的預期信用損失的確定方法及會計處理方法:

本集團對於《企業會計準則第14號—收入》準則規範的交易形成且不含重大融資成分的應收賬款,始終按照相當於整個存續期內預期信用損失的金額計量其損失準備。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

12. Accounts receivable (Continued)

Judgment of significant increase of credit risk after the initial recognition. The Group judges whether the credit risk of the financial instrument significantly increases by comparing the default probability of this financial instrument determined during the initial recognition in the expected duration with its default probability determined on the balance sheet date in the expected duration. However, if the Group determines that the financial instrument has only a low credit risk on the balance sheet date, the Group could assume that the credit risk of the financial instrument has not increased significantly since the initial recognition. Under normal circumstances, if it is overdue for more than 30 days, it indicates that the credit risk of the financial instrument has significantly increased, except that the Group obtains the reasonable and well-founded information without unnecessary additional cost or effort to prove that the credit list has not yet significantly increased since the initial recognition even if overdue for more than 30 days. When determining whether the credit risk has significantly increased since the initial recognition, the Group considers the reasonable and well-founded information obtained by it without unnecessary additional cost or effort, including the forward-looking information.

Portfolio-based assessment. For accounts receivable, the Group, in the aspect of individual instrument, cannot obtain sufficient evidence about credit risk increased significantly at a reasonable cost, and it is feasible to assess whether there is a significant increase in credit risk on the basis of portfolio. Therefore, taking financial instrument type, credit risk rating, initial recognition date and remaining contract term as the common risk characteristics, the Group groups accounts receivable and considers whether credit risk increases significantly on a portfolio basis.

Measurement of expected credit loss. Expected credit loss refers to the weighted average of credit losses of financial instruments weighted by the risk of default. Credit loss refers to the difference between all contract cash flows receivable according to the contract and discounted according to the original effective interest rate and all expected cash flows receivable, that is, the present value of all cash shortages of the Group.

The Group calculates expected credit loss of accounts receivable on the balance sheet date. If the expected credit loss is greater than the carrying amount of provision for impairment of the current accounts receivable, the Group will recognize the difference as an impairment loss on accounts receivable, debit "credit impairment loss" and credit "bad debt provision". On the contrary, the Group recognizes the difference as impairment gains and makes opposite accounting records.

If the Group actually suffers a credit loss and determines that the relevant accounts receivable cannot be taken back and are approved to be written off, the "bad debt provision" shall be debited and the "accounts receivable" shall be credited according to the approved written off amount. If the written off amount is greater than the accrued loss provision, "credit impairment loss" shall be debited against difference of the period.

四、重要會計政策及會計估計(續)

12. 應收賬款(續)

信用風險自初始確認後是否顯著增加的判斷。本集團通過比較金融工具在初始確認時所確定的預計存續期內的違約概率和該工具在資產負債表日所確定的預計存續期內的違約概率，來判定金融工具信用風險是否顯著增加。但是，如果本集團確定金融工具在資產負債表日只具有較低的信用風險的，可以假設該金融工具的信用風險自初始確認後並未顯著增加。通常情況下，如果逾期超過30日，則表明金融工具的信用風險已經顯著增加。除非本集團在無須付出不必要的額外成本或努力的情況下即可獲得合理且有依據的信息，證明即使逾期超過30日，信用風險自初始確認後仍未顯著增加。在確定信用風險自初始確認後是否顯著增加時，本集團考慮無須付出不必要的額外成本或努力即可獲得的合理且有依據的信息，包括前瞻性信息。

以組合為基礎的評估。對於應收賬款，本集團在單項工具層面無法以合理成本獲得關於信用風險顯著增加的充分證據，而在組合的基礎上評估信用風險是否顯著增加是可行，所以本集團按照金融工具類型、信用風險評級、初始確認日期、剩餘合同期限為共同風險特徵，對應收賬款進行分組並以組合為基礎考慮評估信用風險是否顯著增加。

預期信用損失計量。預期信用損失，是指以發生違約的風險為權重的金融工具信用損失的加權平均值。信用損失，是指本集團按照原實際利率折現的、根據合同應收的所有合同現金流量與預期收取的所有現金流量之間的差額，即全部現金短缺的現值。

本集團在資產負債表日計算應收賬款預期信用損失，如果該預期信用損失大於當前應收賬款減值準備的賬面金額，本集團將其差額確認為應收賬款減值損失，借記「信用減值損失」，貸記「壞賬準備」。相反，本集團將差額確認為減值利得，做相反的會計記錄。

本集團實際發生信用損失，認定相關應收賬款無法收回，經批准予以核銷的，根據批准的核銷金額，借記「壞賬準備」，貸記「應收賬款」。若核銷金額大於已計提的損失準備，按其差額借記「信用減值損失」。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

四、重要會計政策及會計估計(續)

12. Accounts receivable (Continued)

Based on the actual credit losses of previous years and considering the forward-looking information for this year, the Group's accounting estimation policies for measuring expected credit losses based on individual instruments and portfolios are as follows:

12. 應收賬款(續)

本集團根據以前年度的實際信用損失，並考慮本年的前瞻性信息，以單項工具和組合為基礎計量預期信用損失的會計估計政策如下：

Individual instrument

單項工具層面

Individual asset

單項資產

Related parties within the consolidation scope

合併範圍內關聯方

Downgrade of credit rating of the counterparty

交易對象信用評級下降

Ageing portfolio

賬齡組合

About provision for bad debt

壞賬準備計提情況

No credit impairment occurs

未發生信用減值

Significant increase in credit risk

信用風險顯著增加

Measurement of loss given default on a portfolio basis

組合為基礎計量違約損失率

13. Receivables financing

Receivables financing reflects notes receivable and accounts receivable measured at fair value with changes included in other comprehensive incomes on the balance sheet date. The Group classifies bank acceptance notes accepted by banks with higher credit rating for the purpose of both receiving contractual cash flow and selling as receivables financing.

For the accounting treatment method, refer to the relevant contents of financial assets measured at fair value with changes included in other comprehensive incomes in "IV.10. Financial assets and financial liabilities".

13. 應收款項融資

應收款項融資反映資產負債表日以公允價值計量且其變動計入其他綜合收益的應收票據和應收賬款等。本集團將既以收取合同現金流量為目的又以出售為目的，信用級別較高銀行承兌的銀行承兌匯票分類為應收款項融資。

會計處理方法參照上述「四、10. 金融資產和金融負債」中劃分為以公允價值計量且其變動計入其他綜合收益的金融資產相關內容。

14. Other receivables

Determination method and accounting treatment of expected credit losses of other receivables:

The Group shall measure loss provisions for other receivables according to the following situations: ① for financial assets whose credit risk has not increased significantly since the initial recognition, the Group shall measure the loss provision according to the amount of the expected credit loss in the next 12 months; ② for financial assets whose credit risk has increased significantly since the initial recognition, the Group shall measure the loss provision according to the amount equivalent to the expected credit loss in the whole duration; ③ for the purchase or underlying financial assets that have occurred credit impairments, the Group shall measure the loss provision according to the amount equivalent to the expected credit loss in the whole duration.

14. 其他應收款

其他應收款的預期信用損失的確定方法及會計處理方法：

本集團按照下列情形計量其他應收款損失準備：①信用風險自初始確認後未顯著增加的金融資產，本集團按照未來12個月的預期信用損失的金額計量損失準備；②信用風險自初始確認後已顯著增加的金融資產，本集團按照相當於該金融工具整個存續期內預期信用損失的金額計量損失準備；③購買或源生已發生信用減值的金融資產，本集團按照相當於整個存續期內預期信用損失的金額計量損失準備。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

四、重要會計政策及會計估計(續)

14. Other receivables (Continued)

Portfolio-based assessment. For other receivables, the Group, in the aspect of individual instrument, cannot obtain sufficient evidence about credit risk increased significantly at a reasonable cost, and it is feasible to assess whether there is a significant increase in credit risk on the basis of portfolio. Therefore, taking financial instrument type, credit risk rating, initial recognition date and remaining contract term as the common risk characteristics, the Group groups other receivables and considers whether credit risk increases significantly on a portfolio basis.

14. 其他應收款(續)

以組合為基礎的評估。對於其他應收款，本集團在單項工具層面無法以合理成本獲得關於信用風險顯著增加的充分證據，而在組合的基礎上評估信用風險是否顯著增加是可行，所以本集團按照金融工具類型、信用風險評級、初始確認日期、剩餘合同期限為共同風險特徵為共同風險特徵，對其他應收款進行分組並以組合為基礎考慮評估信用風險是否顯著增加。

Individual instrument

單項工具層面

Individual asset

單項資產

Dividends receivable and interest receivable

應收股利、應收利息

Related parties within the consolidation scope

合併範圍內關聯方

Downgrade of credit rating of the counterparty

交易對象信用評級下降

Ageing portfolio

賬齡組合

About provision for bad debt

壞賬準備計提情況

No credit impairment occurs

未發生信用減值

No credit impairment occurs

未發生信用減值

Significant increase in credit risk

信用風險顯著增加

Measurement of loss given default on a portfolio basis

組合為基礎計量違約損失率

15. Inventories

Inventories of the Group mainly include raw materials, products in progress, finished goods, goods shipped, etc.

The perpetual inventory system is adopted for inventories. Inventories are valued based on their actual cost when obtained. Their actual costs are determined with the weighted mean method when acquired or sent; and low-value consumables and packages are amortized by one-off amortization method.

Net realizable value of inventories of goods directly for sale such as finished goods, products in process or materials for sale, etc. is determined by the amount of their estimated selling price less estimated selling and distribution expenses and related taxes. The net realizable value of raw materials held for production is determined by the amount of the estimated selling price of the finished goods produced less the estimated cost to be incurred by the time of completion, the estimated selling and distribution expenses, and related taxes.

15. 存貨

本集團存貨主要包括原材料、在產品、庫存商品、發出商品等。

存貨實行永續盤存制，存貨在取得時按實際成本計價。領用或發出存貨，採用加權平均法計算確定；低值易耗品和包裝物採用一次轉銷法進行攤銷。

庫存商品、在產品和用於出售的材料等直接用於出售的商品存貨，其可變現淨值按該存貨的估計售價減去估計的銷售費用和相關稅費後的金額確定；用於生產而持有的材料存貨，其可變現淨值按所生產的產成品的估計售價減去至完工時估計將要發生的成本、估計的銷售費用和相關稅費後的金額確定。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

16. Contract assets (Continued)

(1) Recognition methods and standards of contract assets

Contract assets refer to the right of the Group who transferred the commodity to the customer to receive the consideration, and the right depends on other factors excluding the passage of time. If the Group sells two clearly distinguishable commodities to the customer, due to the delivery of one of the commodities, it has the right to receive payment, but the collection of such payment shall also depend on the delivery of the other commodity, and the Group shall have the right to receive such payment as the contract assets.

(2) Determination method and accounting treatment of expected credit loss of contract assets

For determination method of expected credit loss of contract assets, refer to the above "IV. 12. Account receivables".

Accounting treatment: the Group calculates the expected credit loss of the contract assets on the balance sheet date, if the expected credit losses are greater than the carrying amount of the current contract asset impairment provision, the Group shall recognize the difference as an impairment loss, debit "asset impairment loss" and credit "contract asset impairment provision". On the contrary, the Group recognizes the difference as impairment gains and makes opposite accounting records.

If the Group actually suffers a credit loss and determines that the relevant contract assets cannot be recovered and are approved to be written off, the "provision for impairment of contract asset" shall be debited and the "contract assets" shall be credited according to the approved written off amount. If the written off amount is greater than the accrued loss provision, "asset impairment loss" shall be debited against difference of the period.

17. Contract cost

(1) Determination method of assets related to contract costs

The Group's assets related to contract costs include contract performance cost and contract acquisition costs.

If the contract performance cost, namely, the cost incurred by the Group for the implementation of the contract, is not in the scope of the other Accounting Standards for Business Enterprises and simultaneously meets the following conditions, it shall be recognized as an asset as the contract performance cost: the cost is directly related to a current or anticipated contract, including direct labour, direct materials, manufacturing costs (or similar costs), costs clearly borne by the customer, and other costs incurred solely as a result of the contract; the cost increases the Group's resources for future using for performance of obligations; and the cost is expected to be recovered.

四、重要會計政策及會計估計(續)

16. 合同資產

(1) 合同資產的確認方法及標準

合同資產，是指本集團已向客戶轉讓商品而有權收取對價的權利，且該權利取決於時間流逝之外的其他因素。如本集團向客戶銷售兩項可明確區分的商品，因已交付其中一項商品而有權收取款項，但收取該款項還取決於交付另一項商品的，本集團將該收款權利作為合同資產。

(2) 合同資產的預期信用損失的確定方法及會計處理方法

合同資產的預期信用損失的確定方法，參照上述「四、12. 應收賬款」相關內容。

會計處理方法，本集團在資產負債表日計算合同資產預期信用損失，如果該預期信用損失大於當前合同資產減值準備的賬面金額，本集團將其差額確認為減值損失，借記「資產減值損失」，貸記「合同資產減值準備」。相反，本集團將差額確認為減值利得，做相反的會計記錄。

本集團實際發生信用損失，認定相關合同資產無法收回，經批准予以核銷的，根據批准的核銷金額，借記「合同資產減值準備」，貸記「合同資產」。若核銷金額大於已計提的損失準備，按其差額借記「資產減值損失」。

17. 合同成本

(1) 與合同成本有關的資產金額的確定方法

本集團與合同成本有關的資產包括合同履約成本和合同取得成本。

合同履約成本，即本集團為履行合同發生的成本，不屬於其他企業會計準則規範範圍且同時滿足下列條件的，作為合同履約成本確認為一項資產：該成本與一份當前或預期取得的合同直接相關，包括直接人工、直接材料、製造費用(或類似費用)、明確由客戶承擔的成本以及僅因該合同而發生的其他成本；該成本增加了本集團未來用於履行履約義務的資源；該成本預期能夠收回。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

17. Contract cost (Continued)

(1) Determination method of assets related to contract costs (Continued)

Contract acquisition cost, namely, the incremental cost incurred by the Group for the acquisition of the contract and expected to be recovered, as the contract acquisition cost, it shall be recognized as an asset; and if the amortization period of the asset does not exceed one year, it is included in the current profit and loss when it occurs. Incremental cost refers to the cost (such as sales commissions) that would not have occurred if the Group had not obtained the contract. Other expenses incurred by the Group for the acquisition of the contract, excluding the incremental costs expected to be recovered (such as the travel expenses incurred regardless of whether or not the contract is obtained), include in the current profit and loss when it occurs, however, except costs clearly borne by the customer.

(2) Amortization of assets related to contract costs

The assets related to the contract costs of the Group are amortized on the same basis as the recognized sales revenue related to the assets and include in the current profit and loss.

(3) Impairment of assets related to contract costs

When determining the impairment losses of assets related to contract costs, the Group shall first determine the impairment losses of other assets related to the contract and recognized in accordance with the other relevant Accounting Standards of Business Enterprises; and then, according to the difference between the book value and the shortfall between remaining consideration that the Group is expected to obtain due to the transfer of the commodities related to the asset, and the estimated costs due to the transfer of the relevant commodity, the provision for impairment shall be made for the excess and recognized as asset impairment losses.

If the factors for impairment in previous periods change after that, so that the aforesaid difference is higher than the book value of the asset, the original provision for impairment of the asset shall be reversed and included in the current profits or losses, but the book value of the asset after reversal shall not exceed the book value of the asset on the reversal date assuming no provision for impairment is made.

18. Long-term receivables

Determination method and accounting treatment of expected credit losses of long-term receivables:

The Group always measures the loss provisions for the long-term receivables which are formed by the transaction specified by the Accounting Standards for Business Enterprises No. 14- Revenue and do not include the significant financing component according to the amount of expected credit loss in the whole duration.

For determination method of expected credit loss of long-term receivables, refer to the above "IV. 12. Account receivables".

四、重要會計政策及會計估計(續)

17. 合同成本(續)

(1) 與合同成本有關的資產金額的確定方法(續)

合同取得成本，即本集團為取得合同發生的增量成本預期能夠收回的，作為合同取得成本確認為一項資產；該資產攤銷期限不超過一年的，在發生時計入當期損益。增量成本，是指本集團不取得合同就不會發生的成本(如銷售佣金等)。本集團為取得合同發生的、除預期能夠收回的增量成本之外的其他支出(如無論是否取得合同均會發生的差旅費等)，在發生時計入當期損益，但是，明確由客戶承擔的除外。

(2) 與合同成本有關的資產的攤銷

本集團與合同成本有關的資產採用與該資產相關的商品收入確認相同的基礎進行攤銷，計入當期損益。

(3) 與合同成本有關的資產的減值

本集團在確定與合同成本有關的資產的減值損失時，首先對按照其他相關企業會計準則確認的、與合同有關的其他資產確定減值損失；然後根據其賬面價值高於本集團因轉讓與該資產相關的商品預期能夠取得的剩餘對價以及為轉讓該相關商品估計將要發生的成本這兩項差額的，超出部分應當計提減值準備，並確認為資產減值損失。

以前期間減值的因素之後發生變化，使得前述差額高於該資產賬面價值的，轉回原已計提的資產減值準備，並計入當期損益，但轉回後的資產賬面價值不應超過假定不計提減值準備情況下該資產在轉回日的賬面價值。

18. 長期應收款

長期應收款的預期信用損失的確定方法及會計處理方法：

本集團對於《企業會計準則第14號—收入》準則規範的交易形成且包含重大融資成分的長期應收款，始終按照相當於整個存續期內預期信用損失的金額計量其損失準備。

長期應收款的預期信用損失的確定方法，參照上述「四、12. 應收賬款」相關內容。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

19. Long-term equity investment

The long-term equity investment of the Group is mainly aimed to subsidiaries, associates and joint ventures.

The Group judges the common control based on the point that all the participants or group of participants collectively control the arrangement, and that the policies for the activities related to the arrangement must be agreed by participants who collectively control the arrangement.

It is generally considered that the Group, when holding, directly or through subsidiaries, more than 20% (included) but less than 50% of the voting right of the investee, has a significant influence on the investee. The Group, if holding less than 20% of the voting right of the investee, may have a significant influence on the investee in consideration of facts and situations that the Group sends representatives to the Board of Directors or similar organs of authorities of the investee, participates in financial and operation policy-making of the investee, has important transactions with the investee, sends management personnel to the investee, or provides critical technical information for the investee.

The investee under the control of the Group shall be deemed as a subsidiary of the Group. As to long-term equity investments acquired in business combination under common control, the share of book value of net assets in the ultimate controller's consolidated statements of the acquiree on the combination date shall be recognized as the initial investment amount of long-term equity investments. If the book value of the net asset of the combined party on the combination date is negative, then the cost of long-term equity investments shall be determined as zero.

As to equity of the investee under common control acquired step by step through multiple transactions and business combination finally completed, which belongs to a package deal, the Group performs accounting treatment by regarding all transactions as a transaction for acquiring control right. If the transactions do not belong to "package deal", the share of book value of net asset of the combined party in consolidated financial statements of the ultimate controller on the combining date shall be deemed as the initial investment amount of the long-term equity investment. The balance between the initial investment amount and the sum of the book value of long-term equity investments which has reached the amount before the combination and the book value of new payment consideration obtained on the combination date shall be applied to adjust capital reserve. If the capital reserve is insufficient to set it off, the retained earnings shall be written down.

For long-term equity investments acquired via business combination not under common control, the combination cost is taken as the initial investment amount.

四、重要會計政策及會計估計(續)

19. 長期股權投資

本集團長期股權投資主要是對子公司的投資、對聯營企業的投資和對合營企業的投資。

本集團對共同控制的判斷依據是所有參與方或參與方組合集體控制該安排,並且該安排相關活動的政策必須經過這些集體控制該安排的參與方一致同意。

本集團直接或通過子公司間接擁有被投資單位20%(含)以上但低於50%的表決權時,通常認為對被投資單位具有重大影響。持有被投資單位20%以下表決權的,還需要綜合考慮在被投資單位的董事會或類似權力機構中派有代表、或參與被投資單位財務和經營政策制定過程、或與被投資單位之間發生重要交易、或向被投資單位派出管理人員、或向被投資單位提供關鍵技術資料等事實和情況判斷對被投資單位具有重大影響。

對被投資單位形成控制的,為本集團的子公司。通過同一控制下的企業合併取得的長期股權投資,在合併日按照取得被合併方在最終控制方合併報表中淨資產的賬面價值的份額作為長期股權投資的初始投資成本。被合併方在合併日的淨資產賬面價值為負數的,長期股權投資成本按零確定。

通過多次交易分步取得同一控制下被投資單位的股權,最終形成企業合併,屬於一攬子交易的,本集團將各項交易作為一項取得控制權的交易進行會計處理。不屬於一攬子交易的,在合併日,根據合併後享有被合併方淨資產在最終控制方合併財務報表中的賬面價值的份額作為長期股權投資的的初始投資成本。初始投資成本與達到合併前的長期股權投資賬面價值加上合併日進一步取得股份新支付對價的賬面價值之和的差額,調整資本公積,資本公積不足沖減的,沖減留存收益。

通過非同一控制下的企業合併取得的長期股權投資,以合併成本作為初始投資成本。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

19. Long-term equity investment (Continued)

As to equity of the investee not under common control obtained step by step through multiple transactions and business combination finally completed, which belongs to a package deal, the Group performs accounting treatment by regarding all transactions as a transaction for acquiring control right. If it is not a package deal, the sum of book value of equity investment originally held and new investment cost is taken as the initial investment amount calculated by the cost method. If the equity interest originally held before the acquisition date and calculated by the equity method, relevant other comprehensive income originally figured out by the equity method is temporarily not adjusted and will be subject to accounting treatment when disposing the investment, on the same basis as that adopted by the investee entity for directly handling related assets or liabilities. If the equity held before the acquisition date is non-trading equity instruments that are designated by the Group to be measured at fair value with their changes included in other comprehensive income, the accumulated changes in fair value originally included in other comprehensive income shall not be transferred into current profits or losses.

Apart from aforementioned long-term equity investments acquired through business combination, as to long-term equity investments acquired by cash payment, the actually paid amount is taken as the investment cost; as to long-term equity investments acquired through issuing equity securities, the fair value of the issued equity securities is taken as the investment cost; as to long-term equity investments invested by investors, the value specified in investment contract or agreement is taken as the investment cost; if the Company has long-term equity investments acquired through debt restructuring and exchange of non-monetary assets, the method of determining investment cost shall be disclosed as per relevant accounting rules of enterprises and considering actual conditions of the Company.

The Group calculates the investment to the subsidiaries by cost method, with equity method adopted for joint ventures and associates.

For long-term equity investments subsequently calculated by the cost method, when more investments added, the book value of the long-term equity investments cost is increased based on the fair value of cost paid for added investments and related transaction expenses. Cash dividend or profit declared by the investee is recognized as current investment income in accordance with the amount to enjoy.

For long-term equity investments subsequently measured by the equity method, the book value of the long-term equity investments shall be accordingly increased or decreased as the owners' equity of the investee changes. Wherein, the Group shall, when recognizing the shares of the net profits or losses of the investee that shall be enjoyed by the Group, calculate the portion attributed to the Group based on the fair value of each identifiable asset of the investee upon acquisition in accordance with the shareholding ratio by offsetting profits and losses of unrealized internal transaction incurred between the joint venture and associate, then recognize the net profits of the investee after adjustment.

四、重要會計政策及會計估計(續)

19. 長期股權投資(續)

通過多次交易分步取得非同一控制下被投資單位的股權，最終形成企業合併，屬於一攬子交易的，本集團將各項交易作為一項取得控制權的交易進行會計處理。不屬於一攬子交易的，按照原持有的股權投資賬面價值加上新增投資成本之和，作為改按成本法核算的初始投資成本。購買日之前持有的股權採用權益法核算的，原權益法核算的相關其他綜合收益暫不做調整，在處置該項投資時採用與被投資單位直接處置相關資產或負債相同的基礎進行會計處理。購買日之前持有的股權為指定以公允價值計量且其變動計入其他綜合收益的非交易性權益工具，原計入其他綜合收益的累計公允價值變動不得轉入當期損益。

除上述通過企業合併取得的長期股權投資外，以支付現金取得的長期股權投資，按照實際支付的購買價款作為投資成本；以發行權益性證券取得的長期股權投資，按照發行權益性證券的公允價值作為投資成本；投資者投入的長期股權投資，按照投資合同或協議約定的價值作為投資成本；公司如有以債務重組、非貨幣性資產交換等方式取得的長期股權投資，應根據相關企業會計準則的規定並結合公司的實際情況披露確定投資成本的方法。

本集團對子公司投資採用成本法核算，對合營企業及聯營企業投資採用權益法核算。

後續計量採用成本法核算的長期股權投資，在追加投資時，按照追加投資支付的成本額公允價值及發生的相關交易費用增加長期股權投資成本的賬面價值。被投資單位宣告分派的現金股利或利潤，按照應享有的金額確認為當期投資收益。

後續計量採用權益法核算的長期股權投資，隨著被他投資單位所有者權益的變動相應調整增加或減少長期股權投資的賬面價值。其中在確認應享有被投資單位淨損益的份額時，以取得投資時被投資單位各項可辨認資產等的公允價值為基礎，按照本集團的會計政策及會計期間，並抵銷與聯營企業及合營企業之間發生的內部交易損益按照持股比例計算歸屬於投資企業的部分，對被投資單位的淨利潤進行調整後確認。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

19. Long-term equity investment (Continued)

For the disposal of long-term equity investments, the difference between the book value and actually obtained price shall be included in the current investment income. For long-term equity investment calculated by the equity method, the related other comprehensive income previously calculated by the equity method should be accounted for on the same basis as the direct disposal of the related assets or liabilities by the investee upon the termination of the equity method. The owner's equity recognized as a result of changes in the owner's equity of the investee other than net profit or loss, other comprehensive income and profit distribution should be transferred in full to current investment income upon the termination of the equity method.

Where the Group loses the joint control over or the significant influence on the investee due to the disposal of part of the equity investment, the remaining equity shall be accounted for as per the Accounting Standards for Business Enterprises No. 22 – Recognition and Measurement of Financial Instruments (CK [2017] No.7), and the balance between the fair value and the book value on the date of losing joint control or significant influence is included in current profit or loss. Other comprehensive income recognized on the former equity investment due to the adoption of the equity method of accounting is treated on the same basis as the direct disposal of the related assets or liabilities by the investee upon the termination of the equity method of accounting and carried forward proportionately. Owners' equity recognized as a result of changes in the investee's ownership interest other than net profit or loss, other comprehensive income and profit distribution should be transferred proportionately to current investment income.

For loss control of the investee due to disposal of partial long-term equity investments, the residual equity after disposal, if capable of realizing joint control or applying significant influence on the investee, is changed to the equity method for calculation, the difference for disposal of book value and consideration is included in the investment income, and the residual equity is adjusted as it is calculated by the equity method since it is acquired; the residual equity after disposal, if unable to realize joint control or apply significant effect on the investee, is changed to accounting treatment based on the Accounting Standards for Business Enterprises No. 22 – Recognition and Measurement of Financial Instruments (CK[2017] No.7), the difference for disposal of book value and consideration is included in the investment income, and the difference between the fair value and book value of the residual equity on the loss-control date is included in current profit and loss.

Various transactions of the Group from step-by-step equity disposal to loss of controlling power do not belong to the package deal, and every transaction is separately subject to accounting treatment. Any transaction categorized as a package deal is subject to the accounting treatment oriented for subsidiary disposal and loss of controlling power. However, before the loss of controlling power, the difference between the disposal price and book value of long-term equity investment of the corresponding disposed equity for every transaction is recognized as other comprehensive income, which is not transferred into current profit and loss until the controlling power is lost.

四、重要會計政策及會計估計(續)

19. 長期股權投資(續)

處置長期股權投資,其賬面價值與實際取得價款的差額,計入當期投資收益。採用權益法核算的長期股權投資,原權益法核算的相關其他綜合收益應當在終止採用權益法核算時採用與被投資單位直接處置相關資產或負債相同的基礎進行會計處理,因被投資方除淨損益、其他綜合收益和利潤分配以外其他所有者權益變動而確認的所有者權益,應當在終止採用權益法核算時全部轉入當期投資收益。

因處置部分股權投資等原因喪失了對被投資單位的共同控制或重大影響的,處置後的剩餘股權適用《企業會計準則第22號——金融工具確認和計量(財會[2017]7號)》核算的,剩餘股權在喪失共同控制或重大影響之日的公允價值與賬面價值之間的差額計入當期損益。原股權投資因採用權益法核算而確認的其他綜合收益,在終止採用權益法核算時採用與被投資單位直接處置相關資產或負債相同的基礎處理並按比例結轉,因被投資方除淨損益、其他綜合收益和利潤分配以外的其他所有者權益變動而確認的所有者權益,應當按比例轉入當期投資收益。

因處置部分長期股權投資喪失了對被投資單位控制的,處置後的剩餘股權能夠對被投資單位實施共同控制或施加重大影響的,改按權益法核算,處置股權賬面價值和處置對價的差額計入投資收益,並對該剩餘股權視同自取得時即採用權益法核算進行調整;處置後的剩餘股權不能對被投資單位實施共同控制或施加重大影響的,適用《企業會計準則第22號——金融工具確認和計量(財會[2017]7號)》進行會計處理,處置股權賬面價值和處置對價的差額計入投資收益,剩餘股權在喪失控制之日的公允價值與賬面價值間的差額計入當期投資損益。

本集團對於分步處置股權至喪失控股權的各項交易不屬於一攬子交易的,對每一項交易分別進行會計處理。屬於一攬子交易的,將各項交易作為一項處置子公司並喪失控制權的交易進行會計處理,但是,在喪失控制權之前每一次交易處置價款與所處置的股權對應的長期股權投資賬面價值之間的差額,確認為其他綜合收益,到喪失控制權時再一併轉入喪失控制權的當期損益。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

20. Investment properties

Investment real estates of the Group include the land use rights which have already been rented, the land use rights held for transfer after appreciation, and the plant & buildings which have been rented. Investment real estates of the Group shall be subject to subsequent measurement on a cost basis.

The Group's investment real estates shall be depreciated or amortized by the straight-line method. The estimated service life, net residuals rate, and annual rate of depreciation (amortization) of various investment real estates are as follows:

Category	類別	Depreciation life (Years) 折舊年限(年)	Estimated residual rate (%) 預計殘值率(%)	Annual depreciation rate (%) 年折舊率(%)
Land use right	土地使用權	50	-	2.000
Plant and buildings	房屋建築物	40	5	2.375

21. Fixed assets

Fixed assets of the Group refer to the tangible assets which have the following characteristics at the same time, namely held for the production of commodities, the provision of labour services, leasing or operation and management for a period of more than one year.

No fixed asset may be recognized unless it simultaneously meets the conditions as follows: The economic benefits pertinent to the fixed asset are likely to flow into the enterprise; and the cost of the fixed asset can be measured reliably. Fixed assets include plant and buildings, machinery equipment, transportation equipment, office equipment and other equipment.

Except for the fully depreciated fixed assets that are still in use, all the fixed assets of the Group shall be depreciated. Straight line method shall be adopted for calculating depreciation. The depreciation life by category, estimated residuals rate and depreciation rate of the fixed assets of the Group are as follows:

Category	類別	Depreciable life (year) 折舊年限(年)	Estimated residual rate (%) 預計殘值率(%)	Annual depreciation rate (%) 年折舊率(%)
Plant and buildings	房屋建築物	40	5	2.375
Machinery Equipment	機器設備	10	5-10	9-9.5
Electrical equipment	電氣設備	5-10	5-10	9-19
Transportation equipment	運輸設備	5	5-10	18-19
Office equipment and others	辦公設備和其他	3-5	5-10	18-30

The Group will review the estimated service life, estimated net residual value and depreciation method for fixed assets at the end of each year. In case of change, it shall be treated as change of accounting estimates.

四、重要會計政策及會計估計(續)

20. 投資性房地產

本集團投資性房地產包括已出租的土地使用權、持有並準備增值後轉讓的土地使用權和已出租的房屋建築物。本集團對投資性房地產採用成本模式進行後續計量。

本集團投資性房地產採用平均年限法計提折舊或攤銷。各類投資性房地產的預計使用壽命、淨殘值率及年折舊(攤銷)率如下：

21. 固定資產

本集團固定資產是指同時具有以下特徵，即為生產商品、提供勞務、出租或經營管理而持有的，使用年限超過一年的有形資產。

固定資產在與其有關的經濟利益很可能流入本集團、且其成本能夠可靠計量時予以確認。固定資產包括房屋及建築物、機器設備、電氣設備、運輸設備、辦公設備和其他。

除已提足折舊仍繼續使用的固定資產外，本集團對所有固定資產計提折舊。計提折舊時用平均年限法。本集團固定資產的分類折舊年限、預計淨殘值率、折舊率如下：

每年年度終了，對固定資產的預計使用壽命、預計淨殘值和折舊方法進行覆核，如發生改變，則作為會計估計變更處理。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

22. Projects under construction

Construction in progress ready for intended use shall be transferred to fixed assets based on the estimated value according to construction budget, project cost or actual project cost. The depreciation shall be drawn from the next month. After going through procedures of completion settlement, the difference of the original value of the fixed assets shall be adjusted.

23. Borrowing costs

The borrowing costs directly belonging to fixed assets, investment real estates and inventories that require more than one year of acquisition or construction to be ready for intended use or selling shall be capitalized when the expenditures of the assets and the borrowing costs incurred and acquisition or construction activities necessary for making the assets be ready for intended use or selling begin. When the assets meeting the capitalization requirements acquired or constructed are ready for use or selling, the capitalization shall be terminated, and the borrowing costs incurred subsequently shall be included in current profits and losses. If assets eligible for capitalization are suddenly suspended in acquisition or construction or production for more than three months continuously, the capitalization of borrowing costs shall be suspended until the restart of acquisition or construction and production activities of the assets.

The actually incurred interest costs of special borrowings in current period shall be capitalized after the interest income from unused borrowings deposited in banks or investment income from temporary investment of unused borrowings is deducted. The capitalized amount of general borrowings shall be obtained by multiplying the weighted average of the excess of the accumulated asset expenditures over the asset expenditures of special borrowings with the capitalization rate of general borrowings used. The capitalization rate shall be calculated and determined based on the weighted average interest rate of the general borrowings.

24. Right-of-use assets

The right-of-use asset refers to the right of the Group as the lessee to use the leased asset during the lease term.

(1) Initial measurement

At the commencement of the lease term, the Group initially measures the right-of-use assets at cost. The cost includes the following four items: ① initial measurement amount of lease liabilities; ② deducted amount related to the enjoyed lease incentive if there is a lease incentive for the lease payment made on or before the commencement of the lease term; ③ initial direct cost incurred, i.e., incremental cost incurred to reach the lease; and ④ costs expected to be incurred for dismantling and removing the leased asset, restoring the site where the leased asset is located or restoring the leased asset to the state agreed in the leasing terms, except those incurred for the production of inventory.

四、重要會計政策及會計估計(續)

22. 在建工程

在建工程在達到預定可使用狀態之日起,根據工程預算、造價或工程實際成本等,按估計的價值結轉固定資產,次月起開始計提折舊,待辦理了竣工決算手續後再對固定資產原值差異進行調整。

23. 借款費用

發生的可直接歸屬於需要經過1年以上的購建或者生產活動才能達到預定可使用或者可銷售狀態的固定資產、投資性房地產和存貨等的借款費用,在資產支出已經發生、借款費用已經發生、為使資產達到預定可使用或可銷售狀態所必要的購建或生產活動已經開始時,開始資本化;當購建或生產符合資本化條件的資產達到預定可使用或可銷售狀態時,停止資本化,其後發生的借款費用計入當期損益。如果符合資本化條件的資產在購建或者生產過程中發生非正常中斷、且中斷時間連續超過3個月,暫停借款費用的資本化,直至資產的購建或生產活動重新開始。

專門借款當期實際發生的利息費用,扣除尚未動用的借款資金存入銀行取得的利息收入或進行暫時性投資取得的投資收益後的金額予以資本化;一般借款根據累計資產支出超過專門借款部分的資產支出加權平均數乘以所佔用一般借款的資本化率,確定資本化金額。資本化率根據一般借款加權平均利率計算確定。

24. 使用權資產

使用權資產,是指本集團作為承租人可在租賃期內使用租賃資產的權利。

(1) 初始計量

在租賃期開始日,本集團按照成本對使用權資產進行初始計量。該成本包括下列四項:①租賃負債的初始計量金額;②在租賃期開始日或之前支付的租賃付款額,存在租賃激勵的,扣除已享受的租賃激勵相關金額;③發生的初始直接費用,即為達成租賃所發生的增量成本;④為拆卸及移除租賃資產、復原租賃資產所在場地或將租賃資產恢復至租賃條款約定狀態預計將發生的成本,屬於為生產存貨而發生的除外。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

24. Right-of-use assets (Continued)

(2) Subsequent measurement

After the commencement of the lease term, the Group uses the cost model to carry out subsequent measurement on the right-of-use asset, i.e. the right-of-use assets is measured by the cost minus accumulated depreciation and accumulated impairment loss.

If the Group remeasures the lease liabilities in accordance with the relevant provisions of the leasing standards, the book value of the right-of-use asset shall be adjusted accordingly.

(3) Depreciation of right-of-use asset

Starting from the commencement of the lease term, the Group will depreciate the right-of-use asset. The right-of-use asset is usually depreciated from the current month that the lease term starts. The depreciation amount for provision is included in the cost of underlying assets or the current profits and losses according to the use of the right-of-use asset.

When determining the depreciation method for the right-of-use asset, the Group makes a decision based on the expected consumption mode of economic benefits related to the right-of-use asset, and depreciates the right-of-use asset by the straight-line method.

When determining the depreciation life of right-of-use asset, the Group follows the following principles: if the ownership of leased asset can be reasonably confirmed to be acquired at the expiration of lease term, the depreciation shall be carried out within the remaining service life of leased asset; otherwise, the depreciation shall be carried out within the remaining lease term or the service life of leased asset, whichever is shorter.

If the right-of-use asset is impaired, the Group will carry out subsequent depreciation according to the book value of the right-of-use asset after deducting the impairment loss.

25. Intangible assets

The intangible assets of the Group include land use right, patented technology, software, trademark right, etc., which shall be measured at actual cost when being obtained; for the intangible assets purchased, price actually paid and related other expenditure shall be deemed as actual cost; and for the intangible assets invested by the investor, value agreed in accordance with investment contract or agreement is recognized as actual cost, except value agreed in the contract or agreement is unfair, in such case, the actual cost shall be recognized at fair value.

四、重要會計政策及會計估計(續)

24. 使用權資產(續)

(2) 後續計量

在租賃期開始日後，本集團採用成本模式對使用權資產進行後續計量，即以成本減累計折舊及累計減值損失計量使用權資產。

本集團按照租賃準則有關規定重新計量租賃負債的，相應調整使用權資產的賬面價值。

(3) 使用權資產的折舊

自租賃期開始日起，本集團對使用權資產計提折舊。使用權資產通常自租賃期開始的當月計提折舊。計提的折舊金額根據使用權資產的用途，計入相關資產的成本或者當期損益。

本集團在確定使用權資產的折舊方法時，根據與使用權資產有關的經濟利益的預期消耗方式做出決定，以直線法對使用權資產計提折舊。

本集團在確定使用權資產的折舊年限時，遵循以下原則：能夠合理確定租賃期屆滿時取得租賃資產所有權的，在租賃資產剩餘使用壽命內計提折舊；無法合理確定租賃期屆滿時能夠取得租賃資產所有權的，在租賃期與租賃資產剩餘使用壽命兩者孰短的期間內計提折舊。

如果使用權資產發生減值，本集團按照扣除減值損失之後的使用權資產的賬面價值，進行後續折舊。

25. 無形資產

本集團無形資產包括土地使用權、專利技術、軟件、商標權等，按取得時的實際成本計量，其中，購入的無形資產，按實際支付的價款和相關的其他支出作為實際成本；投資者投入的無形資產，按投資合同或協議約定的價值確定實際成本，但合同或協議約定價值不公允的，按公允價值確定實際成本。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

25. Intangible assets (Continued)

The land use right shall be amortized at average as per the years of transfer from the date of transferring the land use right; and intangible assets such as patented technology, software, and trademark right shall be amortized at average as per the shortest one of the estimated service life, benefit year stipulated in the contract and effective service life stipulated by law. The amortized amounts shall be included in current profits and losses and relevant asset costs according to beneficiaries. The estimated service life and the amortization method of intangible assets with limited service life shall be reviewed at the end of each year. Any change shall be handled as changes in accounting estimates.

The Group rechecks the expected service life and amortization method of intangible assets with uncertain service life at the end of each year.

The R&D expenditure of the Group shall be divided into expenditures for research and development as per its nature and that whether the intangible assets finally formed from R&D have a relative uncertainty.

Expenditures at the research stage shall be included in the current profit or loss when incurred.

Development expenditures shall be recognized as intangible assets when the following conditions are met:

- (1) It is technically feasible to complete the intangible assets so that it will be available for use or sale;
- (2) Where the management is intended to finish and use or sell the intangible assets;
- (3) There are methods for completing the intangible assets to generate economic profits, including evidence of existing market for products produced by the intangible assets, existing market of the intangible assets or serviceability of the intangible assets which is for internal use;
- (4) There is enough support of technical, financial and other resources for finishing development of the intangible assets as well as capacity for using or selling the assets;
- (5) The expenditure attributable to the intangible assets during its development phase can be reliably measured.

The expenditures in development stage which do not meet the above conditions shall be included in current profits and losses when incurred. Development expenditures included in profits or losses before will not be recognized as assets in subsequent period. The capitalized expenditures in the development stage shall be presented as development expenditures on the balance sheet and shall be transferred into intangible assets from the date when the project meets the expected conditions for use.

四、重要會計政策及會計估計(續)

25. 無形資產(續)

土地使用權從出讓起始日起,按其出讓年限平均攤銷;專利技術、軟件、商標權等無形資產按預計使用年限、合同規定的受益年限和法律規定的有效年限三者中最短者分期平均攤銷。攤銷金額按其受益對象計入相關資產成本和當期損益。對使用壽命有限的無形資產的預計使用壽命及攤銷方法於每年年度終了進行覆核,如發生改變,則作為會計估計變更處理。

在每個會計期間,本集團對使用壽命不確定的無形資產的預計使用壽命進行覆核。

本集團的研究開發支出根據其性質以及研發活動最終形成無形資產是否具有較大不確定性,分為研究階段支出和開發階段支出。

研究階段的支出,於發生時計入當期損益。

開發階段的支出,同時滿足下列條件的,確認為無形資產:

- (1) 完成該無形資產以使其能夠使用或出售在技術上具有可行性;
- (2) 管理層具有完成該無形資產並使用或出售的意圖;
- (3) 無形資產產生經濟利益的方式,包括能夠證明運用該無形資產生產的產品存在市場或無形資產自身存在市場,無形資產將在內部使用的,能夠證明其有用性;
- (4) 有足夠的技術、財務資源和其他資源支持,以完成該無形資產的開發,並有能力使用或出售該無形資產;
- (5) 歸屬於該無形資產開發階段的支出能夠可靠地計量。

不滿足上述條件的開發階段的支出,於發生時計入當期損益。前期已計入損益的開發支出在以後期間不再確認為資產。已資本化的開發階段的支出在資產負債表上列示為開發支出,自該項目達到預定可使用狀態之日起轉為無形資產。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

26. Impairment of long-term assets

As for fixed assets, construction in progress, right-of-use assets, intangible assets with limited service life, investment real estates measured at cost model, and long-term equity investments on subsidiaries, joint ventures, and associates, the Group will make an impairment assessment if there is an indication of impairment on assets on the balance sheet date. Where the impairment assessment result indicates that an asset's book value exceeds the recoverable amount, provision for impairment shall be made based on its balances and recorded into the impairment loss. The recoverable amount of assets refers to the higher one of the net amount of the fair value of the asset minus the disposal expenses and the present value of the expected future cash flow of the asset. Impairment provisions of assets shall be calculated and recognized on a single asset basis. If it is difficult to estimate the recoverable value of the single assets, the recoverable value shall be recognized as per the asset portfolio to which the single asset belongs. The asset group refers to the minimum combination of assets that can independently generate cash inflow.

Goodwill separately listed in the financial statements shall be tested for impairment at least once each year no matter whether there exists impairment indication. In conducting the impairment assessment, the book value of goodwill shall be amortized to the assets group or asset portfolio benefit from the synergy of the business combination. If the result of the test indicates that the recoverable value of an asset portfolio or group of asset portfolios, including the allocated goodwill, is lower than its book value, the corresponding impairment loss shall be recognized. The impairment loss shall be first deducted from the book value of goodwill that is allocated to the asset portfolio or group of asset portfolios, and then deducted from the book value of other assets within the asset portfolios or groups of asset portfolios in proportion to the book value of assets other than goodwill.

If the impairment assessment shows that the book value of the asset is greater than its recoverable value, the difference between the two shall be recognized as impairment loss. Such impairment loss, once recognized, shall not be reversed in subsequent accounting period.

27. Long-term deferred expenses

Long-term deferred expenses of the Group include turnover fees and house decoration fees. Such expenses shall be equally amortized in the benefit period. If the long-term deferred expenses items will not benefit the future accounting period, the amortized value of unamortized items shall be all transferred to the current profit or loss.

四、重要會計政策及會計估計(續)

26. 長期資產減值

本集團於每一資產負債表日對固定資產、在建工程、使用權資產、使用壽命有限的無形資產、以成本模式計量的投資性房地產及對子公司、合營企業、聯營企業的長期股權投資等，於資產負債表日存在減值跡象的，進行減值測試。減值測試結果表明資產的賬面價值超過其可收回金額的，按其差額計提減值準備並計入減值損失。資產的可收回金額是指資產的公允價值減去處置費用後的淨額與資產預計未來現金流量的現值兩者之間的較高者。資產減值準備按單項資產為基礎計算並確認，如果難以對單項資產的可收回金額進行估計的，以該資產所屬的資產組確定資產組的可收回金額。資產組是指能夠獨立產生現金流入的最小資產組合。

在財務報表中單獨列示的商譽，無論是否存在減值跡象，至少每年進行減值測試。減值測試時，商譽的賬面價值分攤至預期從企業合併的協同效應中受益的資產組或資產組組合。測試結果表明包含分攤的商譽的資產組或資產組組合的可收回金額低於其賬面價值的，確認相應的減值損失。減值損失金額先抵減分攤至該資產組或資產組組合的商譽的賬面價值，再根據資產組或資產組組合中除商譽以外的其他各項資產的賬面價值所佔比重，按比例抵減其他各項資產的賬面價值。

減值測試後，若該資產的賬面價值超過其可收回金額，其差額確認為減值損失，上述資產的減值損失一經確認，在以後會計期間不予轉回。

27. 長期待攤費用

本集團的長期待攤費用包括周轉瓶和房屋裝修等費用。該等費用在受益期內平均攤銷，如果長期待攤費用項目不能使以後會計期間受益，則將尚未攤銷的該項目的攤餘價值全部轉入當期損益。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

28. Contract liabilities

The contract liabilities reflect the Group's obligations to transfer commodities to the customer due to customer consideration received or receivable. If the customer has paid the contract consideration or the Group has obtained the right to receive the contract consideration unconditionally before the transfer of the commodities to the customer, the contract liability shall be recognized according to the amount received or receivable when the customer actually makes the payment and payment due.

29. Employee compensation

Employee compensation of the Group includes short-term compensation, post-employment benefits, termination benefits and other long-term welfare.

Short-term compensation includes employee salary, employee benefit, medical insurance, etc. The Group shall recognize the short-term compensation actually incurred as liability and include it in the current profits and losses or related asset cost during the accounting period when employees provide services.

Post-employment welfare mainly includes basic pension insurance, unemployment insurance, etc., which shall be classified into defined contribution plan and defined benefit plan as per the risk and obligation assumed by the Company. Contribution that paid to individual subject for the services provided by the employees in the accounting period on the balance sheet date as per the defined contribution plan shall be recognized as liabilities, and included in the current profit or loss or related asset cost as per the benefit object.

For the defined benefit plan, the Group shall make estimate on the demographic variables and financial variables, measure obligations for set benefit plan and recognize the belonging period of related obligations through consistent actuarial assumptions without prejudice as per the estimated cumulative welfare institutions method. The obligations incurred from the defined benefit plan shall be discounted as per the discount rate, to recognize the present value of obligations of the set benefit plan and cost of the current services.

四、重要會計政策及會計估計(續)

28. 合同負債

合同負債反映本集團已收或應收客戶對價而應向客戶轉讓商品的義務。本集團在向客戶轉讓商品之前,客戶已經支付了合同對價或本集團已經取得了無條件收取合同對價權利的,在客戶實際支付款項與到期應支付款項孰早時點,按照已收或應收的金額確認合同負債。

29. 職工薪酬

本集團職工薪酬包括短期薪酬、離職後福利、辭退福利和其他長期福利。

短期薪酬主要包括職工工資、職工福利費、醫療保險費等,在職工提供服務的會計期間,將實際發生的短期薪酬確認為負債,並按照受益對象計入當期損益或相關資產成本。

離職後福利主要包括基本養老保險費、失業保險費等,按照公司承擔的風險和義務,分類為設定提存計劃、設定受益計劃。對於設定提存計劃在根據在資產負債表日為換取職工在會計期間提供的服務而向單獨主體繳存的提存金確認為負債,並按照受益對象計入當期損益或相關資產成本。

對於設定受益計劃,本集團根據預期累計福利單位法,採用無偏且相互一致的精算假設對有關人口統計變量和財務變量等做出估計,計量設定受益計劃所產生的義務,並確定相關義務的歸屬期間。按照折現率將設定受益計劃所產生的義務予以折現,以確定設定受益計劃義務的現值和當期服務成本。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

29. Employee compensation (Continued)

Dismissal welfare refers to compensation provided to employees for terminating the labour relationship with employees before the expiration of the labour contract between the Group and the employee, or for encouraging the employees to voluntarily accept the reduction. For employees who have not terminated the labour contract with the Group but will no longer provide services for the Group in the future and cannot bring economic benefits to the Group, if the Group is committed to providing economic compensation with the nature of dismissal welfare, in case of "early retirement", economic compensation shall be treated as dismissal welfare before the official retirement date, and shall be treated as post-employment benefits after the official retirement date. Where the ZGC GROUP provides dismissal benefits to its employees, the liabilities of employee benefits arising from dismissal benefits shall be recognized and booked in current period profits or losses at the earlier of the following two time points, i.e. when the ZGC GROUP cannot unilaterally withdraw the dismissal benefits provided by the ZGC GROUP as a result of the termination of the labour relations plan or the retirement benefits offered by the redundancy proposals and when the ZGC GROUP recognizes the costs or costs associated with the restructuring involving the payment of dismissal benefits. If the dismissal welfare is not expected to be fully paid before 12 months after the end of the reporting period, the substantive dismissal work is completed within one year but the compensation payments exceed the dismissal plan of one-year payment, the Group will choose the appropriate discount rate, and the dismissal welfare of the current profits and losses will be measured according to the amount after discounting.

Other long-term employee welfare refers to the employee benefits except for short-term benefits, post-employment welfare and dismissal welfare, including long-term compensated absences, long-term disability welfare, long-term profit sharing plan, etc. Other long-term employee welfare provided by the Group to employees that meet the conditions of defined contribution plan, the accounting shall be treated as per the provisions in above defined contribution plan. Net liabilities or assets of other long-term employee welfares provided by the Group to employees and satisfying conditions of the defined benefit plan shall be recognized and measured as per provisions of the defined benefit plan. At the end of the reporting year, the Group recognizes employee payroll cost generated from other long-term employee welfares as the following components: service cost; net interest amount of net liabilities or assets of other long-term employee welfares; changes generated from the remeasurement of net liabilities or assets of other long-term employee welfares. The total net amount of the above item shall be included in the current profits and losses or related asset cost.

四、重要會計政策及會計估計(續)

29. 職工薪酬(續)

辭退福利是指本集團在職工勞動合同到期之前解除與職工的勞動關係，或者為鼓勵職工自願接受裁減而給予職工的補償。對於職工雖然沒有與本集團解除勞動合同，但未來不再為本集團提供服務，不能為本集團帶來經濟利益，本集團承諾提供實質上具有辭退福利性質的經濟補償的，如發生「內退」的情況，在其正式退休日期之前應當比照辭退福利處理，在其正式退休日期之後，按照離職後福利處理。本集團向職工提供辭退福利的，在本集團不能單方面撤回因解除勞動關係計劃或裁減建議所提供的辭退福利時，本集團確認涉及支付辭退福利的重組相關的成本或費用時兩者孰早日，確認辭退福利產生的職工薪酬負債，並計入當期損益。對於辭退福利預期在年度報告期間年末後十二個月內不能完全支付的辭退福利，實質性辭退工作在一年內實施完畢但補償款項超過一年支付的辭退計劃，本集團選擇恰當的折現率，以折現後的金額計量應計入當期損益的辭退福利金額。

其他長期福利，是指除短期薪酬、離職後福利、辭退福利之外所有的職工薪酬，包括長期帶薪缺勤、長期殘疾福利、長期利潤分享計劃等。本集團向職工提供的其他長期職工福利，符合設定提存計劃條件的，按照設定提存計劃的有關規定進行會計處理。本集團向職工提供的其他長期職工福利，符合設定受益計劃條件的，本集團按照設定受益計劃的有關規定，確認和計量其他長期職工福利淨負債或淨資產。在報告年末，本集團將其他長期職工福利產生的職工薪酬成本確認為下列組成部分：服務成本；其他長期職工福利淨負債或淨資產的利息淨額；重新計量其他長期職工福利淨負債或淨資產所產生的變動。上述項目的總淨額計入當期損益或相關資產成本。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

30. Lease liabilities

(1) Initial measurement

The Group initially measures the lease liabilities according to the present value of the lease payment which is not made at the commencement of the lease term.

1) Lease payment

Lease payment refers to the amount paid by the Group to the lessor relating to the right to use the leased asset during the lease term, including: ① fixed payment and substantial fixed payment, of which the amount related to leasing incentive shall be deducted if there is lease incentive; ② variable lease payment depending on index or ratio, which is determined according to the index or ratio at the commencement of the lease term during initial measurement; ③ exercise price of purchase option when the Group reasonably determines to exercise purchase option; ④ payment made for exercising the option to terminate the lease when the lease term reflects that the Group exercises such option; and ⑤ amount expected to be paid according to the guaranteed residual value provided by the Group.

2) Discount rate

In calculating the present value of the lease payment, the Group adopts the interest rate implicit in lease as the discount rate, which is the interest rate that the sum of the present value of the lessor's lease receipts and the present value of the unguaranteed residual value is equal to the sum of the fair value of the leased asset and the lessor's initial direct expenses. If the Group is unable to determine the interest rate implicit in lease, the incremental borrowing rate will be taken as the discount rate. The incremental borrowing rate refers to the interest rate that the Group should pay to borrow funds under similar mortgage conditions during a similar period in order to obtain assets with a value close to the value of the right-of-use assets under similar economic circumstances. The interest rate is related to the following matters: ① the Group's own situation, namely, the Group's solvency and credit status; ② term of "borrowing", namely the lease term; ③ the amount of "borrowed" funds, namely, the amount of lease liabilities; ④ "mortgage conditions", namely, the nature and quality of the underlying assets; and ⑤ economic environment, including the jurisdiction where the lessee is located, pricing currency, contract signing time, etc. Based on the bank loan interest rate or the Group's similar asset mortgage interest rate in the latest period, the Group makes adjustment by considering the above factors to obtain the incremental borrowing rate.

四、重要會計政策及會計估計(續)

30. 租賃負債

(1) 初始計量

本集團按照租賃期開始日尚未支付的租賃付款額的現值對租賃負債進行初始計量。

1) 租賃付款額

租賃付款額,是指本集團向出租人支付的與在租賃期內使用租賃資產的權利相關的款項,包括:①固定付款額及實質固定付款額,存在租賃激勵的,扣除租賃激勵相關金額;②取決於指數或比率的可變租賃付款額,該款項在初始計量時根據租賃期開始日的指數或比率確定;③本集團合理確定將行使購買選擇權時,購買選擇權的行權價格;④租賃期反映出本集團將行使終止租賃選擇權時,行使終止租賃選擇權需支付的款項;⑤根據本集團提供的擔保餘值預計應支付的款項。

2) 折現率

在計算租賃付款額的現值時,本集團採用租賃內含利率作為折現率,該利率是指使出租人的租賃收款額的現值與未擔保餘值的現值之和等於租賃資產公允價值與出租人的初始直接費用之和的利率。本集團因無法確定租賃內含利率的,採用增量借款利率作為折現率。該增量借款利率,是指本集團在類似經濟環境下為獲得與使用權資產價值接近的資產,在類似期間以類似抵押條件借入資金須支付的利率。該利率與下列事項相關:①本集團自身情況,即集團的償債能力和信用狀況;②「借款」的期限,即租賃期;③「借入」資金的金額,即租賃負債的金額;④「抵押條件」,即標的資產的性質和質量;⑤經濟環境,包括承租人所處的司法管轄區、計價貨幣、合同簽訂時間等。本集團以銀行貸款利率或本集團最近一期類似資產抵押貸款利率為基礎,考慮上述因素進行調整而得出該增量借款利率。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

30. Lease liabilities (Continued)

(2) Subsequent measurement

After the commencement of the lease term, the Group will carry out subsequent measurement of the lease liabilities according to the following principles: ① increase the carrying amount of the lease liabilities when confirming the interest on the lease liabilities; ② reduce the carrying amount of lease liabilities when making the lease payment; and ③ remeasure the book value of the lease liabilities when the lease payment changes due to revaluation or lease change.

The interest expenses of the lease liabilities within each lease term shall be calculated according to the fixed periodic rate, and included in the current profits and losses, except for those should be capitalized. Periodic rate refers to the discount rate adopted by the Group when initially measuring the lease liabilities, or the revised discount rate adopted by the Group when the lease liabilities need to be remeasured according to the revised discount rate due to changes in the lease payment or lease changes.

(3) Remeasurement

After the commencement of the lease term, in case of the following circumstances, the Group shall remeasure the lease liabilities according to the changed lease payment and the present value calculated by the revised discount rate, and adjusts the book value of the right-of-use asset accordingly. If the book value of the right-of-use asset has been reduced to zero, but the lease liabilities still need to be further reduced, the Group shall include the remaining amount in the current profits and losses. ① The substantial fixed payment changes; ② the expected payable amount of the guaranteed residual value changes; ③ the index or ratio used to determine the lease payment changes; ④ the evaluation result of purchase option changes; and ⑤ the evaluation result of renewal option or option to terminate the lease or actual exercise changes.

31. Provision

When an external warranty, discount of commercial acceptance notes, pending legal proceedings or arbitration, warranty on quality of goods or other contingent matters meet the following requirements at the same time, the Group shall recognize such responsibilities as estimated liabilities: the assumed responsibilities are current obligations; the fulfilment of such obligations will likely cause the outflow of economic benefits from the Group; the amount of such obligations can be measured reliably.

The provisions are initially measured at the best estimate of expenditures required to perform relevant current obligations, and the risks, uncertainties, and time value of money related to contingencies are taken into comprehensive consideration. Where the time value of money is of great influence, the best estimate is recognized through the discount of relevant future cash outflows. As of the balance sheet date, the book value of the provisions is reviewed and adjusted (if any change) to reflect the current best estimate.

四、重要會計政策及會計估計(續)

30. 租賃負債(續)

(2) 後續計量

在租賃期開始日後，本集團按以下原則對租賃負債進行後續計量：①確認租賃負債的利息時，增加租賃負債的賬面金額；②支付租賃付款額時，減少租賃負債的賬面金額；③因重估或租賃變更等原因導致租賃付款額發生變動時，重新計量租賃負債的賬面價值。

按照固定的週期性利率計算租賃負債在租賃期內各期間的利息費用，並計入當期損益，但應當資本化的除外。週期性利率是指本集團對租賃負債進行初始計量時所採用的折現率，或者因租賃付款額發生變動或因租賃變更而需按照修訂後的折現率對租賃負債進行重新計量時，本集團所採用的修訂後的折現率。

(3) 重新計量

在租賃期開始日後，發生下列情形時，本集團按照變動後租賃付款額和修訂後的折現率計算的現值重新計量租賃負債，並相應調整使用權資產的賬面價值。使用權資產的賬面價值已調減至零，但租賃負債仍需進一步調減的，本集團將剩餘金額計入當期損益。①實質固定付款額發生變動；②擔保餘值預計的應付金額發生變動；③用於確定租賃付款額的指數或比率發生變動；④購買選擇權的評估結果發生變化；⑤續租選擇權或終止租賃選擇權的評估結果或實際行使情況發生變化。

31. 預計負債

當與對外擔保、商業承兌匯票貼現、未決訴訟或仲裁、產品質量保證等有事項相關的業務同時符合以下條件時，本集團將其確認為負債：該義務是本集團承擔的現時義務；該義務的履行很可能導致經濟利益流出企業；該義務的金額能夠可靠地計量。

預計負債按照履行相關現時義務所需支出的最佳估計數進行初始計量，並綜合考慮與或有事項有關的風險、不確定性和貨幣時間價值等因素。貨幣時間價值影響重大的，通過對相關未來現金流出進行折現後確定最佳估計數。每個資產負債表日對預計負債的賬面價值進行覆核，如有改變則對賬面價值進行調整以反映當前最佳估計數。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

32. Share-based payment

The stock payment settled by equity for obtaining services of employees shall be measured according to the fair value on the date when granting the equity instrument to employees. In situations where the amount of fair value is only vested after completing services in the waiting period or reaching specific performance conditions, the amount of fair value calculated by the method of line based on the optimal estimation of the quantity of vesting equity instruments in the waiting period shall be included into relevant cost or expense, with capital reserve increased correspondingly.

Stock payment settled by cash shall be measured at the fair value of liabilities recognized based on stocks or other equity instruments assumed by the Group. For the stock payment with immediate vesting after it is granted, its relevant cost or expenditure shall be included on the date when it is vested with increasing the liabilities correspondingly; for the stock payment vesting only after the services in the waiting period is completed or the specified performance conditions are satisfied, the services obtained in the current period shall be recorded into costs or expenditures based on the optimal estimation of the vesting and at the fair value of the liabilities assumed by the Group on each balance sheet date within the waiting period, and the liabilities shall be adjusted correspondingly.

On each balance sheet date and the settlement date prior to the settlement of the relevant liabilities, the fair value of the liabilities shall be re-measured, with the change of the fair value recognized into current profit or loss.

If the Group cancels the equity instruments granted in the waiting period (except for those cancelled due to failing to meet the vesting conditions), such a cancellation shall be treated as accelerated vesting as that stock payment plan in the remaining waiting period has fully met the vesting conditions; and the Group will recognize all expenses in the remaining waiting period on the current period of cancelling vested equity instrument.

33. Revenue recognition principles and measuring methods

The Group's operating revenue mainly include revenue from the sales of seamless steel gas cylinders, wrapped cylinders, low-temperature cylinders, low-temperature storage and transportation equipment, materials, and integrated systems for automated manufacturing equipment, building rental fees, and site rental fees.

The Group measures its revenue based on the fair value of the receivables for goods sold and services provided in its daily operations. The revenue shall be presented upon discount deducting as well as offsetting of the inter-company sales in the Group. Revenue should be recognized when it can be measured reliably or when future economic benefits may flow into the Group or the activities of the Group as described below meet certain standards.

The Group has fulfilled its performance obligations of the contract, meaning it recognizes the revenue when the customer has obtained the control rights of the relevant commodities or services.

四、重要會計政策及會計估計(續)

32. 股份支付

用以換取職工提供服務的以權益結算的股份支付,以授予職工權益工具在授予日的公允價值計量。該公允價值的金額在完成等待期內的服務或達到規定業績條件才可行權的情況下,在等待期內以對可行權權益工具數量的最佳估計為基礎,按直線法計算計入相關成本或費用,相應增加資本公積。

以現金結算的股份支付,按照本集團承擔的以股份或其他權益工具為基礎確定的負債的公允價值計量。如授予後立即可行權,在授予日以承擔負債的公允價值計入相關成本或費用,相應增加負債;如需完成等待期內的服務或達到規定業績條件以後才可行權,在等待期的每個資產負債表日,以對可行權情況的最佳估計為基礎,按照本集團承擔負債的公允價值金額,將當期取得的服務計入成本或費用,相應調整負債。

在相關負債結算前的每個資產負債表日以及結算日,對負債的公允價值重新計量,其變動計入當期損益。

本集團在等待期內取消所授予權益工具的(因未滿足可行權條件而被取消的除外),作為加速行權處理,即視同剩餘等待期內的股權支付計劃已經全部滿足可行權條件,在取消所授予權益工具的當期確認剩餘等待期內的所有費用。

33. 收入確認原則和計量方法

本集團的營業收入主要包括鋼製無縫瓶、纏繞瓶、低溫瓶、低溫儲運裝備銷售收入,材料銷售收入,自動化製造設備系統集成銷售收入,房屋租賃費及場地租賃費等。

本集團根據日常經營活動中出售商品及提供服務的應收款的公允價值計量收入。收入以扣除折扣以及抵消與本集團公司間內部銷售後來列示。當收入能被可靠計量或未來經濟收益可能流入本集團或如下所述本集團的各項活動滿足特定標準時,應當確認收入。

本集團在履行了合同中的履約義務,即在客戶取得相關商品或服務的控制權時,確認收入。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

33. Revenue recognition principles and measuring methods (Continued)

If the contract contains two or more performance obligations, the Group shall, at the beginning of the contract, apportion the transaction price to each performance obligation according to the relative proportion of the individual selling price of the commodities or services promised by each performance obligation, and measure the revenue according to the transaction price apportioned to each performance obligation.

The transaction price is the amount of consideration that the Group is expected to be entitled to receive for the transfer of commodities or services to the customer, excluding payments received on behalf of third parties. The transaction price recognized by the Group shall not exceed the amount of accumulative confirmed revenue that will most likely not be great reverse when the relevant uncertainty is removed. The amount expected to be refunded to the customer shall not be included in the transaction price as the liabilities. Where there is a material financing component in the contract, the Group shall determine the transaction price on the basis of the amount payable in cash assuming that the customer acquired control of the goods at the time of acquisition. The difference between the transaction price and the contract consideration shall be amortized over the contract period using the effective interest method. At the beginning of the contract, if the Group expects that the interval between the customer's acquisition of control over goods or services and the payment of the price by the customer will not exceed one year, the significant financing component existing in the contract is considered.

In case one of the following conditions is met, the Group will perform the performance obligations within a period of time. Otherwise, it will perform the performance obligations at a time point:

- (1) The customer obtains and consumes the economic benefits brought by the Group while performing the contract;
- (2) The customer can control the goods under construction during the Group's performance;
- (3) The goods generated during the performance of the Group are irreplaceable, and the Group is entitled to collect the amount for the performance accumulatively completed so far throughout the term of the Contract.

For the performance obligations performed within a certain period of time, the Group shall confirm the revenue according to the performance progress during that period and determine the performance progress according to the percentage of completion method. If the performance progress cannot be reasonably confirmed, and the costs incurred by the Group can be expected to be compensated, the revenue shall be confirmed according to the amount of costs incurred until the performance progress can be reasonably confirmed.

四、重要會計政策及會計估計(續)

33. 收入確認原則和計量方法(續)

合同中包含兩項或多項履約義務的，本集團在合同開始時，按照單項履約義務所承諾商品或服務的單獨售價的相對比例，將交易價格分攤至各單項履約義務，按照分攤至各單項履約義務的交易價格計量收入。

交易價格是本集團因向客戶轉讓商品或服務而預期有權收取的對價金額，不包括代第三方收取的款項。本集團確認的交易價格不超過在相關不確定性消除時累計已確認收入極可能不會發生重大轉回的金額。預期將退還給客戶的款項作為負債不計入交易價格。合同中存在重大融資成分的，本集團按照假定客戶在取得商品或服務控制權時即以現金支付的應付金額確定交易價格。該交易價格與合同對價之間的差額，在合同期間內採用實際利率法攤銷。合同開始日，本集團預計客戶取得商品或服務控制權與客戶支付價款間隔不超過一年的，不考慮合同中存在的重大融資成分。

滿足下列條件之一時，本集團屬於在某一時段內履行履約義務；否則，屬於在某一時點履行履約義務：

- (1) 客戶在本集團履約的同時即取得並消耗本集團履約所帶來的經濟利益；
- (2) 客戶能夠控制本集團履約過程中在建的商品；
- (3) 在本集團履約過程中所產出的商品具有不可替代用途，且本集團在整個合同期間內有權就累計至今已完成的履約部分收取款項。

對於在某一時段內履行的履約義務，本集團在該段時間內按照履約進度確認收入，並按照完工百分比法確定履約進度。履約進度不能合理確定時，本集團已經發生的成本預計能夠得到補償的，按照已經發生的成本金額確認收入，直到履約進度能夠合理確定為止。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

33. Revenue recognition principles and measuring methods (Continued)

For performance obligations performed at a certain time point, the Group shall confirm the revenue at the time point when the customer gains control rights of the relevant commodities or services. In determining whether a customer has obtained the control rights of the goods or services, the Group shall take the following indications into consideration:

- (1) The Group enjoys the current collection right in regard to such goods or services;
- (2) The Group has transferred the legal ownership of such goods to the customer;
- (3) The Group has transferred the physical goods to the customer;
- (4) The Group has transferred the main risk and rewards of such goods in terms of ownership to the customer;
- (5) The customer has accepted such goods or services, etc.

The right that the Group has the right to collect the consideration because it has transferred such goods or services to the customer shall be presented as the contract asset, and the contract assets take the expected credit loss as the base to make the impairment. The Group's unconditional right to collect consideration from customers shall be presented as receivables. The Group's obligations to transfer goods or services to the customer due to customer consideration received or receivable shall be presented as the contract liabilities.

34. Government subsidies

Government subsidies fall into asset-related government subsidies and revenue-related government subsidies. The asset-related government subsidies refer to those obtained by the Group and used for the acquisition or construction of long-term assets or obtainment of such assets in other forms. The revenue-related government subsidies refer to those other than the asset-related government subsidies. If no assistance object is specified in the government documents, the Group shall determine it based on the above identifying principles. For those hard to be identified, classify them totally in the revenue-related government subsidies.

Where the government subsidy is monetary asset, it shall be measured at the amount received; for subsidy granted as per the fixed quota standard, when there are unambiguous evidences showing that related conditions as stipulated in the financial supporting policies are met and it is expected that the financial supporting assets can be obtained, such subsidy shall be measured as per the receivable amount; where the government subsidy is non-monetary asset, it shall be measured at the fair value; if the fair value cannot be obtained, then it shall be measured at its nominal amount (1 yuan).

四、重要會計政策及會計估計(續)

33. 收入確認原則和計量方法(續)

對於在某一時點履行的履約義務，本集團在客戶取得相關商品或服務控制權時點確認收入。在判斷客戶是否已取得商品或服務控制權時，本集團考慮下列跡象：

- (1) 本集團就該商品或服務享有現時收款權利；
- (2) 本集團已將該商品的法定所有權轉移給客戶；
- (3) 本集團已將該商品的實物轉移給客戶；
- (4) 本集團已將該商品所有權上的主要風險和報酬轉移給客戶；
- (5) 客戶已接受該商品或服務等。

本集團已向客戶轉讓商品或服務而有權收取對價的權利作為合同資產列示，合同資產以預期信用損失為基礎計提減值。本集團擁有的無條件向客戶收取對價的權利作為應收款項列示。本集團已收或應收客戶對價而應向客戶轉讓商品或服務的義務作為合同負債列示。

34. 政府補助

本集團的政府補助包括與資產相關的政府補助和與收益相關的政府補助。其中，與資產相關的政府補助，是指本集團取得的、用於購建或以其他方式形成長期資產的政府補助；與收益相關的政府補助，是指除與資產相關的政府補助之外的政府補助。如果政府文件中未明確規定補助對象，本集團按照上述區分原則進行判斷，難以區分的，整體歸類為與收益相關的政府補助。

政府補助為貨幣性資產的，按照實際收到的金額計量，對於按照固定的定額標準撥付的補助，或對年末有確鑿證據表明能夠符合財政扶持政策規定的相關條件且預計能夠收到財政扶持資金時，按照應收的金額計量；政府補助為非貨幣性資產的，按照公允價值計量，公允價值不能可靠取得的，按照名義金額(1元)計量。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

34. Government subsidies (Continued)

Asset-related government subsidies shall be recognized as deferred incomes, and they shall be distributed with a reasonable and systematic method within the service life of related assets and included in the current profits and losses.

When the related assets are sold, assigned, transferred or damaged before the end of service life, all the undistributed deferred incomes shall be transferred to the current profits and losses of assets disposal.

The revenue-related government subsidies used to compensate for the incurred related charges or losses shall be included in the current profits or losses or offset relevant costs; while those used to compensate for the related charges or losses during future periods shall be recognized as the deferred incomes and shall be included in the current profits or losses during the period when they are recognized. The government subsidies related to daily activities shall be included in other incomes according to the essence of business transactions. The government subsidies not related to daily activities shall be included in the non-operating revenues and expenses.

For repayment of government subsidies already recognized, if there is related deferred income balance, the balance is included in the current profits and losses after the offset of the carrying amount of the deferred income. In other cases, the government subsidies are directly included in the current profits and losses.

35. Deferred income tax assets and deferred income tax liabilities

Deferred tax assets and deferred tax liabilities of the Group shall be recognized by calculating the difference (temporary difference) between the tax base and book value thereof. For the deductible loss of taxable income that can be deducted in the future years as specified by tax laws, corresponding deferred income tax assets shall be recognized. For temporary difference from initial recognition of goodwill, relevant deferred income tax liabilities shall not be recognized. For the temporary difference with respect to initial recognition of assets or liabilities incurred in transaction which is not business combination and the occurrence of which has no impact on the accounting profits and the taxable income (or deductible losses), relevant deferred income tax assets and liabilities shall not be recognized. Deferred income tax assets and liabilities shall be measured at applicable tax rate during the anticipated period for recovering such assets or paying off such liabilities on the balance sheet date.

The deferred income tax assets shall be recognized to the extent of the future taxable income likely to be obtained for deducting deductible temporary difference, deductible loss, and tax deduction by the Group.

四、重要會計政策及會計估計(續)

34. 政府補助(續)

與資產相關的政府補助確認為遞延收益，在相關資產使用壽命內按照合理、系統的方法分期計入當期損益。

相關資產在使用壽命結束前被出售、轉讓、報廢或發生毀損的，將尚未分配的相關遞延收益餘額轉入資產處置當期的損益。

與收益相關的政府補助，用於補償已發生的相關成本費用或損失的，計入當期損益或沖減相關成本；用於補償以後期間的相關成本費用或損失的，確認為遞延收益，並在確認相關成本費用或損失的期間計入當期損益。與日常活動相關的政府補助，按照經濟業務實質，計入其他收益。與日常活動無關的政府補助，計入營業外收支。

已確認的政府補助需要返還時，存在相關遞延收益餘額的，沖減相關遞延收益賬面餘額，超出部分計入當期損益；屬於其他情況的，直接計入當期損益。

35. 遞延所得稅資產和遞延所得稅負債

本集團遞延所得稅資產和遞延所得稅負債根據資產和負債的計稅基礎與其賬面價值的差額(暫時性差異)計算確認。對於按照稅法規定能夠於以後年度抵減應納稅所得額的可抵扣虧損，確認相應的遞延所得稅資產。對於商譽的初始確認產生的暫時性差異，不確認相應的遞延所得稅負債。對於既不影響會計利潤也不影響應納稅所得額(或可抵扣虧損)的非企業合併的交易中產生的資產或負債的初始確認形成的暫時性差異，不確認相應的遞延所得稅資產和遞延所得稅負債。於資產負債表日，遞延所得稅資產和遞延所得稅負債，按照預期收回該資產或清償該負債期間的適用稅率計量。

本集團以很可能取得用來抵扣可抵扣暫時性差異、可抵扣虧損和稅款抵減的未來應納稅所得額為限，確認遞延所得稅資產。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

36. Lease

(1) Identification of lease

Lease refers to a contract that the lessor transfers the right to use the asset to the lessee for acquiring consideration within a certain period of time. On the commencement date of a contract, the Group evaluates whether the contract is a lease or includes a lease. If one party to the contract alienates the right to control the use of one or more identified assets within a certain period of time in exchange for consideration, the contract is a lease or includes a lease. In order to determine whether one party to the contract has alienated the right to control the use of the identified assets within a certain period of time, the Group evaluates whether the customers in the contract are entitled to obtain almost all the economic benefits arising from the use of the identified assets during the use period and to dominate the use of the identified assets during the use period.

If the contract contains multiple separate leases at the same time, the Group will split the contract and carry out accounting treatment for each separate lease. If the contract includes both lease and non-lease parts, the Group will split the lease and non-lease parts and then carry out accounting treatment.

(2) The Group as the lessee

1) Recognition of leases

At the commencement of the lease term, the Group recognizes the right-of-use asset and lease liabilities for the lease. For the recognition and measurement of right-of-use assets and lease liabilities, please refer to Note IV "24. Right-of-use Assets" and "30. Lease Liabilities".

2) Lease change

Lease change refers to the change of lease scope, lease consideration and lease term beyond the original contract terms, including the addition or termination of the right to use one or more leased assets, and the extension or shortening of the lease term specified in the contract. The effective date of lease change refers to the date when both parties reach an agreement on lease change.

If the lease changes and meets the following conditions at the same time, the Group will take the lease change as a separate lease for the accounting treatment: ① the lease change expands the lease scope or extend the lease term by increasing the right to use one or more leased assets, and ② the increased consideration is equivalent to the amount by adjusting the separate price of the expanded lease scope or the extended lease term according to the contract.

四、重要會計政策及會計估計(續)

36. 租賃

(1) 租賃的識別

租賃,是指在一定期間內,出租人將資產的使用權讓與承租人以獲取對價的合同。在合同開始日,本集團評估合同是否為租賃或者包含租賃。如果合同一方讓渡了在一定期間內控制一項或多項已識別資產使用的權利以換取對價,則該合同為租賃或者包含租賃。為確定合同是否讓渡了在一定期間內控制已識別資產使用的權利,本集團評估合同中的客戶是否有權獲得在使用期間內因使用已識別資產所產生的幾乎全部經濟利益,並有權在該使用期間主導已識別資產的使用。

合同中同時包含多項單獨租賃的,本集團將合同予以分拆,並分別對各項單獨租賃進行會計處理。合同中同時包含租賃和非租賃部分的,本集團將租賃和非租賃部分分拆後進行會計處理。

(2) 本集團作為承租人

1) 租賃確認

在租賃期開始日,本集團對租賃確認使用權資產和租賃負債。使用權資產和租賃負債的確認和計量參見附註四「24.使用權資產」以及「30.租賃負債」。

2) 租賃變更

租賃變更,是指原合同條款之外的租賃範圍、租賃對價、租賃期限的變更,包括增加或終止一項或多項租賃資產的使用權,延長或縮短合同規定的租賃期等。租賃變更生效日,是指雙方就租賃變更達成一致的日期。

租賃發生變更且同時符合下列條件的,本集團將該租賃變更作為一項單獨租賃進行會計處理:①該租賃變更通過增加一項或多項租賃資產的使用權而擴大了租賃範圍或延長了租賃期限;②增加的對價與租賃範圍擴大部分或租賃期限延長部分的單獨價格按該合同情況調整後的金額相當。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

36. Lease (Continued)

(2) The Group as the lessee (Continued)

2) Lease change (Continued)

If the lease change is not taken as a separate lease for the accounting treatment, the Group will, on the effective date of the lease change, apportion the consideration of the changed contract in accordance with the relevant provisions of the leasing standards, and redetermine the changed lease term; and use the revised discount rate to discount the changed lease payment to remeasure the lease liabilities. In calculating the present value of the changed lease payment, the Group adopts the interest rate implicit in lease in the remaining lease term as the discount rate. If it is impossible to determine the interest rate implicit in lease in the remaining lease term, the Group will adopt the lessee's incremental borrowing rate at the effective date of the lease change as the discount rate. As for the impact of the above adjustment of lease liabilities, the Group carries out the accounting treatment according to the following circumstances: ① if the lease scope is reduced or the lease term is shortened due to the lease change, the lessee shall reduce the book value of the right-of-use asset and include the relevant gains or losses from the partial termination or complete termination of the lease into the current profits and losses. ② If the lease liabilities are remeasured due to the other lease changes, the lessee shall adjust the book value of the right-of-use asset accordingly.

3) Short-term lease and low-value asset lease

For the short-term lease with a lease term of not more than 12 months and low-value asset lease with a lower value when a single leased asset is brand new, the Group chooses not to recognize the right-of-use asset and lease liabilities. The Group will include the lease payment for short-term lease and low-value asset lease into the related asset cost or current profits and losses by the straight-line method or other systematic and reasonable methods during each lease term.

(3) The Group as the lessor

On the basis that the contract evaluated in (1) is the lease or includes the lease, the Group, as the lessor, divides the lease into finance leases and operating leases on the lease commencement date.

If a lease substantially transfers almost all the risks and rewards related to the ownership of the leased asset, the lessor shall classify the lease as a finance lease and other leases other than the finance lease as an operating lease.

四、重要會計政策及會計估計(續)

36. 租賃(續)

(2) 本集團作為承租人(續)

2) 租賃變更(續)

租賃變更未作為一項單獨租賃進行會計處理的，在租賃變更生效日，本集團按照租賃準則有關規定對變更後合同的對價進行分攤，重新確定變更後的租賃期；並採用修訂後的折現率對變更後的租賃付款額進行折現，以重新計量租賃負債。在計算變更後租賃付款額的現值時，本集團採用剩餘租賃期間的租賃內含利率作為折現率；無法確定剩餘租賃期間的租賃內含利率的，本集團採用租賃變更生效日的承租人增量借款利率作為折現率。就上述租賃負債調整的影響，本集團區分以下情形進行會計處理：①租賃變更導致租賃範圍縮小或租賃期縮短的，承租人應當調減使用權資產的賬面價值，並將部分終止或完全終止租賃的相關利得或損失計入當期損益。②其他租賃變更導致租賃負債重新計量的，承租人相應調整使用權資產的賬面價值。

3) 短期租賃和低價值資產租賃

對於租賃期不超過12個月的短期租賃和單項租賃資產為全新資產時價值較低的低價值資產租賃，本集團選擇不確認使用權資產和租賃負債。本集團將短期租賃和低價值資產租賃的租賃付款額，在租賃期內各個期間按照直線法或其他系統合理的方法計入相關資產成本或當期損益。

(3) 本集團為出租人

在(1)評估的該合同為租賃或包含租賃的基礎上，本集團作為出租人，在租賃開始日，將租賃分為融資租賃和經營租賃。

如果一項租賃實質上轉移了與租賃資產所有權有關的幾乎全部風險和報酬，出租人將該項租賃分類為融資租賃，除融資租賃以外的其他租賃分類為經營租賃。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

36. Lease (Continued)

(3) The Group as the lessor (Continued)

If a lease has one or more of the following circumstances, the Group usually classifies it as a finance lease: ① When the lease term expires, the ownership of the leased assets is transferred to the lessee; ② The lessee has the option to purchase the leased assets, and the purchase price is low enough compared with the fair value of the leased assets when the option is expected to be exercised, so it can be reasonably determined that the lessee will exercise the option on the lease start date; ③ Although the ownership of the assets is not transferred, the lease period accounts for most of the service life of the leased assets (not less than 75% of the service life of the leased assets); ④ On the lease start date, the present value of lease receipts is almost equal to the fair value of leased assets (not less than 90% of the fair value of leased assets.); ⑤ The property of the leasing assets is special. The leasing assets can be used by the lessee only if not changed significantly. If a lease has one or more of the following signs, the Group may also classify it as a finance lease: ① If the lessee cancels the lease, the lessee shall bear the losses caused to the lessor by the cancellation of the lease; ② The gain or loss arising from the fluctuation of the fair value of the residual value of assets belongs to the lessee; ③ The lessee has the ability to renew the lease for the next period at a rent far below the market level.

1) Accounting treatment for finance lease

Initial measurement

At the commencement of the lease term, the Group recognizes the finance lease receivables for the finance lease and derecognizes the finance leasing assets. When the Group initially measures the finance lease receivables, the net investment in a lease is taken as the entry value of the finance lease receivables.

The net investment in a lease is equivalent to the sum of the unguaranteed residual value and the present value of the lease receipts that have not yet been received at the commencement of the lease term which is discounted at the interest rate implicit in the lease. The lease receipts refer to the amount that the lessor should collect from the lessee due to the transfer of right to use the leased asset during the lease term, including: ① the fixed payment and the substantial fixed payment that the lessee needs to pay; if there is the lease incentive, the relevant amount of lease incentive shall be deducted; ② variable lease payment depending on index or ratio, which is determined according to the index or ratio at the commencement of the lease term during initial measurement; ③ the exercise price of purchase option, provided that it reasonably determines that the lessee will exercise the option; ④ the amount to be paid by the lessee for exercising the option to terminate the lease, provided that the lease term reflects that the lessee will exercise the option to terminate the lease; and ⑤ the guaranteed residual value provided by the lessee, the party related to the lessee and an independent third party that has the economical ability to perform the guarantee obligation to the lessor.

四、重要會計政策及會計估計(續)

36. 租賃(續)

(3) 本集團為出租人(續)

一項租賃存在下列一種或多種情形的,本集團通常將其分類為融資租賃:①在租賃期屆滿時,租賃資產的所有權轉移給承租人;②承租人有購買租賃資產的選擇權,所訂立的購買價款與預計行使選擇權時租賃資產的公允價值相比足夠低,因而在租賃開始日就可以合理確定承租人將行使該選擇權;③資產的所有權雖然不轉移,但租賃期佔租賃資產使用壽命的大部分(不低於租賃資產使用壽命的75%);④在租賃開始日,租賃收款額的現值幾乎相當於租賃資產的公允價值(不低於租賃資產公允價值的90%);⑤租賃資產性質特殊,如果不作較大改造,只有承租人才能使用。一項租賃存在下列一項或多項跡象的,本集團也可能將其分類為融資租賃:①若承租人撤銷租賃,撤銷租賃對出租人造成的損失由承租人承擔;②資產餘值的公允價值波動所產生的利得或損失歸屬於承租人;③承租人有能力以遠低於市場水平的租金繼續租賃至下一期間。

1) 融資租賃會計處理

初始計量

在租賃期開始日,本集團對融資租賃確認應收融資租賃款,並終止確認融資租賃資產。本集團對應收融資租賃款進行初始計量時,以租賃投資淨額作為應收融資租賃款的入賬價值。

租賃投資淨額為未擔保餘值和租賃期開始日尚未收到的租賃收款額按照租賃內含利率折現的現值之和。租賃收款額,是指出租人因讓渡在租賃期內使用租賃資產的權利而應向承租人收取的款項,包括:①承租人需支付的固定付款額及實質固定付款額;存在租賃激勵的,扣除租賃激勵相關金額;②取決於指數或比率的可變租賃付款額,該款項在初始計量時根據租賃期開始日的指數或比率確定;③購買選擇權的行權價格,前提是合理確定承租人將行使該選擇權;④承租人行使終止租賃選擇權需支付的款項,前提是租賃期反映出承租人將行使終止租賃選擇權;⑤由承租人、與承租人有關的一方以及有經濟能力履行擔保義務的獨立第三方向出租人提供的擔保餘值。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

36. Lease (Continued)

(3) The Group as the lessor (Continued)

1) Accounting treatment for finance lease (Continued)

Subsequent measurement

The Group calculates and recognizes interest income in each lease term at a fixed periodic rate. The periodic rate means that the implicit discount rate is adopted by determining the net investment in a lease (in case of sublease, if the implicit interest rate of sublease cannot be determined, the discount rate of the original lease is adopted (adjusted according to the initial direct expenses related to sublease)), or the change in finance lease is not taken as a separate lease for the accounting treatment and meets the revised discount rate determined according to relevant regulations when the lease is classified as the finance lease condition if the change takes effect on the lease commencement date.

Accounting treatment of lease change

If the finance lease changes and meets the following conditions, the Group will take the change as a separate lease for accounting treatment: ① the change expands the lease scope by increasing the right to use one or more leased assets; and ② the increased consideration is equivalent to the amount by adjusting the separate price of the expanded lease scope according to the contract.

If the change in finance lease is not taken as a separate lease for the accounting treatment, and takes effect on the lease commencement date, the lease will be classified as an operating lease condition, and the Group will take it as a new lease for the accounting treatment from the effective date of lease change and take the net investment in a lease before the effective date of lease change as the book value of the leased asset.

2) Accounting treatment of operating lease

Treatment of rent

In each lease term, the Group will recognize the lease amount of operating lease as the rental income by the straight-line method.

Incentives provided

Where a rent-free period is provided, the Group will distribute the total rent by the straight-line method throughout the lease term without deduction of rent-free period, and the rental income shall be recognized during the rent-free period. Where the Group assumes some expenses of the lessee, such expenses will be deducted from the total rent income and distribute the balance of rental income, and the balance of the deducted rental income will be apportioned in the lease term.

四、重要會計政策及會計估計(續)

36. 租賃(續)

(3) 本集團為出租人(續)

1) 融資租賃會計處理(續)

後續計量

本集團按照固定的週期性利率計算並確認租賃期內各個期間的利息收入。該週期性利率，是指確定租賃投資淨額採用內含折現率(轉租情況下，若轉租的租賃內含利率無法確定，採用原租賃的折現率(根據與轉租有關的初始直接費用進行調整))，或者融資租賃的變更未作為一項單獨租賃進行會計處理，且滿足假如變更在租賃開始日生效，該租賃會被分類為融資租賃條件時按相關規定確定的修訂後的折現率。

租賃變更的會計處理

融資租賃發生變更且同時符合下列條件的，本集團將該變更作為一項單獨租賃進行會計處理：①該變更通過增加一項或多項租賃資產的使用權而擴大了租賃範圍；②增加的對價與租賃範圍擴大部分的單獨價格按該合同情況調整後的金額相當。

如果融資租賃的變更未作為一項單獨租賃進行會計處理，且滿足假如變更在租賃開始日生效，該租賃會被分類為經營租賃條件的，本集團自租賃變更生效日開始將其作為一項新租賃進行會計處理，並以租賃變更生效日前的租賃投資淨額作為租賃資產的賬面價值。

2) 經營租賃的會計處理

租金的處理

在租賃期內各個期間，本集團採用直線法將經營租賃的租賃收款額確認為租金收入。

提供的激勵措施

提供免租期的，本集團將租金總額在不扣除免租期的整個租賃期內，按直線法進行分配，免租期內應當確認租金收入。本集團承擔了承租人某些費用的，將該費用自租金收入總額中扣除，按扣除後的租金收入餘額在租賃期內進行分配。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

36. Lease (Continued)

(3) The Group as the lessor (Continued)

2) Accounting treatment of operating lease (Continued)

Initial direct expense

The initial direct expense incurred by the Group relating to the operating lease shall be capitalized to the cost of the underlying asset of the lease, and shall be included in the current profits and losses in stages during the lease term according to the same recognition basis as rental income.

Depreciation

The fixed assets in the assets under operating lease will be depreciated according to the depreciation policies applied by the Group for similar assets; and other assets under operating lease shall be amortized in a systematic and reasonable way.

Variable lease payment

The Group's variable lease payment which is related to operating lease and not included in lease receipts is included in the current profits and losses when it actually occurs.

Change in operating lease

If there is a change in the operating lease, the Group will take it as a new lease from the effective date of change, and the lease receipts received in advance or receivable related to the lease before the change will be regarded as the receipts for the new lease.

37. Held-for-sale

- (1) The Group classifies the non-current assets or disposal groups meeting the following conditions as the held-for-sale assets: 1) the non-current assets or disposal groups can be immediately sold under current conditions pursuant to general terms for selling such assets or disposal groups; and 2) the sales are very likely to occur, i.e., a resolution has been made on a sales plan and a definitive purchase commitment has been obtained, and the sales are expected to be completed within one year. Relevant regulations require that the relevant approval needs to be obtained for those available for sale after approval by relevant authorities or regulators. Before the non-current assets or disposal groups are classified as the held-for-sale assets for the first time, the Group shall measure the book value of each asset and liability in the non-current assets or disposal groups in accordance with the relevant accounting standards. When the non-current assets or disposal groups held for sale are measured initially or remeasured on the balance sheet date, if the book value is higher than the net amount obtained by deducting the selling expenses from the fair value, the book value shall be reduced to the net amount obtained by deducting the selling expenses from the fair value, and the write-down amount shall be recognized as the asset impairment losses and shall be included in the current profits or losses and the impairment provision of held-for-sale assets shall be made at the same time.

四、重要會計政策及會計估計(續)

36. 租賃(續)

(3) 本集團為出租人(續)

2) 經營租賃的會計處理(續)

初始直接費用

本集團發生的與經營租賃有關的初始直接費用應當資本化至租賃標的資產的成本,在租賃期內按照與租金收入相同的確認基礎分期計入當期損益。

折舊

對於經營租賃資產中的固定資產,本集團採用類似資產的折舊政策計提折舊;對於其他經營租賃資產,採用系統合理的方法進行攤銷。

可變租賃付款額

本集團取得的與經營租賃有關的未計入租賃收款額的可變租賃付款額,在實際發生時計入當期損益。

經營租賃的變更

經營租賃發生變更的,本集團自變更生效日開始,將其作為一項新的租賃進行會計處理,與變更前租賃有關的預收或應收租賃收款額視為新租賃的收款額。

37. 持有待售

- (1) 本集團將同時符合下列條件的非流動資產或處置組劃分為持有待售: 1) 根據類似交易中出售此類資產或處置組的慣例,在當前狀況下即可立即出售; 2) 出售極可能發生,即已經就一項出售計劃作出決議且獲得確定的購買承諾,預計出售將在一年內完成。有關規定要求相關權力機構或者監管部門批准後方可出售的需要獲得相關批准。本集團將非流動資產或處置組首次劃分為持有待售類別前,按照相關會計準則規定計量非流動資產或處置組中各項資產和負債的賬面價值。初始計量或在資產負債表日重新計量持有待售的非流動資產或處置組時,其賬面價值高於公允價值減去出售費用後的淨額的,將賬面價值減記至公允價值減去出售費用後的淨額,減記的金額確認為資產減值損失,計入當期損益,同時計提持有待售資產減值準備。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

37. Held-for-sale (Continued)

- (2) The Group classifies the non-current assets or disposal groups that are acquired exclusively for resale, meet the conditions of "the sales are expected to be completed within one year" on the acquisition date and are likely to meet other conditions for held-for-sale assets in a short time (usually three months) as the held-for-sale assets on the acquisition date. In the initial measurement, the initial measurement amount assuming they are not classified as the held-for-sale assets and the net amount obtained by deducting the selling expenses from the fair value are compared, whichever is less. Except for the non-current assets or disposal groups acquired in the business combination, the difference arising from the net amount obtained by deducting the selling expenses from the fair value in the non-current assets or disposal groups as the initial measurement amount shall be included in the current profits or losses.
- (3) If the Group loses control over its subsidiaries due to the sales of investment in subsidiaries and other reasons, whether the Group reserves some of its equity investments after the sales or not, when the investment in subsidiaries to be sold meets the conditions for the held-for-sale assets, the investment in subsidiaries will be classified as the held-for-sale assets as a whole in the individual financial statements of the parent company and all the assets and liabilities of subsidiaries will be classified as the held-for-sale assets in the consolidated financial statements.
- (4) If the net amount obtained by deducting the selling expenses from the fair value of non-current assets held for sale on the subsequent balance sheet date increases, the previous write-down amount shall be recovered and reversed from the asset impairment losses recognized after being classified as the held-for-sale assets, and the reversed amount shall be included in the current profits or losses. The asset impairment losses recognized before being classified as the held-for-sale assets shall not be reversed.
- (5) For the asset impairment losses recognized in the disposal group held for sale, the book value of the goodwill in the disposal group shall be deducted, and then the book value shall be deducted proportionately based on the proportion of the book value of each non-current asset.

If the net amount obtained by deducting the selling expenses from the fair value of disposal groups held for sale on the subsequent balance sheet date increases, the previous write-down amount shall be recovered and reversed from the asset impairment losses recognized in the non-current assets applicable to the relevant measurement rules after being classified as the held-for-sale assets, and the reversed amount shall be included in the current profits or losses. The book value of goodwill deducted and the asset impairment losses recognized in the non-current assets before being classified as the held-for-sale assets shall not be reversed.

For the subsequently reversed amount of asset impairment losses recognized in the disposal group held for sale, the book value shall be increased proportionately based on the proportion of the book value of each non-current asset other than the goodwill in the disposal group.

四、重要會計政策及會計估計(續)

37. 持有待售(續)

- (2) 本集團專為轉售而取得的非流動資產或處置組，在取得日滿足「預計出售將在一年內完成」的規定條件，且短期(通常為3個月)內很可能滿足持有待售類別的其他劃分條件的，在取得日將其劃分為持有待售類別。在初始計量時，比較假定其不劃分為持有待售類別情況下的初始計量金額和公允價值減去出售費用後的淨額，以兩者孰低計量。除企業合併中取得的非流動資產或處置組外，由非流動資產或處置組以公允價值減去出售費用後的淨額作為初始計量金額而產生的差額，計入當期損益。
- (3) 本集團因出售對子公司的投資等原因導致喪失對子公司控制權的，無論出售後本集團是否保留部分權益性投資，在擬出售的對子公司投資滿足持有待售類別劃分條件時，在母公司個別財務報表中將對子公司投資整體劃分為持有待售類別，在合併財務報表中將子公司所有資產和負債劃分為持有待售類別。
- (4) 後續資產負債表日持有待售的非流動資產公允價值減去出售費用後的淨額增加的，以前減記的金額應當予以恢復，並在劃分為持有待售類別後確認的資產減值損失金額內轉回，轉回金額計入當期損益。劃分為持有待售類別前確認的資產減值損失不得轉回。
- (5) 對於持有待售的處置組確認的資產減值損失金額，先抵減處置組中商譽的賬面價值，再根據各項非流動資產賬面價值所佔比重，按比例抵減其賬面價值。

後續資產負債表日持有待售的處置組公允價值減去出售費用後的淨額增加的，以前減記的金額應當予以恢復，並在劃分為持有待售類別後適用相關計量規定的非流動資產確認的資產減值損失金額內轉回，轉回金額計入當期損益。已抵減的商譽賬面價值，以及非流動資產在劃分為持有待售類別前確認的資產減值損失不得轉回。

持有待售的處置組確認的資產減值損失後續轉回金額，根據處置組中除商譽外，各項非流動資產賬面價值所佔比重，按比例增加其賬面價值。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

37. Held-for-sale (Continued)

- (6) No depreciation or amortization is provided for non-current assets held for sale or non-current assets in the disposal group. The interest of liabilities and other expenses in the disposal group held for sale shall be recognized continuously.
- (7) When the non-current assets or disposal groups held for sale are not further classified as the held-for-sale assets or the non-current assets are removed from the disposal groups held for sale due to failure to meet the conditions for the held-for-sale assets, the measurement shall be conducted based on the lower of the following two: 1) book value before being classified as the held-for-sale assets based on the amount of depreciation, amortization or impairment after adjustment that should be recognized in the case that assuming they are not classified as the held-for-sale assets; 2) recoverable amount.
- (8) When the non-current assets or disposal groups held for sale are derecognized, the unrecognized gains or losses shall be included in the current profits or losses.

The Group presents the non-current assets held for sale or the assets in disposal groups held for sale as the "held-for-sale assets" and presents the liabilities in disposal groups held for sale as the "held-for-sale liabilities" in the balance sheet.

38. Discontinued operations

Discontinued operations refer to the components of the ZGC GROUP which meet one of the following conditions, which could be separately distinguished, and that such components have been disposed or been classified as the type of held for sale assets: (1) Such components represent an independent main business or separate main operating areas; (2) Such components are parts of a related plan to dispose of an independent main business or a separate main business area; (3) Such components are subsidiaries specially acquired for resale.

39. Other significant accounting policies and accounting estimates

In preparing the financial statements, the Group's management needs to apply estimates and assumptions that have an impact on the application of accounting policies and the amounts of assets, liabilities, revenue, and expenses. The actual situation may differ from these estimates. The management of the Group will continuously assess the judgment on the key assumption and uncertain factors involved in the estimates. Influence from change of accounting estimates shall be recognized in the current period and future period of change.

The following accounting estimates and key assumption suffer from significant risks for material adjustment on the book value of assets and liabilities in the future period.

四、重要會計政策及會計估計(續)

37. 持有待售(續)

- (6) 持有待售的非流動資產或處置組中的非流動資產不計提折舊或攤銷，持有待售的處置組中負債的利息和其他費用繼續予以確認。
- (7) 持有待售的非流動資產或處置組因不再滿足持有待售類別的劃分條件，而不再繼續劃分為持有待售類別或非流動資產從持有待售的處置組中移除時，按照以下兩者孰低計量：1) 劃分為持有待售類別前的賬面價值，按照假定不劃分為持有待售類別情況下本應確認的折舊、攤銷或減值等進行調整後的金額；2) 可收回金額。
- (8) 終止確認持有待售的非流動資產或處置組時，將尚未確認的利得或損失計入當期損益。

本集團在資產負債表中將持有待售的非流動資產或持有待售的處置組中的資產列報於「持有待售資產」，將持有待售的處置組中的負債列報於「持有待售負債」。

38. 終止經營

終止經營，是指本集團滿足下列條件之一的、能夠單獨區分的組成部分，且該組成部分已經處置或劃分為持有待售類別：(1)該組成部分代表一項獨立的主要業務或一個單獨的主要經營地區；(2)該組成部分是擬對一項獨立的主要業務或一個單獨的主要經營地區進行處置的一項相關聯計劃的一部分；(3)該組成部分是專為轉售而取得的子公司。

39. 其他重要的會計政策和會計估計

編製財務報表時，本集團管理層需要運用估計和假設，這些估計和假設會對會計政策的應用及資產、負債、收入及費用的金額產生影響。實際情況可能與這些估計不同。本集團管理層對估計涉及的關鍵假設和不確定性因素的判斷進行持續評估。會計估計變更的影響在變更當期和未來期間予以確認。

下列會計估計及關鍵假設存在導致未來期間的資產及負債賬面值發生重大調整的重要風險。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

39. Other significant accounting policies and accounting estimates (Continued)

(1) Impairment for receivables

The Group applies a simplified treatment method in accordance with the provisions of the Accounting Standards for Business Enterprises No.22-Recognition and Measurement of Financial Instruments. For the receivables (including notes receivable, accounts receivable and contract assets) specified in the Accounting Standards for Business Enterprises No.14-Revenue and excluding the significant financing components and the long-term receivables with significant financing components, the loss provision is always measured based on the expected credit loss and in accordance with the amount of the expected credit loss during the whole duration.

The Group will consider the possibility of bad debt when the receivables are initially recognized, and judge whether the credit risk of the financial instrument significantly increases by comparing the default probability determined during the initial recognition in the expected duration with the default probability of this instrument determined on the balance sheet date in the expected duration. When determining whether the credit risk has significantly increased since the initial recognition, the Group considers the reasonable and well-founded information obtained by it without unnecessary additional cost or effort, including the forward-looking information. The information considered by the Group includes macroeconomic information, credit policies, etc. If all assumptions and estimation in the process of comparison have changed, the change will affect loss provision of receivables in the changing process of assumptions.

(2) Provision for impairment of inventories

The Group will regularly estimate realizable net value of estimated inventory, and recognize loss of falling price of inventory as per the positive balance between the cost of inventory and realizable net value. When the Group estimates the net realizable value, it will recognize the realizable value as per the amount after deducting the estimated cost of completion, estimated selling expenses and relevant taxes from the estimated sale price of similar inventories. When the actual selling price or cost is different from the previous estimate, the management will adjust accordingly the realizable net value. Therefore, the result estimated based on the current experience may be different from the actual result, resulting in the adjustment of the book value of inventory in the balance sheet. So the amount for the provision for falling price of inventory may be changed due to the above reason. The adjustment for the provision of falling price of inventory will affect the current profits and losses of estimate change.

四、重要會計政策及會計估計(續)

39. 其他重要的會計政策和會計估計

(續)

(1) 應收款項減值

本集團根據《企業會計準則第22號—金融工具確認和計量》的規定應用簡化處理的方式，對於《企業會計準則第14號——收入》所規定的、不含重大融資成分的應收款項(包括應收票據、應收賬款和合同資產)以及包含重大融資成分的長期應收款，以預期信用損失為基礎，始終按照整個存續期內預期信用損失的金額計量其損失準備。

本集團在應收款項初始確認時考慮壞賬的可能性，通過比較在初始確認時所確定的預計存續期內的違約概率與該工具在每個資產負債表日所確定的預計存續期內的違約概率，來判定金融工具信用風險是否顯著增加。在確定信用風險自初始確認後是否顯著增加時，本集團考慮無須付出不必要的額外成本或努力即可獲得的合理且有依據的信息，包括前瞻性信息。本集團考慮的信息包括宏觀經濟信息、信用政策等。如果比較所有使用的假設及估計發生變化，該變化將會影響估計改變期間的應收款項的損失準備。

(2) 存貨減值準備

本集團定期估計存貨的可變現淨值，並對存貨成本高於可變現淨值的差額確認存貨跌價損失。本集團在估計存貨的可變現淨值時，以同類貨物的預計售價減去完工時將要發生的成本、銷售費用以及相關稅費後的金額確定。當實際售價或成本費用與以前估計不同時，管理層將會對可變現淨值進行相應的調整。因此根據現有經驗進行估計的結果可能會與之後實際結果有所不同，可能導致對資產負債表中的存貨賬面價值的調整。因此存貨跌價準備的金額可能會隨上述原因而發生變化。對存貨跌價準備的調整將影響估計變更當期的損益。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IV. Significant Accounting Policies and Accounting Estimates (Continued)

39. Other significant accounting policies and accounting estimates (Continued)

(3) Accounting estimate of provision for impairment of goodwill

The Group conducts an impairment assessment on goodwill every year. The recoverable amount of the asset group and combination of asset groups including goodwill is the present value of the estimated future cash flow, and it shall be calculated by employing accounting estimates.

If the gross margin used in the calculation of the future cash flow in the asset group and combination of asset groups is amended by the management and the gross margin after an amendment is below the current one, then the Group will increase the provision for impairment of the goodwill.

If the pretax discount rate applied in the discounted cash flow is revised by the management and the pretax discount rate is above the current one, then the Group will increase the provision for impairment of the goodwill.

If the actual gross margin or pretax discount rate is above or below the estimate of the management, the Group cannot reverse the impairment provision for the goodwill that have been accrued.

(4) Accounting estimates for impairment provision for fixed assets

The Group will conduct an impairment assessment on the fixed assets, like plant & buildings, machinery equipment on the balance sheet date that have the indication of impairment. If the recoverable amount of fixed asset is the higher one of the present value of the estimated future cash flow and fair value of the assets minus the disposal expense, it shall be calculated by employing accounting estimates.

If the gross margin used in the calculation of the future cash flow in the asset group and combination of asset groups is amended by the management and the gross margin after an amendment is below the current one, then the Group will increase the provision for impairment for the fixed assets.

If the pretax discount rate applied in the discounted cash flow is revised by the management and the pretax discount rate is above the current one, then the Group will increase the provision for impairment for the fixed assets.

If the actual gross margin or pretax discount rate is above or below the estimate of the management, the Group cannot reverse the provision for impairment for the fixed assets that have been accrued.

四、重要會計政策及會計估計(續)

39. 其他重要的會計政策和會計估計(續)

(3) 商譽減值準備的會計估計

本集團每年對商譽進行減值測試。包含商譽的資產組和資產組合的可收回金額為其預計未來現金流量的現值，其計算需要採用會計估計。

如果管理層對資產組和資產組合未來現金流量計算中採用的毛利率進行修訂，修訂後的毛利率低於目前採用的毛利率，本集團需對商譽增加計提減值準備。

如果管理層對應用於現金流量折現的稅前折現率進行重新修訂，修訂後的稅前折現率高於目前採用的折現率，本集團需對商譽增加計提減值準備。

如果實際毛利率或稅前折現率高於或低於管理層的估計，本集團不能轉回原已計提的商譽減值損失。

(4) 固定資產減值準備的會計估計

本集團在資產負債表日對存在減值跡象的房屋建築物、機器設備等固定資產進行減值測試。固定資產的可收回金額為其預計未來現金流量的現值和資產的公允價值減去處置費用後的淨額中較高者，其計算需要採用會計估計。

如果管理層對資產組和資產組合未來現金流量計算中採用的毛利率進行修訂，修訂後的毛利率低於目前採用的毛利率，本集團需對固定資產增加計提減值準備。

如果管理層對應用於現金流量折現的稅前折現率進行重新修訂，修訂後的稅前折現率高於目前採用的折現率，本集團需對固定資產增加計提減值準備。

如果實際毛利率或稅前折現率高於或低於管理層估計，本集團不能轉回原已計提的固定資產減值準備。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)



IV. Significant Accounting Policies and Accounting Estimates (Continued)

39. Other significant accounting policies and accounting estimates (Continued)

(5) Accounting estimate for recognition of deferred income tax assets

For the estimate of the deferred income tax assets, it is required to estimate the taxable income and applicable tax rate of each year. The realization of the deferred income tax assets depends on the possibility of the company's obtaining adequate taxable income in the future. The change of the future tax rate and the reverse time of the temporary balance may also affect the income tax expense (profits) and the balance of deferred income tax. The change in the above estimate may lead to the significant adjustment of the deferred income tax.

(6) Service life for fixed assets and intangible assets

The Group shall check the expected service life of fixed assets and intangible assets at least at the end of each year. The expected service life is determined by the management based on the similar asset history and referring to the estimates applied generally by the same industry and combination of the expected technology update. When the past estimates have been materially changed, the depreciation cost and amortization cost of future period shall be adjusted accordingly.

(7) Accounting Estimates for Product Quality Assurance

On the balance sheet date, the Group forecasts the quality assurance responsibilities of products with warranty periods. The estimated provision proportion is determined by the management based on the years of liability for the quality assurance under the sales contract and historical experience. When the past estimates have been materially changed, the future after-sales service expense shall be adjusted accordingly.

40. Changes in significant accounting policies and accounting estimates

(1) Changes in significant accounting policy

Applicable Not Applicable

(2) Changes in significant accounting estimates

None.

四、重要會計政策及會計估計(續)

39. 其他重要的會計政策和會計估計(續)

(5) 遞延所得稅資產確認的會計估計

遞延所得稅資產的估計需要對未來各個年度的應納稅所得額及適用的稅率進行估計，遞延所得稅資產的實現取決於公司未來是否很可能獲得足夠的應納稅所得額。未來稅率的變化和暫時性差異的轉回時間也可能影響所得稅費用(收益)以及遞延所得稅的餘額。上述估計的變化可能導致對遞延所得稅的重要調整。

(6) 固定資產、無形資產的可使用年限

本集團至少於每年年度終了，對固定資產和無形資產的預計使用壽命進行覆核。預計使用壽命是管理層基於同類資產歷史經驗、參考同行業普遍所應用的估計並結合預期技術更新而決定的。當以往的估計發生重大變化時，則相應調整未來期間的折舊費用和攤銷費用。

(7) 產品質量保證的會計估計

本集團在資產負債表日對有質保期的產品質量保證責任進行預計。預計計提比例是管理層基於銷售合同中對質量保證責任的承擔年限和歷史經驗而決定的。當以往的估計發生重大變化時，則相應調整未來期間的售後服務費用。

40. 重要會計政策和會計估計變更

(1) 重要會計政策變更

適用 不適用

(2) 重要會計估計變更

無。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

V. Taxes

1. Main taxes and tax rates

Tax category 稅種	Taxation basis 計稅依據	Tax rate 稅率
VAT 增值稅	Taxable amount of added value 應納稅增值額	13%, 9%, 6% and 5%
Urban maintenance and construction tax 城市維護建設稅	VAT payable 應納增值稅額	7%, 5%
Educational surcharges 教育費附加	VAT payable 應納增值稅額	3%
Local education surcharges 地方教育費附加	VAT payable 應納增值稅額	2%
Real estate tax 房產稅	70%-80% of the original house property value and income from house property leasing 房產原值的70%-80%和房產租賃收入	1.2% and 12%
Enterprise income tax 企業所得稅	Taxable income 應納稅所得額	25%, 15%
Hong Kong profits tax 香港利得稅	Taxable income 應納稅所得額	16.50%
Corporate income tax (USA) 美國企業所得稅	Taxable income 應納稅所得額	21%

Taxpayer's description for the different tax rates of corporate income taxes:

不同企業所得稅稅率納稅主體說明:

Name of taxpayer 納稅主體名稱	Income tax rate 所得稅稅率
The Company 本公司	25%
Beijing Tianhai Industry Co., Ltd. 北京天海工業有限公司	15%
Tianjin Tianhai High Pressure Container Co., Ltd. 天津天海高壓容器有限責任公司	25%
Shanghai Tianhai Composite Cylinders Co., Ltd. 上海天海複合氣瓶有限公司	25%
Beijing Tianhai Cryogenic Equipment Co., Ltd. 北京天海低溫設備有限公司	15%
Beijing Tianhai Hydrogen Energy Equipment Co., Ltd. 北京天海氫能裝備有限公司	25%
Beijing Minghui Tianhai Gas Storage and Transportation Equipment Sales Co., Ltd. 北京明暉天海氣體儲運裝備銷售有限公司	25%
Kuancheng Tianhai Pressure Container Co., Ltd. 寬城天海壓力容器有限公司	15%
BTIC America Corporation BTIC AMERICA CORPORATION(天海美洲公 司)	21%
Jingcheng Holding (Hong Kong) Co., Ltd. 京城控股(香港)有限公司	16.50%
Qingdao BYTQ United Digital Intelligence Co., Ltd. 青島北洋天青數聯智能有限公司	15%
Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. 北京京城海通科技文化發展有限公司	25%

2. Tax preference

On 1 December 2022, Beijing Tianhai Industry Co., Ltd., a subsidiary of the Company (hereinafter referred to as BTIC), obtained a high-tech enterprise certificate with the certificate number GR202211004332 jointly issued by Beijing Municipal Science & Technology Commission, Beijing Municipal Finance Bureau, Beijing Municipal Tax Service, State Taxation Administration. The validity of the certificate is three years. The provision for corporate income tax for the time being is based on the 15% of its preferential tax rate in current year.

On 22 November 2022, Kuancheng Tianhai Pressure Container Co., Ltd., a subsidiary of the Company, obtained a high-tech enterprise certificate with the certificate number GR202213003894 jointly issued by Hebei Provincial Department of Science and Technology, Hebei Provincial Finance Department, Hebei Provincial Tax Service, State Taxation Administration. The validity of the certificate is three years. The provision for corporate income tax for the time being is based on the 15% of its preferential tax rate in current year.

2. 稅收優惠

本公司之子公司北京天海工業有限公司(以下簡稱北京天海)2022年12月1日取得由北京市科學技術委員會、北京市財政局、國家稅務總局北京市稅務局聯合頒發的證書號為GR202211004332的高新技術企業證書,證書有效期為三年。本年度按15%的企業所得稅優惠稅率計提企業所得稅。

本公司之下屬公司寬城天海壓力容器有限公司2022年11月22日取得由河北省科學技術廳、河北省財政廳、國家稅務總局河北省稅務局頒發的證書號為GR202213003894的高新技術企業證書,證書有效期為三年。本年度按15%的企業所得稅優惠稅率計提企業所得稅。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

V. Taxes (Continued)

2. Tax preference (Continued)

On 2 December 2020, Beijing Tianhai Cryogenic Equipment Co., Ltd., a subsidiary of the Company, obtained a high-tech enterprise certificate with the certificate number GR202012007641 jointly issued by Beijing Municipal Science & Technology Commission, Beijing Municipal Finance Bureau, and Beijing Municipal Tax Service, State Taxation Administration. The validity of the certificate is three years. The provision for corporate income tax for the time being is based on the 15% of its preferential tax rate in current year.

On 14 November 2021, Qingdao BYTQ United Digital Intelligence Co., Ltd., a subsidiary of the Company, received a High-tech Enterprise Certificate numbered GR202137100429 from Qingdao Municipal Science and Technology Bureau, Qingdao Municipal Finance Bureau, and Qingdao Tax Service, State Taxation Administration, with a validity period of three years. The provision for corporate income tax for the time being is based on the 15% of its preferential tax rate in current year.

According to the Notice of the Ministry of Finance and the State Taxation Administration on Extending the Period of Loss Carry-over of High-tech Enterprises and Small and Medium-sized Tech Enterprises (CS [2018] No. 76), from 1 January 2018, enterprises with the qualifications of high-tech enterprises or small and medium-sized tech enterprises (hereinafter collectively referred to as qualifications) will be allowed to make up the outstanding losses incurred in the five years before the eligible year, and the maximum carry-over period will be extended from five years to ten years.

五、稅項(續)

2. 稅收優惠(續)

本公司之下屬公司北京天海低溫設備有限公司2020年12月2日取得由北京市科學技術委員會、北京市財政局、國家稅務總局北京市稅務局頒發的證書號為GR202012007641的高新技術企業證書,證書有效期為三年。本年度按15%的企業所得稅優惠稅率計提企業所得稅。

本公司之下屬公司青島北洋天青數聯智能科技有限公司2021年11月14日取得由青島市科學技術局、青島市財政局、國家稅務總局青島市稅務局頒發的證書號為GR202137100429的高新技術企業證書,證書有效期為三年。本年度按15%的企業所得稅優惠稅率計提企業所得稅。

根據《財政部國家稅務總局關於延長高新技術企業和科技型中小企業虧損結轉年限的通知》財稅[2018]76號,自2018年1月1日起,當年具備高新技術企業或科技型中小企業資格(以下統稱資格)的企業,其具備資格年度之前5個年度發生的尚未彌補完的虧損,准予結轉以後年度彌補,最長結轉年限由5年延長至10年。

VI. Notes to Main Items in Consolidated Financial Statements

Unless otherwise stated, among the following disclosed data in the financial statements, the "beginning balance" refers to the balance on 1 January 2022, the "ending balance" refers to the balance on 31 December 2022, the "current year" refers to the period from 1 January to 31 December 2022, the "previous year" refers to the period from 1 January to 31 December 2021, and the monetary unit is yuan.

1. Monetary fund

(1) Balance of cash at bank and on hand

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Cash on hand	庫存現金	132,679.87	182,714.81
Cash at bank	銀行存款	267,295,167.34	79,709,118.93
Other cash at bank and on hand	其他貨幣資金	69,200,146.03	25,884,929.98
Total	合計	336,627,993.24	105,776,763.72
Including: total amount deposited abroad	其中:存放在境外的款項總額	8,781,364.11	3,422,520.20
Deposits in financial companies	存放財務公司存款	0.00	0.00

(2) Details of limited cash at bank and on hand

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
L/C guarantee deposits	信用證保證金	22,374,406.22	3,551,143.00
Margin for bank acceptance bill	銀行承兌匯票保證金	46,822,813.02	22,000,000.00
Litigation freezing	訴訟凍結	3,625,647.23	0.00
Bond for letter of guarantee	保函保證金	2,926.79	2,908.98
Foreign exchange trading margin	外匯交易保證金	0.00	330,878.00
Total	合計	72,825,793.26	25,884,929.98

六、合併財務報表主要項目註釋

下列所披露的財務報表數據,除特別註明之外,「年初餘額」系指2022年1月1日,「年末餘額」系指2022年12月31日,「本年」系指2022年度,「上年」系指2021年度,貨幣單位為人民幣元。

1. 貨幣資金

(1) 貨幣資金餘額

Ending balance 年末餘額	Beginning balance 年初餘額
132,679.87	182,714.81
267,295,167.34	79,709,118.93
69,200,146.03	25,884,929.98
336,627,993.24	105,776,763.72
8,781,364.11	3,422,520.20
0.00	0.00

(2) 受限制的貨幣資金明細

Ending balance 年末餘額	Beginning balance 年初餘額
22,374,406.22	3,551,143.00
46,822,813.02	22,000,000.00
3,625,647.23	0.00
2,926.79	2,908.98
0.00	330,878.00
72,825,793.26	25,884,929.98

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

2. Financial assets held for trading

Item	項目	Ending fair value 年末公允價值	Beginning fair value 年初公允價值
Financial assets classified as measured at fair value and whose changes are included in current profit and loss	分類以公允價值計量且其變動計入當期損益的金融資產	0.00	30,675.01
Including: others	其中: 其他	0.00	30,675.01

3. Notes receivable

(1) Notes receivable listed by category

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Bank acceptance bill	銀行承兌匯票	8,537,056.96	0.00
Commercial acceptance bill	商業承兌匯票	66,796.56	0.00
Total	合計	8,603,853.52	0.00

(2) No notes receivable that have been pledged at the end of the year.

(3) Notes receivable which have been endorsed or discounted but not yet expired on the balance sheet date at the end of the year

2. 交易性金融資產

3. 應收票據

(1) 應收票據分類列示

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Bank acceptance bill	銀行承兌匯票	8,537,056.96	0.00
Commercial acceptance bill	商業承兌匯票	66,796.56	0.00
Total	合計	8,603,853.52	0.00

(2) 年末無已用於質押的應收票據。

(3) 年末已經背書或貼現且在資產負債表日尚未到期的應收票據

Item	項目	Derecognition amount at the end of the year 年末終止確認金額	Non-derecognition amount at the end of the year 年末未終止確認金額
Bank acceptance bill	銀行承兌匯票	54,881,301.27	0.00

(4) No notes which were converted to accounts receivable due to the drawer's failure of performance at the end of the year.

(4) 年末無因出票人未履約而將其轉應收賬款的票據。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

4. Accounts receivable

(1) Classified presentation of accounts receivable by bad debt accrual method

Category	類別	Book balance 賬面餘額		Ending balance 年末餘額 Provision for bad debts 壞賬準備		Book value 賬面價值
		Amount 金額	Proportion (%) 比例(%)	Amount 金額	Provision proportion (%) 計提比例(%)	
Provision for bad debts made on an individual basis	按單項計提壞賬準備	31,539,057.16	8.32	31,539,057.16	100.00	0.00
Provision for bad debts made by portfolio	按組合計提壞賬準備	347,397,618.28	91.68	31,745,603.02	9.14	315,652,015.26
Including: Ageing portfolio	其中: 賬齡組合	347,397,618.28	91.68	31,745,603.02	9.14	315,652,015.26
Total	合計	378,936,675.44	100.00	63,284,660.18	16.70	315,652,015.26

(Continued)

4. 應收賬款

(1) 應收賬款按壞賬計提方法分類列示

Category	類別	Book balance 賬面餘額		Beginning balance 年初餘額 Provision for bad debts 壞賬準備		Book value 賬面價值
		Amount 金額	Proportion (%) 比例(%)	Amount 金額	Provision proportion (%) 計提比例(%)	
Provision for bad debts made on an individual basis	按單項計提壞賬準備	36,408,471.66	15.45	36,408,471.66	100.00	0.00
Provision for bad debts made by portfolio	按組合計提壞賬準備	199,297,639.76	84.55	24,072,448.13	12.08	175,225,191.63
Including: Ageing portfolio	其中: 賬齡組合	199,297,639.76	84.55	24,072,448.13	12.08	175,225,191.63
Total	合計	235,706,111.42	100.00	60,480,919.79	25.66	175,225,191.63

(續表)

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

4. Accounts receivable (Continued)

(1) Classified presentation of accounts receivable by bad debt accrual method (Continued)

1) Bad debt provision of accounts receivable made individually

4. 應收賬款(續)

(1) 應收賬款按壞賬計提方法分類列示(續)

1) 按單項計提應收賬款壞賬準備

Enterprise name	名稱	Ending balance			Reasons for provision
		Accounts receivable	Provision for bad debts	Provision proportion (%)	
		應收賬款	壞賬準備	計提比例 (%)	計提理由
Tianjin Mingcheng Gas Sales Co., Ltd.	天津銘誠氣體銷售有限公司	5,073,644.29	5,073,644.29	100.00	Downgrade of credit rating of the counterparty, and significant increase in credit risk
Dayun Auto Co., Ltd.	大運汽車股份有限公司	4,452,641.17	4,452,641.17	100.00	
Sichuan Hengruifeng International Trade Co., Ltd.	四川恒瑞豐國際貿易有限公司	4,238,181.00	4,238,181.00	100.00	交易對象信用評級下降,信用風險顯著增加
Linfen Jinbaifeng New Energy Technology Co. Ltd.	臨汾市金百豐新能源科技有限公司	2,583,220.00	2,583,220.00	100.00	
Baotou Ruiming Chemical Technology Co., Ltd.	包頭市瑞明化工科技有限公司	2,395,213.90	2,395,213.90	100.00	交易對象信用評級下降,信用風險顯著增加
Lyuliang Dongsen Gas Energy Co., Ltd.	呂梁市東森燃氣能源有限公司	1,930,000.00	1,930,000.00	100.00	
Baotou Huafeng Construction and installation Engineering Co., Ltd., Jian'an Branch	包頭華峰建築安裝工程有限責任公司建安分公司	1,929,000.00	1,929,000.00	100.00	
Xingxian Jinbaifeng Gas Technology Co., Ltd.	興縣金百豐燃氣科技有限公司	1,770,000.00	1,770,000.00	100.00	
Xuzhou Xintianhai Electromechanical Equipment Co., Ltd.	徐州新天海機電設備有限公司	1,444,415.49	1,444,415.49	100.00	
Xuzhou Zhongxin Electromechanical Equipment Co., Ltd.	徐州市中信機電設備有限公司	1,301,929.77	1,301,929.77	100.00	
Zhangjiakou Xiahuyuan Jinhong Fuel Gas Co., Ltd.	張家口下花園金鴻燃氣有限公司	814,000.00	814,000.00	100.00	
Shanghai Qigao Industry & Trade Co., Ltd.	上海琦高工貿有限公司	748,726.88	748,726.88	100.00	
Guiyang Shengqing Trading Co., Ltd.	貴陽盛青貿易有限公司	613,598.66	613,598.66	100.00	
Xinjiang Jinguang Automotive Supplies Co., Ltd.	新疆金冠汽車用品有限責任公司	528,545.00	528,545.00	100.00	
Lanzhou Rongmei Industry & Trade Co., Ltd.	蘭州榮美工貿有限公司	469,941.00	469,941.00	100.00	
Zhangjiakou Jinhong Liquefied Natural Gas Co., Ltd.	張家口金鴻液化天然氣有限公司	440,000.00	440,000.00	100.00	
Zhuolu County Jinhong Fuel Gas Co., Ltd.	涿鹿縣金鴻燃氣有限公司	312,000.00	312,000.00	100.00	
Shanghai Shenlong Bus Co., Ltd.	上海申龍客車有限公司	250,000.00	250,000.00	100.00	
Ningxia Baota Energy & Chemical Industry Co., Ltd.	寧夏寶塔能源化工有限公司	100,000.00	100,000.00	100.00	
Baota Shenghua Business Group Co., Ltd.	寶塔盛華商貿集團有限公司	100,000.00	100,000.00	100.00	
Chicheng County Jinhong Fuel Gas Co., Ltd.	赤城縣金鴻燃氣有限公司	44,000.00	44,000.00	100.00	
Total	合計	31,539,057.16	31,539,057.16	-	

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued) 六、合併財務報表主要項目註釋(續)

4. Accounts receivable (Continued)

(1) Classified presentation of accounts receivable by bad debt accrual method (Continued)

1) Bad debt provision of accounts receivable made individually (Continued)

(Continued)

4. 應收賬款(續)

(1) 應收賬款按壞賬計提方法分類列示(續)

1) 按單項計提應收賬款壞賬準備(續)

(續表)

Enterprise name	名稱	Accounts receivable 應收賬款	Beginning balance 年初餘額		Reasons for provision 計提理由
			Provision for bad debts 壞賬準備	Provision proportion (%) 計提比例(%)	
Tianjin Mingcheng Gas Sales Co., Ltd.	天津銘誠氣體銷售有限公司	5,073,644.29	5,073,644.29	100.00	Downgrade of credit rating of the counterparty, and significant increase in credit risk 交易對象信用評級下降,信用風險顯著增加
Dayun Automobile Co., Ltd.	大運汽車股份有限公司	4,452,641.17	4,452,641.17	100.00	
Sichuan Hengruifeng International Trade Co., Ltd.	四川恆瑞豐國際貿易有限公司	4,238,181.00	4,238,181.00	100.00	
Shanghai Qigao Industry & Trade Co., Ltd.	上海琦高工貿有限公司	3,748,726.88	3,748,726.88	100.00	
Linfen Jinbaifeng New Energy Technology Co. Ltd.	臨汾市金百豐新能源科技有限公司	2,803,220.00	2,803,220.00	100.00	
Baotou Ruiming Chemical Technology Co., Ltd.	包頭市瑞明化工科技有限公司	2,395,213.90	2,395,213.90	100.00	
Lyuliang Dongsen Gas Energy Co., Ltd.	呂梁市東森燃氣能源有限公司	2,240,000.00	2,240,000.00	100.00	
Baotou Huafeng Construction and installation Engineering Co., Ltd., Jian'an Branch	包頭華峰建築安裝工程有限責任公司建安分公司	1,929,000.00	1,929,000.00	100.00	
Xingxian Jinbaifeng Gas Technology Co., Ltd.	興縣金百豐燃氣科技有限公司	1,770,000.00	1,770,000.00	100.00	
Xuzhou Zhongxin Electromechanical Equipment Co., Ltd.	徐州市中信機電設備有限公司	1,658,177.77	1,658,177.77	100.00	
Xuzhou Xintianhai Electromechanical Equipment Co., Ltd.	徐州新天海機電設備有限公司	1,444,415.49	1,444,415.49	100.00	
Zhangjiakou Xiahuayuan Jinhong Fuel Gas Co., Ltd.	張家口下花園金鴻燃氣有限公司	814,000.00	814,000.00	100.00	
Xinjiang Zhongzheng Chenbang Gas Co., Ltd.	新疆中正琛邦氣體有限公司	726,741.50	726,741.50	100.00	
Guiyang Shengqing Trading Co., Ltd.	貴陽盛青貿易有限公司	613,598.66	613,598.66	100.00	
Xinjiang Jinguan Automotive Supplies Co., Ltd.	新疆金冠汽車用品有限責任公司	528,545.00	528,545.00	100.00	
Lanzhou Rongmei Industry & Trade Co., Ltd.	蘭州榮美工貿有限公司	469,941.00	469,941.00	100.00	
Zhangjiakou Jinhong Liquefied Natural Gas Co., Ltd.	張家口金鴻液化天然氣有限公司	440,000.00	440,000.00	100.00	
Zhuolu County Jinhong Fuel Gas Co., Ltd.	涿鹿縣金鴻燃氣有限公司	312,000.00	312,000.00	100.00	
Baotou Xinneng Technology Co., Ltd.	包頭市鑫能科技有限責任公司	253,425.00	253,425.00	100.00	
Shanghai Shenlong Bus Co., Ltd.	上海申龍客車有限公司	250,000.00	250,000.00	100.00	
Ningxia Baota Energy & Chemical Industry Co., Ltd.	寧夏寶塔能源化工有限公司	100,000.00	100,000.00	100.00	
Baota Shenghua Business Group Co., Ltd.	寶塔盛華商貿集團有限公司	100,000.00	100,000.00	100.00	
Chicheng County Jinhong Fuel Gas Co., Ltd.	赤城縣金鴻燃氣有限公司	47,000.00	47,000.00	100.00	
Total	合計	36,408,471.66	36,408,471.66	-	

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued) 六、合併財務報表主要項目註釋(續)

4. Accounts receivable (Continued)

- (1) Classified presentation of accounts receivable by bad debt accrual method (Continued)
 2) Bad debt provision of accounts receivable made by ageing portfolio

4. 應收賬款(續)

- (1) 應收賬款按壞賬計提方法分類列示(續)
 2) 按賬齡組合計提應收賬款壞賬準備

Ageing	賬齡	Ending balance		
		Book balance 賬面餘額	Provision for bad debts 壞賬準備	Provision proportion (%) 計提比例(%)
Within 1 year	1年以內	277,297,992.49	2,462,372.72	0.89
1-2 years	1年至2年	35,245,620.99	4,988,881.67	14.15
2-3 years	2年至3年	10,731,439.87	2,668,342.99	24.86
3-4 years	3年至4年	5,670,419.80	3,222,036.16	56.82
4-5 years	4年至5年	178,282.24	130,106.59	72.98
Over 5 years	5年以上	18,273,862.89	18,273,862.89	100.00
Total	合計	347,397,618.28	31,745,603.02	-

(Continued)

(續表)

Ageing	賬齡	Book balance 賬面餘額	Beginning balance	
			Provision for bad debts 壞賬準備	Provision proportion (%) 計提比例(%)
Within 1 year	1年以內	164,865,928.61	2,654,341.45	1.61
1-2 years	1年至2年	13,505,072.55	2,418,758.50	17.91
2-3 years	2年至3年	2,206,936.19	669,363.75	30.33
3-4 years	3年至4年	176,338.15	104,162.95	59.07
4-5 years	4年至5年	1,863,513.94	1,545,971.16	82.96
Over 5 years	5年以上	16,679,850.32	16,679,850.32	100.00
Total	合計	199,297,639.76	24,072,448.13	-

(2) Accounts receivable listed by age

(2) 應收賬款按賬齡列示

Ageing	賬齡	Ending balance	
		年未餘額	Beginning balance 年初餘額
Within 1 year (including 1 year)	1年以內(含1年)	277,297,992.49	165,584,448.61
1-2 years	1-2年	35,964,140.99	13,505,072.55
2-3 years	2-3年	10,731,439.87	2,406,936.19
Over 3 years	3年以上	54,943,102.09	54,209,654.07
Including: 3-4 years	其中: 3-4年	5,870,419.80	1,421,088.15
4-5 years	4-5年	1,423,032.24	4,420,182.94
Over 5 years	5年以上	47,649,650.05	48,368,382.98
Total	合計	378,936,675.44	235,706,111.42

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued) 六、合併財務報表主要項目註釋(續)

4. Accounts receivable (Continued)

(3) Bad debt provision of accounts receivable

Category	類別	Beginning balance 年初餘額	Provision 計提	Amount changed in the current year 本年變動金額				Ending balance 年末餘額
				Increase attributable to M&A 併購增加	Recovered or transferred back 收回或轉回	Charged or written off 轉銷或核銷	Miscellaneous 其他	
Provision for bad debts of accounts receivable	應收賬款壞賬準備	60,480,919.79	462,259.95	7,196,228.27	4,869,414.50	0.00	14,666.67	63,284,660.18

Note: Others are the impacts of change in the exchange rate.

註: 其他為匯率變動影響。

(4) Withdrawal or reversal amount of provision for bad debts in the current year

(4) 本年壞賬準備收回或轉回金額

Name of debtor 債務人名稱	Reversed or collected amount 轉回或收回金額	Method 收回方式	Reasons for withdrawal or reversal 收回或轉回原因
Shanghai Qigao Industry & Trade Co., Ltd. 上海琦高工貿有限公司	3,000,000.00	Remittance 匯款	Return amount received 收到回款
Xinjiang Zhongzheng Chenbang Gas Co., Ltd. 新疆中正琛邦氣體有限公司	726,741.50	Remittance 匯款	Return amount received 收到回款
Xuzhou Zhongxin Electromechanical Equipment Co., Ltd. 徐州市中信機電設備有限公司	356,248.00	Remittance 匯款	Return amount received 收到回款
Lyuliang Dongsen Gas Energy Co., Ltd. 呂梁市東森燃氣能源有限公司	310,000.00	Remittance 匯款	Return amount received 收到回款
Baotou Xinneng Technology Co., Ltd. 包頭市鑫能科技有限責任公司	253,425.00	Remittance 匯款	Return amount received 收到回款
Linfen Jinbaifeng New Energy Technology Co. Ltd. 臨汾市金百豐新能源科技有限公司	220,000.00	Remittance 匯款	Return amount received 收到回款
Chicheng County Jinhong Fuel Gas Co., Ltd. 赤城縣金鴻燃氣有限公司	3,000.00	Remittance 匯款	Return amount received 收到回款
Total 合計	4,869,414.50	-	-

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued) 六、合併財務報表主要項目註釋(續)

4. Accounts receivable (Continued)

- (5) No accounts receivable are actually written off in the current year.
- (6) Accounts receivable with top five ending balance collected as per the borrowers

4. 應收賬款(續)

- (5) 本年無實際核銷的應收賬款。
- (6) 按欠款方歸集的年末餘額前五名的應收賬款情況

Company name	Ending balance	Ageing	Proportion in total ending balance of accounts receivable (%) 佔應收賬款年末餘額合計數的比例(%)	Ending balance of bad debt provision 壞賬準備年末餘額
單位名稱	年末餘額	賬齡		
Shenzhen Tenglong Holding Co., Ltd. 深圳騰龍控股股份有限公司	37,757,301.77	Within 1 year 一年以內	9.96	181,235.05
Qingdao AUCMA Wisdom Cold Chain Co., Ltd. 青島澳柯瑪智慧冷鏈有限公司	26,617,121.64	Within 1 year 一年以內	7.02	428,478.61
Foshan Feichi Automobile Technology Co., Ltd. 佛山市飛馳汽車科技有限公司	17,799,526.00	Within 1 year 一年以內	4.70	85,437.72
Shanghai Sunwise New Energy System Co., Ltd. 上海舜華新能源系統有限公司	17,792,780.55	Within 1 year 一年以內	4.70	85,405.35
Qingdao Lanjing Technology Co., Ltd. 青島藍鯨科技有限公司	14,464,000.00	Within 2 years 兩年以內	3.82	833,362.40
Total 合計	114,430,729.96	-	30.20	1,613,919.13

5. Receivables financing

(1) Classification

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Notes receivable	應收票據	29,790,417.72	10,465,061.76

- (2) Notes receivable which have been endorsed or discounted and within the period of date of balance sheet at the end of the year

5. 應收款項融資

(1) 應收款項融資分類

- (2) 年末已背書或貼現且資產負債表日尚未到期的應收票據

Category	種類	Derecognition amount at the end of the year 年末終止確認金額	Non-derecognition amount at the end of the year 年末未終止確認金額
Bank acceptance bill	銀行承兌匯票	100,398,375.59	0.00

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

6. Advances to suppliers

(1) Ageing of advances to suppliers

Item	項目	Ending balance		Beginning balance	
		Amount	Proportion (%)	Amount	Proportion (%)
		金額	比例(%)	金額	比例(%)
Within 1 year	1年以內	40,520,316.86	87.09	50,847,077.59	94.31
1-2 years	1年至2年	3,556,548.54	7.64	2,502,736.26	4.64
2-3 years	2年至3年	2,160,992.68	4.64	394,357.92	0.73
Over 3 years	3年以上	287,259.67	0.63	170,879.76	0.32
Total	合計	46,525,117.75	100.00	53,915,051.53	100.00

Note: The main reason for the unsettled advances to suppliers aged over one year is that the procurement has not been completed.

註: 賬齡超過一年的預付款項未結算的原因主要為尚未完成採購。

(2) Advances to suppliers with top five ending balance classified based on the prepaid parties

Company name	Ending balance	Ageing	Proportion in total ending balance of advances to suppliers (%)
單位名稱	年末餘額	賬齡	佔預付款項年末餘額合計數的比例(%)
Heilongjiang Jianlong Iron & Steel Co., Ltd. 黑龍江建龍鋼鐵有限公司	3,040,417.16	Within 1 year 1年以內	6.54
ZHONGFU Shenying CARBON FIBER Xining Co., Ltd. 中復神鷹碳纖維西寧有限公司	2,948,110.20	Within 1 year 1年以內	6.34
Hengyang Hongcheng High-Pressure Cylinder Pipe Manufacturing Co., Ltd. 衡陽鴻成高壓氣瓶管製造有限公司	2,361,349.22	Within 1 year 1年以內	5.08
Jiangsu Tianhai Special Equipment Co., Ltd. 江蘇天海特種裝備有限公司	1,647,950.28	Within 1 year 1年以內	3.54
Beijing Baosteel Northern Trading Co., Ltd. 北京寶鋼北方貿易有限公司	1,444,391.40	Within 1 year 1年以內	3.10
Total 合計	11,442,218.26	—	24.60

6. 預付款項

(1) 預付款項賬齡

(2) 按預付對象歸集的年末餘額前五名的預付款項

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

7. Other receivables

7. 其他應收款

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Interests receivable	應收利息	0.00	0.00
Dividends receivable	應收股利	0.00	0.00
Other receivables	其他應收款	4,809,858.44	9,636,026.09
Total	合計	4,809,858.44	9,636,026.09

Other receivables

(1) *Classified presentation of other receivables by bad debt accrual method*

其他應收款

(1) *其他應收款按壞賬準備計提方法分類列示*

Category	類別	Book balance 賬面餘額		Ending balance 年末餘額		Book value 賬面價值
		Amount 金額	Proportion (%) 比例(%)	Amount 金額	Provision proportion (%) 計提比例(%)	
Provision for bad debts made by portfolio	按組合計提壞賬準備	7,381,378.13	100.00	2,571,519.69	34.84	4,809,858.44
Including: Ageing portfolio	其中: 賬齡組合	7,381,378.13	100.00	2,571,519.69	34.84	4,809,858.44
Total	合計	7,381,378.13	100.00	2,571,519.69	34.84	4,809,858.44

(Continued)

(續表)

Category	類別	Book balance 賬面餘額		Beginning balance 年初餘額		Book value 賬面價值
		Amount 金額	Proportion (%) 比例(%)	Amount 金額	Provision proportion (%) 計提比例(%)	
Provision for bad debts made by portfolio	按組合計提壞賬準備	11,342,738.56	100.00	1,706,712.47	15.05	9,636,026.09
Including: Ageing portfolio	其中: 賬齡組合	11,342,738.56	100.00	1,706,712.47	15.05	9,636,026.09
Total	合計	11,342,738.56	100.00	1,706,712.47	15.05	9,636,026.09

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued) 六、合併財務報表主要項目註釋(續)

7. Other receivables (Continued)

Other receivables (Continued)

(2) Provision for bad debts of other accounts receivable accrued as per ageing portfolio

7. 其他應收款(續)

其他應收款(續)

(2) 按賬齡組合計提其他應收賬款壞賬準備

Ageing	賬齡	Other receivables 其他應收款	Ending balance 年末餘額 Provision for bad debts 壞賬準備	Provision proportion (%) 計提比例(%)
Within 1 year	1年以內	1,920,989.88	21,942.75	1.14
1-2 years	1-2年	1,542,190.73	145,180.30	9.41
2-3 years	2-3年	1,012,324.50	151,887.02	15.00
3-4 years	3-4年	993,910.97	437,368.48	44.00
4-5 years	4-5年	203,704.83	106,883.92	52.47
Over 5 years	5年以上	1,708,257.22	1,708,257.22	100.00
Total	合計	7,381,378.13	2,571,519.69	-

(Continued)

(續表)

Ageing	賬齡	Other receivables 其他應收款	Beginning balance 年初餘額 Provision for bad debts 壞賬準備	Provision proportion (%) 計提比例(%)
Within 1 year	1年以內	6,816,843.57	57,261.48	0.84
1-2 years	1-2年	1,469,979.59	43,952.39	2.99
2-3 years	2-3年	1,299,795.35	78,377.66	6.03
3-4 years	3-4年	195,460.00	20,796.94	10.64
4-5 years	4-5年	81,500.00	27,163.95	33.33
Over 5 years	5年以上	1,479,160.05	1,479,160.05	100.00
Total	合計	11,342,738.56	1,706,712.47	-

(3) Classification of other receivables by nature

(3) 其他應收款按款項性質分類

Nature	款項性質	Ending balance 年末餘額	Beginning balance 年初餘額
Deposit, security, etc.	押金、保證金等	2,414,540.14	3,557,895.84
Reserve	備用金	2,317,006.63	1,750,310.76
Advances to suppliers more than five years	5年以上預付賬款	1,573,939.71	1,426,910.09
Transactions	往來款	1,075,891.65	4,607,621.87
Total	合計	7,381,378.13	11,342,738.56

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

六、合併財務報表主要項目註釋(續)

7. Other receivables (Continued)

Other receivables (Continued)

(4) Provision for bad debts of other receivables

7. 其他應收款(續)

其他應收款(續)

(4) 其他應收款壞賬準備計提情況

Provision for bad debts	壞賬準備	Stage I	Stage II	Stage III	Total
		第一階段	第二階段	第三階段	
		Expected credit losses for the next 12 months	Expected credit loss within the whole duration (no credit impairment occurs)	Expected credit loss within the whole duration (credit impairment has occurred)	
		未來12個月預期信用損失	整個存續期預期信用損失(未發生信用減值)	整個存續期預期信用損失(已發生信用減值)	合計
Balance on 1 January 2022	2022年1月1日餘額	0.00	1,706,712.47	0.00	1,706,712.47
Book balance of other receivables on 1 January 2022 in the current year	2022年1月1日其他應收款賬面餘額				
– Be transferred to Stage II	– 轉入第二階段	0.00	0.00	0.00	0.00
– Be transferred to Stage III	– 轉入第三階段	0.00	0.00	0.00	0.00
– Be transferred back to Stage II	– 轉回第二階段	0.00	0.00	0.00	0.00
– Be transferred back to Stage I	– 轉回第一階段	0.00	0.00	0.00	0.00
Provision in the current year	本年計提	0.00	812,458.87	0.00	812,458.87
Reversal in the current year	本年轉回	0.00	0.00	0.00	0.00
Write-off in the current year	本年轉銷	0.00	0.00	0.00	0.00
Amount written off in the current year	本年核銷	0.00	0.00	0.00	0.00
Other changes	其他變動	0.00	52,348.35	0.00	52,348.35
Balance as at 31 December 2022	2022年12月31日餘額	0.00	2,571,519.69	0.00	2,571,519.69

(5) Other receivables listed as per ageing

(5) 其他應收款按賬齡列示

Ageing	賬齡	Ending balance 年末餘額	Beginning balance 年初餘額
Within 1 year (including 1 year)	1年以內(含1年)	1,920,989.88	6,816,843.57
1-2 years	1-2年	1,542,190.73	1,469,979.59
2-3 years	2-3年	1,012,324.50	1,299,795.35
Over 3 years	3年以上	2,905,873.02	1,756,120.05
Including: 3-4 years	其中: 3-4年	993,910.97	195,460.00
4-5 years	4-5年	203,704.83	81,500.00
Over 5 years	5年以上	1,708,257.22	1,479,160.05
Total	合計	7,381,378.13	11,342,738.56

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued) 六、合併財務報表主要項目註釋(續)

7. Other receivables (Continued)

Other receivables (Continued)

(6) Other receivables – bad debt provision

7. 其他應收款(續)

其他應收款(續)

(6) 其他應收款壞賬準備情況

Category	類別	Beginning balance 年初餘額	Provision 計提	Amount changed in the current year 本年變動金額			Ending balance 年末餘額
				Increase attributable to M&A 併購增加	Recovered or transferred back 收回或轉回	Charged or written off 轉銷或核銷	
Bad debt provision of other receivables	其他應收款壞賬準備	1,706,712.47	812,458.87	52,348.35	0.00	0.00	2,571,519.69

(7) No other receivables actually written off in this year.

(7) 本年度無實際核銷的其他應收款。

(8) Other receivables of top five borrowers by ending balance

(8) 按欠款方歸集的年末餘額前五名的其他應收款情況

Company name	Nature	Ending balance	Ageing	Proportion in total ending balance of other receivables (%) 佔其他應收款年末餘額合計數的比例(%)	Ending balance of bad debt provision
單位名稱	款項性質	年末餘額	賬齡		壞賬準備年末餘額
ShanXi Jinneng Mobile Energy Co., Ltd. 山西金能移動能源有限公司	Security 保證金	655,180.00	2-4 years 2-4年	8.88	211,511.04
Baotou Steel Union Sales Co., Ltd. 包鋼鋼聯銷售有限公司	Advances to suppliers more than 5 years 5年以上預付款	400,648.84	Over 5 years 5年以上	5.43	400,648.84
Taiyuan Heavy Industry Co., Ltd. 太原重工股份有限公司	Advances to suppliers more than 5 years 5年以上預付款	350,000.00	Over 5 years 5年以上	4.74	350,000.00
Qingdao Hisense Hitachi Air-conditioning Systems Co., Ltd. 青島海信日立空調系統有限公司	Security 保證金	330,000.00	1-2 years 1-2年	4.47	9,881.25
Xu Jiangying 徐江英	Reserve 備用金	250,000.00	1-2 years 1-2年	3.39	28,750.00
Total 合計		-		26.91	1,000,791.13

(9) No other receivables involved with government subsidy in current year.

(9) 本年無涉及政府補助的其他應收款。

(10) No other receivables derecognized due to the transfer of financial assets in current year.

(10) 本年無因金融資產轉移而終止確認的其他應收款。

(11) No assets and liabilities formed by transfer of other receivables and continuous involvement in the current year.

(11) 本年無轉移其他應收款且繼續涉入形成的資產、負債金額。

(12) The Company has no employee borrowings receivable at the end of the year.

(12) 本年末無應收員工借款。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

8. Inventories

(1) Category of inventories

Item	項目	Ending balance 年末餘額		Book value 賬面價值
		Book balance 賬面餘額	Provision for price declining of inventories 存貨跌價準備	
Raw materials	原材料	86,915,857.52	9,463,588.60	77,452,268.92
Goods in process	在產品	162,420,940.74	31,452,575.33	130,968,365.41
Goods on hand	庫存商品	106,029,535.48	8,362,633.06	97,666,902.42
Goods in transit	發出商品	4,710,908.69	0.00	4,710,908.69
Total	合計	360,077,242.43	49,278,796.99	310,798,445.44

(Continued)

(續表)

Item	項目	Beginning balance 年初餘額		Book value 賬面價值
		Book balance 賬面餘額	Provision for price declining of inventories 存貨跌價準備	
Raw materials	原材料	102,276,804.53	5,784,489.09	96,492,315.44
Goods in process	在產品	101,989,551.00	27,357,090.79	74,632,460.21
Goods on hand	庫存商品	156,027,066.06	12,229,535.68	143,797,530.38
Goods in transit	發出商品	9,771,880.78	0.00	9,771,880.78
Total	合計	370,065,302.37	45,371,115.56	324,694,186.81

(2) Provision for price declining of inventories

Item	項目	Beginning balance 年初餘額	Increase in the current year 本年增加		Decrease in the current year 本年減少		Ending balance 年末餘額
			Provision 計提	Miscellaneous 其他	Written-off 轉銷	Miscellaneous 其他	
Raw materials	原材料	5,784,489.09	4,677,653.29	0.00	998,553.78	0.00	9,463,588.60
Goods in process	在產品	27,357,090.79	10,035,430.77	0.00	5,939,946.23	0.00	31,452,575.33
Goods on hand	庫存商品	12,229,535.68	4,818,257.03	0.00	8,685,159.65	0.00	8,362,633.06
Total	合計	45,371,115.56	19,531,341.09	0.00	15,623,659.66	0.00	49,278,796.99

(2) 存貨跌價準備

(3) The ending balance of inventories has no capitalized borrowing costs included in the current year.

(3) 本年存貨年末餘額無含有借款費用資本化金額。

(4) No contract performance costs in the current year.

(4) 本年無合同履約成本。

(5) Refer to Note "IV.15 Inventories" for the provision method of inventory falling price reserves.

(5) 存貨跌價準備的計提方法詳見本附註「四、15存貨」相關內容。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

9. Other current assets

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Value-added tax retained	留抵增值稅	8,850,656.79	26,956,300.86
Prepaid enterprise income tax	預繳企業所得稅	1,207,698.27	251,871.25
VAT not deducted	未抵扣增值稅	162,661.39	178,690.04
Total	合計	10,221,016.45	27,386,862.15

9. 其他流動資產

10. Long-term equity investment

(1) Classification of long-term equity investments

Item	項目	Beginning balance 年初餘額	Increase in the current year 本年增加	Decrease in the current year 本年減少	Ending balance 年末餘額
Investments in joint ventures	對合營企業投資	11,298,117.96	8,482,734.67	19,780,852.63	0.00
Investment in associates	對聯營企業投資	68,649,365.80	15,476,705.21	297,877.25	83,828,193.76
Subtotal	小計	79,947,483.76	23,959,439.88	20,078,729.88	83,828,193.76
Less: impairment provision of long-term equity investments	減: 長期股權投資 減值準備	0.00	0.00	0.00	0.00
Total	合計	79,947,483.76	23,959,439.88	20,078,729.88	83,828,193.76

10. 長期股權投資

(1) 長期股權投資的分類

(2) Details of long-term equity investment

(2) 長期股權投資的明細

Investees	被投資單位	Beginning balance (Book value) 年初餘額 (賬面價值)	Increase and decrease for the current year 本年增減變動							Ending balance (Book value) 年末餘額 (賬面價值)	Ending balance of impairment provision 減值準備 年末餘額	
			Increase in investment	Reduce investment	Investment profit or loss recognized by equity method 權益法下確認 的投資損益	Other comprehensive income adjustments	Other changes in equity	Declaring cash dividends or profits 宣告發放現金 股利或利潤	Accrual of provision for impairment			Miscellaneous
I. Joint ventures	一、合營企業											
Beijing Jingcheng Haitong Technology Culture Development Co., Ltd.	北京京城海通科技文化發展 有限公司	11,298,117.96	0.00	0.00	8,482,734.67	0.00	0.00	0.00	0.00	-19,780,852.63	0.00	0.00
II. Associates	二、聯營企業											
Jiangsu Tianhai Special Equipment Co., Ltd.	江蘇天海特種裝備有限公司	39,423,860.42	0.00	0.00	11,054,494.43	0.00	0.00	0.00	0.00	0.00	50,478,354.85	0.00
Beijing Bolken Energy Technology Inc.	北京伯肯聯能科技股份有限 公司	19,163,116.44	0.00	0.00	1,344,675.83	-6,087.45	3,305,596.28	297,877.25	0.00	0.00	23,509,423.85	0.00
Beijing Zhichuang (Beijing) New Energy Automobile Technology Co., Ltd.	北清智創(北京)新能源汽車 科技有限公司	10,062,388.94	0.00	0.00	-221,973.88	0.00	0.00	0.00	0.00	0.00	9,840,415.06	0.00
Total	合計	79,947,483.76	0.00	0.00	20,659,931.05	-6,087.45	3,305,596.28	297,877.25	0.00	-19,780,852.63	83,828,193.76	0.00

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued) 六、合併財務報表主要項目註釋(續)

10. Long-term equity investment (Continued)

(2) Details of long-term equity investment (Continued)

Notes.: At the 8th meeting of the 10th Board of Directors of the Company held on 28 April 2022 and its 2021 Annual General Meeting of Shareholders on 9 June 2022, the *Proposal on the Beijing Tianhai Industry Co., Ltd.'s acquisition of 2% Equity Interest of Beijing Jingcheng Haitong Technology and Culture Development Co., Ltd. Held by Beijing Neutron Leasing Co., Ltd.* was deliberated and approved, under which the Company consented to the acquisition by Beijing Tianhai Industry Co., Ltd. ("BTIC"), a subsidiary of the Company, of 2% equity interest of Beijing Jingcheng Haitong Technology and Culture Development Co., Ltd. ("Jingcheng Haitong") held by Beijing Neutron Leasing Co., Ltd. ("Beijing Neutron") at a price of RMB461,732 yuan. After the transaction, the registered capital of Jingcheng Haitong is still 80 million yuan, and the contribution and equity ratio of shareholders of both parties are changed to: BTIC contributes 40.8 million yuan, with an equity ratio of 51%, and Beijing Neutron contributes 39.2 million yuan, with an equity ratio of 49%. Jingcheng Haitong has completed the industrial and commercial change registration procedures such as change of capital contribution and the equity ratio of shareholders and filing the Articles of Association on 4 July 2022, and obtained a new business license. On the same day, both parties completed the delivery of assets, and BTIC obtained the controlling interest of Jingcheng Haitong and incorporated it into the consolidation scope of the Company.

(3) Analysis of long-term equity investments

Item	項目	Ending balance 年末金額	Beginning balance 年初金額
Listed	上市	-	-
China's mainland	中國大陸	23,509,423.85	19,163,116.44
Hong Kong, China	中國香港	0.00	0.00
Other regions	其他地區	0.00	0.00
Subtotal	小計	23,509,423.85	19,163,116.44
Unlisted	非上市	60,318,769.91	60,784,367.32
Total	合計	83,828,193.76	79,947,483.76

10. 長期股權投資(續)

(2) 長期股權投資的明細(續)

註：本公司分別於2022年4月28日召開第十屆董事會第八次會議、2022年6月9日召開2021年年度股東大會，審議通過《關於北京天海工業有限公司收購北京能通租賃公司持有的北京京城海通科技文化發展有限公司2%股權項目的議案》，同意本公司之子公司北京天海收購北京能通租賃公司(以下簡稱北京能通)持有的北京京城海通科技文化發展有限公司(以下簡稱京城海通)2%股權，轉讓價款為人民幣46.1732萬元。本次交易完成後，京城海通註冊資本仍為人民幣8,000萬元，雙方股東出資額和股權比例變更為：北京天海出資人民幣4,080萬元，持股51%，北京能通出資人民幣3,920萬元，持股49%。京城海通已於2022年7月4日完成變更股東出資額和股權比例及備案《公司章程》等工商變更登記手續，取得新的營業執照。同日，雙方完成資產交割，北京天海取得京城海通的控股權，納入本公司的合併範圍。

(3) 長期股權投資的分析

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

六、合併財務報表主要項目註釋(續)

11. Fixed assets

11. 固定資產

Item	項目	Ending book value 年末賬面價值	Beginning book value 年初賬面價值
Fixed assets	固定資產	594,584,383.38	618,317,885.27
Disposal of fixed assets	固定資產清理	0.00	0.00
Total	合計	594,584,383.38	618,317,885.27

Fixed assets

(1) Details of fixed assets

固定資產

(1) 固定資產情況

Item	項目	Plant and buildings 房屋建築物	Machinery 機器設備	Transportation equipment 運輸設備	Office equipment 辦公設備	Electrical equipment 電氣設備	Total 合計
I. Book value	一、賬面原值						
1. Beginning balance	1. 年初餘額	483,512,550.60	669,565,257.23	16,587,109.64	10,424,126.63	5,821,977.85	1,185,911,021.95
2. Increase in the current year	2. 本年增加金額	2,868,544.43	18,955,273.04	3,281,750.06	1,994,980.55	8,730,893.95	35,831,442.03
(1) Purchase	(1) 購置	0.00	590,953.56	814,010.29	537,570.91	0.00	1,942,534.76
(2) Transfer from construction in progress	(2) 在建工程轉入	2,868,544.43	14,414,055.99	220,265.48	461,693.89	8,730,893.95	26,695,453.74
(3) Increase due to business combination	(3) 企業合併增加	0.00	3,950,263.49	2,247,474.29	968,927.68	0.00	7,166,665.46
(4) Effect of foreign currency translation	(4) 外幣折算影響	0.00	0.00	0.00	26,788.07	0.00	26,788.07
3. Decrease in the current year	3. 本年減少金額	0.00	2,273,983.19	1,474,431.94	817,992.87	0.00	4,566,408.00
Disposal or scrapping	處置或報廢	0.00	2,273,983.19	1,474,431.94	817,992.87	0.00	4,566,408.00
4. Ending balance	4. 年末餘額	486,381,095.03	686,246,547.08	18,394,427.76	11,601,114.31	14,552,871.80	1,217,176,055.98
II. Cumulative depreciation	二、累計折舊						
1. Beginning balance	1. 年初餘額	111,331,286.43	417,073,554.17	10,845,483.10	6,917,398.92	2,940,587.12	549,108,309.74
2. Increase in the current year	2. 本年增加金額	11,367,771.42	42,814,208.16	2,961,179.05	1,579,364.63	633,205.55	59,355,728.81
(1) Provision	(1) 計提	11,367,771.42	41,609,457.06	1,434,494.46	767,038.92	633,205.55	55,811,967.41
(2) Increase due to business combination	(2) 企業合併增加	0.00	1,204,751.10	1,526,684.59	785,537.64	0.00	3,516,973.33
(3) Effect of foreign currency translation	(3) 外幣折算影響	0.00	0.00	0.00	26,788.07	0.00	26,788.07
3. Decrease in the current year	3. 本年減少金額	0.00	2,046,770.02	1,326,988.73	736,193.56	0.00	4,109,952.31
Disposal or scrapping	處置或報廢	0.00	2,046,770.02	1,326,988.73	736,193.56	0.00	4,109,952.31
4. Ending balance	4. 年末餘額	122,699,057.85	457,840,992.31	12,479,673.42	7,760,569.99	3,573,792.67	604,354,086.24
III. Provision for impairment	三、減值準備						
1. Beginning balance	1. 年初餘額	0.00	17,884,460.64	194,073.82	286,144.82	120,147.66	18,484,826.94
2. Increase in the current year	2. 本年增加金額	0.00	0.00	0.00	0.00	0.00	0.00
3. Decrease in the current year	3. 本年減少金額	0.00	161,426.12	6,725.34	79,089.12	0.00	247,240.58
4. Ending balance	4. 年末餘額	0.00	17,723,034.52	187,348.48	207,055.70	120,147.66	18,237,586.36
IV. Book value	四、賬面價值						
1. Ending book value	1. 年末賬面價值	363,682,037.18	210,682,520.25	5,727,405.86	3,633,488.62	10,858,931.47	594,584,383.38
2. Beginning book value	2. 年初賬面價值	372,181,264.17	234,607,242.42	5,547,552.72	3,220,582.89	2,761,243.07	618,317,885.27

(2) The Group has no temporary idle fixed asset.

(2) 本集團無暫時閒置的固定資產。

(3) The Group has no fixed assets rented out by operating lease at the end of the year.

(3) 本集團年末無通過經營租賃租出的固定資產。

(4) The Group has no fixed assets for which the certificate of title has not been handled at the end of the year.

(4) 本集團無未辦妥產權證書的固定資產。

(5) The gain from sales of fixed assets in the current year is 324,288.25 yuan.

(5) 本年出售固定資產的利得為324,288.25元。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued) 六、合併財務報表主要項目註釋(續)

11. Fixed assets (Continued)

(6) Analysis of plant & buildings based on location and service life:

Item	項目	Ending balance 年末金額	Beginning balance 年初金額
Within China	位於中國境內	363,682,037.18	372,181,264.17
Long-term (more than 50 years)	長期(50年以上)	0.00	0.00
Mid-term (10-50 years)	中期(10-50年)	363,682,037.18	372,181,264.17
Short-term (within 10 years)	短期(10年以內)	0.00	0.00
Outside China	位於中國境外	0.00	0.00
Long-term (more than 50 years)	長期(50年以上)	0.00	0.00
Mid-term (10-50 years)	中期(10-50年)	0.00	0.00
Short-term (within 10 years)	短期(10年以內)	0.00	0.00
Total	合計	363,682,037.18	372,181,264.17

11. 固定資產(續)

(6) 房屋建築物按所在地區及年限分析如下:

12. Projects under construction

Item	項目	Ending balance 年末金額	Beginning balance 年初金額
Projects under construction	在建工程	59,457,140.18	38,592,075.56
Engineering materials	工程物資	0.00	0.00
Total	合計	59,457,140.18	38,592,075.56

12. 在建工程

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

12. Projects under construction (Continued)

Details of construction in progress

12. 在建工程(續)

在建工程情況

Item	項目	Ending balance		Book value
		Book balance	Provision for	
		賬面餘額	Impairment	賬面價值
			減值準備	
Project 1	在建工程1	24,240,935.69	0.00	24,240,935.69
Project 2	在建工程2	20,934,638.03	0.00	20,934,638.03
Project 3	在建工程3	7,805,796.25	0.00	7,805,796.25
Project 4	在建工程4	6,475,770.21	0.00	6,475,770.21
Total	合計	59,457,140.18	0.00	59,457,140.18

(Continued)

(續表)

Item	項目	Beginning balance		Book value
		Book balance	Provision for	
		賬面餘額	Impairment	賬面價值
			減值準備	
Project 1	在建工程1	16,091,184.82	0.00	16,091,184.82
Project 5	在建工程5	7,862,432.78	0.00	7,862,432.78
Project 2	在建工程2	4,476,937.15	0.00	4,476,937.15
Project 3	在建工程3	7,757,552.00	0.00	7,757,552.00
Project 4	在建工程4	2,131,454.78	0.00	2,131,454.78
Project 6	在建工程6	234,672.43	0.00	234,672.43
Project 7	在建工程7	37,841.60	0.00	37,841.60
Total	合計	38,592,075.56	0.00	38,592,075.56

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

六、合併財務報表主要項目註釋(續)

12. Projects under construction (Continued)

Changes of major construction in progress in the current year

12. 在建工程(續)

重要在建工程項目本年變動情況

Project name	工程名稱	Beginning balance 年初餘額	Increase in the current year 本年增加	Decrease in the current year 本年減少		Ending balance 年末餘額
				Transferred to fixed assets 轉入固定資產	Other decreases 其他減少	
Project 5	在建工程5	7,862,432.78	0.00	7,862,432.78	0.00	0.00
Project 2	在建工程2	4,476,937.15	16,457,700.88	0.00	0.00	20,934,638.03
Project 3	在建工程3	7,757,552.00	48,244.25	0.00	0.00	7,805,796.25
Project 4	在建工程4	2,131,454.78	4,344,315.43	0.00	0.00	6,475,770.21
Total	合計	22,228,376.71	20,850,260.56	7,862,432.78	0.00	35,216,204.49

(Continued)

(續表)

Project name	Budget (10,000 yuan)	Ratio of accumulative investment to budget (%) 工程累計投入佔預算比例(%)	Construction progress 工程進度	Accumulated amount of capitalized interest 利息資本化累計金額	Including: Amount of capitalized interest in current year 其中:本年利息資本化金額	Capitalization rate of interest in current year (%) 本年利息資本化率(%)	Source of funds 資金來源
Project 5	5,200.00	109.01	100.00	0.00	0.00	-	Self-raised/raised funds 自籌/募集資金
在建工程5							
Project 2	4,900.00	71.23	60.00	0.00	0.00	-	Self-raised/State-allocated funds 自籌/募集資金
在建工程2							
Project 3	978.00	79.26	90.00	0.00	0.00	-	Self-raised/State-allocated funds 自籌/募集資金
在建工程3							
Project 4	960.00	56.54	92.38	0.00	0.00	-	Self-raised/State-allocated funds 自籌/募集資金
在建工程4							
Total 合計	12,038.00	-	-	-	-	-	-

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

六、合併財務報表主要項目註釋(續)

13. Right-of-use assets

13. 使用權資產

Item	項目	Houses and buildings 房屋建築物
I. Book value	一、賬面原值	
1. Beginning balance	1. 年初餘額	0.00
2. Increase in the current year	2. 本年增加金額	256,095,256.83
(1) Rented	(1) 租入	2,497,942.71
(2) Increase due to business combination	(2) 企業合併增加	253,597,314.12
3. Decrease in the current year	3. 本年減少金額	0.00
4. Ending balance	4. 年末餘額	256,095,256.83
II. Cumulative depreciation	二、累計折舊	
1. Beginning balance	1. 年初餘額	0.00
2. Increase in the current year	2. 本年增加金額	35,577,188.67
(1) Provision	(1) 計提	9,001,631.86
(2) Increase due to business combination	(2) 企業合併增加	26,575,556.81
3. Decrease in the current year	3. 本年減少金額	0.00
4. Ending balance	4. 年末餘額	35,577,188.67
III. Provision for impairment	三、減值準備	
1. Beginning balance	1. 年初餘額	0.00
2. Increase in the current year	2. 本年增加金額	0.00
(1) Provision	(1) 計提	0.00
(2) Increase due to business combination	(2) 企業合併增加	0.00
3. Decrease in the current year	3. 本年減少金額	0.00
4. Ending balance	4. 年末餘額	0.00
IV. Book value	四、賬面價值	
1. Ending book value	1. 年末賬面價值	220,518,068.16
2. Beginning book value	2. 年初賬面價值	0.00

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

14. Intangible assets

(1) List of intangible assets

Item	項目	Land use right 土地使用權	Patent rights 專利權	Soft 軟件	Trademark right 商標權	Total 合計
I. Book value	一、賬面原值					
1. Beginning balance	1. 年初餘額	145,164,762.08	11,707,050.00	5,680,865.75	0.00	162,552,677.83
2. Increase in the current year	2. 本年增加金額	28,058,589.98	96,000.00	17,214,167.11	34,024,963.16	79,393,720.25
(1) Purchase	(1) 購置	28,058,589.98	0.00	1,064,442.97	0.00	29,123,032.95
(2) Increase due to business combination	(2) 企業合併增加	0.00	96,000.00	16,149,724.14	34,024,963.16	50,270,687.30
3. Decrease in the current year	3. 本年減少金額	0.00	0.00	0.00	0.00	0.00
4. Ending balance	4. 年末餘額	173,223,352.06	11,803,050.00	22,895,032.86	34,024,963.16	241,946,398.08
II. Cumulative amortization	二、累計攤銷					
1. Beginning balance	1. 年初餘額	27,672,118.29	11,707,050.00	3,136,393.86	0.00	42,515,562.15
2. Increase in the current year	2. 本年增加金額	3,082,187.35	77,600.97	2,193,597.13	1,699,143.10	7,052,528.55
(1) Provision	(1) 計提	3,082,187.35	4,960.07	2,130,036.96	1,699,143.10	6,916,327.48
(2) Increase due to business combination	(2) 企業合併增加	0.00	72,640.90	63,560.17	0.00	136,201.07
3. Decrease in the current year	3. 本年減少金額	0.00	0.00	0.00	0.00	0.00
4. Ending balance	4. 年末餘額	30,754,305.64	11,784,650.97	5,329,990.99	1,699,143.10	49,568,090.70
III. Provision for impairment	三、減值準備					
1. Beginning balance	1. 年初餘額	0.00	0.00	0.00	0.00	0.00
2. Increase in the current year	2. 本年增加金額	0.00	0.00	0.00	0.00	0.00
3. Decrease in the current year	3. 本年減少金額	0.00	0.00	0.00	0.00	0.00
4. Ending balance	4. 年末餘額	0.00	0.00	0.00	0.00	0.00
IV. Book value	四、賬面價值					
1. Ending book value	1. 年末賬面價值	142,469,046.42	18,399.03	17,565,041.87	32,325,820.06	192,378,307.38
2. Beginning book value	2. 年初賬面價值	117,492,643.79	0.00	2,544,471.89	0.00	120,037,115.68

(2) No intangible assets formed through internal R&D in the Company at the end of the year.

(2) 年末無通過公司內部研發形成的無形資產。

(3) No land use right for a property for which certificate of title has not been handled at the end of the year.

(3) 年末無未辦妥產權證書的土地使用權。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

六、合併財務報表主要項目註釋(續)

14. Intangible assets (Continued)

(4) Analysis of land use right based on location and service life:

14. 無形資產(續)

(4) 土地使用權按所在地區及年限分析如下:

Item	項目	Ending balance 年末金額	Beginning balance 年初金額
Within China	位於中國境內	142,469,046.42	117,492,643.79
Long-term (more than 50 years)	長期(50年以上)	0.00	0.00
Mid-term (10-50 years)	中期(10-50年)	142,469,046.42	117,492,643.79
Short-term (within 10 years)	短期(10年以內)	0.00	0.00
Outside China	位於中國境外	0.00	0.00
Long-term (more than 50 years)	長期(50年以上)	0.00	0.00
Mid-term (10-50 years)	中期(10-50年)	0.00	0.00
Short-term (within 10 years)	短期(10年以內)	0.00	0.00
Total	合計	142,469,046.42	117,492,643.79

15. Goodwill

(1) Original value of goodwill

15. 商譽

(1) 商譽原值

Name of investee	被投資單位名稱	Beginning balance 年初餘額	Increase in the current year 本年增加		Decrease in the current year 本年減少		Ending balance 年末餘額
			Formed by business combination 企業合併形成的	Miscellaneous 其他	Disposal 處置	Miscellaneous 其他	
BTIC AMERICA CORPORATION	天海美洲公司	6,562,344.06	0.00	0.00	0.00	0.00	6,562,344.06
Qingdao BYTQ United Digital Intelligence Co., Ltd.	青島北洋天青數聯智能有限公司	0.00	168,996,039.10	0.00	0.00	0.00	168,996,039.10
Total	合計	6,562,344.06	168,996,039.10	0.00	0.00	0.00	175,558,383.16

Note: On 24 June 2022, the Company acquired 80% of the equity of Qingdao BYTQ United Digital Intelligence Co., Ltd., and paid the consideration of 307,200,000.00 yuan. On the acquisition date, the amount of 168,996,039.10 yuan by which the cost to obtain the aforementioned equity was greater than the shares of the fair value of identifiable net assets of Qingdao BYTQ United Digital Intelligence Co., Ltd. calculated on the basis of the shareholding ratio was recognized as goodwill.

註: 2022年6月24日,本公司取得青島北洋天青數聯智能有限公司80%的股權,支付對價307,200,000.00元。購買日,取得上述股權的成本大於按持股比例計算的青島北洋天青數聯智能有限公司可辨認淨資產公允價值的份額168,996,039.10元確認為商譽。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

六、合併財務報表主要項目註釋(續)

15. Goodwill (Continued)

(2) Provision for impairment of goodwill

Name of investee	被投資單位名稱	Beginning balance 年初餘額	Increase in the current year 本年增加		Decrease in the current year 本年減少		Ending balance 年末餘額
			Provision 計提	Miscellaneous 其他	Disposal 處置	Miscellaneous 其他	
BTIC AMERICA CORPORATION	天海美洲公司	6,562,344.06	0.00	0.00	0.00	0.00	6,562,344.06
Qingdao BYTQ United Digital Intelligence Co., Ltd.	青島北洋天青數聯智能有限公司	0.00	0.00	0.00	0.00	0.00	0.00
Total	合計	6,562,344.06	0.00	0.00	0.00	0.00	6,562,344.06

This year, the Company engaged Beijing Zhongtonghua Assets Appraisal Co., Ltd. for the appraisal of the recoverable amount of BYTQ's asset group, including goodwill, as of 31 December 2022, which issued the Assets Appraisal Report (ZTH [2023] No. 050581) on 30 March 2023. The present value of the estimated future cash flows of the asset group related to goodwill was used to estimate the recoverable amount.

本年本公司聘請北京中同華資產評估有限公司對包含商譽的青島北洋天青數聯智能有限公司資產組於2022年12月31日的可回收金額進行了評估,並於2023年3月30日出具了「中同華評報字2023第050581號」資產評估報告。在預計可回收金額時,採用了與商譽有關資產組的預計未來現金流量的現值計算。

Long-term assets were considered as an asset group for impairment assessment. Based on the past performance and future operation expectations of the asset group, the fair value of the asset group was calculated by discounting future pre-tax cash flows of the asset group at the pre-tax weighted average capital cost.

價值測試時將長期資產做為一個資產組,根據資產組的過往表現及未來經營的預期,對資產組未來稅前現金流量做出估計,並按照稅前加權平均資本成本進行折現,計算資產組的公允價值。

The appraisal did not show any indication of impairment of goodwill in the asset group of BYTQ.

經評估,青島北洋天青數聯智能有限公司的資產組未發現商譽存在減值跡象。

16. Long-term deferred expenses

16. 長期待攤費用

Item	項目	Beginning balance 年初餘額	Increase in the current year 本年增加	Amortization in the current year 本年攤銷	Other decreases in the current year 本年其他減少	Ending balance 年末餘額
Fit-out of the Premises	房屋裝修	134,263.01	14,100,389.90	709,241.29	0.00	13,525,411.62
Total	合計	4,372,745.88	14,100,389.90	1,850,662.33	0.00	16,622,473.45

Note: The increase in building fit-out costs for the current year included an increase of 12,569,715.92 yuan attributable to business combinations.

註: 房屋裝修本年增加包含企業合併增加12,569,715.92元。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

17. Deferred income tax assets and deferred income tax liabilities

(1) Deferred income tax assets not offset

Item	項目	Ending balance 年末餘額		Beginning balance 年初餘額	
		Deductible temporary difference 可抵扣暫時性差異	Deferred income tax assets 遞延所得稅資產	Deductible temporary difference 可抵扣暫時性差異	Deferred income tax assets 遞延所得稅資產
Provision for asset impairment	資產減值準備	10,235,821.99	1,764,413.44	30,688.80	7,672.20
Depreciation life difference	折舊年限差異	20,462.67	4,297.16	209,335.48	43,960.45
Operating lease	經營租賃	15,875,168.28	3,950,555.55	0.00	0.00
Provision	預計負債	2,244,542.73	336,681.41	0.00	0.00
Deductible loss	可彌補虧損	9,138,609.27	2,284,652.32	0.00	0.00
Total	合計	37,514,604.94	8,340,599.88	240,024.28	51,632.65

(2) Deferred income tax liabilities not offset

Item	項目	Ending balance 年末餘額		Beginning balance 年初餘額	
		Taxable temporary difference 應納稅暫時性差異	Deferred income tax liabilities 遞延所得稅負債	Taxable temporary difference 應納稅暫時性差異	Deferred income tax liabilities 遞延所得稅負債
Increase in the value of inventories	存貨增值	949,102.00	142,365.30	0.00	0.00
Increase in the appraised value of other assets	其他資產評估增值	47,421,784.73	7,113,267.71	0.00	0.00
Total	合計	48,370,886.73	7,255,633.01	0.00	0.00

六、合併財務報表主要項目註釋(續)

17. 遞延所得稅資產和遞延所得稅負債

(1) 未經抵銷的遞延所得稅資產

(2) 未經抵銷的遞延所得稅負債

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

六、合併財務報表主要項目註釋(續)

17. Deferred income tax assets and deferred income tax liabilities (Continued)

17. 遞延所得稅資產和遞延所得稅負債(續)

(3) List of unrecognized deferred income tax assets

(3) 未確認遞延所得稅資產明細

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Deductible temporary difference	可抵扣暫時性差異	-	-
Deductible losses	可抵扣虧損	375,404,995.47	311,341,409.51
Provision for asset impairment	資產減值準備	129,699,085.29	132,575,230.02
Provision	預計負債	5,775,589.23	5,794,470.12
Total	合計	510,879,669.99	449,711,109.65

(4) Deductible loss of unrecognized deferred income tax assets will be due in the following years

(4) 未確認遞延所得稅資產的可抵扣虧損將於以下年度到期

Year	年份	Ending balance 年末金額	Beginning balance 年初金額	Remarks 備註
FY 2022	2022年度	0.00	34,036,394.23	-
FY 2023	2023年度	36,494,969.09	36,494,969.09	-
FY 2024	2024年度	31,101,903.12	34,643,113.81	-
FY 2025	2025年度	39,457,641.65	39,457,641.65	-
FY 2026	2026年度	40,517,136.49	40,517,136.49	-
FY 2027	2027年度	23,543,157.46	0.00	-
FY 2028	2028年度	43,484,349.82	43,484,349.82	-
FY 2029	2029年度	24,504,847.50	24,504,847.50	-
FY 2030	2030年度	10,120,273.81	10,120,273.81	-
FY 2031	2031年度	48,082,683.11	48,082,683.11	-
FY 2032	2032年度	78,098,033.42	0.00	-
Total	合計	375,404,995.47	311,341,409.51	-

18. Other non-current assets

18. 其他非流動資產

Category of borrowings	借款類別	Ending balance 年末餘額	Beginning balance 年初餘額
Prepayment for equipment	預付設備款	26,835,176.42	0.00

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

六、合併財務報表主要項目註釋(續)

19. Short-term borrowings

19. 短期借款

(1) Classification of short-term loans

(1) 短期借款分類

Category of borrowings	借款類別	Ending balance 年末餘額	Beginning balance 年初餘額
Mortgaged loans	抵押借款	0.00	3,825,972.96
Guaranteed borrowing	保證借款	100,000,000.00	80,000,000.00
Total	合計	100,000,000.00	83,825,972.96

On 11 July 2022, BTIC, a subsidiary of the Company, signed a working capital loan contract (No. HETO21200001320220700000003) with the Export-Import Bank of China for a loan of 150 million yuan to be granted at LPR for one-year loans less 0.2% for a term from 11 July 2022 to 11 July 2023. Beijing Jingcheng Machinery Electric Holding Co., Ltd. provided joint and several guarantee for the loan by signing a separate Guarantee Contract (No.: CHET21200001320220700000001). By the end of the year, the bank has made a loan of 100 million yuan.

2022年7月11日,本公司之子公司北京天海與中國進出口銀行簽訂編號為HETO21200001320220700000003的流動資金借款合同,借款金額為15,000.00萬元,借款期間自2022年7月11日至2023年7月11日,借款利率為1年期貸款市場報價利率(LPR)減0.2%。由北京京城機電控股有限責任公司提供連帶責任還款保證,並另行簽訂《保證合同》,編號為CHET21200001320220700000001。截止年末銀行已放借款10,000.00萬元。

(2) No short-term borrowing overdue but unpaid at the end of the year.

(2) 年末不存在已逾期未償還的短期借款。

(3) The weighted average annual interest rate of short-term borrowings at the end of the year is 3.50% (4.29% at the end of the previous year).

(3) 年末短期借款的加權平均年利率為3.50%(上年末:4.29%)。

20. Notes payable

20. 應付票據

Type of bill	票據種類	Ending balance 年末餘額	Beginning balance 年初餘額
Bank acceptance bill	銀行承兌匯票	77,497,454.43	50,693,681.14

(1) There is no note payable due but unpaid at the end of the year.

(1) 年末無已到期未支付的應付票據。

(2) The ending payable notes of the Group mentioned above are aged within 6 months.

(2) 本集團上述年末應付票據的賬齡是在6個月之內。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

21. Accounts payable

(1) Presentation of accounts payable

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Material payment, etc.	材料款等	226,302,452.09	257,186,660.09
Construction contract costs	工程款	16,298,508.15	5,910,106.04
Total	合計	242,600,960.24	263,096,766.13

(2) Significant accounts payable with ageing over one year

Company name 單位名稱	Ending balance 年末餘額	Reasons for not repaying or carrying forward 未償還或結轉的原因
Beijing Lantianda Vehicle Clean Fuel Technology Co., Ltd. 北京蘭天達汽車清潔燃料技術有限公司	10,492,652.22	Unsettled 尚未結算
World Precise Machinery (China) Co., Ltd. 沃得精機(中國)有限公司	9,479,395.77	Unsettled 尚未結算
Beijing Machinery Industry Automation Research Institute Co., Ltd. 北京機械工業自動化研究所有限公司	6,103,774.58	Unsettled 尚未結算
Kunshan Ocs Suspension Transportation System Co., Ltd. 昆山歐賽斯懸掛輸送系統有限公司	3,510,619.55	Unsettled 尚未結算
Tianjin Lebeier Catering Management Co., Ltd. 天津樂倍爾餐飲管理有限公司	2,899,529.00	Unsettled 尚未結算
Total 合計	32,485,971.12	–

(3) Accounts payable are listed by age

Ageing	賬齡	Ending balance 年末餘額	Beginning balance 年初餘額
Within 1 year	1年以內	159,213,774.99	207,871,626.04
1-2 years	1-2年	61,708,074.97	25,619,375.00
2-3 years	2-3年	7,510,274.95	21,583,659.94
Over 3 years	3年以上	14,168,835.33	8,022,105.15
Total	合計	242,600,960.24	263,096,766.13

21. 應付賬款

(1) 應付賬款列示

(2) 賬齡超過1年的重要應付賬款

(3) 應付賬款按賬齡列示

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

六、合併財務報表主要項目註釋(續)

22. Contract liabilities

(1) Contract liabilities

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Advances on sales Including: more than one year	預收貨款 其中: 1年以上	60,289,757.30 8,725,272.66	68,094,818.68 12,458,694.38

(2) Significant change in book value of contract liabilities in the current year

22. 合同負債

(1) 合同負債情況

(2) 合同負債的賬面價值在本年發生的重大變動情況

Company name 單位名稱	Amount Changed 變動金額	Reason 變動原因
Guohong Hydrogen Energy Technology (Jiaxing) Co., Ltd. 國鴻氫能科技(嘉興)股份有限公司	-9,000,000.00	The contract has been completely fulfilled 合同履行完畢
Westport Power Inc.	-5,190,101.92	The contract has been completely fulfilled 合同履行完畢
Rotarex Fareast Pte Ltd	4,432,128.48	New contract not performed 新增合同未履行
Aba Wenchuan Qiaoyuan Gas Co., Ltd. 阿壩汶川僑源氣體有限公司	-2,691,985.85	The contract has been completely fulfilled 合同履行完畢
SPARKLING STAR CORPORATION	-2,033,102.76	The contract has been completely fulfilled 合同履行完畢
Qingdao AUCMA Wisdom Cold Chain Co., Ltd. 青島澳柯瑪智慧冷鏈有限公司	1,953,536.29	New contract not performed 新增合同未履行
Total 合計	-12,529,525.76	-

(3) Significant contract liabilities aged over 1 year

(3) 賬齡超過1年的重要合同負債

Company name 單位名稱	Ending balance 年末餘額	Reasons for not repaying or carrying forward 未償還或結轉的原因
Beijing Lantianda Vehicle Clean Fuel Technology Co., Ltd. 北京蘭天達汽車清潔燃料技術有限公司	1,116,949.53	The contract has not been completely fulfilled 合同未履行完畢
EUROTECH CYLINDERS PVT.LTD	1,014,381.59	The contract has not been completely fulfilled 合同未履行完畢
Jiangsu Zhenjiang Shipyard (Group) Co., Ltd. 江蘇省鎮江船廠(集團)有限公司	469,026.55	The contract has not been completely fulfilled 合同未履行完畢
LOWA TECH LTD	378,863.17	The contract has not been completely fulfilled 合同未履行完畢
SING SWEE BEE ENTERPRISE PTE LTD	373,887.30	The contract has not been completely fulfilled 合同未履行完畢
Total 合計	3,353,108.14	-

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

六、合併財務報表主要項目註釋(續)

23. Employee compensation payable

23. 應付職工薪酬

(1) Classification of employee benefits payable

(1) 應付職工薪酬分類

Item	項目	Beginning balance 年初餘額	Increase in the current year 本年增加	Decrease in the current year 本年減少	Ending balance 年末餘額
Short-term remuneration	短期薪酬	23,412,381.28	190,176,917.41	190,973,145.31	22,616,153.38
Post-employment benefits – defined contribution plan	離職後福利—設定提存計劃	1,331,968.59	21,770,646.99	21,896,257.35	1,206,358.23
Dismissal welfare	辭退福利	159,947.59	980,321.50	1,117,217.50	23,051.59
Other benefits due within one year	一年內到期的其他福利	2,353,390.81	0.00	484,935.20	1,868,455.61
Total	合計	27,257,688.27	212,927,885.90	214,471,555.36	25,714,018.81

(2) Short-term compensation

(2) 短期薪酬

Item	項目	Beginning balance 年初餘額	Increase in the current year 本年增加	Decrease in the current year 本年減少	Ending balance 年末餘額
Salary, bonus, allowance and subsidy	工資、獎金、津貼和補貼	16,388,240.79	156,044,470.21	156,405,656.55	16,027,054.45
Employee benefits	職工福利費	0.00	2,456,415.60	2,456,415.60	0.00
Social insurance premium	社會保險費	636,087.63	15,437,652.49	15,263,490.76	810,249.36
Including: medical insurance premiums	其中:醫療保險費	527,913.88	13,591,276.71	13,376,167.24	743,023.35
Work-related injury insurance premiums	工傷保險費	62,155.03	1,476,405.83	1,485,559.34	53,001.52
Maternity insurance premiums	生育保險費	46,018.72	369,969.95	401,764.18	14,224.49
Housing provident fund	住房公積金	125,854.94	12,970,040.50	12,807,170.00	288,725.44
Labor union funds and employee education funds	工會經費和職工教育經費	5,437,257.92	3,268,338.61	3,969,912.40	4,735,684.13
Housing allowance	住房補貼	824,940.00	0.00	70,500.00	754,440.00
Total	合計	23,412,381.28	190,176,917.41	190,973,145.31	22,616,153.38

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

23. Employee compensation payable (Continued)

(3) Defined contribution plan

The Group has participated in the social insurance program established by government authorities as stipulated. As per the program, the Group will contribute to the program in accordance with relevant regulations of the local government. Besides the contribution above, the Group will not assume any obligations for payment. Corresponding expenditures shall be counted in current profit and loss or relevant asset costs.

The Group shall pay the fees for endowment insurance and unemployment insurance in the current year as follows:

Item	項目	Beginning balance 年初餘額	Increase in the current year 本年增加	Decrease in the current year 本年減少	Ending balance 年末餘額
Basic endowment insurance premium	基本養老保險	1,222,704.22	21,081,094.98	21,123,174.59	1,180,624.61
Unemployment insurance	失業保險費	109,264.37	689,552.01	773,082.76	25,733.62
Total	合計	1,331,968.59	21,770,646.99	21,896,257.35	1,206,358.23

The Group shall pay 21,770,646.99 yuan (amount of the previous year: 21,230,261.44 yuan) into the defined contribution plan for the year in which it participates. On 31 December 2022, the Group still has a payable contribution of 1,206,358.23 yuan (beginning balance: 1,331,968.59 yuan), which is due and unpaid during the reporting period. The relevant payable contribution has been deposited after the reporting period.

23. 應付職工薪酬(續)

(3) 設定提存計劃

本集團按規定參加政府機構設立的社會保險計劃。根據計劃，本集團按照當地政府的有關規定向該等計劃繳存費用。除上述繳存費用外，本集團不再承擔進一步支付義務。相應的支出於發生時計入當期損益或相關資產成本。

本集團本年應分別向養老保險、失業保險計劃繳存費用如下：

本集團本年應向參與的設定提存計劃繳存費用人民幣21,770,646.99元(上年金額：21,230,261.44元)。於2022年12月31日，本集團尚有人民幣1,206,358.23元(年初餘額：1,331,968.59元)的應繳存費用，是於本報告期間到期而未繳存的，有關應繳存費用已於報告期後繳存。

24. Taxes payable

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Enterprise income tax	企業所得稅	11,730,408.40	996,533.09
VAT	增值稅	8,091,307.32	3,698,661.32
Individual income tax	個人所得稅	609,701.39	837,776.36
Urban maintenance and construction tax	城市維護建設稅	611,486.43	201,745.20
Educational surcharges	教育費附加	284,898.11	112,320.12
Local education surcharges	地方教育費附加	186,127.16	53,950.94
Stamp duty	印花稅	304,390.00	239,715.19
Environmental protection tax	環境保護稅	16,241.34	12,807.31
Real estate tax	房產稅	0.00	16,313.59
Land use tax	土地使用稅	0.00	16,909.50
Total	合計	21,834,560.15	6,186,732.62

There is no Hong Kong profits tax payable in the taxes payable at the end of the year.

24. 應交稅費

年末應交稅費中無應交香港利得稅。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

25. Other payables

25. 其他應付款

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Interests payable	應付利息	0.00	0.00
Dividends payable	應付股利	0.00	349,853.79
Other payables	其他應付款	63,942,916.44	25,610,218.99
Total	合計	63,942,916.44	25,960,072.78

25.1 Dividends payable

25.1 應付股利

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Ordinary share dividends	普通股股利	0.00	349,853.79

25.2 Other payables

25.2 其他應付款

(1) Classification of other payables by nature

(1) 其他應付款按款項性質分類

Nature	款項性質	Ending balance 年末餘額	Beginning balance 年初餘額
Advances offered by others, etc.	代墊款項等	23,315,092.20	21,943,885.78
Investment	投資款	20,000,000.01	0.00
Security deposit	押金保證金	16,731,982.41	10,400.00
Accounts due from and to related parties	關聯方往來款	2,998,545.36	2,815,933.21
Rental expenses	租賃費	897,296.46	840,000.00
Total	合計	63,942,916.44	25,610,218.99

(2) Significant other payables with an ageing over 1 year

(2) 賬齡超過1年的重要其他應付款

Company name	單位名稱	Ending balance 年末餘額	Reasons for not repaying or carrying forward 未償還或結轉的原因
Shenzhen Tenglong Holding Co., Ltd.	深圳騰龍控股股份有限公司	16,270,982.41	Unsettled 尚未結算
Tianjin TPCO Investment Co., Ltd.	天津大無縫投資有限公司	987,866.95	Unsettled 尚未結算
Total	合計	17,258,849.36	-

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

六、合併財務報表主要項目註釋(續)

26. Non-current liabilities due within one year

26. 一年內到期的非流動負債

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額	Remarks 備註
Long-term accounts payable due within one year	一年內到期的長期應付款	7,000,000.00	7,000,000.00	Note
Lease liabilities due within one year	一年內到期的租賃負債	14,127,930.84	0.00	-
Total	合計	21,127,930.84	7,000,000.00	-

Note: Long-term payables due within one year are the equity contribution committed by the subsidiary BTIC to Beijing Zhichuang (Beijing) New Energy Automobile Technology Co., Ltd.

註：一年內到期的長期應付款為本公司之子公司北京天海對北清智創(北京)新能源汽車科技有限公司承諾認繳的股權出資款。

27. Other current liabilities

27. 其他流動負債

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Output tax received in advance	預收銷項稅	3,627,151.99	4,613,930.02
Tax to be written off	待轉銷項稅	3,050,295.45	0.00
Total	合計	6,677,447.44	4,613,930.02

28. Lease liabilities

28. 租賃負債

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Operating lease payables	經營租賃應付款	248,801,063.86	0.00

29. Long-term payables

29. 長期應付款

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Long-term payables	長期應付款	0.00	0.00
Specific payables	專項應付款	113,207,700.00	30,000,000.00
Total	合計	113,207,700.00	30,000,000.00

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

六、合併財務報表主要項目註釋(續)

29. Long-term payables (Continued)

Specific payables

29. 長期應付款(續)

專項應付款

Item	項目	Beginning balance 年初餘額	Increase in the current year 本年增加	Decrease in the current year 本年減少	Ending balance 年末餘額	Cause of formation 形成原因
R&D and Industrialization Project for the Hydrogen Energy Frontier Technology Products of Beijing Tianhai Industry Co., Ltd.	天海工業氫能前沿科技產品研發及產業化項目	30,000,000.00	0.00	0.00	30,000,000.00	Note 1 註1
Projects undertaken by BTIC through the open competition mechanism	天海工業揭榜掛帥項目	0.00	23,207,700.00	0.00	23,207,700.00	Note 2 註2
Cutting-edge hydrogen technology development projects	氫能前沿科技產業發展項目	0.00	60,000,000.00	0.00	60,000,000.00	Note 3 註3
Total	合計	30,000,000.00	83,207,700.00	0.00	113,207,700.00	-

Note 1: The State-owned Assets Supervision and Administration Commission of People's Government of Beijing Municipality issued a Notice about Appropriation of 2021 State-owned Capital Operation Budget (JCZCZ [2021] No. 1886) to the Company on 27 October 2021, notified to arrange 30,000,000 yuan for the R&D and Industrialization Project for the Hydrogen Energy Frontier Technology Products of BTIC. The Company received the above funds in December 2021.

註1: 北京市人民政府國有資產監督管理委員會2021年10月27日向京城機電下發了《關於撥付京城機電2021年國有資本經營預算資金的通知》(京財資產指[2021]1886號),通知安排3,000.00萬元用於天海工業氫能前沿科技產品研發及產業化項目。本公司於2021年12月收到上述資金。

Note 2: According to the "14th Five-Year Plan" of Jingcheng Machinery Electric and considering its existing technology research and development projects related to Jingcheng Machinery Electric's strategic products, BTIC unveiled the "Design and Development Project for Fourth-Generation Hydrogen Cylinders" and applied for a budget of 6.4 million yuan; and unveiled the "Development Project for Vehicle-mounted 1000L Hydrogen Storage Cylinders and Liquid Hydrogen Storage Tanks" and applied for a budget of 16.8077 million yuan. In March 2022, the Company received the above funds totalling 23.2077 million yuan.

註2: 根據京城機電「十四五」戰略規劃,結合京城機電戰略產品有關技術研發項目,北京天海工業有限公司揭榜「四型氫氣瓶的設計開發」項目,申請預算資金640.00萬元;北京天海工業有限公司揭榜「車用1000L儲氣瓶與液氫貯罐的涉及開發」項目,申請預算資金1,680.77萬元,本公司於2022年3月收到上述資金,共計2,320.77萬元。

Note 3: On 30 September 2022, the State-owned Assets Supervision and Administration Commission of the People's Government of Beijing Municipality issued to Jingcheng Machinery Electric the Notice about Appropriation of 2022 State-owned Capital Operation Budget to the company (JCZCZ [2022] No. 2030), earmarking 200 million yuan for energy industry chain extension projects (cutting-edge hydrogen technology development projects). The Company received 60 million yuan of that amount in November 2022.

註3: 北京市人民政府國有資產監督管理委員會2022年9月30日向京城機電下發了《關於撥付京城機電2022年國有資本經營預算資金的通知》(京財資產指[2022]2030號),通知安排20,000.00萬元用於能源產業鏈延伸佈局項目(氫能前沿科技產業發展項目),本公司於2022年11月收到6,000.00萬元資金。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued) 六、合併財務報表主要項目註釋(續)

30. Long-term employee compensation payable

(1) Classification of long-term employee compensation payable

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Post-employment benefits – Net liabilities in defined benefit plan	離職後福利 – 設定受益計劃淨負債	30,779,454.07	29,193,698.39

(2) Changes in defined benefit plan – present value of obligations in defined benefit plan

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Beginning balance	年初餘額	31,547,089.20	31,184,637.77
Defined benefit cost included in the current profits and losses	計入當期損益的設定受益成本	1,952,240.06	1,232,865.99
1. Current service cost	1. 當期服務成本	769,224.21	63,442.07
2. Previous service cost	2. 過去服務成本	0.00	0.00
3. Settlement gains (loss to be listed with “-”)	3. 結算利得 (損失以「-」表示)	0.00	0.00
4. Net interests	4. 利息淨額	1,183,015.85	1,169,423.92
Defined benefit cost included in other comprehensive income	計入其他綜合收益的設定收益成本	0.00	0.00
Actuarial gains (losses to be listed with “-”)	精算利得(損失以「-」表示)	0.00	0.00
Other changes	其他變動	-851,419.58	-870,414.56
1. Liabilities eliminated when settling	1. 結算時消除的負債	0.00	0.00
2. Paid welfare	2. 已支付的福利	-851,419.58	-870,414.56
Ending balance	年末餘額	32,647,909.68	31,547,089.20
Less: welfare due within one year	減: 將於1年內到期的福利	1,868,455.61	2,353,390.81
Ending balance of welfare after deduction of amount due within one year	扣除1年內到期後的 年末餘額	30,779,454.07	29,193,698.39

30. 長期應付職工薪酬

(1) 長期應付職工薪酬分類

(2) 設定受益計劃變動情況—設定受益計劃義務現值

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

六、合併財務報表主要項目註釋(續)

30. Long-term employee compensation payable

30. 長期應付職工薪酬(續)

(Continued)

(3) Change of defined benefit plan – net liabilities (net assets) in defined benefit plan

(3) 設定受益計劃變動情況—設定受益計劃淨負債(淨資產)

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Beginning balance	年初餘額	31,547,089.20	31,184,637.77
Defined benefit cost included in the current profits and losses	計入當期損益的設定受益成本	1,952,240.06	1,232,865.99
Defined benefit cost included in other comprehensive income	計入其他綜合收益的設定收益成本	0.00	0.00
Other changes	其他變動	-851,419.58	-870,414.56
Ending balance	年末餘額	32,647,909.68	31,547,089.20

(4) Explanations on contents of defined benefit plan and influence from the related risks to future cash flow, time and uncertainty of the Company:

Obligations incurred from defined benefit plan are discounted as per the discount rate in the defined benefit plan, to determine the present value of obligations in the defined benefit plan and current service cost. The discount rate adopted for discounting is confirmed as per the market profitability of treasury bond matching to period of obligations and currency in the defined benefit plan and on the balance sheet date.

(4) 設定受益計劃的內容及與之相關風險、對公司未來現金流量、時間和不確性的影響說明：

設定受益計劃按照折現率將設定受益計劃所產生的義務予以折現,以確定設定受益計劃義務的現值和當期服務成本。折現時所採用的折現率根據資產負債表日與設定受益計劃義務期限和幣種相匹配的國債的市場收益率確定。

(5) Notes on major actuarial assumptions and sensitive analysis results of defined benefit plans

For the defined benefit plan, the Group shall make estimate on the demographic variables and financial variables, measure obligations for set benefit plan and recognize the belonging period of related obligations through consistent actuarial assumptions without prejudice as per the estimated cumulative welfare institutions method according to the modified Accounting Standards for Business Enterprises No.9 – Employee Benefits.

(5) 設定受益計劃重大精算假設及敏感性分析結果說明

根據修訂的《企業會計準則第9號—職工薪酬》規定,對於設定受益計劃,根據預期累計福利單位法,採用無偏且相互一致的精算假設對有關人口統計變量和財務變量等做出估計,計量設定受益計劃所產生的義務,並確定相關義務的歸屬期間。

31. Provision

31. 預計負債

Item 項目	Ending balance 年末餘額	Beginning balance 年初餘額	Cause of formation 形成原因
Product quality assurance 產品質量保證	8,020,131.96	5,794,470.12	Quality Security 質量保證金

Note: Product quality assurance is predicted by the management based on the commitment years and historical data of quality assurance responsibility in the sales contract.

註：產品質量保證是管理層基於銷售合同中對質量保證責任的承擔年限和歷史數據預計的。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

32. Deferred incomes

(1) Classification

Item	項目	Beginning balance 年初餘額	Increase in the current year 本年增加	Decrease in the current year 本年減少	Ending balance 年末餘額	Cause of formation 形成原因
Government subsidies	政府補助	5,318,879.05	0.00	4,960,274.88	358,604.17	Note 1 to Note 3 註1至註3

(2) Projects of government subsidies

Government subsidies Item	Government subsidies 項目	Beginning balance 年初餘額	Increase in the current year Subsidy amount 本年新增補助金額	Amount included in non-operating revenue of the current year 本年計入營業外收入金額	Amount included in other gains in the current year 本年計入其他收益金額	Amount for writing down the costs and expenses in the current year 本年沖減成本費用金額	Ending balance 年末餘額	Asset-related/ income-related 與資產相關/ 與收益相關
70 MPa hydrogen cylinder development project	70MPa氫氣瓶開發項目	318,879.05	0.00	0.00	36,578.17	0.00	282,300.88	Income-related 與收益相關
Development project of fixed liquid hydrogen storage tank	固定式液氫儲罐開發項目	2,000,000.00	0.00	0.00	1,975,028.29	0.00	24,971.71	Income-related 與收益相關
Design and development of vehicle-mounted 1000L liquid hydrogen cylinder	車載1000L液氫氣瓶的設計研發	3,000,000.00	0.00	0.00	2,948,668.42	0.00	51,331.58	Income-related 與收益相關
Total 合計		5,318,879.05	0.00	0.00	4,960,274.88	0.00	358,604.17	-

Note 1: 70 MPa hydrogen cylinder development project comes from the Beijing Municipal Science & Technology Commission's development and certification of 70 MPa hydrogen bottles for fuel cell cars.

Note 2: The development project of the fixed liquid hydrogen storage tank is supported by the R&D funds of Key Technologies Research and Development of Vehicle-mounted 1000L Liquid Hydrogen Storage System and Fixed Liquid Hydrogen Storage Tank issued by Beijing Municipal Science and Technology Commission.

Note 3: The design and development of vehicle-mounted 1000L liquid hydrogen cylinder are supported by the R&D funds of Key Technologies Research and Development of Vehicle-mounted 1000L Liquid Hydrogen Storage System and Fixed Liquid Hydrogen Storage Tank issued by Beijing Municipal Science and Technology Commission.

註1: 70MPa氫氣瓶開發項目來源北京市科學技術委員會對燃料電池轎車用70MPa氫氣瓶開發及認證。

註2: 固定式液氫儲罐開發項目來源北京市科學技術委員會下發《車用1000L液氫儲氫系統、固定式液氫儲罐等關鍵技術研發及產品開發》研發經費。

註3: 車載1000L液氫氣瓶的設計研發來源北京市科學技術委員會下發《車用1000L液氫儲氫系統、固定式液氫儲罐等關鍵技術研發及產品開發》研發經費。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

六、合併財務報表主要項目註釋(續)

33. Share capital

The change of the legal, issued and paid-up share capital of the Company is as follows. All the shares of the Company are ordinary shares with a book value of 1 yuan per share.

33. 股本

本公司的法定、已發行及繳足股本的變動表如下。所有本公司的股份均為每股面值人民幣1元的普通股。

Unit: 1,000 yuan
單位：千元

Item	項目	Beginning balance 年初金額	New share issued 發行新股	Change in the current year 本年變動			Subtotal 小計	Ending balance 年末金額
				Bonus issue 送股	Shares converted from reserves 公積金轉股	Miscellaneous 其他		
Total restricted shares	有限售條件股份合計	63,000.00	57,265.9880	0.00	0.00	0.00	57,265.9880	120,265.9880
Unrestricted shares	無限售條件股份	-	-	-	-	-	-	-
RMB ordinary shares	人民幣普通股	322,000.00	0.00	0.00	0.00	0.00	0.00	322,000.00
Overseas listed foreign share	境外上市外資股	100,000.00	0.00	0.00	0.00	0.00	0.00	100,000.00
Total unrestricted shares	無限售條件股份合計	422,000.00	0.00	0.00	0.00	0.00	0.00	422,000.00
Total shares	股份總額	485,000.00	57,265.9880	0.00	0.00	0.00	57,265.9880	542,265.9880

See Note I to the financial statements for details of the Company's share capital.

本公司股本情況詳見本財務報表附註一。

34. Capital reserves

34. 資本公積

Item	項目	Beginning balance 年初餘額	Increase in the current year 本年增加	Decrease in the current year 本年減少	Ending balance 年末餘額
Share premium	股本溢價	707,035,741.33	312,451,558.36	0.00	1,019,487,299.69
Other capital reserves	其他資本公積	128,318,120.35	3,305,596.28	0.00	131,623,716.63
Total	合計	835,353,861.68	315,757,154.64	0.00	1,151,111,016.32

Note 1: The Company completed the acquisition of 80% equity of BYTQ by issuing shares to Li Hong, etc. and paying cash, with a combined consideration of 307,200,000.00 yuan. The difference of 173,284,801.59 yuan between the combined consideration and the issue of 46,481,314 shares and the cash payment of 87,433,884.41 yuan was included in the capital surplus-share premium.

註1: 本年本公司通過向李紅等發行股份及支付現金完成收購北洋天青80%股權, 合併對價307,200,000.00元, 與發行46,481,314股股份及支付現金對價87,433,884.41元的差額173,284,801.59元計入資本公積—股本溢價。

The Company made a non-public offering of 10,784,674 shares to specified investors, the proceeds from which amounted to 158,966,094.76 yuan. The difference of 139,166,756.77 yuan between the total proceeds (less 9,014,663.99 yuan for intermediary fees) and the market value of 10,784,674 shares so offered was included in share premium under capital reserve.

本公司向特定對象非公開發行股份募集配套資金, 發行股份數量為10,784,674股, 募集資金總額為158,966,094.76元。募集資金總額(扣減發行股份中介費用9,014,663.99元)與發行10,784,674股股份的差額139,166,756.77元計入資本公積—股本溢價。

Note 2: Beijing Bolken Energy Technology Inc. (hereinafter referred to as Bolken), an associate of BTIC, a subsidiary of the Company, issued 6.25 million shares in the current year, so the shareholding proportion of BTIC in Bolken was passively diluted from 10.91% to 9.93%. The difference of 3,305,596.28 yuan between BTIC's share in the net book assets of Bolken that was calculated according to the original and new shareholding proportion before and after the dilution was included in the capital reserve—other capital reserve.

註2: 本年本公司之子公司北京天海的聯營公司北京伯肯節能科技股份有限公司(以下簡稱伯肯公司)定向增發625萬股, 北京天海持有伯肯公司的股權比例由10.91%被動稀釋為9.93%。按照稀釋前北京天海對伯肯公司原持股比例計算其在稀釋前伯肯公司賬面淨資產中的份額, 與稀釋後按照新持股比例計算的在稀釋後伯肯公司賬面淨資產份額之間的差額3,305,596.28元計入資本公積—其他資本公積。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

六、合併財務報表主要項目註釋(續)

35. Other comprehensive incomes

35. 其他綜合收益

Item	項目	Beginning balance	Amount incurred before income tax in the current year	Less: Profit and loss included in other comprehensive income at early stage and transferred in the current period	Amount in the current year		After-tax amount attributed to minority shareholders	Ending balance
					Less: income tax expenses	Attributable to the parent company - net of income tax		
		年初餘額	本年所得稅前發生額	減: 前期計入其他綜合收益當期轉入損益	減: 所得稅費用	稅後歸屬於母公司	稅後歸屬於少數股東	年末餘額
I. Other comprehensive income that cannot be reclassified through profit or loss in the future	一、以後不能重分類進損益的其他綜合收益	160,000.00	0.00	0.00	0.00	0.00	0.00	160,000.00
Including: changes arising from remeasurement of net liabilities or net assets of defined benefit plan	其中: 重新計算設定受益計劃淨負債和淨資產的變動	160,000.00	0.00	0.00	0.00	0.00	0.00	160,000.00
II. Other comprehensive incomes to be reclassified into profit or loss in future	二、以後將重分類進損益的其他綜合收益	-1,190,194.20	3,486,077.88	0.00	0.00	3,158,931.01	327,146.87	1,968,736.81
Including: Other comprehensive income that can be converted to profit or loss under the equity method	其中: 權益法下可轉損益的其他綜合收益	3,757.58	-6,087.45	0.00	0.00	-6,087.45	0.00	-2,329.87
Differences arising from translation of foreign currency financial statements	外幣財務報表折算差額	-1,193,951.78	3,492,165.33	0.00	0.00	3,165,018.46	327,146.87	1,971,066.68
Total other comprehensive incomes	其他綜合收益合計	-1,030,194.20	3,486,077.88	0.00	0.00	3,158,931.01	327,146.87	2,128,736.81

36. Special reserves

36. 專項儲備

Item	項目	Beginning balance	Increase in the current year	Decrease in the current year	Ending balance
		年初餘額	本年增加	本年減少	年末餘額
Work safety expenses	安全生產費	0.00	6,834,069.65	6,709,109.44	124,960.21

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

37. Surplus reserves

Item	項目	Beginning balance 年初餘額	Increase in the current year 本年增加	Decrease in the current year 本年減少	Ending balance 年末餘額
Statutory surplus reserves	法定盈餘公積	41,838,334.73	0.00	0.00	41,838,334.73
Discretionary surplus reserves	任意盈餘公積	2,906,035.91	0.00	0.00	2,906,035.91
Reserve funds	儲備基金	460,638.52	0.00	0.00	460,638.52
Enterprise development funds	企業發展基金	460,638.52	0.00	0.00	460,638.52
Total	合計	45,665,647.68	0.00	0.00	45,665,647.68

37. 盈餘公積

38. Retained earnings

Item	項目	Current year 本年	Previous year 上年
Beginning balance	年初餘額	-687,333,700.32	-664,051,428.89
Add: adjusted amount of beginning undistributed profits	加: 年初未分配利潤調整數	0.00	0.00
Beginning balance of the current year	本年年初餘額	-687,333,700.32	-664,051,428.89
Add: net profit attributable to owners of parent company in current period	加: 本年歸屬於母公司所有者的淨利潤	18,302,413.93	-23,282,271.43
Less: appropriation to statutory surplus reserves	減: 提取法定盈餘公積	0.00	0.00
Appropriation of discretionary surplus reserves	提取任意盈餘公積	0.00	0.00
Withdrawal of provision for general risk	提取一般風險準備	0.00	0.00
Dividends payable on ordinary shares	應付普通股股利	0.00	0.00
Ordinary share dividends transferred into share capital	轉作股本的普通股股利	0.00	0.00
Ending balance of the current year	本年年末餘額	-669,031,286.39	-687,333,700.32

38. 未分配利潤

39. Operating revenues and operating costs

(1) Operating revenue and operating cost

Item	項目	Amount in the current year 本年發生額		Amount in the previous year 上年發生額	
		Revenue 收入	Costs 成本	Revenue 收入	Costs 成本
Main business	主營業務	1,324,541,701.31	1,149,275,898.03	1,135,698,023.21	1,024,501,365.99
Other business	其他業務	47,719,530.83	37,185,759.83	46,966,470.82	28,766,576.83
Total	合計	1,372,261,232.14	1,186,461,657.86	1,182,664,494.03	1,053,267,942.82

39. 營業收入、營業成本

(1) 營業收入和營業成本情況

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

六、合併財務報表主要項目註釋(續)

39. Operating revenues and operating costs (Continued)

39. 營業收入、營業成本(續)

(2) Specific deductions of operating revenue

(2) 營業收入扣除具體情況表

Item	項目	Current year (10,000 yuan) 本年度(萬元)	Specific deductions 具體扣除情況	Previous year (10,000 yuan) 上年度(萬元)	Specific deductions 具體扣除情況
Amount of operating revenue	營業收入金額	137,226.12	-	118,266.45	-
Total amount of deductions	營業收入扣除項目合計金額	3,614.91	-	3,416.13	-
Proportion of total amount of deductions in operating revenue (%)	營業收入扣除項目合計金額佔營業收入的比重(%)	2.63	-	2.89	-
I. Business revenue irrelevant to main business					
一、與主營業務無關的業務收入					
1. Other business revenues beyond normal operation Revenues obtained by renting fixed assets, intangible assets, packaging, sales of materials, exchange of non-monetary assets with materials, and operation of trusted management businesses, as well as income that is included in the main business income but is beyond the normal operation of the listed company.	1. 正常經營之外的其他業務收入。如出租固定資產、無形資產、包裝物、銷售材料,用材料進行非貨幣性資產交換,經營受托管理業務等實現的收入,以及雖計入主營業務收入,但屬於上市公司正常經營之外的收入。	3,614.91	銷售材料、代加工	3,393.67	銷售材料、代加工
2. Revenue from non-qualified pseudo-banking service, such as Interest revenue from lending funds; Revenue from pseudo-banking service added in the current and the previous fiscal year, such as the revenue generated from guarantees, commercial factoring, petty loans, finance leases, pawning, and other businesses, except for financial leasing business carried out for the sale of main products.	2. 不具備資質的類金融業務收入,如拆出資金利息收入;本會計年度以及上一會計年度新增的類金融業務所產生的收入,如擔保、商業保理、小額貸款、融資租賃、典當等業務形成的收入,為銷售主營產品而開展的融資租賃業務除外。	0.00	-	0.00	-
3. Revenue from new trading services in the current and previous fiscal years.	3. 本會計年度以及上一會計年度新增貿易業務所產生的收入。	0.00	-	22.46	Additional revenue from trade 新增貿易收入
4. Revenue from related party transactions irrelevant to the existing normal business of listed companies.	4. 與上市公司現有正常經營業務無關的關聯交易產生的收入。	0.00	-	0.00	-
5. Revenue of subsidiaries from the beginning of the period to the date of combination arising from business combination under the same control.	5. 同一控制下企業合併的子公司期初至合併日的收入。	0.00	-	0.00	-
6. Revenue generated by trade services that are difficult to form a stable business model.	6. 未形成或難以形成穩定業務模式的業務所產生的收入。	0.00	-	0.00	-
Subtotal of business revenue irrelevant to main business	與主營業務無關的業務收入小計	3,614.91	-	3,416.13	-

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued) 六、合併財務報表主要項目註釋(續)

39. Operating revenues and operating costs (Continued) (2) Specific deductions of operating revenue (Continued)

39. 營業收入、營業成本(續) (2) 營業收入扣除具體情況表(續)

Item	項目	Current year (10,000 yuan) 本年度(萬元)	Specific deductions 具體扣除情況	Previous year (10,000 yuan) 上年度(萬元)	Specific deductions 具體扣除情況
II. Revenue without commercial substance	二、不具備商業實質的收入				
1. Revenue from transactions or events that do not significantly change the risk, time distribution, or amount of future cash flow of the enterprise.	1. 未顯著改變企業未來現金流量的風險、時間分佈或金額的交易或事項產生的收入。	0.00	-	0.00	-
2. Revenue from transactions without real business. Such as spurious revenues realized by self-transaction and spurious revenues generated by using Internet technology or other methods to construct transactions.	2. 不具有真實業務的交易產生的收入。如以自我交易的方式實現的虛假收入、利用互聯網技術手段或其他方法構造交易產生的虛假收入等。	0.00	-	0.00	-
3. Revenue from businesses with significantly unfair transaction prices.	3. 交易價格顯失公允的業務產生的收入。	0.00	-	0.00	-
4. Revenue generated from subsidiaries or operations arising from business combinations acquired through unfair consideration or non-transaction method in the current fiscal year.	4. 本會計年度以顯失公允的對價或非交易方式取得的企業合併的子公司或業務產生的收入。	0.00	-	0.00	-
5. Revenue involved in non-standard audit opinions in audit opinions.	5. 審計意見中非標準審計意見涉及的收入。	0.00	-	0.00	-
6. Revenue from other transactions or events that is not commercially reasonable.	6. 其他不具有商業合理性的交易或事項產生的收入。	0.00	-	0.00	-
Subtotal of revenue without commercial substance	不具備商業實質的收入小計	0.00	-	0.00	-
III. Other revenue irrelevant to the main business or without commercial substance	三、與主營業務無關或不具備商業實質的其他收入	0.00	-	0.00	-
Amount of operating revenues after deductions	營業收入扣除後金額	133,611.21	-	114,850.32	-

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

六、合併財務報表主要項目註釋(續)

39. Operating revenues and operating costs (Continued)

39. 營業收入、營業成本(續)

(3) Revenue arising from the contract

(3) 合同產生的收入的情況

Category of contracts	合同分類	Amount in the current year 本年發生額		Amount in the previous year 上年發生額	
		Revenue 收入	Costs 成本	Revenue 收入	Costs 成本
Classification by type of goods	按商品類型分類				
Including: gas storage and transportation products	其中：氣體儲運產品	1,163,154,426.08	1,067,783,011.85	1,135,698,023.21	1,024,501,365.99
Integrated systems for automated manufacturing equipment	自動化製造設備系統集成	129,517,170.72	73,292,666.20	-	-
Miscellaneous	其他	31,870,104.51	8,200,219.98	-	-
Classification by business area	按經營地區分類				
Including: domestic	其中：國內	751,446,463.47	632,911,260.37	670,919,622.62	595,229,963.21
Overseas	國外	573,095,237.84	516,364,637.66	464,778,400.59	429,271,402.78
Total	合計	1,324,541,701.31	1,149,275,898.03	1,135,698,023.21	1,024,501,365.99

(4) Information relating to performance obligations

The Group shall normally perform its obligations within three months and sell products directly as the principal responsible person. Generally, the goods are delivered at the place designated by the customer or in the factory, and the control right over the products is transferred. The payment methods usually include the following three situations: the customer with credit line and their goods are delivered within the credit line of the Group; the customers without credit line, the Group need to receive full payment before delivery, or arrange delivery after receiving a certain proportion of money according to the relevant clauses of the contract. At the same time of delivery or when the goods are delivered to the destination designated by the customer, the control right over the goods is transferred to the customer, and the Group obtains unconditional payment right. The Group does not undertake the similar obligations such as expected refunding of payment to the customers, and its product quality assurance is implemented according to the legal product quality requirements.

(4) 與履約義務相關的信息

本集團履約義務通常的履行時間在3個月以內，本集團作為主要責任人直接進行銷售。一般在產品送達客戶指定地點或在工廠內進行交貨，轉移對產品的控制權，付款方式通常有以下三種情況：有授信額度的在本集團授信額度內進行發貨，無授信額度的客戶，在發貨前全額收款，或者根據合同相關條款收取一定比例的款項後安排發貨，在發貨的同時或者將貨物送達客戶指定的目的地，商品控制權轉移給客戶，本集團取得無條件收款權利。本集團不承擔預期將退還給客戶的款項等類似義務，其產品質量保證按照法定的產品質量要求執行。

(5) Information relating to transaction price allocated to the remaining performance obligation

The Group assesses the contract on the commencement date of the contract, believing that the commitment of transferring the goods to the consumer could not separately distinguished from other commitments in the contract, and each contract shall be taken as a single performance obligation as a whole.

(5) 與分攤至剩餘履約義務的交易價格相關的信息

本集團於合同開始日對合同進行評估，認為向客戶轉讓商品的承諾與合同中其他承諾不可單獨區分，應將每個合同整體作為一個單項履約義務。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued) 六、合併財務報表主要項目註釋(續)

39. Operating revenues and operating costs (Continued)

(6) The total operating revenues from the top five customers of the Group in the current year are 284,386,952.91 yuan, accounting for 20.72% of the total operating revenues in the current year (previous year: 22.65%), with the details as follows:

Company name	單位名稱	Revenues 營業收入	Proportion to total operating revenue (%) 佔全部業務收入總額的比例(%)
LEEBUCC TIANJIN HYDRAULICS EQUIPMENT CO., LTD.	巴克立偉(天津)液壓設備有限公司	73,939,421.46	5.39
ThyssenKrupp Steel Services		66,892,834.24	4.87
Cyl-Tec, Inc.		54,985,872.87	4.01
Western International Gas and Cylinders		46,312,282.33	3.37
Westport Fuel Systems Canada Inc-IT.		42,256,542.01	3.08
Total	合計	284,386,952.91	20.72

39. 營業收入、營業成本(續)

(6) 本年本集團前五名客戶營業收入總額284,386,952.91元，佔本年全部營業收入總額的20.72%(上年：22.65%)，具體情況如下：

40. Taxes and surcharges

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Real estate tax	房產稅	2,185,493.21	2,225,307.96
Urban maintenance and construction tax	城市維護建設稅	1,581,351.10	946,906.47
Stamp duty	印花稅	1,116,514.23	739,292.67
Education surcharge (including local educational surcharge)	教育費附加 (含地方教育費附加)	1,229,148.12	737,523.63
Land use tax	土地使用稅	637,846.04	688,574.54
Environmental protection tax	環境保護稅	66,771.63	172,023.12
Vehicle and vessel use tax	車船使用稅	5,523.00	24,679.20
Miscellaneous	其他	689,845.58	0.00
Total	合計	7,512,492.91	5,534,307.59

40. 稅金及附加

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

六、合併財務報表主要項目註釋(續)

41. Selling expenses

41. 銷售費用

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Employee compensation	職工薪酬	25,917,588.86	24,032,416.03
After-sales service charges	售後服務費	1,102,416.53	3,142,046.45
Travel expenses	差旅費	1,667,680.46	1,513,550.57
Office expenses	辦公費	944,327.66	1,315,333.17
Business Expenses	業務經費	923,332.44	1,269,862.71
Packing charges	包裝費	0.00	505,610.55
Exhibition expenses	展覽費	247,018.40	142,369.20
Repair expenses	修理費	31,289.13	70,509.07
Warehousing and storage expenses	倉儲保管費	52,756.15	36,647.43
Miscellaneous	其他	1,053,614.03	2,008,165.88
Total	合計	31,940,023.66	34,036,511.06

42. Administrative expenses

42. 管理費用

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Employee compensation	職工薪酬	66,662,165.71	60,816,993.42
Intermediary agency fees	聘請中介機構費	10,114,008.58	11,065,903.13
– Audit service fees	– 審計服務費用	2,911,199.74	2,105,725.30
– Tax service fees	– 稅務服務費用	149,337.67	217,561.15
– Other service fees	– 其他服務費用	3,533,770.38	5,422,721.72
– Lawyer service fees	– 律師服務費	3,519,700.79	3,319,894.96
Office expenses	辦公費	3,751,953.35	3,131,103.01
Amortization of intangible assets	無形資產攤銷	3,523,555.15	1,348,668.73
Depreciation expenses	折舊費	2,168,961.94	1,397,029.27
Vehicle expenses	車輛費用	1,476,863.89	1,762,010.66
Energy charges	能源費	1,284,732.28	1,222,962.61
Repair expenses	修理費	465,727.56	366,592.70
Business entertainment expenses	業務招待費	435,676.79	636,322.33
Travel expenses	差旅費	394,656.43	768,567.34
Business publicity expenses	業務宣傳費	89,456.06	128,017.45
Miscellaneous	其他	11,452,892.02	12,488,541.47
Total	合計	101,820,649.76	95,132,712.12

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

六、合併財務報表主要項目註釋(續)

43. R&D expenses

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
R&D expenses	研發費用	47,649,016.32	26,536,621.86

43. 研發費用

44. Financial Expenses

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Interest expenses	利息支出	12,931,363.31	8,926,217.03
Less: interest income	減: 利息收入	994,136.53	1,186,644.27
Exchange income	匯兌收益	3,182,566.38	0.00
Add: exchange loss	加: 匯兌損失	33,552.75	4,633,554.01
Other expenses	其他支出	377,433.42	442,906.06
Total	合計	9,165,646.57	12,816,032.83

44. 財務費用

45. Other incomes

Other sources of income	產生其他收益的來源	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Government subsidies	政府補助	10,336,550.81	9,369,602.15
Transferring-in of deferred revenue	遞延收益轉入	4,960,274.88	692,748.62
Return of handling charges of individual income tax	個稅手續費返還	7,318.90	3,036.14
Total	合計	15,304,144.59	10,065,386.91

45. 其他收益

46. Investment income

Sources of investment income	產生投資收益的來源	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Long-term equity investment incomes calculated at equity method	權益法核算的長期股權投資收益	20,659,931.05	18,591,872.49
Gain from debt restructuring	債務重組收益	3,806,900.04	554,913.61
Investment income from disposal of financial assets held for trading	處置交易性金融資產取得的投資收益	608,700.53	0.00
Total	合計	25,075,531.62	19,146,786.10

46. 投資收益

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

六、合併財務報表主要項目註釋(續)

47. Credit impairment loss

47. 信用減值損失

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Loss on bad debts of accounts receivable	應收賬款壞賬損失	4,407,154.55	264,142.02
Loss on bad debts of other receivables	其他應收款壞賬損失	-812,458.87	-64,642.24
Total	合計	3,594,695.68	199,499.78

48. Asset impairment loss

48. 資產減值損失

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Inventory falling price loss and contract performance cost impairment loss	存貨跌價損失及合同履約成本減值損失	-19,531,341.09	-21,618,520.66

49. Income from disposal of assets

49. 資產處置收益

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額	Amount included in non-recurring profits and losses in the current year 計入本年非經常性損益的金額
Gains from disposal of non-current assets	非流動資產處置收益	324,288.25	197,317.56	324,288.25
Including: incomes from disposal of fixed assets	其中: 固定資產處置收益	324,288.25	197,317.56	324,288.25

324,288.25 yuan is included in non-recurring profit and loss in current year (previous year: 197,317.56 yuan).

本年計入非經常性損益金額為324,288.25元(上年: 197,317.56元)。

50. Non-operating income

50. 營業外收入

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額	Amount included in non-recurring profits and losses in the current year 計入本年非經常性損益的金額
Compensation income	賠償金收入	9,291,612.25	0.00	9,291,612.25
Payables not to be paid after approval	經批准無需支付的應付款項	2,361,087.30	181,928.53	2,361,087.30
Revenue from breach indemnity	違約賠償收入	16,612.50	396,017.70	16,612.50
Miscellaneous	其他	544,531.90	294,788.43	544,531.90
Total	合計	12,213,843.95	872,734.66	12,213,843.95

12,213,843.95 yuan is included in non-recurring profit and loss in current year (previous year: 872,734.66 yuan).

本年計入非經常性損益金額為12,213,843.95元(上年: 872,734.66元)。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

六、合併財務報表主要項目註釋(續)

51. Non-operating expenditures

51. 營業外支出

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額	Amount included in non-recurring profits and losses in the current year 計入本年非經常性損益的金額
Losses of retirement of non-current assets	非流動資產毀損報廢損失	303,245.17	222,045.38	303,245.17
Including: Loss from damage or retirement of fixed assets	其中: 固定資產毀損報廢損失	303,245.17	222,045.38	303,245.17
Compensation expense	賠償金支出	2,214,656.00	0.00	2,214,656.00
Liquidated damages, fines and overdue fines	違約金、罰款、滯納金等	19,000.00	19,000.00	19,000.00
External donation	對外捐贈	50,000.00	0.00	50,000.00
Compensation for interest expenses	賠償利息支出	0.00	1,000,000.00	0.00
Miscellaneous	其他	753,309.02	70,200.00	753,309.02
Total	合計	3,340,210.19	1,311,245.38	3,340,210.19

3,340,210.19 yuan is included in non-recurring profit and loss in current year (previous year: 1,311,245.38 yuan).

本年計入非經常性損益金額為3,340,210.19元(上年: 1,311,245.38元)。

52. Income tax expenses

(1) Income tax expenses

52. 所得稅費用

(1) 所得稅費用

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Income tax in current period calculated as per tax laws and relevant regulations	按稅法及相關規定計算的當期所得稅	15,238,085.22	3,921,024.01
1. Mainland China corporate income tax	1. 中國大陸企業所得稅	11,824,623.57	2,203,902.43
2. Profits tax in Hong Kong, China	2. 中國香港利得稅	0.00	0.00
3. Other regions (USA)	3. 其他地區(美國)	3,413,461.65	1,717,121.58
Deferred income tax expenses	遞延所得稅費用	-7,939,543.11	237,867.51
Total	合計	7,298,542.11	4,158,891.52

(2) Adjustment process of accounting profits and income tax expenses

(2) 會計利潤與所得稅費用調整過程

Item	項目	Amount in the current year 本年發生額
Consolidated total profits in the current year	本年合併利潤總額	21,352,697.87
Income taxes expenses calculated at legal applicable tax rate	按法適用稅率計算的所得稅費用	5,338,174.47
Effect of different tax rates applicable to subsidiaries	子公司適用不同稅率的影響	1,040,418.74
Effect from adjustment of income tax of previous period	調整以前期間所得稅的影響	-1,302,068.72
Effect of nondeductible cost, expense and loss	不可抵扣的成本、費用和損失的影響	116,230.06
Effect of non-taxable income	非應稅收入的影響	-3,098,989.65
Effect from using the deductible losses of unrecognized deferred income tax assets	使用前期未確認遞延所得稅資產的可抵扣虧損的影響	-2,184,334.17
Effects of deductible temporary differences or deductible losses of deferred income tax assets unrecognized in the current year	本年未確認遞延所得稅資產的可抵扣暫時性差異或可抵扣虧損的影響	17,154,096.56
Miscellaneous	其他	-9,764,985.18
Total	合計	7,298,542.11

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

53. Other comprehensive incomes

See relevant contents in "VI. 35 Other comprehensive incomes" in the Notes for details.

53. 其他綜合收益

詳見本附註「六、35 其他綜合收益」相關內容。

54. Items of cash flow statements

(1) Other cash received/paid relating to operating/investment/financing activities

1) Other cash received relating to operating activities

54. 現金流量表項目

(1) 收到/支付的其他與經營/投資/籌資活動有關的現金

1) 收到的其他與經營活動有關的現金

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Government subsidies	政府補助	10,334,823.81	7,792,635.97
Transactions	往來款	10,269,868.54	4,414,122.29
Margins, deposits and pretty cash recovered	收回保證金、押金及備用金	2,380,796.24	6,787,144.00
Interest income	利息收入	1,669,901.63	1,044,144.27
Penalty	罰款	85,446.36	116,039.00
Miscellaneous	其他	1,291,595.91	3,821,539.43
Total	合計	26,032,432.49	23,975,624.96

2) Cash paid for other operating activities

2) 支付的其他與經營活動有關的現金

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
All expenses	各項費用	41,435,172.79	51,564,300.20
Guarantee deposit, security deposit	保證金、押金	19,105,670.85	1,394,949.78
Transactions	往來款	2,684,229.37	5,445,026.30
Service charge	手續費	198,241.32	442,906.06
Penalty	罰款	19,000.00	200.00
Total	合計	63,442,314.33	58,847,382.34

3) Other cash received relating to investing activities

3) 收到的其他與投資活動有關的現金

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Net cash paid for the acquisition of subsidiaries and other business entities	取得子公司及其他營業單位支付的現金淨額	62,297,104.92	0.00

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued) 六、合併財務報表主要項目註釋(續)

54. Items of cash flow statements (Continued)

- (1) Other cash received/paid relating to operating/
investment/financing activities (Continued)
4) Other cash received relating to financing activities

54. 現金流量表項目(續)

- (1) 收到/支付的其他與經營/投
資/籌資活動有關的現金(續)
4) 收到其他與籌資活動有關的
現金

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Funds earmarked for cutting-edge hydrogen technology development projects	氫能前沿科技產業發展項目專項資金	60,000,000.00	0.00
Funds earmarked for BTIC's projects	天海工業揭榜掛帥項目專項資金	23,207,700.00	0.00
Special funds for the R&D and Industrialization Project for the Hydrogen Energy Frontier Technology Products of Beijing Tianhai Industry Co., Ltd.	天海工業氫能前沿科技產品研發及產業化項目專項資金	0.00	30,000,000.00
Total	合計	83,207,700.00	30,000,000.00
5) Other cash paid relating to financing activities		5) 支付的其他與籌資活動有關的現金	
Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Direct expenses of funds raised by private placement	非公開發行募集資金直接費用	3,983,800.13	0.00
Operating lease rentals	經營租賃租金	950,622.19	0.00
Total	合計	4,934,422.32	0.00

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued) 六、合併財務報表主要項目註釋(續)

54. Items of cash flow statements (Continued)

(2) Supplementary information to consolidated cash flow statement

54. 現金流量表項目(續)

(2) 合併現金流量表補充資料

Item	項目	Amount in the current year 本年年金額	Amount in the previous year 上年金額
1. Adjust net profit to cash flow from operating activities:	1. 將淨利潤調節為經營活動現金流量:	-	-
Net profit	淨利潤	14,054,155.76	-41,235,891.79
Add: provision for impairment of assets	加: 資產減值準備	19,531,341.09	21,618,520.66
Credit impairment loss	信用減值損失	-3,594,695.68	-199,499.78
Depreciation of fixed assets	固定資產折舊	55,811,967.41	49,251,211.41
Depreciation of right-of-use assets	使用權資產折舊	9,001,631.86	0.00
Amortization of intangible assets	無形資產攤銷	6,916,327.48	3,286,841.89
Amortization of long-term unamortized expenses	長期待攤費用攤銷	1,850,662.33	2,880,274.53
Losses from disposal of fixed assets, intangible assets and other long-term assets (profits marked with "-")	處置固定資產、無形資產和其他長期資產的損失(收益以「-」填列)	-324,288.25	-197,317.56
Losses from retirement of fixed assets (profits marked with "-")	固定資產報廢損失(收益以「-」填列)	303,245.17	222,045.38
Losses from changes in fair value (profits marked with "-")	公允價值變動損失(收益以「-」填列)	0.00	-30,675.01
Financial expenses (profits marked with "-")	財務費用(收益以「-」填列)	13,721,856.11	11,923,605.14
Investment losses (profits marked with "-")	投資損失(收益以「-」填列)	-25,075,531.62	-19,146,786.10
Decrease on deferred income tax assets (increases to be listed with "-")	遞延所得稅資產的減少(增加以「-」填列)	-6,767,502.30	237,867.51
Increases in deferred income tax liabilities (decreases to be listed with "-")	遞延所得稅負債的增加(減少以「-」填列)	-1,172,040.81	0.00
Decrease in inventory (increase marked with "-")	存貨的減少(增加以「-」填列)	35,883,418.45	-71,805,274.59
Decrease in operating receivables (increase marked with "-")	經營性應收項目的減少(增加以「-」填列)	-32,832,112.00	30,447,211.48
Increase in operating payables (decrease marked with "-")	經營性應付項目的增加(減少以「-」填列)	-73,713,538.14	-19,946,845.52
Miscellaneous	其他	-8,371,138.12	0.00
Net cash flows from operating activities	經營活動產生的現金流量淨額	5,223,758.74	-32,694,712.35
2. Major investment and financing activities that do not involve cash receipts and payments:	2. 不涉及現金收支的重大投資和籌資活動:	-	-
Conversion of debt into capital	債務轉為資本	0.00	0.00
Convertible corporate bonds due within one year	一年內到期的可轉換公司債券	0.00	0.00
Fixed assets acquired under financial leases	融資租入固定資產	0.00	0.00
3. Net changes in cash and cash equivalents:	3. 現金及現金等價物淨變動情況:	-	-
Ending balance of cash	現金的年末餘額	263,802,199.98	79,891,833.74
Less: beginning balance of cash	減: 現金的年初餘額	79,891,833.74	246,146,097.89
Add: Ending balance of cash equivalents	加: 現金等價物的年末餘額	0.00	0.00
Less: beginning balance of cash equivalents	減: 現金等價物的年初餘額	0.00	0.00
Net increase in cash and cash equivalents	現金及現金等價物淨增加額	183,910,366.24	-166,254,264.15

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

六、合併財務報表主要項目註釋(續)

54. Items of cash flow statements (Continued)

54. 現金流量表項目(續)

(3) Net cash paid for acquisition of subsidiaries in the current period

(3) 本年支付的取得子公司的現金淨額

Item	項目	Amount in the current year 本年年金額
Cash and cash equivalents paid in the current year for business combinations occurred in the current year	本年發生的企業合併於本年支付的現金或現金等價物	
Including: Beijing Jingcheng Haitong Technology Culture Development Co., Ltd.	其中:北京京城海通科技文化發展有限公司	461,732.00
Qingdao BYTQ United Digital Intelligence Co., Ltd.	青島北洋天青數聯智能有限公司	67,433,884.40
Less: cash and cash equivalents held by subsidiaries on acquisition date	減:購買日子公司持有的現金及現金等價物	
Including: Beijing Jingcheng Haitong Technology Culture Development Co., Ltd.	其中:北京京城海通科技文化發展有限公司	62,758,836.92
Qingdao BYTQ United Digital Intelligence Co., Ltd.	青島北洋天青數聯智能有限公司	36,233,354.22
Add: Cash or cash equivalents paid in the current year for business merger occurred during previous periods	加:以前期間發生的企業合併於本年支付的現金或現金等價物	0.00
Net cash paid for acquisition of subsidiaries	取得子公司支付的現金淨額	-31,096,574.74

(4) Cash and cash equivalents

(4) 現金和現金等價物

Item	項目	Ending balance 年末餘額	Beginning balance 年初餘額
Cash	現金	263,802,199.98	79,891,833.74
Including: cash on hand	其中:庫存現金	132,679.87	182,714.81
Cash at bank available for payments at any time	可隨時用於支付的銀行存款	263,669,520.11	79,709,118.93
Other cash at bank and on hand available for payment at any time	可隨時用於支付的其他貨幣資金	0.00	0.00
Cash equivalents	現金等價物	0.00	0.00
Ending balance of cash and cash equivalents	年末現金和現金等價物餘額	263,802,199.98	79,891,833.74
Including: the parent company or subsidiaries within the group use restricted cash and cash equivalents	其中:母公司或集團內子公司使用受限制的現金和現金等價物	0.00	0.00

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

六、合併財務報表主要項目註釋(續)

55. Assets with restricted ownership or use right

55. 所有權或使用權受到限制的資產

Item 項目	Ending book value 年末賬面價值	Reasons for restriction 受限原因
Monetary fund 貨幣資金	22,374,406.22	L/C guarantee deposits 信用證保證金
	46,822,813.02	Margin for bank acceptance bill 銀行承兌匯票保證金
	3,625,647.23	Litigation freezing 訴訟凍結
	2,926.79	Bond for letter of guarantee 保函保證金
Total 合計	72,825,793.26	-

56. Monetary items in foreign currency

56. 外幣貨幣性項目

(1) Monetary items in foreign currency

(1) 外幣貨幣性項目

Item	項目	Ending balance in foreign currency 年末外幣餘額	Exchange rate upon translation 折算匯率	Ending balance in RMB (equivalent) 年末折算人民幣餘額
Monetary fund	貨幣資金	-	-	24,919,688.32
Including: U.S. dollar	其中:美元	3,573,647.91	6.9646	24,889,028.23
EUR	歐元	2,231.28	7.4229	16,562.58
HKD	港幣	15,781.38	0.8933	14,097.51
Accounts receivable	應收賬款	-	-	45,003,830.21
Including: U.S. dollar	其中:美元	5,385,315.48	6.9646	37,506,568.19
EUR	歐元	1,010,017.92	7.4229	7,497,262.02
Other receivables	其他應收款	-	-	1,567,035.00
Including: U.S. dollar	其中:美元	225,000.00	6.9646	1,567,035.00
Accounts payable	應付賬款	-	-	9,080,325.03
Including: U.S. dollar	其中:美元	1,303,782.70	6.9646	9,080,325.03
Other payables	其他應付款	-	-	187,271.20
Including: U.S. dollar	其中:美元	26,889.01	6.9646	187,271.20

(2) Group companies incorporated overseas

BTIC AMERICA CORPORATION, a subsidiary of the Company, is registered in Houston, USA, with USD as the recording currency. Jingcheng Holding (Hong Kong) Co., Ltd., the subsidiary of the Company, is registered in Hong Kong, with USD as the recording currency.

(2)

境外經營實體

本公司之下屬公司天海美洲公司註冊地為美國休斯頓,公司以美元為記賬本位幣。本公司之子公司京城控股(香港)有限公司註冊地為香港,公司以美元為記賬本位幣。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VI. Notes to Main Items in Consolidated Financial Statements (Continued)

57. Government subsidies

(1) Basic information of government subsidies

Category 種類	Amount 金額	Presented items 列報項目	Amount included in the current profits or losses 計入當年損益的金額
Income-related 與收益相關	10,336,550.81	Other incomes 其他收益	10,336,550.81
Income-related 與收益相關	358,604.17	Deferred incomes 遞延收益	4,960,274.88

(2) Refund of government subsidies

The Group has no refund of government grants in the current year.

57. 政府補助

(1) 政府補助基本情況

(2) 政府補助退回情況

本年本集團無政府補助退回的情況。

VII. Changes in Consolidation Scope

1. Business merger under different control

(1) Business combination under different control in current period

七、合併範圍的變化

1. 非同一控制下企業合併

(1) 本年發生的非同一控制下企業合併

Name of acquiree 被購買方名稱	Acquisition date 股權取得時點	Acquisition cost (10,000 yuan) 股權取得成本 (萬元)	Shareholding percentage (%) 股權取得比例 (%)	Acquisition method 股權取得方式	Purchase date 購買日	Determination basis of purchase date 購買日的確定依據	Income of acquiree from acquisition date to the end of year (10,000 yuan) 購買日至年末被 購買方的收入 (萬元)	Net profits of the purchased party from the date of purchase to the end of the year (10,000 yuan) 購買日至年末被 購買方的淨利潤 (萬元)
Qingdao BYTQ United Digital Intelligence Co., Ltd.	24 June 2022	30,720.00	80.00	Issuing shares and purchasing with cash	24 June 2022	Acquisition of control	12,952.77	4,140.13
青島北洋天青數聯智能有限公司	2022年6月24日			發行股份及現金購買	2022年6月24日	取得控制權		
Beijing Jingcheng Haitong Technology Culture Development Co., Ltd.	4 July 2022	2,024.26	51.00	Cash	4 July 2022	Acquisition of control	3,187.95	1,357.08
北京京城海通科技文化發展有限公司	2022年7月4日			現金	2022年7月4日	取得控制權		

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VII. Changes in Consolidation Scope (Continued)

1. Business merger under different control (Continued)

(2) Combination costs and goodwill

Item	項目	Qingdao BYTQ United Digital Intelligence Co., Ltd. 青島北洋天青數聯智能有限公司	Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. 北京京城海通科技文化發展有限公司
Cash	現金	87,433,884.41	461,732.00
Fair value of equity securities issued	發行的權益性證券的公允價值	219,766,115.59	0.00
Fair value of the equity held before the acquisition date on the acquisition date	購買日之前持有的股權於購買日的公允價值	-	19,780,852.63
Total consolidated cost	合併成本合計	307,200,000.00	20,242,584.63
Less: Fair value of identifiable net assets acquired	減: 取得的可辨認淨資產公允價值份額	138,203,960.90	20,588,234.37
Amount of goodwill/consolidated cost less than the fair value of identifiable net assets acquired	商譽/合併成本小於取得的可辨認淨資產公允價值份額的金額	168,996,039.10	-345,649.74

(3) Identifiable assets and liabilities of the acquiree on the acquisition date

Item	項目	Fair value on acquisition date 購買日公允價值	Book value on the purchase date 購買日賬面價值
Assets:	資產:	283,423,520.85	227,239,028.64
Monetary fund	貨幣資金	56,310,676.35	56,310,676.35
Accounts receivable	應收款項	124,291,587.69	124,291,587.69
Inventories	存貨	41,519,018.17	36,513,075.68
Other current assets	其他流動資產	48,512.92	48,512.92
Fixed assets	固定資產	4,798,390.00	3,644,803.44
Right-of-use assets	使用權資產	4,807,229.83	4,807,229.83
Intangible assets	無形資產	50,129,400.00	104,436.84
Deferred income tax assets	遞延所得稅資產	1,518,705.89	1,518,705.89
Liabilities:	負債:	110,668,569.72	102,240,895.90
Accounts payable	應付款項	88,208,073.12	88,208,073.12
Taxes payable	應交稅費	7,692,800.98	7,692,800.98
Non-current liabilities due within one year	一年內到期的非流動負債	2,225,792.58	2,225,792.58
Lease liabilities	租賃負債	1,351,871.95	1,351,871.95
Provision	預計負債	2,762,357.27	2,762,357.27
Deferred income tax liabilities	遞延所得稅負債	8,427,673.82	0.00
Net assets	淨資產	172,754,951.13	124,998,132.74
Less: Minority interests	減: 少數股東權益	0.00	0.00
Net assets acquired	取得的淨資產	172,754,951.13	124,998,132.74

七、合併範圍的變化(續)

1. 非同一控制下企業合併(續)

(2) 合併成本及商譽

Item	項目	Qingdao BYTQ United Digital Intelligence Co., Ltd. 青島北洋天青數聯智能有限公司	Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. 北京京城海通科技文化發展有限公司
Cash	現金	87,433,884.41	461,732.00
Fair value of equity securities issued	發行的權益性證券的公允價值	219,766,115.59	0.00
Fair value of the equity held before the acquisition date on the acquisition date	購買日之前持有的股權於購買日的公允價值	-	19,780,852.63
Total consolidated cost	合併成本合計	307,200,000.00	20,242,584.63
Less: Fair value of identifiable net assets acquired	減: 取得的可辨認淨資產公允價值份額	138,203,960.90	20,588,234.37
Amount of goodwill/consolidated cost less than the fair value of identifiable net assets acquired	商譽/合併成本小於取得的可辨認淨資產公允價值份額的金額	168,996,039.10	-345,649.74

(3) 被購買方於購買日可辨認資產、負債

Qingdao BYTQ United Digital Intelligence Co., Ltd. 青島北洋天青數聯智能有限公司

Item	項目	Fair value on acquisition date 購買日公允價值	Book value on the purchase date 購買日賬面價值
Assets:	資產:	283,423,520.85	227,239,028.64
Monetary fund	貨幣資金	56,310,676.35	56,310,676.35
Accounts receivable	應收款項	124,291,587.69	124,291,587.69
Inventories	存貨	41,519,018.17	36,513,075.68
Other current assets	其他流動資產	48,512.92	48,512.92
Fixed assets	固定資產	4,798,390.00	3,644,803.44
Right-of-use assets	使用權資產	4,807,229.83	4,807,229.83
Intangible assets	無形資產	50,129,400.00	104,436.84
Deferred income tax assets	遞延所得稅資產	1,518,705.89	1,518,705.89
Liabilities:	負債:	110,668,569.72	102,240,895.90
Accounts payable	應付款項	88,208,073.12	88,208,073.12
Taxes payable	應交稅費	7,692,800.98	7,692,800.98
Non-current liabilities due within one year	一年內到期的非流動負債	2,225,792.58	2,225,792.58
Lease liabilities	租賃負債	1,351,871.95	1,351,871.95
Provision	預計負債	2,762,357.27	2,762,357.27
Deferred income tax liabilities	遞延所得稅負債	8,427,673.82	0.00
Net assets	淨資產	172,754,951.13	124,998,132.74
Less: Minority interests	減: 少數股東權益	0.00	0.00
Net assets acquired	取得的淨資產	172,754,951.13	124,998,132.74

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VII. Changes in Consolidation Scope (Continued)

1. Business merger under different control (Continued)

(3) Identifiable assets and liabilities of the acquiree on the acquisition date (Continued)

		Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. 北京京城海通科技文化發展有限公司	
Item	項目	Fair value on acquisition date 購買日公允價值	Book value on the purchase date 購買日賬面價值
Assets:	資產：		
Monetary fund	貨幣資金	312,439,807.24	312,439,807.24
Accounts receivable	應收款項	62,758,836.92	62,758,836.92
Other current assets	其他流動資產	13,781,278.87	13,781,278.87
Fixed assets	固定資產	1,105,651.38	1,105,651.38
Right-of-use assets	使用權資產	4,710.43	4,710.43
Intangible assets	無形資產	222,214,527.48	222,214,527.48
Long-term deferred expenses	長期待攤費用	5,086.23	5,086.23
Liabilities:	負債：		
Accounts payable	應付款項	12,569,715.93	12,569,715.93
Employee compensation payable	應付職工薪酬	272,070,720.24	272,070,720.24
Taxes payable	應交稅費	158,400.00	158,400.00
Other payables	其他應付款	13,416.62	13,416.62
Lease liabilities	租賃負債	219,274.51	219,274.51
Net assets	淨資產	19,934,565.54	19,934,565.54
Less: Minority interests	減：少數股東權益	251,745,063.57	251,745,063.57
Net assets acquired	取得的淨資產	40,369,087.00	40,369,087.00
		0.00	0.00
		40,369,087.00	40,369,087.00

2. Business combination under common control

None.

七、合併範圍的變化(續)

1. 非同一控制下企業合併(續)

(3) 被購買方於購買日可辨認資產、負債(續)

2. 同一控制下企業合併

本年未發生同一控制下企業合併。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VIII. Equity in Other Entities

1. Equity in subsidiaries

(1) Composition of the Enterprise Group

Name of subsidiary 子公司名稱	Principal place of business 主要經營地	Registration place 註冊地	Business Nature 業務性質
Beijing Tianhai Industry Co., Ltd. 北京天海工業有限公司	Chaoyang District, Beijing 北京市朝陽區	Chaoyang District, Beijing 北京市朝陽區	Production 生產
Tianjin Tianhai High Pressure Container Co., Ltd. 天津天海高壓容器有限責任公司	Tianjin Port Free Trade Zone 天津港保稅區	Tianjin Port Free Trade Zone 天津港保稅區	Production 生產
Shanghai Tianhai Composite Cylinders Co., Ltd. 上海天海複合氣瓶有限公司	Songjiang District, Shanghai 上海市松江區	Songjiang District, Shanghai 上海市松江區	Production 生產
Beijing Tianhai Cryogenic Equipment Co., Ltd. 北京天海低溫設備有限公司	Tongzhou District, Beijing 北京市通州區	Tongzhou District, Beijing 北京市通州區	Production 生產
Beijing Tianhai Hydrogen Energy Equipment Co., Ltd. 北京天海氫能裝備有限公司	Tongzhou District, Beijing 北京市通州區	Tongzhou District, Beijing 北京市通州區	Production 生產
Beijing Minghui Tianhai Gas Storage and Transportation Equipment Sales Co., Ltd. 北京明暉天海氣體儲運裝備銷售有限公司	Tongzhou District, Beijing 北京市通州區	Tongzhou District, Beijing 北京市通州區	Production 生產
BTIC AMERICA CORPORATION 天海美洲公司	Houston, USA 美國休斯頓	Houston, USA 美國休斯頓	Sales 銷售
Kuancheng Tianhai Pressure Container Co., Ltd. 寬城天海壓力容器有限公司	Chengde, Hebei 河北省承德市	Chengde, Hebei 河北省承德市	Production 生產
Jingcheng Holding (Hong Kong) Co., Ltd. 京城控股(香港)有限公司	Hong Kong 香港	Hong Kong 香港	Trading and investment 貿易、投資
Qingdao BYTQ United Digital Intelligence Co., Ltd. 青島北洋天青數聯智能有限公司	Qingdao 青島市	Qingdao 青島市	Production 生產
Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. 北京京城海通科技文化發展有限公司	Chaoyang District, Beijing 北京市朝陽區	Chaoyang District, Beijing 北京市朝陽區	Property, lease 物業、租賃

八、在其他主體中的權益

1. 在子公司中的權益

(1) 企業集團的構成

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VIII. Equity in Other Entities (Continued)

1. Equity in subsidiaries (Continued)

(1) Composition of the Enterprise Group (Continued)

(Continued)

Name of subsidiary 子公司名稱	Registered Capital 註冊資本	Shareholding proportion (%)		Way of acquisition 取得方式
		持股比例(%)		
		Direct 直接	Indirect 間接	
Beijing Tianhai Industry Co., Ltd. 北京天海工業有限公司	USD83,386,262.97 8,338.63萬美元	91.50	8.50	Business combination under common control 同一控制下企業合併
Tianjin Tianhai High Pressure Container Co., Ltd. 天津天海高壓容器有限責任公司	225,578,400 yuan 22,557.84萬元		55.00	Establishment 設立
Shanghai Tianhai Composite Cylinders Co., Ltd. 上海天海復合氣瓶有限公司	USD30,17,400 301.74萬美元		87.84	Business combination under common control 同一控制下企業合併
Beijing Tianhai Cryogenic Equipment Co., Ltd. 北京天海低溫設備有限公司	40,000,000.00 yuan 4,000.00萬元		75.00	Establishment 設立
Beijing Tianhai Hydrogen Energy Equipment Co., Ltd. 北京天海氫能裝備有限公司	20,000,000.00 yuan 2,000.00萬元	100.00		Business combination under common control 同一控制下企業合併
Beijing Minghui Tianhai Gas Storage and Transportation Equipment Sales Co., Ltd. 北京明暉天海氣體儲運裝備銷售有限公司	545,225,228 yuan 54,522.52萬元		38.51	Establishment 設立
BTIC AMERICA CORPORATION	680.00 shares 680.00 shares		90.00	Business merger under different control 非同一控制下企業合併
Kuancheng Tianhai Pressure Container Co., Ltd. 寬城天海壓力容器有限公司	81,584,000 yuan 8,158.40萬元		61.10	Establishment 設立
Jingcheng Holding (Hong Kong) Co., Ltd. 京城控股(香港)有限公司	HKD1,000 1,000港幣	100.00		Business combination under common control 同一控制下企業合併
Qingdao BYTQ United Digital Intelligence Co., Ltd. 青島北洋天青數聯智能有限公司	21,418,633 yuan 2,141.8633萬元	81.45		Business merger under different control 非同一控制下企業合併
Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. 北京京城海通科技文化發展有限公司	80,000,000.00 yuan 8,000.00萬元		51.00	Business merger under different control 非同一控制下企業合併

八、在其他主體中的權益(續)

1. 在子公司中的權益(續)

(1) 企業集團的構成(續)

(續表)

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VIII. Equity in Other Entities (Continued)

1. Equity in subsidiaries (Continued)

(1) Composition of the Enterprise Group (Continued)

Beijing Minghui Tianhai Gas Storage and Transportation Sales Co., Ltd. was established on 27 November 2012, with a registered capital of 10 million yuan wholly contributed by BTIC. After two capital increases, as of 31 December 2022, the registered capital of Beijing Minghui Tianhai Gas Storage and Transportation Sales Co., Ltd. has been increased to 545,225,200 yuan, including 210,000,000 yuan (38.51%) contributed by BTIC, 170,412,703.00 yuan (31.26%) contributed by Beijing Jingguofa Venture Investment Fund (LLP) and 164,812,525.00 yuan (30.23%) contributed by Beijing Bashi Media Co., Ltd.

According to the Articles of Association of Beijing Minghui Tianhai Gas Storage and Transportation Sales Co., Ltd., it has 5 directors in the Board of Directors, of which BTIC nominates 3 and Beijing Jingguofa Venture Investment Fund (LLP) and Beijing Bashi Media Co., Ltd. nominate 1 respectively. Apart from major matters such as selling all assets of the company that should be subject to the approval of a two-thirds vote of the Board of Directors, matters such as approving the business plan and investment plan of the company and determining the setting of internal management departments of the company must be approved by more than half of all the directors. The management is also dispatched by BTIC. BTIC can exert control over Beijing Minghui Tianhai Gas Storage and Transportation Sales Co., Ltd. and, thus, include it in the scope of consolidated financial statements.

(2) Important non-wholly-owned subsidiaries

Name of subsidiary	Proportion of Minority Shareholders (%)	Profits and losses attributable to minority shareholders in current year	Other comprehensive income attributable to minority shareholders in the current year	Changes in capital surplus this year	Capital reduction of minority shareholders this year	Dividends paid to minority shareholders in the current year	Equity balance of minority shareholders at the end of the year
Qingdao BYTQ United Digital Intelligence Co., Ltd.	18.55	8,280,250.91	0.00	0.00	0.00	0.00	42,831,241.14

八、在其他主體中的權益(續)

1. 在子公司中的權益(續)

(1) 企業集團的構成(續)

北京明暉天海氣體儲運裝備銷售有限公司成立於2012年11月27日,成立時註冊資本為1,000萬元,全部由北京天海出資。經過兩次增資,截至2022年12月31日北京明暉天海氣體儲運裝備銷售有限公司註冊資本為54,522.52萬元,其中北京天海出資210,000,000元,佔註冊資本的38.51%,北京京國發股權投資基金(有限合夥)出資170,412,703.00元,佔註冊資本的31.26%,北京巴士傳媒股份有限公司出資164,812,525.00元,佔註冊資本的30.23%。

根據北京明暉天海氣體儲運裝備銷售有限公司的公司章程規定:北京明暉天海氣體儲運裝備銷售有限公司共有5名董事,其中北京天海提名3名,北京京國發股權投資基金(有限合夥)和北京巴士傳媒股份有限公司各提名1名,除出售公司全部資產等重大事項需要董事會三分之二以上表決外,審定公司的經營計劃和投資方案、決定公司內部管理機構的設置等事項由全體董事中過半數的董事同意。管理層也均由北京天海派出。北京天海可以對北京明暉天海氣體儲運裝備銷售有限公司實施控制,因此將其納入合併報表範圍。

(2) 重要的非全資子公司

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VIII. Equity in Other Entities (Continued)

2. Main financial information of important non-wholly-owned subsidiaries

八、在其他主體中的權益(續)

2. 重要非全資子公司的主要財務信息

Name of subsidiary	子公司名稱	Ending balance					Total liabilities
		Current assets	Non-current assets	Total assets	Current liabilities	Non-current liabilities	
		流動資產	非流動資產	資產合計	流動負債	非流動負債	負債合計
Qingdao BYTQ United Digital Intelligence Co., Ltd.	青島北洋天青數聯智能有限公司	278,915,223.69	84,605,135.29	363,520,358.98	107,989,044.55	11,375,108.75	119,364,153.30

(Continued Table 1)

(續表1)

Name of subsidiary	子公司名稱	Beginning balance					Total liabilities
		Current assets	Non-current assets	Total assets	Current liabilities	Non-current liabilities	
		流動資產	非流動資產	資產合計	流動負債	非流動負債	負債合計
Qingdao BYTQ United Digital Intelligence Co., Ltd.	青島北洋天青數聯智能有限公司	-	-	-	-	-	-

(Continued 2)

(續表2)

Name of subsidiary	子公司名稱	Amount in the current year			
		Revenues	Net profit	Total comprehensive income	Cash flow from operating activities
		營業收入	淨利潤	綜合收益總額	經營活動現金流量
Qingdao BYTQ United Digital Intelligence Co., Ltd.	青島北洋天青數聯智能有限公司	129,527,714.97	41,401,254.55	41,401,254.55	37,735,640.37

(Continued 3)

(續表3)

Name of subsidiary	子公司名稱	Amount in the previous year			
		Revenues	Net profit	Total comprehensive income	Cash flow from operating activities
		營業收入	淨利潤	綜合收益總額	經營活動現金流量
Qingdao BYTQ United Digital Intelligence Co., Ltd.	青島北洋天青數聯智能有限公司	-	-	-	-

3. Conditions for change in the owner's equity portion in the subsidiaries and the subsidiaries still being under control

None.

3. 在子公司的所有者權益份額發生變化且仍控制子公司的情況

無。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VIII. Equity in Other Entities (Continued)

4. Equity in joint ventures or associates

(1) Joint ventures and associates

Name of joint venture or associate 合營企業或聯營企業名稱	Principal place of business 主要經營地	Registration place 註冊地	Business Nature 業務性質	Shareholding proportion (%) 持股比例(%)		Accounting methods for the investment in joint ventures or associates 對合營企業或聯營企業投資的會計處理方法
				Direct 直接	Indirect 間接	
Jiangsu Tianhai Special Equipment Co., Ltd. 江蘇天海特種裝備有限公司	Jiangsu, Zhenjiang 江蘇省鎮江市	Jiangsu, Zhenjiang 江蘇省鎮江市	Production 生產	27.461		Equity method 權益法
Beijing Bolken Energy Technology Inc. 北京伯肯節能科技股份有限公司	Beijing 北京市	Beijing 北京市	Production 生產	9.93		Equity method 權益法
Beiqing Zhichuang (Beijing) New Energy Automobile Technology Co., Ltd. 北清智創(北京)新能源汽車科技有限公司	Beijing 北京市	Beijing 北京市	Production 生產	10.00		Equity method 權益法

- 1) Jiangsu Tianhai was founded on 27 April 2015. It has a registered capital of 80 million yuan, which is jointly established by BTIC and Nanjing Bibo Industry & Commerce Industrial Co., Ltd. (hereinafter referred to as Nanjing Bibo), of which BTIC contributes 28 million yuan and holds 35% of its equity.

BTIC has invested in welding bottles and acetylene bottles worthy of 9,855,800 yuan (taking the equipment appraisal value of 9,855,800 yuan in the Beijing Fangxin Asset Appraisal Co., Ltd. FPBZ No. 2015011 *Asset Appraisal Report for Machinery Equipment Investment Project of Beijing Tianhai Industry Co., Ltd.* as a reference) and the welding bottles and acetylene bottles patents, right to use proprietary technology priced by 18.1442 million yuan (taking the Beijing Fangxin Asset Appraisal Co., Ltd. FPBZ No.2015010 *Asset Appraisal Report of Beijing Tianhai Industry Co., Ltd. for Foreign Investment in Intangible Assets Project* as a reference), totalling 28 million yuan, accounting for 35% of the shares, while Nanjing Bibo invested 52 million yuan in cash, accounting for 65% of the shares.

In 2021, the new shareholder Yucheng VC of Jiangsu Tianhai increased its capital by 21,962,938.00 yuan, so the shareholding proportion of BTIC in Jiangsu Tianhai was diluted to 27.4610% from 35.00%.

八、在其他主體中的權益(續)

4. 在合營企業或聯營企業中的權益

(1) 合營企業或聯營企業

- 1) 江蘇天海成立於2015年4月27日。註冊資本8,000萬元人民幣,由北京天海與南京畢博工貿實業有限公司(以下簡稱南京畢博)合資設立,其中北京天海出資2,800萬元,持有其35%股權。

北京天海以價值985.58萬元的焊接瓶和乙炔瓶設備投資(以北京方信資產評估有限公司方評報字第2015011號《北京天海工業有限公司機器設備投資項目資產評估報告書》設備評估值985.58萬元為參考)及作價1,814.42萬元的焊接瓶和乙炔瓶專利、專有技術使用權(以北京方信資產評估有限公司方評報字第2015010號《北京天海工業有限公司對外投資無形資產項目資產評估報告書》為參考)共計2,800萬元出資,佔股35%;南京畢博以現金5,200萬元出資,佔股65%。

2021年江蘇天海新增股東鈺成創業對江蘇天海增資21,962,938.00元,北京天海持有江蘇天海的股權比例由35.00%被動稀釋為27.4610%。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VIII. Equity in Other Entities (Continued)

4. Equity in joint ventures or associates (Continued)

(1) Joint ventures and associates (Continued)

1) (Continued)

The Board of Directors of Jiangsu Tianhai is composed of 5 directors, including 1 director nominated by BTIC and 3 directors by Nanjing Bibo, and 1 director by Yucheng VC. Jiangsu Tianhai does not have a Board of Supervisors, but has two supervisors, including one from BTIC and Nanjing Bibo respectively. Jiangsu Tianhai has one general manager nominated by Nanjing Bibo; one person in charge of administration and personnel, nominated by Nanjing Bibo; one person in charge of finance, nominated by BTIC; and one person in charge of technology and quality, nominated by BTIC. The daily management of Jiangsu Tianhai is mainly in the charge of the personnel sent by Nanjing Bibo. BTIC has a significant influence on Jiangsu Tianhai and is accounted for using the equity method.

- 2) Bolken Energy was established in March 2005 with a registered capital of 63 million yuan. On 29 July 2015, it was listed on National Equities Exchange and Quotations, with the code of 833077. On 15 August 2018, Shaanxi Aerospace Science and Technology Corporation (hereinafter referred to as "Aerospace Science and Technology") listed its shareholding in Bolken Energy's 10.91% equity (6,876,000 shares) for transfer. BTIC received the equity mentioned above by the mode of a transfer agreement on 6 September 2018 and paid the full price on 30 October. The equity change registration was completed at China Securities Depository and Clearing Corporation Limited on 7 November 2018, as well as procedures for industrial and commercial registration of changes on 22 February 2019.

In 2022, Bolken Energy made a private offering of 6,250,000 shares and, as a result, the shareholding proportion of BTIC in Bolken Energy was passively diluted from 10.91% to 9.93%.

BTIC sent delegates to the Bolken Energy Board of Directors, and participated in making financial and business policies of Bolken Energy to exert significant influence on it and used the equity method to account.

八、在其他主體中的權益(續)

4. 在合營企業或聯營企業中的權益

(續)

(1) 合營企業或聯營企業(續)

1) (續)

江蘇天海董事會由5名董事組成,其中:北京天海提名1名,南京畢博提名3名,鈺成創業提名1名;江蘇天海不設監事會,設2名監事,其中:北京天海和南京畢博各提名1名;江蘇天海設總經理1名,由南京畢博提名;行政和人事負責人1名,由南京畢博提名;財務負責人1名,由北京天海提名;技術及質量負責人1名,由北京天海提名。江蘇天海的日常管理主要由南京畢博派出的人員負責。北京天海對江蘇天海具有重大影響,採用權益法核算。

- 2) 伯肯節能成立於2005年3月,註冊資本6,300萬元,2015年7月29日在全國中小企業股份轉讓系統掛牌,代碼833077。2018年8月15日,陝西航天科技集團有限公司(簡稱航天科技)將其持有的伯肯節能10.91%股權(6,876,000股)掛牌轉讓,2018年9月6日,北京天海通過協議轉讓的方式受讓了上述股權,並於10月30日支付了全部價款。2018年11月7日,在中國證券登記結算有限公司完成股權變更登記,2019年2月22日完成工商變更登記手續。

2022年伯肯節能定向發行6,250,000股,北京天海持有伯肯節能的股權比例由10.91%被動稀釋為9.93%。

北京天海於伯肯節能董事會中派駐代表,參與伯肯節能財務和經營政策的制定,對伯肯節能具有重大影響,採用權益法核算。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VIII. Equity in Other Entities (Continued)

4. Equity in joint ventures or associates (Continued)

(1) Joint ventures and associates (Continued)

3) Beiqing Zhichuang (Beijing) New Energy Automobile Technology Co., Ltd. (hereinafter referred to as Beiqing Zhichuang Company) was established on 20 August 2020 by nine companies, including Beijing Tianhai, a subsidiary of the Company, and Beiqi Foton Motor Co., Ltd., with the legal representative being Wu Xibin and registered capital of 100 million yuan, of which Beijing Tianhai subscribed 10 million yuan, holding 10% equity, and the contribution shall be made prior to 31 December 2022. By the end of the year, Beijing Tianhai has paid 3 million yuan. Beiqing Zhichuang Company has a board of directors with 9 members and one director from BTIC. BTIC has a significant influence on Beiqing Zhichuang Company and is accounted for by the equity method.

(2) Main financial information of important joint ventures or associates

1) Jiangsu Tianhai (associate)

Item	項目	Ending balance/ Amount incurred in the current year 年末餘額/ 本年發生額	Beginning balance/ Amount incurred in the previous year 年初餘額/ 上年發生額
Current assets	流動資產	89,586,090.74	78,947,953.82
Including: cash and cash equivalents	其中:現金和現金等價物	36,734,223.61	6,650,729.15
Non-current assets	非流動資產	401,030,939.05	197,065,666.03
Total assets	資產合計	490,617,029.79	276,013,619.85
Current liabilities	流動負債	129,236,094.78	99,094,030.58
Non-current liabilities	非流動負債	169,600,000.00	10,000,000.00
Total liabilities	負債合計	298,836,094.78	109,094,030.58
Non-controlling interests	少數股東權益	0.00	0.00
Shareholders' equity attributable to the parent company	歸屬於母公司股東權益	191,780,935.01	166,919,589.27
Shares of net assets at the shareholding percentage	按持股比例計算的淨資產份額	52,664,962.56	45,837,788.42
Adjustments	調整事項	-2,186,607.71	-6,413,928.00
- Goodwill	- 商譽	0.00	0.00
- Unrealized profit of internal transaction	- 內部交易未實現利潤	-2,186,607.71	-6,413,928.00
- Others	- 其他	0.00	0.00
Book value of equity investments in associates	對聯營企業權益投資的賬面價值	50,478,354.85	39,423,860.42
Fair value of equity investments in associates with a public offer	存在公開報價的聯營企業權益投資的公允價值	0.00	0.00
Revenues	營業收入	142,087,096.54	141,380,008.82
Financial Expenses	財務費用	374,522.53	646,060.51
Income tax expenses	所得稅費用	42,291.21	1,025,539.24
Net profit	淨利潤	24,861,345.74	18,027,930.11
Net profit from discontinued operations	終止經營的淨利潤	0.00	0.00
Other comprehensive incomes	其他綜合收益	0.00	0.00
Total comprehensive income	綜合收益總額	24,861,345.74	18,027,930.11
Dividends received from associated enterprises this year	本年收到的來自聯營企業的股利	0.00	0.00

八、在其他主體中的權益(續)

4. 在合營企業或聯營企業中的權益

(續)

(1) 合營企業或聯營企業(續)

3) 北清智創(北京)新能源汽車科技有限公司(以下簡稱北清智創公司)由本公司之子公司北京天海與北汽福田汽車股份有限公司等九家公司於2020年8月20日出資設立,法定代表人為武錫斌,註冊資本人民幣10,000.00萬元,其中北京天海認繳出資1,000.00萬元,持股10%,認繳出資日期為2022年12月31日前,截至年末,北京天海已實繳300.00萬元。北清智創公司設董事會,董事會成員9人,北京天海派出董事1人。北京天海對北清智創公司具有重大影響,採用權益法核算。

(2) 重要合營或聯營企業的主要財務信息

1) 江蘇天海(聯營企業)

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

VIII. Equity in Other Entities (Continued)

4. Equity in joint ventures or associates (Continued)

(2) Main financial information of important joint ventures or associates (Continued)

2) Jingcheng Haitong (joint venture)

Item	項目	Ending balance/ Amount incurred/ in the current year 年末餘額/ 本年發生額	Beginning balance/ Amount incurred in the previous year 年初餘額/ 上年發生額
Current assets	流動資產	-	61,982,334.93
Including: cash and cash equivalents	其中:現金和現金等價物	-	59,652,894.25
Non-current assets	非流動資產	-	254,289,914.86
Total assets	資產合計	-	316,272,249.79
Current liabilities	流動負債	-	45,481,523.22
Non-current liabilities	非流動負債	-	247,733,342.97
Total liabilities	負債合計	-	293,214,866.19
Non-controlling interests	少數股東權益	-	0.00
Shareholders' equity attributable to the parent company	歸屬於母公司股東權益	-	23,057,383.60
Shares of net assets at the shareholding percentage	按持股比例計算的淨資產份額	-	11,298,117.96
Adjustments	調整事項	-	0.00
- Goodwill	- 商譽	-	0.00
- Unrealized profit of internal transaction	- 內部交易未實現利潤	-	0.00
- Others	- 其他	-	0.00
Book value of equity investments in associates	對聯營企業權益投資的賬面價值	-	11,298,117.96
Fair value of equity investments in associates with a public offer	存在公開報價的聯營企業權益投資的公允價值	-	0.00
Revenues	營業收入	-	55,484,159.84
Financial Expenses	財務費用	-	10,211,592.93
Income tax expenses	所得稅費用	-	0.00
Net profit	淨利潤	-	21,132,236.19
Net profit from discontinued operations	終止經營的淨利潤	-	0.00
Other comprehensive incomes	其他綜合收益	-	0.00
Total comprehensive income	綜合收益總額	-	21,132,236.19
Dividends received from associates in the current year	本年度收到的來自聯營企業的股利	-	0.00

(3) Summary of financial information of unimportant associates

(3) 不重要的聯營企業的匯總財務信息

Item	項目	Ending balance/ Amount incurred/ in the current year 年末餘額/ 本年發生額	Beginning balance/ Amount incurred in the previous year 年初餘額/ 上年發生額
Associates:	聯營企業:	-	-
Total carrying amount of investments	投資賬面價值合計	33,349,838.91	29,225,505.38
Total amount of the following items at the shareholding percentage	下列各項按持股比例計算的合計數	-	-
- Net profit	- 淨利潤	1,122,701.95	1,738,072.66
- Other comprehensive income	- 其他綜合收益	-6,087.45	-8,093.01
- Total comprehensive income	- 綜合收益總額	1,116,614.50	1,729,979.65

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

VIII. Equity in Other Entities (Continued)

4. Equity in joint ventures or associates (Continued)

- (4) The Group does not have any significant restrictions on the ability of joint ventures and associates to transfer funds to the Company.
- (5) The Group does not have any excess loss for associates.
- (6) The Group does not have any unconfirmed commitments related to joint venture investment.
- (7) The Group does not have contingent liabilities related to investment in joint ventures or associates.

IX. Risks related to financial instruments

The main financial instruments of the Group include loans, receivables, payables, etc.; refer to Note VI for detailed information of all financial instruments. The risks concerning these financial instruments, as well as the risk management measures applied to mitigate these risks are stated as follows. The Management of the Group carries out management and supervision for these risk exposures to ensure that the above risks are controlled in the limited scope.

Risk management objectives and policies

The Group's risk management aims to achieve a proper balance between risk and benefit, to minimize the negative effect of risks on the business performance of the Group, and to maximize the interest of shareholders and other equity investors. Based on the objective of risk management, the basic strategy of the Group's risk management is to determine and analyse all risks faced by the Group, to set up an appropriate bottom line of risk standing and to manage risks, as well as to supervise all risks in a timely and reliable manner and control the risk within the limited scope.

1. Market risks

(1) Exchange rate risk

Foreign exchange risk refers to risk of loss caused by change of exchange rate. Foreign exchange risks assumed by the Group are mainly related to USD and EUR. Apart from BTIC AMERICA CORPORATION and Jingcheng Holding (Hong Kong) Co., Ltd., the subsidiaries of the Company that use USD to purchase and sell, other main business activities of the Group are priced and settled in RMB. On 31 December 2022, expect for the balances of the assets and liabilities in USD, sporadic EUR and HKD mentioned in the following table, the balances of assets and liabilities of the Group are expressed in RMB. Foreign currency risk associated with the assets and liabilities of such foreign currency balances may have influence on the Group's business performance.

八、在其他主體中的權益(續)

4. 在合營企業或聯營企業中的權益

(續)

- (4) 本集團不存在合營企業或聯營企業向公司轉移資金能力存在的重大限制。
- (5) 本集團不存在聯營企業發生超額虧損情況。
- (6) 本集團不存在與合營企業投資相關的未確認承諾。
- (7) 本集團不存在與合營企業或聯營企業投資相關的或有負債。

九、與金融工具相關風險

本集團的主要金融工具包括借款、應收款項、應付款項等，各項金融工具的詳細情況說明見本附註六。與這些金融工具有關的風險，以及本集團為降低這些風險所採取的風險管理政策如下所述。本集團管理層對這些風險敞口進行管理和監控以確保將上述風險控制在限定的範圍之內。

各類風險管理目標和政策

本集團從事風險管理的目標是在風險和收益之間取得適當的平衡，將風險對本集團經營業績的負面影響降低到最低水平，使股東及其它權益投資者的利益最大化。基於該風險管理目標，本集團風險管理的基本策略是確定和分析本集團所面臨的各種風險，建立適當的風險承受底線並進行風險管理，並及時可靠地對各種風險進行監督，將風險控制在限定的範圍之內。

1. 市場風險

(1) 匯率風險

外匯風險指因匯率變動產生損失的風險。本集團承受外匯風險主要與美元和歐元有關，除本公司的下屬子公司天海美洲公司、京城控股(香港)有限公司以美元進行採購和銷售外，本集團的其它主要業務活動以人民幣計價結算。於2022年12月31日，除下表所述資產及負債的美元餘額和零星的歐元、港幣餘額外，本集團的資產及負債均為人民幣餘額。該等外幣餘額的資產和負債產生的外匯風險可能對本集團的經營業績產生影響。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

IX. Risks related to financial instruments (Continued) 九、與金融工具相關風險(續)

Risk management objectives and policies (Continued)

各類風險管理目標和政策(續)

1. Market risks (Continued)

1. 市場風險(續)

(1) Exchange rate risk (Continued)

(1) 匯率風險(續)

Item	項目	31 December 2022 2022年12月31日		31 December 2021 2021年12月31日	
		Original Currency 原幣	Equivalent to RMB 折合人民幣	Original Currency 原幣	Equivalent to RMB 折合人民幣
Monetary fund	貨幣資金	-	24,919,688.32	-	18,051,376.67
USD	美元	3,573,647.91	24,889,028.23	2,825,629.46	18,015,365.76
EUR	歐元	2,231.28	16,562.58	3,200.63	23,107.59
HKD	港幣	15,781.38	14,097.51	15,781.95	12,903.32
Accounts receivable	應收賬款	-	45,003,830.21	-	55,683,978.03
USD	美元	5,385,315.48	37,506,568.19	3,928,217.19	25,045,134.37
EUR	歐元	1,010,017.92	7,497,262.02	4,243,783.49	30,638,843.66
Advances to suppliers	預付款項	-	5,204,820.29	-	7,759,680.05
USD	美元	730,240.71	5,085,834.47	1,202,778.05	7,668,551.99
EUR	歐元	16,029.56	118,985.82	12,622.14	91,128.06
Other receivables	其他應收款	-	1,567,035.00	-	0.00
USD	美元	225,000.00	1,567,035.00	0.00	0.00
Short-term borrowings	短期借款	-	0.00	-	3,825,972.96
USD	美元	0.00	0.00	600,086.73	3,825,972.96
Accounts payable	應付賬款	-	9,080,325.03	-	8,249,676.21
USD	美元	1,303,782.70	9,080,325.03	1,111,545.91	7,086,883.29
EUR	歐元	0.00	0.00	161,058.34	1,162,792.92
Dividends payable	應付股利	-	0.00	-	349,853.79
USD	美元	0.00	0.00	54,873.00	349,853.79
Advances from customers	預收款項	-	42,268,221.17	-	34,082,915.43
USD	美元	5,866,819.67	40,860,052.27	5,321,940.13	33,931,093.66
EUR	歐元	189,706.03	1,408,168.90	21,028.82	151,821.77
Other payables	其他應付款	-	187,271.20	-	74,438.33
USD	美元	26,889.01	187,271.20	11,675.32	74,438.33

The Group pays close attention to the influence from change of foreign exchange rate to the Group.

本集團密切關注匯率變動對本集團的影響。

(2) Interest rate risk

Loans of the Group are basically fixed interest rate.

(2) 利率風險

本集團基本為固定利率借款。

(3) Price risk

The Group sells products at market price; therefore, it will be influenced by fluctuation of the price.

(3) 價格風險

本集團以市場價格銷售產品,因此受到此等價格波動的影響。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

IX. Risks related to financial instruments (Continued)

Risk management objectives and policies (Continued)

2. Credit risks

On 31 December 2022, the greatest credit risk exposure causing the financial loss of the Group is mainly from loss of the financial assets of the Group due to that the other party of the contract failed to perform obligations, including:

The carrying amounts of the financial assets that have been recognized in the consolidated balance sheet; for any financial instrument measured at the fair value, the book value indicates its risk exposure, but not the most significant one, which will change along with the fluctuation in the fair value in the future.

In order to reduce credit risk, the Group set a special department responsible for confirming credit lines, performing credit review, and executing other supervisory procedures, to ensure that necessary measures are taken to retrieve overdue credit. In addition, the Group reviews the recovery situation of each single receivable on each balance sheet date, to ensure the drawing of sufficient bad debt provision for irrecoverable amount. Therefore, the Management believes that credit risks borne by the Group have been reduced significantly.

Current funds of the Group are deposited at the bank with higher credit grading; therefore, the credit risk of the current funds is relatively low.

Since the risk exposure of the Group is distributed at multiple contract parties and multiple customers, 9.96% (14.47% for the previous year) and 30.20% (38.24% for the previous year) balances of accounts receivable of the Group are respectively from the top one customer and the top five customers of the Group at the end of the year. Shenzhen Tenglong Holding Co., Ltd., the customer with the largest balance of accounts receivable at the end of the year, is a high-quality customer, so the Group has no significant credit risk.

The top five receivables totalled 114,430,729.96 yuan.

3. Liquidity risk

The Group has managed the liquidity risk in a way by ensuring sufficient financial liquidity to perform due debts, so as to avoid causing unacceptable loss or causing damage to enterprise reputation. The Group has analysed the liability structure and duration on a regular basis, so as to ensure sufficient fund. The management of the Group supervises the usage of the bank loans and ensures to obey the loan agreement. Meanwhile, the Group has made financing negotiations with financial institutions, so as to maintain a certain credit line and reduce liquidity risk.

The Group takes bank loans as the main sources of funds. As of 31 December 2022, the amount of unused bank loans and bank acceptance notes of the Group was 266 million yuan (31 December 2021: 138 million yuan), all of which are short-term bank loans.

九、與金融工具相關風險(續)

各類風險管理目標和政策(續)

2. 信用風險

於2022年12月31日，可能引起本集團財務損失的最大信用風險敞口主要來自於合同另一方未能履行義務而導致本集團金融資產產生的損失，具體包括：

合併資產負債表中已確認的金融資產的賬面金額；對於以公允價值計量的金融工具而言，賬面價值反映了其風險敞口，但並非最大風險敞口，其最大風險敞口將隨著未來公允價值的變化而改變。

為降低信用風險，本集團成立專門部門確定信用額度、進行信用審批，並執行其它監控程序以確保採取必要的措施回收過期債權。此外，本集團於每個資產負債表日審核每一單項應收款的回收情況，以確保就無法回收的款項計提充分的壞賬準備。因此，本集團管理層認為本集團所承擔的信用風險已經大為降低。

本集團的流動資金存放在信用評級較高的銀行，故流動資金的信用風險較低。

由於本集團的風險敞口分佈在多個合同方和多個客戶，於年末，本集團9.96%（上年：14.47%）和30.20%（上年：38.24%）應收賬款餘額分別來自本集團最大的客戶和前五大客戶。年末應收賬款餘額最大客戶深圳騰龍控股股份有限公司，客戶質量優質，因此本集團沒有重大的信用風險。

應收賬款前五名金額合計：
114,430,729.96元。

3. 流動風險

本集團管理流動性風險的方法是確保有足夠的資金流動性來履行到期債務，而不至於造成不可接受的損失或對企業信譽造成損害。本集團定期分析負債結構和期限，以確保有充裕的資金。本集團管理層對銀行借款的使用情況進行監控並確保遵守借款協議。同時與金融機構進行融資磋商，以保持一定的授信額度，降低流動性風險。

本集團將銀行借款作為主要資金來源。於2022年12月31日，本集團尚未使用的銀行借款及銀行承兌匯票的額度為26,600.00萬元（2021年12月31日：13,800.00萬元），全部為短期銀行借款。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

IX. Risks related to financial instruments (Continued)

Risk management objectives and policies (Continued)

3. Liquidity risk (Continued)

Financial assets and financial liabilities held by the Group are analysed as follows as per the expiration of undiscounted remaining contract obligations:

Amount as at 31 December 2022:

Item	項目	Within 1 year 一年以內	1-2 years 一到二年	2-5 years 二到五年	Over five years 五年以上	Total 合計
Financial assets	金融資產					
Monetary fund	貨幣資金	336,627,993.24	0.00	0.00	0.00	336,627,993.24
Notes receivable	應收票據	8,603,853.52	0.00	0.00	0.00	8,603,853.52
Accounts receivable	應收賬款	315,652,015.26	0.00	0.00	0.00	315,652,015.26
Receivables financing	應收款項融資	29,790,417.72	0.00	0.00	0.00	29,790,417.72
Other receivables	其他應收款	4,809,858.44	0.00	0.00	0.00	4,809,858.44
Financial liabilities	金融負債					
Short-term borrowings	短期借款	100,000,000.00	0.00	0.00	0.00	100,000,000.00
Notes payable	應付票據	77,497,454.43	0.00	0.00	0.00	77,497,454.43
Accounts payable	應付賬款	242,600,960.24	0.00	0.00	0.00	242,600,960.24
Other payables	其他應付款	63,942,916.44	0.00	0.00	0.00	63,942,916.44
Employee compensation payable	應付職工薪酬	25,714,018.81	0.00	0.00	0.00	25,714,018.81
Non-current liabilities due within one year	一年內到期的非流動負債	21,127,930.84	0.00	0.00	0.00	21,127,930.84

九、與金融工具相關風險(續)

各類風險管理目標和政策(續)

3. 流動風險(續)

本集團持有的金融資產和金融負債按未折現剩餘合同義務的到期期限分析如下:

2022年12月31日金額:

X. Disclosure of Fair Value

1. The ending fair value of assets measured at fair value

Item	項目	Ending fair value 年末公允價值			Total 合計
		Level 1 measurement at fair value 第一層次 公允價值計量	Level 2 measurement at fair value 第二層次 公允價值計量	Level 3 measurement at fair value 第三層次 公允價值計量	
I. Continuous fair value measurement	一、持續的公允價值計量				
Receivables financing	應收款項融資	0.00	0.00	29,790,417.72	29,790,417.72

2. Valuation techniques and qualitative and quantitative information about important parameters of items subject to continuous and non-continuous level 3 fair value measurement

Receivables financing represents the best estimate of the fair value of such financial assets with the discount rate (with term exceeding one year) or the amount equivalent to the expected credit loss in the whole duration.

十、公允價值的披露

1. 以公允價值計量的資產的年末公允價值

Item	項目	Ending fair value 年末公允價值			Total 合計
		Level 1 measurement at fair value 第一層次 公允價值計量	Level 2 measurement at fair value 第二層次 公允價值計量	Level 3 measurement at fair value 第三層次 公允價值計量	
I. Continuous fair value measurement	一、持續的公允價值計量				
Receivables financing	應收款項融資	0.00	0.00	29,790,417.72	29,790,417.72

2. 持續和非持續第三層次公允價值計量項目,採用的估值技術和重要參數的定性及定量信息

應收款項融資以貼現率(期限超過一年)或相當於整個存續期內預期信用損失的金額代表該類金融資產公允價值的最佳估計。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

XI. Related Parties and Related Party Transactions

十一、關聯方及關聯交易

(I) Relationship with related parties

(一) 關聯方關係

1. Controlling shareholder and ultimate controlling party

1. 控股股東及最終控制方

(1) Controlling shareholder and ultimate controlling party

(1) 控股股東及最終控制方

Name of controlling shareholder and ultimate controller	Registration place	Business Nature	Registered Capital (10,000 yuan)	Shareholding proportion (%) to the Company	Proportion (%) of voting right to the Company
控股股東及最終控制方名稱	註冊地	業務性質	註冊資本(萬元)	對本公司的持股比例(%)	對本公司的表決權比例(%)
Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	Beijing Economic-Technological Development Area 北京市經濟技術開發區	Commercial services 商務服務	235,563.71	45.32%	45.32%

(2) Registered capital of controlling shareholder and the changes (Unit: 10,000 yuan)

(2) 控股股東的註冊資本及其變化(單位:萬元)

Controlling shareholder	控股股東	Beginning balance 年初餘額	Increase in the current year 本年增加	Decrease in the current year 本年減少	Ending balance 年末餘額
Beijing Jingcheng Machinery Electric Holding Co., Ltd.	北京京城機電控股有限責任公司	235,563.71	0.00	0.00	235,563.71

(3) Shareholding or equity of controlling shareholder and the changes (Unit: 10,000 yuan)

(3) 控股股東的所持股份或權益及其變化(單位:萬元)

Controlling shareholder	控股股東	Amount of shareholding 持股金額		Shareholding proportion (%) 持股比例(%)	
		Ending balance 年末餘額	Beginning balance 年初餘額	Ending proportion 年末比例	Beginning proportion 年初比例
Beijing Jingcheng Machinery Electric Holding Co., Ltd.	北京京城機電控股有限責任公司	24,573.5052	24,573.5052	45.32%	50.67%

2. Subsidiaries

For details of subsidiaries, refer to contents of "VIII. 1. (1) Composition of the Group" in the Notes.

2. 子公司

子公司情況詳見本附註「八、1.(1) 企業集團的構成」相關內容。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

XI. Related Parties and Related Party Transactions 十一、關聯方及關聯交易(續)

(Continued)

(I) Relationship with related parties (Continued)

3. Joint ventures and associates

For details of important joint ventures or associates of the Group, please refer to contents of "VIII. 4. (1) Important joint ventures or associates" in the Notes. The information of other joint ventures or associated enterprises which produced balance for conducting related-party transactions with the Group in this year or in the earlier period is shown as follows:

Name of joint ventures or associates 合營或聯營企業名稱

Beijing Bolken Energy Technology Inc.
北京伯肯節能科技股份有限公司
Jiangsu Tianhai Special Equipment Co., Ltd.
江蘇天海特種裝備有限公司
Beijing Zhichuang (Beijing) New Energy Automobile
Technology Co., Ltd.
北清智創(北京)新能源汽車科技有限公司

Note: This year, BTIC, a subsidiary of the Company, possessed control over the joint venture Jingcheng Haitong through acquiring 2% equity interest from minority shareholders. For this reason, Jingcheng Haitong was included in the consolidation scope of the Group on 4 July 2022.

4. Other related parties

Name of other related parties 其他關聯方名稱

Beijing Mechanical and Electrical Research Institute Co., Ltd.
北京市機電研究院有限責任公司
Beijing First Machine Tool Plant
北京第一機床廠
Beijing Jingcheng Industrial Logistics Co., Ltd.
北京京城工業物流有限公司
Beijing Jingcheng Machinery Electric Assets
Management Co., Ltd.
北京京城機電資產管理有限責任公司
Beijing Beiren Printing Equipment Co., Ltd.
北京北人印刷設備有限公司
Tianjin TPCO Investment Co., Ltd.
天津大無縫投資有限公司
Kuancheng Shenghua Pressure Vessel Manufacturing Co., Ltd.
寬城昇華壓力容器製造有限責任公司
Zheng Guoxiang
鄭國祥
Guo Zhihong
郭志紅
Li Hong
李紅
Beijing Lantianda Vehicle Clean Fuel Technology Co., Ltd.
北京蘭天達汽車清潔燃料技術有限公司

(一) 關聯方關係(續)

3. 合營企業及聯營企業

本集團重要的合營或聯營企業詳見本附註「八、4.(1)重要的合營企業或聯營企業」相關內容。本年與本集團發生關聯方交易,或前期與本集團發生關聯方交易形成餘額的其他合營或聯營企業情況如下:

Relationship with the Company 與本公司關係

Associated enterprise
聯營企業
Associated enterprise
聯營企業
Associated enterprise
聯營企業

註: 本年度本公司之子公司北京天海因收購少數股東持有的北京京城海通科技文化發展有限公司2%股權,對原合營企業北京京城海通科技文化發展有限公司達到控制,於2022年7月4日納入本集團合併範圍。

4. 其他關聯方

Relationship with the Company 與本公司關係

Other enterprise controlled by the same controlling shareholder and ultimate controlling party
受同一控股股東及最終控制方控制的其他企業
Other enterprise controlled by the same controlling shareholder and ultimate controlling party
受同一控股股東及最終控制方控制的其他企業
Other enterprise controlled by the same controlling shareholder and ultimate controlling party
受同一控股股東及最終控制方控制的其他企業
Other enterprise controlled by the same controlling shareholder and ultimate controlling party
受同一控股股東及最終控制方控制的其他企業
Other enterprise controlled by the same controlling shareholder and ultimate controlling party
受同一控股股東及最終控制方控制的其他企業
Minority shareholders of subsidiaries
子公司的少數股東
Minority shareholders of subsidiaries
子公司的少數股東
Minority shareholders of subsidiaries
子公司的少數股東
Minority shareholders of subsidiaries
子公司的少數股東
Minority shareholders of subsidiaries
子公司的少數股東
Minority shareholders of subsidiaries
子公司的少數股東
Wholly-owned subsidiary of joint venture
聯營企業的全資子公司

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

XI. Related Parties and Related Party Transactions 十一、關聯方及關聯交易(續)

(Continued)

(II) Related party transaction

1. Related party transactions of purchase/sales of goods and rendering/receiving of labour services

(1) Purchasing goods/receiving services

Related parties 關聯方	Content of related party transaction 關聯交易內容	Amount in the current year 本年發生額	Approved Transaction Amount 獲批的交易額度	Exceeding the transaction amount or not 是否超過交易額度	Amount in the previous year 上年發生額
Jiangsu Tianhai Special Equipment Co., Ltd. 江蘇天海特種裝備有限公司	Procurement of goods 採購商品	99,060,871.71			76,409,715.59
Kuancheng Shenghua Pressure Vessel Manufacturing Co., Ltd. 寬城昇華壓力容器製造有限責任公司	Procurement of goods 採購商品	858,024.75			0.00
Beijing Lantianda Vehicle Clean Fuel Technology Co., Ltd. 北京蘭天達汽車清潔燃料技術有限公司	Procurement of goods 採購商品	0.00			38,090,254.81
Total 合計	-	99,918,896.46			114,499,970.40

(2) Sales of goods/rendering services

(二) 關聯交易

1. 購銷商品、提供和接受勞務的關聯交易

(1) 採購商品/接受勞務

(2) 銷售商品/提供勞務

Related parties 關聯方	Content of related party transaction 關聯交易內容	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Jiangsu Tianhai Special Equipment Co., Ltd. 江蘇天海特種裝備有限公司	Selling goods and rendering services 銷售商品、提供勞務	20,293,805.24	37,067,846.97
Beijing Lantianda Vehicle Clean Fuel Technology Co., Ltd. 北京蘭天達汽車清潔燃料技術有限公司	Selling goods 銷售商品	7,617,806.62	10,243,114.56
Kuancheng Shenghua Pressure Vessel Manufacturing Co., Ltd. 寬城昇華壓力容器製造有限責任公司	Selling goods 銷售商品	266,710.26	51,230.09
Total 合計	-	28,178,322.12	47,362,191.62

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

XI. Related Parties and Related Party Transactions 十一、關聯方及關聯交易(續)

(Continued)

(II) Related party transaction (Continued)

2. Related party lease Information of accepting lease

(二) 關聯交易(續)

2. 關聯租賃情況 承租情況

Name of lessor 出租方名稱	Type of leased assets 租賃資產種類	Rental expenses for simplified short-term leases and low-value asset leases 簡化處理的短期租賃和 低價值資產租賃的租金費用		Rents paid 支付的租金	
		Amount in the current year 本年發生額	Amount in the previous year 上年發生額	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	Houses and buildings 房屋及建築物	224,174.33	468,899.01	224,174.33	468,899.01
Beijing Beiren Printing Equipment Co., Ltd. 北京北人印刷設備有限公司	Houses and buildings 房屋及建築物	0.00	0.00	107,513.88	0.00
Beijing Jingcheng Machinery Electric Assets Management Co., Ltd. 北京京城機電資產管理有限責任公司	Houses and buildings 房屋及建築物	0.00	-	0.00	-
Total 合計	-	224,174.33	468,899.01	331,688.21	468,899.01

(Continued)

(續表)

Name of lessor 出租方名稱	Type of leased assets 租賃資產種類	Interest expenses on lease liabilities assumed 承擔的租賃負債利息支出		Increased right-of-use assets 增加的使用權資產	
		Amount in the current year 本年發生額	Amount in the previous year 上年發生額	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	Houses and buildings 房屋及建築物	0.00	0.00	0.00	0.00
Beijing Beiren Printing Equipment Co., Ltd. 北京北人印刷設備有限公司	Houses and buildings 房屋及建築物	50,486.65	0.00	2,497,942.71	0.00
Beijing Jingcheng Machinery Electric Assets Management Co., Ltd. 北京京城機電資產管理有限責任公司	Houses and buildings 房屋及建築物	5,862,963.29	-	246,288,075.74	-
Total 合計	-	5,913,449.94	0.00	248,786,018.45	0.00

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

XI. Related Parties and Related Party Transactions 十一、關聯方及關聯交易(續)

(Continued)

(II) Related party transaction (Continued)

3. Related party guarantees As the guaranteed party

(二) 關聯交易(續)

3. 關聯擔保情況 作為被擔保方

Name of guarantor 擔保方名稱	Guaranteed amount 擔保金額	Guarantee start date 擔保起始日	Guarantee maturity date 擔保到期日	Guarantee has been performed or not 擔保是否已經履行完畢
Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	150,000,000.00	2022-7-11	2023-7-11	No 否

4. Fund lending/borrowing of related parties

4. 關聯方資金拆借

Name of related party 關聯方名稱	Amount of borrowing/lending 拆借金額	Starting date 起始日	Maturity date 到期日	Remarks 備註
Borrowing 拆入				
Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	40,000,000.00	2022-5-30	2022-12-02	-
Lending 拆出				
Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. 北京京城海通科技文化發展有限公司	3,000,000.00	2019-3-29	2022-12-31	-

5. Interest expenses/incomes of related parties

5. 關聯方利息費用/利息收入

Name of related party 關聯方名稱	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Beijing Jingcheng Machinery Electric Holding Co., Ltd. (interest expense) 北京京城機電控股有限責任公司(利息支出)	764,666.67	0.00
Zheng Guoxiang (interest expense) 鄭國祥(利息支出)	0.00	218,203.79
Guo Zhihong (interest expense) 郭志紅(利息支出)	0.00	218,203.79
Beijing Jingcheng Haitong Technology and Culture Development Co., Ltd. (interest revenue) 北京京城海通科技文化發展有限公司(利息收入)	53,714.55	142,500.00

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

XI. Related Parties and Related Party Transactions 十一、關聯方及關聯交易(續)

(Continued)

(II) Related party transaction (Continued)

6. Remuneration of key management personnel

Project name	項目名稱	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Total compensation	薪酬合計	6,244,422.11	6,999,556.34

7. Continuing related party transactions

The related party transactions disclosed in Item 5 "Miscellaneous" of Article 14 "Significant Related Transactions" of Section 7 "Important Matters" of the Company's 2022 Annual Report also constitute the related party transactions or continuing related party transactions as defined in Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

(二) 關聯交易(續)

6. 關鍵管理人員薪酬

7. 持續關連交易

於本公司2022年年度報告「第七節重要事項」之「第十四條重大關聯交易」之「第五項其他」披露的關聯交易也構成《香港上市規則》第14A章中定義的關連交易或持續關連交易。

(III) Balance of transactions with related parties

1. Receivables

Item Enterprise name 項目名稱	Related parties 關聯方	Ending balance 年末餘額		Beginning balance 年初餘額	
		Book balance 賬面餘額	Provision for bad debts 壞賬準備	Book balance 賬面餘額	Provision for bad debts 壞賬準備
Accounts receivable 應收賬款	Jiangsu Tianhai Special Equipment Co., Ltd. 江蘇天海特種裝備有限公司	1,219,762.45	5,854.86	0.00	0.00
	Kuancheng Shenghua Pressure Vessel Manufacturing Co., Ltd. 寬城昇華壓力容器製造有限責任公司	649,698.50	29,938.88	1,567,883.90	25,242.93
	Beijing Lantianda Vehicle Clean Fuel Technology Co., Ltd. 北京蘭天達汽車清潔燃料技術有限公司	3,803,812.43	68,785.70	7,706,543.98	124,075.36
Other receivables 其他應收款	Jiangsu Tianhai Special Equipment Co., Ltd. 江蘇天海特種裝備有限公司	39,051.16	480.33	40,821.80	657.23
	Beijing Jingcheng Haitong Technology Culture Development Co., Ltd. 北京京城海通科技文化發展有限公司	-	-	3,539,815.75	29,734.45
Advances to suppliers 預付賬款	Jiangsu Tianhai Special Equipment Co., Ltd. 江蘇天海特種裝備有限公司	1,647,950.28	0.00	0.00	0.00

(三) 關聯方往來餘額

1. 應收項目

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

XI. Related Parties and Related Party Transactions 十一、關聯方及關聯交易(續)

(Continued)

(III) Balance of transactions with related parties

(三) 關聯方往來餘額(續)

(Continued)

2. Payables

2. 應付項目

Project name 項目名稱	Related parties 關聯方	Ending balance 年末餘額	Beginning balance 年初餘額
Accounts payable 應付賬款	Beijing Jingcheng Industrial Logistics Co., Ltd. 北京京城工業物流有限公司	902,227.27	902,227.27
	Jiangsu Tianhai Special Equipment Co., Ltd. 江蘇天海特種裝備有限公司	6,723,378.38	3,892,348.41
	Tianjin TPCO Investment Co., Ltd. 天津大無縫投資有限公司	2,417,736.84	2,925,832.73
	Beijing Lantianda Vehicle Clean Fuel Technology Co., Ltd. 北京蘭天達汽車清潔燃料技術有限公司	10,492,652.22	28,041,299.15
Contract liabilities 合同負債	Jiangsu Tianhai Special Equipment Co., Ltd. 江蘇天海特種裝備有限公司	270,850.05	92,885.46
	Beijing Lantianda Vehicle Clean Fuel Technology Co., Ltd. 北京蘭天達汽車清潔燃料技術有限公司	1,116,949.53	1,340,339.44
Other payables 其他應付款	Beijing Jingcheng Machinery Electric Holding Co., Ltd. 北京京城機電控股有限責任公司	772,751.39	8,084.72
	Beijing First Machine Tool Plant 北京第一機床廠	7,359.09	7,359.09
	Tianjin TPCO Investment Co., Ltd. 天津大無縫投資有限公司	2,108,668.30	2,814,772.38
	Li Hong 李紅	10,860,433.38	-
Dividends payable 應付股利	Zheng Guoxiang 鄭國祥	0.00	174,926.90
	Guo Zhihong 郭志紅	0.00	174,926.89
Non-current liabilities due within one year 一年內到期的非流動負債	Beiqing Zhichuang (Beijing) New Energy Automobile Technology Co., Ltd. 北清智創(北京)新能源汽車科技有限公司	7,000,000.00	7,000,000.00

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

XI. Related Parties and Related Party Transactions 十一、關聯方及關聯交易(續)

(Continued)

(IV) Related party commitment

The registered capital of Beijing Zhichuang Company, an associated enterprise of BTIC (the Company's subsidiary), was 100 million yuan, of which BTIC subscribed 10 million yuan, holding 10% of the shares, and the subscription date is before 31 December 2022. As of 31 December 2022, the unpaid capital contribution was 7 million yuan.

(四) 關聯方承諾

本公司之子公司北京天海的聯營公司北清智創註冊資本10,000.00萬元,其中北京天海認繳出資1,000.00萬元,持股10%,認繳出資日期為2022年12月31日前。截至2022年12月31日,未實繳出資700.00萬元。

(V) Director, supervisor and employee compensation

1. The detailed compensation of directors and supervisors are shown as follows

(五) 董事、監事及職工薪酬

1. 董事及監事的薪酬詳情如下

Item	項目	Salary and allowance 薪金及津貼	Contribution to retirement fund plan 退休金計劃供款	Bonus 獎金	Share-based payment 股份支付	Total 合計
Amount in the current year						
Executive Directors						
Li Junjie	李俊杰	224,800.00	222,549.60	475,500.00	0.00	922,849.60
Zhang Jiheng	張繼恒	224,800.00	224,172.36	475,500.00	0.00	924,472.36
Supervisor						
Li Zhe	李哲	242,400.00	224,172.36	342,716.00	0.00	809,288.36
Wen Jinhua	文金花	117,896.00	183,437.76	191,707.00	0.00	493,040.76
Total	合計	809,896.00	854,332.08	1,485,423.00	0.00	3,149,651.08
Amount in the previous year						
Executive Directors						
Li Junjie	李俊杰	224,800.00	206,627.92	505,500.00	0.00	936,927.92
Zhang Jiheng	張繼恒	224,800.00	206,768.78	505,500.00	0.00	937,068.78
Supervisor						
Li Zhe	李哲	242,400.00	206,768.78	417,154.00	0.00	866,322.78
Liu Guangling	劉廣嶺	141,444.00	197,193.52	250,444.00	0.00	589,081.52
Wen Jinhua	文金花	117,456.00	152,715.74	180,994.00	0.00	451,165.74
Total	合計	950,900.00	970,074.74	1,859,592.00	0.00	3,780,566.74

Executive directors and non-executive directors do not collect directors' fees in the Company, and supervisors do not collect supervisors' fees in the Company. Executive directors (except chairman) and supervisors have the right to collect remuneration according to their respective positions in the Company and its subsidiaries (except directors and supervisors).

執行董事及非執行董事不在公司領取董事袍金、監事不在公司領取監事袍金,執行董事(除董事長外)及監事有權根據各自在本公司及附屬公司所任職務(除董事、監事職務外)領取薪酬。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外，均以人民幣元列示)

XI. Related Parties and Related Party Transactions 十一、關聯方及關聯交易(續)

(Continued)

(V) Director, supervisor and employee compensation

(Continued)

2. Five persons with the highest compensation

Of five persons with the highest compensation for the current year, 2 persons (3 persons for the previous year) are directors and supervisors, and their compensation is recorded in Note "XI.(V).1". Compensation for the other 3 (in the previous year: 2) is as follows:

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Salary and allowance	薪金及津貼	837,257.00	595,050.00
Contribution to retirement fund plan	退休金計劃供款	667,648.80	413,255.84
Year-end bonus	年終獎金	1,057,448.00	772,143.00
Total	合計	2,562,353.80	1,780,448.84

Scope of compensation:

Item	項目	Number of persons in the current year 本年人數	Number of persons in the previous year 上年人數
Within HKD1,000,000	港幣1,000,000以內	2	5
HKD1,000,001 to HKD1,500,000	港幣1,000,001至港幣1,500,000	3	
HKD1,500,001 to HKD2,000,000	港幣1,500,001至港幣2,000,000		
HKD2,000,001 to HKD2,500,000	港幣2,000,001至港幣2,500,000		

3. During the year, no director of the Company has waived or agreed to waive any remuneration. At the track record period, the Company has not paid any compensation to any director, supervisor or five persons with the highest compensation as the reward for attracting them to join in the Company or reward for them when joining in or as the separation allowance.

4. Compensation for key managers

Compensation for key managers (including the amount which has been paid and shall be paid to directors, supervisors and senior management) is shown as follows:

Item	項目	Amount in the current year 本年發生額	Amount in the previous year 上年發生額
Salary and allowance	薪金及津貼	1,790,219.00	1,949,560.00
Contribution to retirement fund plan	退休金計劃供款	1,639,160.11	1,726,338.34
Bonus	獎金	2,815,043.00	3,323,658.00
Total	合計	6,244,422.11	6,999,556.34

(五) 董事、監事及職工薪酬(續)

2. 五位最高薪酬人士

本年度薪酬最高的前五位中2位是董事和監事(上年:3位)，其薪酬載於附註「十一、(五).1」，薪酬已反映在董事及監事的薪酬中。其他3位(上年:2位)的薪酬如下：

薪酬範圍：

3. 於本年度，公司概無任何董事放棄或同意放棄任何薪酬。於往績記錄期，本公司概無向任何董事、監事或五位最高薪酬人士支付任何薪酬，作為吸引彼等加入或於加入本公司時的獎勵或作為離職補償。

4. 主要管理層薪酬

主要管理層薪酬(包括已付及應付董事、監事及高級管理層的金額)如下：

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

XI. Related Parties and Related Party Transactions

(Continued)

(VI) Borrowings receivable from directors/director related enterprises

- The Group does not have any Director/Director Related Enterprise borrowings receivable.
- The Group does not have any Director/Director Related Enterprise borrowings for providing guarantee.

XII. Share-based payment

The Group has no share-based payment as of 31 December 2022.

XIII. Contingencies

The Group has no significant contingencies as of 31 December 2022.

XIV. Commitments

The Group has no other significant commitments as of 31 December 2022.

XV. EVENTS AFTER THE BALANCE SHEET DATE

1. Paid amount after the balance sheet date

Item 項目		Paid amount 償還金額
Accounts payable with significant amount and ageing of over 1 year	賬齡超過1年的大額應付賬款	0.00
Other payables with significant amount and ageing of over 1 year	賬齡超過1年的大額其他應付款	0.00

- There are no other significant events after the balance sheet date for the Group to disclose, except for the events after the balance sheet date above.

XVI. OTHER SIGNIFICANT EVENTS

1. Litigation Matters of BYTQ

In the case of dispute over the business contract between BYTQ, a subsidiary of the Company, and the supplier Suzhou Frank Automation Equipment Co., Ltd. (hereinafter referred to as Frank Automation), BYTQ received a summons for a hearing from the Chengyang People's Court in Qingdao on 7 July 2022, and the court froze the funds of BYTQ of 3,625,647.23 yuan. On 20 December 2022, BYTQ received a civil ruling from the Chengyang People's Court in Qingdao, and Frank Automation filed an application for withdrawal of the lawsuit to the court on 19 December 2022. The two parties reached a settlement, and the case acceptance fee and preservation costs shall be borne by Frank Automation. There is no controversy between the two parties over the above-mentioned dispute. Frank Automation no longer claims rights against BYTQ, and the above-mentioned freezing of funds was relieved in January 2023.

十一、關聯方及關聯交易(續)

(六) 應收董事/董事關連企業借款

- 本集團不存在應收董事/董事關連企業借款。
- 本集團不存在提供擔保的董事/董事關連企業借款。

十二、股份支付

截至2022年12月31日,本集團無股份支付事項。

十三、或有事項

截至2022年12月31日,本集團無重大或有事項。

十四、承諾事項

截至2022年12月31日,本集團無其他重大承諾事項。

十五、資產負債表日後事項

1. 資產負債表日後已償還金額

- 除存在上述資產負債表日後事項披露事項外,本集團無其他重大資產負債表日後事項。

十六、其他重要事項

1. 北洋天青訴訟事項

本公司之子公司北洋天青與供應商蘇州弗蘭克自動化設備有限公司(以下簡稱弗蘭克公司)業務合同產生糾紛,北洋天青於2022年7月7日收到青島市城陽區人民法院開庭傳票,法院對北洋天青3,625,647.23元資金予以凍結。2022年12月20日,北洋天青收到青島市城陽區人民法院民事裁定書,弗蘭克公司於2022年12月19日向法院提出撤訴申請,雙方達成庭下和解,案件受理費及保全費由弗蘭克公司承擔。雙方就前述糾紛已經不存在任何爭議,弗蘭克公司對北洋天青不再主張權利,上述資金凍結於2023年1月解除。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

XVI. OTHER SIGNIFICANT EVENTS (Continued)

2. Debt restructuring Debtor Disclosure

Debt restructuring method	債務重組方式	Book value of debt 債務賬面價值	Amount of profits from debt restructuring 債務重組利得金額	Amount of increase in owner's equity such as share capital 股本等所有者權益增加金額
Settlement of debts with cash less than the book value of the debt	以低於債務賬面價值的現金清償債務	37,150,702.41	3,806,900.04	-

3. Apart from the above matters, the Group has no other significant matters as of the date of the Auditor's Report.

十六、其他重要事項(續)

2. 債務重組 債務人披露情況

3. 除上述事項外,截至審計報告日,本集團無其他重要事項。

XVII. NOTES TO MAIN ITEMS IN THE PARENT COMPANY'S FINANCIAL STATEMENTS

1. Accounts receivable

(1) Classified presentation of accounts receivable by bad debt accrual method

Category	類別	Book balance 賬面餘額		Ending balance 年末餘額		Book value 賬面價值
		Amount 金額	Proportion (%) 比例(%)	Amount 金額	Provision proportion (%) 計提比例(%)	
Provision for bad debts made by portfolio	按組合計提壞賬準備	52,907,920.00	100.00	1,452,309.51	2.74	51,455,610.49
Including: Ageing portfolio	其中:賬齡組合	52,907,920.00	100.00	1,452,309.51	2.74	51,455,610.49

(Continued)

(續表)

Category	類別	Book balance 賬面餘額		Beginning balance 年初餘額		Book value 賬面價值
		Amount 金額	Proportion (%) 比例(%)	Amount 金額	Provision proportion (%) 計提比例(%)	
Provision for bad debts made by portfolio	按組合計提壞賬準備	10,152,000.00	100.00	163,447.20	1.61	9,988,552.80
Including: Ageing portfolio	其中:賬齡組合	10,152,000.00	100.00	163,447.20	1.61	9,988,552.80

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)
2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

XVII. NOTES TO MAIN ITEMS IN THE PARENT COMPANY'S FINANCIAL STATEMENTS

十七、母公司財務報表主要項目註釋

(續)

(Continued)

1. Accounts receivable (Continued)

(1) Classified presentation of accounts receivable by bad debt accrual method (Continued)

Bad debt provision of accounts receivable made by ageing portfolio

Ageing	賬齡	Book balance 賬面餘額	Ending balance 年末餘額 Provision for bad debts 壞賬準備	Provision proportion (%) 計提比例(%)
Within 1 year (including 1 year)	1年以內(含1年)	49,223,920.00	792,505.11	1.61
1-2 years (including 2 years)	1-2年(含2年)	3,684,000.00	659,804.40	17.91
Total	合計	52,907,920.00	1,452,309.51	-

(2) Accounts receivable listed by age

Ageing	賬齡	Ending balance 年末餘額	Beginning balance 年初餘額
Within 1 year (including 1 year)	1年以內(含1年)	49,223,920.00	10,152,000.00
1-2 years (including 2 years)	1-2年(含2年)	3,684,000.00	0.00
Total	合計	52,907,920.00	10,152,000.00

(3) Bad debt provision of accounts receivable

Category	類別	Amount changed in the current year 本年變動金額				Ending balance 年末餘額	
		Beginning balance 年初餘額	Provision 計提	Recovered or transferred back 收回或轉回	Charged or written off 轉銷或核銷		Miscellaneous 其他
Provision for bad debts of accounts receivable	應收賬款壞賬準備	163,447.20	1,288,862.31	0.00	0.00	0.00	1,452,309.51

1. 應收賬款(續)

(1) 應收賬款按壞賬計提方法分類列示(續)
按賬齡組合計提應收賬款壞賬準備

(2) 應收賬款按賬齡列示

(3) 本年應收賬款壞賬準備情況

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

XVII. NOTES TO MAIN ITEMS IN THE PARENT COMPANY'S FINANCIAL STATEMENTS

(Continued)

1. Accounts receivable (Continued)

(4) Accounts receivable with top five ending balance collected as per the borrowers

Company name	單位名稱	Ending balance	Ageing	Proportion in total ending balance of accounts receivable (%) 佔應收賬款年末餘額合計數的比例(%)	Ending balance of bad debt provision
		年末餘額	賬齡		壞賬準備年末餘額
Qingdao Lanjing Technology Co., Ltd.	青島藍鯨科技有限公司	14,464,000.00	Within 2 years 2年以內	27.34	833,362.40
Zhengzhou Haier New Energy Technology Co., Ltd.	鄭州海爾新能源科技有限公司	6,742,000.00	Within 1 year 1年以內	12.74	108,546.20
Haier Smart Home Co., Ltd.	海爾智家股份有限公司	5,180,000.00	Within 1 year 1年以內	9.79	83,398.00
Chongqing Haier Washing Appliance Co., Ltd.	重慶海爾洗滌電器有限公司	4,927,200.00	Within 1 year 1年以內	9.31	79,327.92
Qingdao Haier Refrigerator Co., Ltd.	青島海爾電冰箱有限公司	4,780,000.00	Within 1 year 1年以內	9.03	76,958.00
Total	合計	36,093,200.00	-	68.21	1,181,592.52

2. Other receivables

Item	項目	Ending balance	Beginning balance
		年末餘額	年初餘額
Interests receivable	應收利息	37,918,353.69	40,433,548.12
Dividends receivable	應收股利	0.00	0.00
Other receivables	其他應收款	344,189,537.84	343,000,991.60
Total	合計	382,107,891.53	383,434,539.72

2.1 Interest receivable

(1) Classification of interest receivable

Item	項目	Ending balance	Beginning balance
		年末餘額	年初餘額
Interest on borrowings between affiliates	關聯公司間的往來借款利息	37,918,353.69	40,433,548.12

(2) Provision for bad debts of interest receivable

Interests receivable for the year were received from related parties for borrowings within the scope of consolidation, no credit impairment occurred, and no provision for bad debts was made.

十七、母公司財務報表主要項目註釋

(續)

1. 應收賬款(續)

(4) 按欠款方歸集的年末餘額前五名的應收賬款情況

2. 其他應收款

2.1 應收利息

(1) 應收利息分類

Ending balance	Beginning balance
年末餘額	年初餘額
37,918,353.69	40,433,548.12

(2) 應收利息壞賬準備計提情況
本年應收利息為合併範圍內關聯方借款利息,未發生信用減值,未計提壞賬準備。

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

XVII. NOTES TO MAIN ITEMS IN THE PARENT COMPANY'S FINANCIAL STATEMENTS

十七、母公司財務報表主要項目註釋

(續)

(Continued)

2. Other receivables (Continued)

2.2 Other receivables

2. 其他應收款(續)

2.2 其他應收款

Nature	款項性質	Ending book balance 年末賬面餘額	Beginning book balance 年初賬面餘額
Other receivables	其他應收款	344,190,440.96	343,001,000.00
Less: provision for bad debts	減: 壞賬準備	903.12	8.40
Net value	淨額	344,189,537.84	343,000,991.60

(1) Classification of other receivables by nature

(1) 其他應收款按款項性質分類

Nature	款項性質	Ending book balance 年末賬面餘額	Beginning book balance 年初賬面餘額
Affiliate borrowings	關聯借款	340,000,000.00	340,000,000.00
Affiliate intercourse funds	關聯往來	4,000,000.00	3,000,000.00
Security deposit	保證金	107,513.88	0.00
Reimbursed expenses	代墊費用	82,927.08	0.00
Employee provision	員工備用金	0.00	1,000.00
Total	合計	344,190,440.96	343,001,000.00

(2) Other receivables listed as per ageing

(2) 其他應收款按賬齡列示

Ageing	賬齡	Ending balance 年末餘額	Beginning balance 年初餘額
Within 1 year (including 1 year)	1年以內(含1年)	3,190,440.96	3,001,000.00
1-2 years	1-2年	1,000,000.00	0.00
2-3 years	2-3年	0.00	0.00
Over 3 years	3年以上	340,000,000.00	340,000,000.00
Including: 3-4 years	其中: 3-4年	0.00	0.00
4-5 years	4-5年	0.00	0.00
Over 5 years	5年以上	340,000,000.00	340,000,000.00
Total	合計	344,190,440.96	343,001,000.00

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

XVII. NOTES TO MAIN ITEMS IN THE PARENT COMPANY'S FINANCIAL STATEMENTS

(Continued)

2. Other receivables (Continued)

2.2 Other receivables (Continued)

(3) Other receivables—bad debt provision

Provision for bad debts	壞賬準備
Balance on 1 January 2022	2022年1月1日餘額
Book balance of other receivables on 1 January 2022 in the current year	2022年1月1日其他應收款賬面餘額在本年
- Be transferred to Stage II	- 轉入第二階段
- Be transferred to Stage III	- 轉入第三階段
- Be transferred back to Stage II	- 轉回第二階段
- Be transferred back to Stage I	- 轉回第一階段
Provision in the current year	本年計提
Reversal in the current year	本年轉回
Write-off in the current year	本年轉銷
Amount written off in the current year	本年核銷
Other changes	其他變動
Balance as at 31 December 2022	2022年12月31日餘額

(4) No other receivables actually written off in this year.

(5) Other receivables classified as per the borrower

Company name	Nature	Ending balance	Ageing	Proportion in total ending balance of other receivables (%) 佔其他應收款年末餘額合計數的比例(%)	Ending balance of bad debt provision 壞賬準備年末餘額
單位名稱	款項性質	年末餘額	賬齡		
Beijing Tianhai Industry Co., Ltd. 北京天海工業有限公司	Loans and interests 借款及利息	344,000,000.00	Over 1 year 1年以上	99.94	0.00
Beijing Beiren Printing Equipment Co., Ltd. 北京北人印刷設備有限公司	Security deposit 保證金	107,513.88	Within 1 year 1年以內	0.03	903.12
Qingdao BYTQ United Digital Intelligence Co., Ltd. 青島北洋天青數聯智能有限公司	Reimbursed expenses 代墊款項	82,927.08	Within 1 year 1年以內	0.02	0.00
Total 合計	-	344,190,440.96	-	99.99	903.12

十七、母公司財務報表主要項目註釋

(續)

2. 其他應收款(續)

2.2 其他應收款(續)

(3) 其他應收款壞賬準備情況

Stage I 第一階段	Stage II 第二階段	Stage III 第三階段	Total 合計
Expected credit losses for the next 12 months 未來12個月 預期信用損失	Expected credit loss within the whole duration (no credit impairment occurs) 整個存續期 預期信用損失 (未發生信用減值)	Expected credit loss within the whole duration (credit impairment has occurred) 整個存續期 預期信用損失 (已發生信用減值)	
0.00	8.40	0.00	8.40
-	-	-	-
0.00	0.00	0.00	0.00
0.00	0.00	0.00	0.00
0.00	0.00	0.00	0.00
0.00	894.72	0.00	894.72
0.00	0.00	0.00	0.00
0.00	0.00	0.00	0.00
0.00	0.00	0.00	0.00
0.00	0.00	0.00	0.00
0.00	903.12	0.00	903.12

(4) 本年度無實際核銷的其他應收款。

(5) 按欠款方歸集的其他應收款情況

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)
2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

XVII. NOTES TO MAIN ITEMS IN THE PARENT COMPANY'S FINANCIAL STATEMENTS

(Continued)

3. Long-term equity investment

(1) Classification of long-term equity investments

Item	項目	Ending balance 年末餘額			Beginning balance 年初餘額		
		Book balance 賬面餘額	Provision for Impairment 減值準備	Book value 賬面價值	Book balance 賬面餘額	Provision for Impairment 減值準備	Book value 賬面價值
Investment in subsidiaries	對子公司投資	1,239,348,125.05	0.00	1,239,348,125.05	902,148,125.05	0.00	902,148,125.05
Investment in associates and joint ventures	對聯營、合營企業投資	0.00	0.00	0.00	0.00	0.00	0.00
Total	合計	1,239,348,125.05	0.00	1,239,348,125.05	902,148,125.05	0.00	902,148,125.05

(2) Investment in subsidiaries

Investees	被投資單位	Beginning balance	Increase in the current year	Decrease in the current year	Ending balance	Provision for impairment in the current year	Ending balance of impairment provision
		年初餘額	本年增加	本年減少	年末餘額	本年計提減值準備	年末餘額
Beijing Tianhai Industry Co., Ltd.	北京天海工業有限公司	760,104,096.95	0.00	0.00	760,104,096.95	0.00	0.00
Jingcheng Holding (Hong Kong) Co., Ltd.	京城控股(香港)有限公司	142,044,028.10	0.00	0.00	142,044,028.10	0.00	0.00
Qingdao BYTQ United Digital Intelligence Co., Ltd.	青島北洋天青數聯智能有限公司	0.00	337,200,000.00	0.00	337,200,000.00	0.00	0.00
Total	合計	902,148,125.05	337,200,000.00	0.00	1,239,348,125.05	0.00	0.00

4. Operating revenues and operating costs

Item	項目	Amount in the current year 本年發生額		Amount in the previous year 上年發生額	
		Revenue 收入	Costs 成本	Revenue 收入	Costs 成本
Main business	主營業務	0.00	0.00	0.00	0.00
Other business	其他業務	3,776,116.07	0.00	3,054,790.45	0.00
Total	合計	3,776,116.07	0.00	3,054,790.45	0.00

十七、母公司財務報表主要項目註釋

(續)

3. 長期股權投資

(1) 長期股權投資分類

(2) 對子公司投資

4. 營業收入、營業成本

Notes to the Financial Statements

財務報表附註

From 1 January 2022 to 31 December 2022

(Monetary unit for the Notes to Financial Statements is yuan unless otherwise stated)

2022年1月1日至2022年12月31日(本財務報表附註除特別註明外,均以人民幣元列示)

XVIII. Approval on Financial Statements

The financial report is released after being approved by the Board of Directors of the Company on 30 March 2023.

十八、財務報告批准

本財務報告於2023年3月30日經本公司董事會批准報出。

Supplementary information of financial statements

1. List of non-recurring profits and losses in current year

財務報表補充資料

1. 本年非經常性損益明細表

Item	項目	Amount in the current year 本年年金額	Description 說明
Gain or loss from disposal of non-current assets	非流動資產處置損益	324,288.25	VI. 49/六、49
Government subsidies included in the current profit and loss	計入當期損益的政府補助	15,296,825.69	VI. 45/六、45
Reversal of the provision assessed for impairment on an individual basis	單獨進行減值測試的減值準備轉回	4,869,414.50	VI. 47/六、47
Other non-operating revenue and expenses than the above items	除上述各項之外的其他營業外收入和支出	8,873,633.76	VI. 50, 51/六、50、51
Debt restructuring profit and loss	債務重組損益	3,806,900.04	VI. 46/六、46
In addition to the effective hedging business related to the normal business of the Company, profits and losses from changes in fair value arising from financial assets held for trading, derivative financial assets, financial liabilities held for trading, derivative financial liabilities, and investment income from disposal of financial assets held for trading, derivative financial assets, financial liabilities held for trading, derivative financial liabilities and debt instruments at FVTOCI.	除同公司正常經營業務相關的有效套期保值業務外,持有交易性金融資產、衍生金融資產、交易性金融負債、衍生金融負債產生的公允價值變動損益,以及處置交易性金融資產、衍生金融資產、交易性金融負債、衍生金融負債和其他債權投資取得投資收益	608,700.53	VI. 46/六、46
Other losses and profits conforming to the definition of non-recurring gain or loss	其他符合非經常性損益定義的損益項目	0.00	
Subtotal	小計	33,779,762.77	
Less: amount affected by income tax	減: 所得稅影響額	234,165.76	
Effect on non-controlling interests (after-tax)	少數股東權益影響額(稅後)	10,383,284.89	
Total	合計	23,162,312.12	-

2. Return on equity and earnings per share

Based on the provisions in *Preparation Rules for Information Disclosures by Companies Offering Shares to the Public No. 9 – Calculation and Disclosure of Return on Equity and Earnings per Share (revised in 2010)* issued by China Securities Regulatory Commission, the weighted average return on equity, basic earnings per share, and diluted earnings per share for the Group are listed below:

2. 淨資產收益率及每股收益

按照中國證券監督管理委員會《公開發行證券的公司信息披露編報規則第9號—淨資產收益率和每股收益的計算及披露(2010年修訂)》的規定,本集團加權平均淨資產收益率、基本每股收益和稀釋每股收益如下:

Profit during the Reporting Period	報告期利潤	Weighted average return on equity (%) 加權平均淨資產收益率(%)	Earnings per share (yuan/share) 每股收益(元/股)	
			Primary earnings per share 基本每股收益	Diluted earnings per share 稀釋每股收益
Net profit attributable to common shareholders of the parent company	歸屬於母公司普通股股東的淨利潤	2.15	0.04	0.04
Net profit attributable to common shareholders of the parent company after deduction of non-recurring profit or loss	扣除非經常性損益後歸屬於母公司普通股股東的淨利潤	-0.57	-0.01	-0.01

Beijing Jingcheng Machinery Electric Co., Ltd.
30 March 2023

北京京城機電股份有限公司
二〇二三年三月三十日

Section 13 Internal Control Audit Report

第十三節 內部控制審計報告

I. Responsibility statement and development of internal control system

Beijing Jingcheng Machinery Electric Holding Co., Ltd. 2022 Internal Control Evaluation Report

To all shareholders of Beijing Jingcheng Machinery Electric Company Limited:

According to the provisions of the "Basic Standard for Enterprise Internal Control", the internal control and its supporting guidance as well as the other the internal control regulation requirements (hereinafter referred to as "Corporate Internal Control Standard System"), combining with the internal control system and evaluation methods of the Company, based on the routine supervision and special supervision over the internal control, we have evaluated the effectiveness of the internal control of the Company as of 31 December 2022 (being the benchmark date of the internal control evaluation report).

1. Important statement

According to the requirements of Corporate Internal Control Standard System, Board of the Company is responsible for establishing, improving and effectively implementing the internal control, evaluating the effectiveness of the internal control and disclosing the internal control evaluation report truly. The supervisory committee shall supervise the internal control established and implemented by the Board. The Management is responsible for organizing and leading the routine operation of the internal control of the Company. The Board, the supervisory committee and the Directors, supervisors and senior management officers of the Company confirm that information contained in this report is true, accurate, and complete without any false and misleading statements or material omissions, and assume several and joint liability for the above.

The objectives of the Company's internal control are to reasonably guarantee the authenticity and completeness of information of the compliance, asset security, financial report and relevant information of operation and management of the Company, improve the operating efficiency and results, and promote the realization of development strategies. Owing to the inherent limitations of the internal control, reasonable guarantees shall only be provided for realizing the above objectives. In addition, changes in situation may result in that the internal control becomes inappropriate or the extent to which the compliance with policies and process is lessened. There may be certain risks in presuming the effectiveness of future internal control according to the evaluation results of the internal control.

一、內部控制責任聲明及內部控制制度建設情況

北京京城機電股份有限公司 2022 年度內部控制評價報告

北京京城機電股份有限公司全體股東：

根據《企業內部控制基本規範》及其配套指引的規定和其他內部控制監管要求(以下簡稱企業內部控制規範體系)，結合本公司(以下簡稱公司)內部控制制度和評價辦法，在內部控制日常監督和專項監督的基礎上，我們對公司2022年12月31日(內部控制評價報告基準日)的內部控制有效性進行了評價。

一、重要聲明

按照企業內部控制規範體系的規定，建立健全和有效實施內部控制，評價其有效性，並如實披露內部控制評價報告是公司董事會的責任。監事會對董事會建立和實施內部控制進行監督。經理層負責組織領導企業內部控制的日常運行。公司董事會、監事會及董事、監事、高級管理人員保證本報告內容不存在任何虛假記載、誤導性陳述或重大遺漏，並對報告內容的真實性、準確性和完整性承擔個別及連帶法律責任。

公司內部控制的目標是合理保證公司經營管理合法合規、資產安全、財務報告及相關信息真實完整，提高公司經營效率和效果，促進公司實現發展戰略。由於內部控制存在的固有局限性，故僅能為實現上述目標提供合理保證。此外，由於情況的變化可能導致內部控制變得不恰當，或對控制政策和程序遵循的程度降低，根據內部控制評價結果推測未來內部控制的有效性具有一定的風險。



I. Responsibility statement and development of internal control system (Continued)

2. Conclusion of the internal control evaluation

1. Whether there is any material deficiencies in the internal control over financial reporting of the Company, as at the benchmark date of the internal control evaluation report
 Yes No

2. Results of internal control evaluation over financial reporting
 Effective Not Effective

According to the recognition of material deficiencies in the internal control over the Company's financial reporting, on the benchmark date of the internal control evaluation report, there are no material deficiencies in the financial reporting. The Board is of the opinion that, the Company has maintained, in all material respects, effective internal control over financial reporting in accordance with the requirements of Corporate Internal Control Standard System and the relevant provisions.

3. Whether material deficiencies in internal control over non-financial reporting had been discovered
 Yes No

According to the recognition of material deficiencies in the internal control over the Company's non-financial reporting, on the benchmark date of the internal control evaluation report, the Company has not identified any material deficiencies in the internal control over non-financial reporting.

4. The factors affecting the evaluation results of the effectiveness of internal control from the benchmark date to the date of issuing the internal control evaluation report.
 Applicable Not applicable

From the benchmark date of the internal control evaluation report to the date of issuing the internal control evaluation report, there are no factors that may impose any impacts on the result of the effectiveness of the internal control.

5. Whether the auditing opinions on internal control are consistent with the Company's evaluation results of the effectiveness of internal control over financial reporting
 Yes No

6. Whether the material deficiencies in internal control over non-financial reporting disclosed by the internal control audit report are consistent with those disclosed by the Company's internal control evaluation report
 Yes No

一、內部控制責任聲明及內部控制制度建設情況(續)

二、內部控制評價結論

1. 公司於內部控制評價報告基準日，是否存在財務報告內部控制重大缺陷
 是 否

2. 財務報告內部控制評價結論

有效 無效

根據公司財務報告內部控制重大缺陷的認定情況，於內部控制評價報告基準日，不存在財務報告內部控制重大缺陷，董事會認為，公司已按照企業內部控制規範體系和相關規定的要求在所有重大方面保持了有效的財務報告內部控制。

3. 是否發現非財務報告內部控制重大缺陷
 是 否

根據公司非財務報告內部控制重大缺陷認定情況，於內部控制評價報告基準日，公司未發現非財務報告內部控制重大缺陷。

4. 自內部控制評價報告基準日至內部控制評價報告發出日之間影響內部控制有效性評價結論的因素

適用 不適用

自內部控制評價報告基準日至內部控制評價報告發出日之間未發生影響內部控制有效性評價結論的因素。

5. 內部控制審計意見是否與公司對財務報告內部控制有效性的評價結論一致
 是 否

6. 內部控制審計報告對非財務報告內部控制重大缺陷的披露是否與公司內部控制評價報告披露一致
 是 否

Section 13 Internal Control Audit Report

第十三節 內部控制審計報告

I. Responsibility statement and development of internal control system (Continued)

3. Internal control evaluation

(i) Scope of the internal control evaluation

The Company determines the main units, business and events and high-risk areas that are included in the scope of the internal control evaluation based on the risk-oriented principle.

- Main entities included in the scope of evaluation include: Beijing Jingcheng Machinery Electric Company Limited's headquarters, Qingdao BYTQ United Digital Intelligence Co., Ltd., Beijing Tianhai Industry Co., Ltd. and its subordinate companies, include: Beijing Minghui Tianhai Gas Storage and Transportation Equipment Co., Ltd, Beijing Tianhai Cryogenic Equipment Co., Ltd., Kuancheng Tianhai Pressure Containers Co., Ltd., Tianjin Tianhai High Pressure Containers Co., Ltd., Shanghai Tianhai Composite Cylinders Co., Ltd., Beijing Tianhai Hydrogen Energy Equipment Co., Ltd., Jingcheng Holding (Hong Kong) Co., Ltd., BTIC America Company and Beijing Jingcheng Haitong Technology Culture Development Co., Ltd..

- The proportion of units included in the evaluation scope:

Index 指標

Proportion (%) 佔比(%)

The proportion of the total assets included in the evaluation scope to the consolidated total assets of the Company 納入評價範圍單位的資產總額佔公司合併財務報表資產總額之比	100
The proportion of the operating income included in the evaluation scope to the consolidated total operating income of the Company 納入評價範圍單位的營業收入合計佔公司合併財務報表營業收入總額之比	100

一、內部控制責任聲明及內部控制制度建設情況(續)

三、內部控制評價工作情況

(一) 內部控制評價範圍

公司按照風險導向原則確定納入評價範圍的主要單位、業務和事項以及高風險領域。

- 納入評價範圍的主要單位包括：北京京城機電股份有限公司本部、青島北洋天青數聯智能有限公司、北京天海工業有限公司以及北京天海工業有限公司下屬單位，包括：北京明暉天海氣體儲運裝備銷售有限公司、北京天海低溫設備有限公司、寬城天海壓力容器有限公司、天津天海高壓容器有限責任公司、上海天海復合氣瓶有限公司、北京天海氫能裝備有限公司、京城控股(香港)有限公司、Btic America Company(天海美洲公司)、北京京城海通科技文化發展有限公司。

- 納入評價範圍的單位佔比：

Section 13 Internal Control Audit Report

第十三節 內部控制審計報告

I. Responsibility statement and development of internal control system (Continued)

3. Internal control evaluation (Continued)

(i) Scope of the internal control evaluation (Continued)

3. Main business and events included in the evaluation scope include:

Organization structure, development strategies, human resources, social responsibilities, fund activities, asset management, procurement business, sales, research and development, legal affairs management, financial reporting, guarantee business, comprehensive budget, contract management, construction projects, production management, tender management, communication of internal information and information systems etc..

Fund activities mainly include financing activities (namely, preparation and approval of financing scheme, formulation and implementation of financing plan, assessment and accountability of financing activities, repayment of funds raised), investing activities (namely, preparation and approval of investment scheme, formulation and implementation of investment plan, disposal of investment assets), collection, payment and custody of monetary funds (namely, approval, re-check, balance point, bookkeeping, reconciliation, bank account management, bills and seal management), operating of funds (namely, the links in monetary funds, reserves, production funds, new reserves, new monetary fund) and other matters;

Procurement businesses mainly included preparation of demand and supply plan, application for procurement, selection of suppliers, pricing, entering into framework agreement or purchase contract, management of supply process, acceptance, payment and vendor information management, etc.;

Asset management mainly included inventories (namely acceptance warehousing, warehousing and deposition, acquiring and sending out, stock-tacking, disposal of inventories and accounting treatment), fixed assets (namely, acceptance, registration, insurance, maintenance, technical improvement, check, mortgage, lease, elimination, sell, lease and accounting treatment), intangible assets (namely, acceptance, use, disposal, accounting treatment) and other matters;

Sales business mainly included sales program management, customer development and credit management, sales pricing, entering into sales contract, delivery of goods, receiving payment, customer service, customer information management and other matters.

Research and development mainly included project initialization, R&D process management, conclusion and acceptance, core R&D personnel management, development and protection of results of R&D, evaluation of R&D activities.

一、內部控制責任聲明及內部控制制度建設情況(續)

三、內部控制評價工作情況(續)

(一) 內部控制評價範圍(續)

3. 納入評價範圍的主要業務和事項包括:

組織架構、發展戰略、人力資源、社會責任、資金活動、資產管理、採購業務、銷售業務、研究與開發、法律事務管理、財務報告、擔保業務、全面預算、合同管理、工程項目、生產管理、招標管理、內部信息傳遞、信息系統等。

資金活動主要包括籌資活動(即籌資方案的編制及審批、制定籌資計劃、實施籌資、籌資活動評價與責任追究、歸還籌資)、投資活動(即投資方案編制與審批、制定投資計劃、實施投資方案、投資資產處置)、貨幣資金收付及保管(即審批、覆核、收支點、記賬、對賬、銀行賬戶管理、票據與印章管理)、資金營運(即貨幣資金環節、儲備資金環節、生產資金環節、新的儲備資金環節、新的貨幣資金環節)等事項;

採購業務主要包括編制需求計劃與採購計劃、請購、選擇供應商、確定採購價格、訂立框架協議或採購合同、管理供應過程、驗收、付款、供應商信息管理 etc.;

資產管理主要包括存貨(即驗收入庫、倉儲保管、領用發出、盤點清查、存貨處置、賬務處理)、固定資產(即驗收、登記、投保、維護、技改、清查、抵押、租賃、淘汰處置、出售、出租、賬務處理)、無形資產(即驗收、使用、處置、賬務處理)等事項;

銷售業務主要包括銷售計劃管理、客戶開發與信用管理、銷售定價、訂立銷售合同、發貨、收款、客戶服務、客戶信息管理等事項。

研究與開發主要包括立項、研發過程管理、結題驗收、核心研發人員的管理、研究成果開發、研究成果保護、研發活動評估等事項。

Section 13 Internal Control Audit Report

第十三節 內部控制審計報告

I. Responsibility statement and development of internal control system (Continued)

3. Internal control evaluation (Continued)

(i) Scope of the internal control evaluation (Continued)

4. The high-risk areas to which required to pay great attention mainly included:

Preparation and approval of financing scheme, formulation and implementation of financing plan, assessment and accountability of financing activities, repayment of funds raised under financing activities, and preparation and approval of investment scheme, formulation and implementation of investment plan and disposal of investment assets under investment activities;

Preparation of demand and supply plan, application for procurement, selection of suppliers, pricing, entering into framework agreement or purchase contract, management of supply process, acceptance, payment and vendor information management under procurement businesses;

Sales program management, customer development and credit management, sales pricing, entering into sales contract, delivery of goods, receiving payment, customer service, customer information management and other matters under sales businesses.

5. Whether there is material omission in the entities, businesses and events and high-risk areas that are included in the above-mentioned evaluation scope cover the main aspects of the Company's operation and management
 Yes No
6. Is there any statutory exemption
 Yes No
7. Other explanation
 Nil.

一、內部控制責任聲明及內部控制制度建設情況(續)

三、內部控制評價工作情況(續)

(一) 內部控制評價範圍(續)

4. 重點關注的高風險領域主要包括：

資金活動中籌資活動的籌資方案的編制及審批、制定籌資計劃、實施籌資、籌資活動評價與責任追究、歸還籌資及投資活動中投資方案的編制與審批、制定投資計劃、實施投資方案、投資資產處置；

採購業務中編制需求計劃與採購計劃、請購、選擇供應商、確定採購價格、訂立框架協議或採購合同、管理供應過程、驗收、付款、供應商信息管理等事項；

銷售業務中銷售計劃管理、客戶開發與信用管理、銷售定價、訂立銷售合同、發貨、收款、客戶服務、客戶信息管理等事項。

5. 上述納入評價範圍的單位、業務和事項以及高風險領域涵蓋了公司經營管理的主要方面，是否存在重大遺漏
 是 否
6. 是否存在法定豁免
 是 否
7. 其他說明事項
 無。

Section 13 Internal Control Audit Report

第十三節 內部控制審計報告



I. Responsibility statement and development of internal control system (Continued)

3. Internal control evaluation (Continued)

(ii) Working basis of internal control evaluation and recognition standards for deficiencies

The Company organized and conducted its internal control evaluation in accordance with the Basic Standards for Corporate Internal Control.

1. Is there any adjustment of the specific identification criteria of deficiencies in internal control compared to the criteria last year

Yes No

In view of the size of the Company, industry characteristics, risk preference and tolerance, the Board, in accordance with the requirements for material, major and general deficiencies as specified in the enterprise internal control standard system, differentiated financial reporting related and non-financial reporting related and formulated specific standards for recognition of deficiencies that is applicable to the Company, which are in consistent with those of past years.

2. Identification standards for deficiencies in internal control over financial reporting

The quantitative standards for identifying deficiencies in internal control over financial reporting by the Company are as follows:

Name of Index 指標名稱	Quantitative standards for material deficiencies 重大缺陷定量標準	Quantitative standards for major deficiencies 重要缺陷定量標準	Quantitative standards for ordinary deficiencies 一般缺陷定量標準
Total operating income 營業收入總額	Misstatement $\geq 0.5\%$ of the total operating income 錯報 \geq 營業收入總額 0.5%	0.2% of the total operating income \leq misstatement $< 0.5\%$ of the total operating income 營業收入總額 $0.2\% \leq$ 錯報 $<$ 營業收入總額 0.5%	Misstatement $< 0.2\%$ of the total operating income 錯報 $<$ 營業收入總額 0.2%
Total profit 利潤總額	Misstatement $\geq 5\%$ of the total profit 錯報 \geq 利潤總額 5%	2% of the total profit \leq misstatement $< 5\%$ of the total profit 利潤總額 $2\% \leq$ 錯報 $<$ 利潤總額 5%	Misstatement $< 2\%$ of the total profit 錯報 $<$ 利潤總額 2%
Total assets 資產總額	Misstatement $\geq 0.5\%$ of the total assets 錯報 \geq 資產總額 0.5%	0.2% of the total assets \leq misstatement $< 0.5\%$ of the total assets 資產總額 $0.2\% \leq$ 錯報 $<$ 資產總額 0.5%	Misstatement $< 0.2\%$ of the total assets 錯報 $<$ 資產總額 0.2%
Total owner's equity 所有者權益總額	Misstatement $\geq 0.5\%$ of the total owner's equity 錯報 \geq 所有者權益總額 0.5%	0.2% of the total owner's equity \leq misstatement $< 0.5\%$ of the total owner's equity 所有者權益總額 $0.2\% \leq$ 錯報 $<$ 所有者權益總額 0.5%	Misstatement $< 0.2\%$ of the total owner's equity 錯報 $<$ 所有者權益總額 0.2%
Remarks: Nil.			說明： 無。

一、內部控制責任聲明及內部控制制度建設情況(續)

三、內部控制評價工作情況(續)

(二) 內部控制評價工作依據及內部控制缺陷認定標準

公司依據企業內部控制規範體系，組織開展內部控制評價工作。

1. 內部控制缺陷具體認定標準是否與以前年度存在調整

是 否

公司董事會根據企業內部控制規範體系對重大缺陷、重要缺陷和一般缺陷的認定要求，結合公司規模、行業特徵、風險偏好和風險承受度等因素，區分財務報告內部控制和非財務報告內部控制，研究確定了適用於本公司的內部控制缺陷具體認定標準，並與以前年度保持一致。

2. 財務報告內部控制缺陷認定標準

公司確定的財務報告內部控制缺陷評價的定量標準如下：

Section 13 Internal Control Audit Report

第十三節 內部控制審計報告

I. Responsibility statement and development of internal control system (Continued)

3. Internal control evaluation (Continued)

(ii) Working basis of internal control evaluation and recognition standards for deficiencies (Continued)

2. Identification standards for deficiencies in internal control over financial reporting (Continued)

Qualitative standards for evaluation of financial reporting related internal control deficiencies defined by the Company are as follows:

Magnitude of Deficiency 缺陷性質

Qualitative standards 定性標準

Material deficiencies
重大缺陷

Separate deficiency or together with other deficiencies lead to the failure to avoid, identify or correct the material misstatement in the financial reporting on a timely basis.
單獨缺陷或連同其他缺陷導致不能及時防止、發現並糾正財務報告中的重大錯報。

In case of the occurrence of the following situations, material deficiencies are recognised: A. Ineffective control environment; B. The misconduct committed by directors, supervisors and members of senior management officers; C. The external audit identifies material misstatement in the current financial report which has not been identified by the Company during its operation; D. Material deficiencies identified and reported to the management have not been rectified after a reasonable period of time; E. The supervision of the Company's audit committee and department of audit and legal affairs over the internal control is proved to be ineffective; F. Other deficiencies which may affect the correct judgment of the statement users.

出現下列情形的，認定為重大缺陷：A.控制環境無效；B.董事、監事和高級管理人員舞弊行為；C.外部審計發現當期財務報告存在重大錯報，公司在運行過程中未能發現該錯報；D.已經發現並報告給管理層的重大缺陷在合理的時間後未加以改正；E.公司審計委員會和審計部對內部控制的監督無效；F.其他可能影響報表使用者正確判斷的缺陷。

Major deficiencies

Separate deficiency or together with other deficiencies lead to the failure to avoid, identify or correct the misstatement in the financial reporting on a timely basis, which does not reach or exceed the level of importance but is still worth the attention of the management.

重要缺陷

單獨缺陷或連同其他缺陷導致不能及時防止、發現並糾正財務報告中雖然未達到和超過重要性水平，但仍應引起管理層重視的錯報。

General deficiencies
一般缺陷

Other internal control deficiencies that do not constitute material or major deficiencies.
不構成重大缺陷或重要缺陷的其他內部控制缺陷。

Remarks:

說明：

Nil.

無。

一、內部控制責任聲明及內部控制制度建設情況(續)

三、內部控制評價工作情況(續)

(二) 內部控制評價工作依據及內部控制缺陷認定標準(續)

2. 財務報告內部控制缺陷認定標準(續)

公司確定的財務報告內部控制缺陷評價的定性標準如下：

Section 13 Internal Control Audit Report

第十三節 內部控制審計報告



I. Responsibility statement and development of internal control system (Continued)

3. Internal control evaluation (Continued)

(ii) Working basis of internal control evaluation and recognition standards for deficiencies (Continued)

3. The recognition standards of non-financial reporting related internal control deficiencies

Quantitative standards for evaluation of non-financial reporting related internal control deficiencies defined by the Company are as follows:

一、內部控制責任聲明及內部控制制度建設情況(續)

三、內部控制評價工作情況(續)

(二) 內部控制評價工作依據及內部控制缺陷認定標準(續)

3. 非財務報告內部控制缺陷認定標準

公司確定的非財務報告內部控制缺陷評價的定量標準如下：

Name of Index 指標名稱	Quantitative standards for material deficiencies 重大缺陷定量標準	Quantitative standards for major deficiencies 重要缺陷定量標準	Quantitative standards for ordinary deficiencies 一般缺陷定量標準
Direct property losses amount 直接財產損失金額	More than RMB10 million 1,000萬元以上	Between RMB1 million and RMB10 million (RMB10 million inclusive) 100萬元至1,000萬元(含1,000萬元)	Less than RMB1 million (RMB1 million inclusive) 100萬元(含100萬元)以下
Material adverse effects 重大負面影響	Material adverse effects on the Company and disclosed by way of announcement 對公司造成較大負面影響並以公告形式對外披露	The imposition of punishment by national government authority which does not adversely affect the Company 受到國家政府部門處罰但未對公司造成負面影響	The imposition of punishment by government authority at or below provincial level which does not adversely affect the Company 受到省級(含省級)以下政府部門處罰但未對公司造成負面影響
	Remarks: Nil.		說明： 無。
	Qualitative standards for evaluation of non-financial reporting related internal control deficiencies defined by the Company are as follows:		公司確定的非財務報告內部控制缺陷評價的定性標準如下：

Magnitude of Deficiency 缺陷性質

Qualitative standards 定性標準

Material deficiencies 重大缺陷	In case of the occurrence of the following situations, material deficiencies are recognised: 出現以下情形的，認定為重大缺陷： A. Violation of the State's laws, regulations or regulatory documents; A. 違反國家法律、法規或規範性文件； B. Unscientific material decision-making process; B. 重大決策程序不科學； C. Lack of systems are likely to result in systemic failures; C. 制度缺失可能導致系統性失效； D. Material or major deficiencies are not rectified; D. 重大或重要缺陷不能得到整改； E. Other situations that materially affect the Company. E. 其他對公司影響重大的情形。
Major deficiencies 重要缺陷	Save for above, deficiencies for which the severity and economic consequences are less than material deficiencies but which still shall be taken seriously by the Board and management, shall be regarded as major deficiencies. 除上述情形外，嚴重程度和經濟後果低於重大缺陷但仍應引起董事會和管理層重視的缺陷，應將該缺陷認定為重要缺陷。
General deficiencies 一般缺陷	Other internal control deficiencies that do not constitute material or major deficiencies. 不構成重大缺陷或重要缺陷的其他內部控制缺陷。
	Remarks: Nil.
	說明： 無。

Section 13 Internal Control Audit Report

第十三節 內部控制審計報告

I. Responsibility statement and development of internal control system (Continued)

3. Internal control evaluation (Continued)

(iii) Recognition of internal control deficiencies and rectifications

1. Recognition of internal control deficiencies in financial reporting and rectifications

- 1.1 Material deficiencies
Whether the Company had material deficiencies in internal control over financial reporting during the Reporting Period
 Yes No
- 1.2 Major deficiencies
Whether the Company had major deficiencies in internal control over financial reporting during the Reporting Period
 Yes No
- 1.3 General deficiencies
During the Reporting Period, the Company had no general deficiencies in the internal control over financial reporting.
- 1.4 After the above rectification, whether the Company had discovered any uncorrected material deficiencies in the internal control over financial reporting as at the benchmark date of the internal control evaluation report
 Yes No
- 1.5 After the above rectification, whether the Company had discovered any uncorrected major deficiencies in the internal control over financial reporting as at the benchmark date of the internal control evaluation report
 Yes No

2. Recognition of internal control deficiencies in non-financial reporting and rectifications

- 2.1 Material deficiencies
Whether the Company had discovered any material deficiencies in the internal control over non-financial reporting during the Reporting Period
 Yes No
- 2.2 Major deficiencies
Whether the Company had discovered any major deficiencies in the internal control over non-financial reporting during the Reporting Period
 Yes No
- 2.3 General deficiencies
General deficiencies may exist in daily operation of the internal control procedures. However, as there was a dual supervision system of self-evaluation and internal control audit in the internal control of the Company, the risks were under control which had no or less effect on the non-financial reporting matters of the Company, and the Company was able to carry out timely rectifications on general deficiencies with less effect.

一、內部控制責任聲明及內部控制制度建設情況(續)

三、內部控制評價工作情況(續)

(三) 內部控制缺陷認定及整改情況

1. 財務報告內部控制缺陷認定及整改情況

- 1.1 重大缺陷
報告期內公司是否存在財務報告內部控制重大缺陷
 是 否
- 1.2 重要缺陷
報告期內公司是否存在財務報告內部控制重要缺陷
 是 否
- 1.3 一般缺陷
報告期內公司未發現財務報告內部控制一般缺陷。
- 1.4 經過上述整改，於內部控制評價報告基準日，公司是否存在未完成整改的財務報告內部控制重大缺陷
 是 否
- 1.5 經過上述整改，於內部控制評價報告基準日，公司是否存在未完成整改的財務報告內部控制重要缺陷
 是 否

2. 非財務報告內部控制缺陷認定及整改情況

- 2.1 重大缺陷
報告期內公司是否發現非財務報告內部控制重大缺陷
 是 否
- 2.2 重要缺陷
報告期內公司是否發現非財務報告內部控制重要缺陷
 是 否
- 2.3 一般缺陷
內部控制流程在日常運行中可能存在一般缺陷，但由於公司內部控制設有自我評價和內部審計的雙重監督機制，使風險可控，對公司非財務報告事項不構成影響或影響較小，並對有較小影響的一般缺陷進行及時整改。

Section 13 Internal Control Audit Report

第十三節 內部控制審計報告

I. Responsibility statement and development of internal control system (Continued)

3. Internal control evaluation (Continued)

(iii) Recognition of internal control deficiencies and rectifications (Continued)

2. Recognition of internal control deficiencies in non-financial reporting and rectifications (Continued)

2.4 After the above rectification, whether the Company had discovered any uncorrected major deficiencies in the internal control over financial reporting as at the benchmark date of the internal control evaluation report
 Yes No

2.5 After the above rectification, whether the Company had discovered any uncorrected major deficiencies in the internal control over financial reporting as at the benchmark date of the internal control evaluation report
 Yes No

4. Explanation on other significant matters concerning internal control

1. Rectification of deficiencies in internal control of last year

Applicable Not applicable

The Company attached great importance to the rectification of deficiencies in internal control and required active implementation of rectifications. The rectification of general deficiencies in internal control as disclosed in the non-financial reporting in the year of 2021 was completed.

2. Operation of the internal control of the year and improvement directions for next year

Applicable Not applicable

During the Reporting Period, there was no statement on other important issues on internal control nor other internal control information that was likely to have a significant impact on investors' understanding about the internal control self-evaluation report, evaluating the internal control conditions or making investment decisions. After evaluation and tests of the internal control, the design and operation of the internal control system of the Company is reasonable and effective and no material and major deficiencies were identified.

In 2023, the Company will continue to improve the internal control system, standardize the implementation of the internal control system, strengthen the supervision and inspection in internal control, and promote the healthy, stable and long-term development of the Company based on such evaluation.

3. Explanation on other significant matters

Applicable Not applicable

Chairman (who is authorised by the Board): Wang Jun
Beijing Jingcheng Machinery Electric Company Limited
30 March 2023

一、內部控制責任聲明及內部控制制度建設情況(續)

三、內部控制評價工作情況(續)

(三) 內部控制缺陷認定及整改情況(續)

2. 非財務報告內部控制缺陷認定及整改情況(續)

2.4. 經過上述整改，於內部控制評價報告基準日，公司是否發現未完成整改的非財務報告內部控制重大缺陷
 是 否

2.5. 經過上述整改，於內部控制評價報告基準日，公司是否發現未完成整改的非財務報告內部控制重要缺陷
 是 否

四. 其他內部控制相關重大事項說明

1. 上一年度內部控制缺陷整改情況

適用 不適用

公司對內部控制缺陷整改情況高度重視，並要求積極落實整改。2021年度披露的非財務報告內部控制一般缺陷已整改完成。

2. 本年度內部控制運行情況及下一年度改進方向

適用 不適用

報告期內，公司無其他內部控制相關重大事項說明，也不存在其他可能對投資者理解內部控制評價報告、評價內部控制情況或進行投資決策產生重大影響的其他內部控制信息。通過內部控制的評價和測試，公司的內部控制制度設計合理、運行有效，未發現重大缺陷和重要缺陷。

2023年度，公司將在本次評價的基礎上繼續完善內部控制制度，規範內部控制制度執行，強化內部控制監督管理，保持公司健康穩定長遠發展。

3. 其他重大事項說明

適用 不適用

董事長(已經董事會授權): 王軍
北京京城機電股份有限公司
2023年3月30日

Section 13 Internal Control Audit Report 第十三節 內部控制審計報告

II. Description of matters regarding the Internal Control Audit Report

Internal Control Over Financial Reporting

D.H.N.Z[2023]No.000232

To All Shareholders of Beijing Jingcheng Machinery Electric Company Limited:

We have audited the effectiveness of internal control over financial reporting of Beijing Jingcheng Machinery Electric Company Limited (hereinafter referred to as “the Company”) as of December 31, 2022 based on criteria established in Audit Guidelines for Enterprise Internal Control and related standards established in the Professional Standards for Certified Public Accountants of China.

I. The Company’s Responsibilities

According to “Basic Standards for Enterprise Internal Control”, “Implementation Guidelines for Enterprise Internal Control and Guidelines for Evaluation” and “Assessment on Effectiveness of Enterprise Internal Control”, the Company’s board of directors is responsible for maintaining effective internal control over financial reporting and assessment of effectiveness of internal control over financial reporting.

II. Auditor’s Responsibilities

Our responsibility is to express an opinion on the effectiveness of the Company’s internal control over financial reporting and to disclose any material weaknesses of internal control over non-financial reporting matters we noticed based on our audits.

III. Inherent Limitations of Internal Control

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

IV. Opinion

In our opinion, the Company maintained, in all material aspects, effective internal control over financial reporting as of December 31, 2022, based on “Basic Standards for Enterprise Internal Control and related rules”.

Da Hua Certified Public Accountants (Special General Partnership)

大華會計師事務所(特殊普通合夥)

Beijing, China
中國•北京

March 30, 2023
二〇二三年三月三十日

Note:

This Report has been prepared in both Chinese and English. Should there be any discrepancies or misunderstandings between the two versions, the Chinese version shall prevail.

二、內部控制審計報告的相關情況說明

內部控制審計報告

大華內字[2023]000232號

北京京城機電股份有限公司全體股東：

按照《企業內部控制審計指引》及中國註冊會計師執業準則的相關要求，我們審計了北京京城機電股份有限公司(以下簡稱京城股份)2022年12月31日的財務報告內部控制的有效性。

一、企業對內部控制的責任

按照《企業內部控制基本規範》、《企業內部控制應用指引》、《企業內部控制評價指引》的規定，建立健全和有效實施內部控制，並評價其有效性是企業董事會的責任。

二、註冊會計師的責任

我們的責任是在實施審計工作的基礎上，對財務報告內部控制的有效性發表審計意見，並對注意到的非財務報告內部控制的重大缺陷進行披露。

三、內部控制的固有局限性

內部控制具有固有局限性，存在不能防止和發現錯報的可能性。此外，由於情況的變化可能導致內部控制變得不恰當，或對控制政策和程序遵循的程度降低，根據內部控制審計結果推測未來內部控制的有效性具有一定風險。

四、財務報告內部控制審計意見

我們認為，京城股份於2022年12月31日按照《企業內部控制基本規範》和相關規定在所有重大方面保持了有效的財務報告內部控制。

Certified Public Accountant of China:
(Project partner) **Liu Guoqing**
中國註冊會計師：
(項目合夥人)劉國清

Certified Public Accountant of China: **Bai Lihan**
中國註冊會計師：白麗晗

Section 14 Five Years' Financial Summary

第十四節 五年業績摘要

The audited consolidated operating results and the audited balance sheet of the Company for each of the five years ended 31 December 2022 were summarized as follows:

本公司截至2022年12月31日止年度前五年每年之審定後綜合經營成果及審定後資產及負債情況匯總如下：

I. Operating Results (Prepared under the PRC Accounting Standards)

一、經營結果(根據中國會計準則編制)

		2022 RMB'0,000 人民幣萬元	2021 RMB'0,000 人民幣萬元	2020 RMB'0,000 人民幣萬元	2019 RMB'0,000 人民幣萬元	2018 RMB'0,000 人民幣萬元
Turnover	營業額	137,226.12	118,266.45	108,829.65	119,584.71	112,156.42
Total profit	利潤總額	2,135.27	-3,707.70	12,200.13	-15,981.94	-12,555.48
Income taxes expense	所得稅費用	729.85	415.89	263.69	270.74	708.99
Net profit attributable to shareholders of parent company	歸屬於母公司股東的淨利潤	1,830.24	-2,328.23	15,643.18	-13,003.68	-9,393.62
Equity attributable to shareholders of the parent company	歸屬於母公司股東權益	107,226.51	67,765.56	69,947.26	33,728.61	46,687.63
Minority equity	少數股東權益	33,421.64	28,375.64	30,213.23	36,333.92	39,639.26

II. Assets and liabilities (Prepared under the PRC Accounting Standards)

二、資產及負債(根據中國會計準則編制)

		2022 RMB'0,000 人民幣萬元	2021 RMB'0,000 人民幣萬元	2020 RMB'0,000 人民幣萬元	2019 RMB'0,000 人民幣萬元	2018 RMB'0,000 人民幣萬元
Assets	資產					
Current assets	流動資產	106,302.87	70,712.98	85,922.97	78,256.08	76,362.49
Non-current assets	非流動資產	137,156.04	86,131.89	84,620.11	88,827.87	101,186.09
Total assets	總資產	243,458.91	156,844.87	170,543.08	167,083.95	177,548.58
Liabilities	負債					
Current liabilities	流動負債	61,968.50	53,672.97	64,725.54	78,312.06	72,814.02
Non-current liabilities	非流動負債	40,842.26	7,030.70	5,657.05	18,709.36	18,407.67
Total liabilities	總負債	102,810.76	60,703.67	70,382.59	97,021.42	91,221.69
Shareholders' equity	股東權益					
Equity attributable to shareholders of the parent company	歸屬於母公司股東權益	107,226.51	67,765.56	69,947.26	33,728.61	46,687.63
Minority equity	少數股東權益	33,421.64	28,375.64	30,213.23	36,333.92	39,639.26
Shareholders' equity	股東權益	140,648.15	96,141.20	100,160.49	70,062.53	86,326.89

