

# SKYWORTH 創維

## 創維集團有限公司 SKYWORTH GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock Code 股份代號 : 00751.HK

# 2024

## Interim Report

### 中期報告



# SKYWORTH 創維

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# Financial Highlights

## 財務摘要

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

以人民幣百萬元列示(每股股份資料及另有列明項目除外)

		Six months period from 1 January to 30 June 2024 2024年1月1日 至6月30日 止六個月期間 (unaudited) (未經審核)	Six months period from 1 January to 30 June 2023 2023年1月1日 至6月30日 止六個月期間 (unaudited) (未經審核)	Change 變動
<b>OPERATING RESULTS</b>		<b>經營業績</b>		
Revenue	營業額	30,153	32,300	-6.6%
EBIT	經營溢利(未扣除利息及稅項)	1,222	1,097	11.4%
EBITDA	未扣除利息、稅項、折舊及攤銷之溢利	1,532	1,412	8.5%
Profit for the period	本期溢利	714	616	15.9%
Profit attributable to owners of the Company	本公司股權持有人應佔溢利	384	302	27.2%
<b>FINANCIAL POSITION</b>		<b>財務狀況</b>		
Net cash (used in) from operating activities	經營業務(所用)所得現金淨額	(2,558)	656	-489.9%
Cash position*	現金狀況*	12,252	13,404	-8.6%
Borrowings	借款	18,957	17,306	9.5%
Equity attributable to owners of the Company	本公司股權持有人應佔權益	17,867	17,865	0.0%
Working capital	營運資金	11,758	11,319	3.9%
Bills receivables	應收票據	1,428	1,717	-16.8%
Trade receivables	應收貿易款項	10,086	9,496	6.2%
Inventories	存貨	12,073	9,460	27.6%
<b>KEY RATIOS</b>		<b>主要比率</b>		
Gross profit margin (%)	毛利率(百分比)	14.2%	13.0%	1.2pp
EBIT margin (%)	經營溢利率(未扣除利息及稅項)(百分比)	4.1%	3.4%	0.7pp
EBITDA margin (%)	未扣除利息、稅項、折舊及攤銷之溢利率(百分比)	5.1%	4.4%	0.7pp
Profit margin (%)	純利率(百分比)	2.4%	1.9%	0.5pp
ROE (%)	本公司股權持有人回報率(百分比)	4.3%	3.4%	0.9pp
Debt to equity (%)**	負債與股權比率(百分比)**	84.2%	78.5%	5.7pp
Current ratio (times)	流動比率(倍)	1.3	1.3	-
Trade receivables turnover period (days)***	應收貿易款項周轉期(日數)***	69	59	16.9%
Inventories turnover period (days)***	存貨周轉期(日數)***	77	61	26.2%
<b>DATA PER SHARE</b>		<b>每股資料</b>		
Earnings per share – Basic (RMB cents)	每股盈利—基本(人民幣仙)	16.31	11.95	36.5%
Earnings per share – Diluted (RMB cents)	每股盈利—攤薄(人民幣仙)	16.31	11.95	36.5%
Dividend per share (HK cents)	每股股息(港仙)	-	3	-100.0%
Book value per share (RMB cents)	每股賬面值(人民幣仙)	964.25	887.61	8.6%

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		Six months period from 1 January to 30 June 2024 2024年1月1日 至6月30日 止六個月期間 (unaudited) (未經審核)	Six months period from 1 January to 30 June 2023 2023年1月1日 至6月30日 止六個月期間 (unaudited) (未經審核)	Change 變動
<b>SHARE INFORMATION AT FINANCIAL PERIOD END</b>				
Skyworth Group Limited (Shares are listed in Hong Kong, stock code: 00751)		創維集團有限公司(股份於香港上市, 股份代號: 00751)		
Number of Shares in issue (million)	已發行股數(百萬)	2,335	2,485	-6.0%
Market capitalisation (HK\$ million)	市值(港幣百萬元)	7,192	8,599	-16.4%
Skyworth Digital Co., Ltd. (Shares are listed in Shenzhen, stock code: 000810)		創維數字股份有限公司(股份於深圳上市, 股份代號: 000810)		
Number of shares in issue (million)	已發行股數(百萬)	1,150	1,150	-
Market capitalisation (RMB million)	市值(人民幣百萬元)	9,869	18,599	-46.9%

\* Cash position refers to pledged and restricted bank deposits, cash and cash equivalents

\*\* Borrowings/total equity

\*\*\* Calculated based on average inventory; average sum of bills receivables and trade receivables

\* 現金狀況指已抵押及受限銀行存款、現金及現金等值

\*\* 借款/權益總額

\*\*\* 根據平均存貨、平均應收票據及應收貿易款項之加總金額計算

# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

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

#### Independent Non-executive Directors

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

### MEMBERS OF COMMITTEES

#### Audit Committee

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

#### Executive Committee

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

#### Nomination Committee

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

#### Remuneration Committee

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

### COMPANY SECRETARY

Mr. Lam Shing Choi, Eric

### 董事會

#### 執行董事

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

#### 獨立非執行董事

李偉斌先生  
張英潮先生  
洪嘉禧先生

### 委員會成員

#### 審核委員會

張英潮先生 (*主席*)  
李偉斌先生  
洪嘉禧先生

#### 執行委員會

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

#### 提名委員會

洪嘉禧先生 (*主席*)  
李偉斌先生  
張英潮先生  
林衛平女士

#### 薪酬委員會

李偉斌先生 (*主席*)  
張英潮先生  
洪嘉禧先生  
林衛平女士

### 公司秘書

林成財先生

# Corporate Information 公司資料

## AUTHORISED REPRESENTATIVES

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

## AUDITOR

Deloitte Touche Tohmatsu  
Certified Public Accountants  
Registered Public Interest Entity Auditors

## LEGAL ADVISOR

Reed Smith Richards Butler LLP

## PRINCIPAL BANKERS

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

## REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

## BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

## 授權代表

林衛平女士  
林成財先生

## 核數師

德勤•關黃陳方會計師行  
執業會計師  
註冊公眾利益實體核數師

## 法律顧問

禮德齊伯禮律師行有限法律責任合夥

## 主要往來銀行

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

## 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

## 香港主要營業地點

香港  
鰂魚涌  
華蘭路20號  
華蘭中心1601-04室

## 百慕達股份登記及過戶總處

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

# Corporate Information

## 公司資料

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### SHARES LISTING

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

### IMPORTANT INFORMATION

Results Announcement Date  
Interim Results: 27 August 2024

### COMPANY WEBSITE

<http://www.skyworth.com>

### 香港股份登記及過戶分處

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

### 股份上市

本公司股份於香港聯合交易所有限公司上市  
股份代號：00751

### 重要資訊

業績公佈日期  
中期業績：2024年8月27日

### 公司網頁

<http://www.skyworth.com>

# Operational and Financial Review

## 業務及財務回顧

### BUSINESS PERFORMANCE REVIEW

#### Revenue

For the six months ended 30 June 2024 (the "Current Period"), the Group's overall revenue amounted to RMB30,153 million, representing a decrease of RMB2,147 million or 6.6% compared with an overall revenue of RMB32,300 million for the Same Period of Previous Year. During the Current Period, the Group continued to deepen its strengths and seek breakthroughs in the face of a volatile global market and weak domestic demand. The Group quickly adjusted its strategies against the adversity and improved its overall operating efficiency by reducing operating costs and enhancing resource efficiency. Under the current macroeconomic uncertainties, the Group managed to maintain a stable performance and achieved a net profit of RMB714 million, demonstrating an increase of RMB98 million or 15.9% compared with RMB616 million for the Same Period of Previous Year. The gross profit margin of the Group for the Current Period was 14.2%, representing an increase of 1.2 percentage points as compared to 13.0% for the Same Period of Previous Year.

The global economy is under a steady but slow recovery. With the energy crisis caused by the ongoing Russia-Ukraine War, increased geopolitical conflicts and tensions, and the Federal Reserve's continuous interest rate hike cycle, overall market sentiment remains weak and the global economy is still under pressure. In the face of the continuously weak market, the Group continued to drive industrial transformation and innovative development in its business strategies, while keeping a close eye on the latest market development, from the digital innovation of smart household appliances to the achievement of the carbon peak and carbon neutrality ("Double Carbon") goal by the new energy industry as a green development drive. The Group attaches great importance to the innovation of self-developed technology and the high-quality development of the industry, pursue forward-looking layout to advance its business, and continue to realise its global development strategy by adopting diversified and multi-channel strategies.

During the Current Period, the market uncertainty intensified the pressure on businesses, which further dampened consumer demand and posed challenges to the Group's business environment. In this regard, Skyworth took initiative to promote the green development of the Double Carbon strategy, and facilitated the innovative, healthy and sustainable development of the global ultra-high-definition video industry. It also continued to make optimisation in various aspects such as technological innovation, quality requirements and users-first philosophy, in order to remain competitive in the ever-changing market.

For the below analysis, other business tax of RMB73 million during the Current Period (the Same Period of Previous Year: RMB51 million) was not deducted from the revenue by geographical segment and revenue by business sectors.

### 業務表現回顧

#### 營業額

截至2024年6月30日止六個月（「本期」），本集團的整體營業額為人民幣30,153百萬元，較去年同期的整體營業額人民幣32,300百萬元，下跌了人民幣2,147百萬元或6.6%。本期內，面對環球市場多變及國內需求疲弱的難題，本集團繼續深化強項，尋求突破，在逆境中迅速調整策略，透過降低營運成本和提升資源效率來提高整體營運效益。在當前宏觀經濟增勢不明顯的大環境下，本集團仍能表現穩定，實現淨利潤人民幣714百萬元，較去年同期的人民幣616百萬元增長人民幣98百萬元或15.9%。本集團本期毛利率為14.2%，較去年同期的13.0%上升1.2個百分點。

全球經濟復甦進程平穩但緩慢。有見持續的俄烏戰爭所引發的能源危機、地緣政治衝突及緊張局勢加劇、美聯儲加息周期持續，整體市場氣氛依然疲軟，環球經濟仍然受壓。面對仍然處於疲弱水平的市場，本集團繼續推動產業轉型和創新發展經營方針，同時密切關注市場最新發展，從智能家電的數字化革新，到以新能源產業為綠色發展引擎實現碳達峰與碳中和（「雙碳」）目標。本集團高度重視自研技術的創新和產業的高質量發展，密切推進前瞻佈局引領集團業務向前邁進，並繼續以多元化、多渠道策略實現全球化發展戰略。

本期內，市場的不確定性加劇企業面臨的經營壓力，進一步抑制消費需求，為本集團營商環境帶來挑戰。為此，創維積極推行雙碳戰略綠色發展，並且促進全球超高清視頻產業的創新、健康和可持續發展；在科技創新、品質要求、用戶至上等多方面不斷優化，旨在變幻莫測的市場中保持競爭力。

在下列分析中，按地區及按業務板塊劃分之營業額皆未扣除其他營業稅，本期間其他營業稅為人民幣73百萬元（去年同期：人民幣51百萬元）。



# Operational and Financial Review

## 業務及財務回顧

### (a) Business Review by Geographical Segment

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

#### Mainland China Market

For the six months ended 30 June 2024, revenue from the mainland China market amounted to RMB22,706 million, representing a decrease of RMB2,437 million or 9.7% as compared to RMB25,143 million for the Same Period of Previous Year. After several years of rapid growth, the new energy business was constrained by electricity policy and local grid capacity, resulting in a decline in revenue as compared to the Same Period of Previous Year.

During the Current Period, the Group's smart household appliances business, smart systems technology business and new energy business each accounted for 43.8% (the Same Period of Previous Year: 36.5%), 11.5% (the Same Period of Previous Year: 12.2%) and 39.7% (the Same Period of Previous Year: 48.2%) of its revenue from the mainland China market, while the modern services business and others attributed the remaining 5.0% (the Same Period of Previous Year: 3.1%).

#### Overseas Markets

For the six months ended 30 June 2024, revenue from overseas markets amounted to RMB7,520 million, accounting for 24.9% of the Group's overall revenue and representing an increase of RMB312 million or 4.3% from RMB7,208 million for the Same Period of Previous Year. During the Current Period, foreign economies remained under pressure, and the Russia-Ukraine War remained uncertain. As a result, there was no significant increase in consumer purchasing power and desire in the Asian markets. As global sports events were held successively in 2024, the Group successfully expanded its business in the European and African markets, with its highly intelligent and user-friendly smart appliances product design that catered to the sports events.

### (a) 業務分析 – 按地區劃分

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

#### 中國大陸市場

截至2024年6月30日止六個月，中國大陸市場的營業額為人民幣22,706百萬元，較去年同期人民幣25,143百萬元減少人民幣2,437百萬元或9.7%。經過數年的高速增長期後，新能源業務受電力政策及地方電網承載力所限，收入較去年同期有所下滑。

本期內，在本集團的中國大陸市場營業額中，智能家電業務佔中國大陸市場營業額的43.8%（去年同期：36.5%）、智能系統技術業務佔中國大陸市場營業額的11.5%（去年同期：12.2%）、新能源業務佔39.7%（去年同期：48.2%）、現代服務業業務及其他佔餘下的5.0%（去年同期：3.1%）。

#### 海外市場

截至2024年6月30日止六個月，來自海外市場的營業額為人民幣7,520百萬元，佔本集團總營業額的24.9%，較去年同期的人民幣7,208百萬元增長人民幣312百萬元或4.3%。本期間，國外經濟仍然受壓，同時俄烏戰爭局勢未見明朗，導致亞洲市場消費者購買力和消費慾望未見明顯提升。有見全球體育盛事於2024年相繼舉行，本集團智能電器產品憑藉其高智能、人性化產品設計積極迎合運動賽事的熱潮，成功擴張歐洲及非洲市場業務版圖。

# Operational and Financial Review

## 業務及財務回顧

### Geographical Distribution of Revenue in Overseas Markets

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

### 海外市場營業額的地區分佈

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

		Six months ended 30 June 截至6月30日止六個月	
		2024 2024年 (%)	2023 2023年 (%)
Asia	亞洲	51	58
Europe	歐洲	22	17
Americas	美洲	14	14
Africa	非洲	11	10
Oceania	大洋洲	2	1
		100	100

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

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

#### (b) Business Review by Business Sectors

In response to the needs of corporate development and the enhancement of management efficiency, the Group announced its four major business sectors following integration and optimisation including: 1. Smart Household Appliances Business, 2. Smart Systems Technology Business, 3. New Energy Business and 4. Modern Services Business, enabling various business units to integrate resources and exert synergies.

##### 1. Smart Household Appliances Business

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

For the six months ended 30 June 2024, the Group's smart household appliances business recorded revenue of RMB15,600 million, representing an increase of RMB1,436 million or 10.1% as compared to RMB14,164 million recorded in the Same Period of Previous Year.

#### (b) 業務分析 – 按業務板塊劃分

因應企業發展要求及提升管理效率，本集團公佈了整合優化後的四大業務板塊包括：1. 智能家電業務、2. 智能系統技術業務、3. 新能源業務及4. 現代服務業業務，讓各產業公司能整合資源，發揮協同效應。

##### 1. 智能家電業務

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

截至2024年6月30日止六個月，本集團智能家電業務的營業額錄得人民幣15,600百萬元；較去年同期的人民幣14,164百萬元增長人民幣1,436百萬元或10.1%。

# Operational and Financial Review

## 業務及財務回顧

### 1.1 Smart TV Systems Products (Mainland China Market)

For the six months ended 30 June 2024, the Group's smart TV systems products recorded revenue of RMB5,548 million in the mainland China market, representing an increase of RMB1,013 million or 22.3% as compared to RMB4,535 million recorded in the Same Period of Previous Year.

In the first half of 2024, the Group consistently focused on the core value of TVs and its user's experience, while actively responding to the fast-changing global environment of technology. The Group strived to make innovation and breakthroughs mainly in high image quality, high sound quality, home-integrated design, high-performance connectivity, system software and other technologies, to continuously enhance the core competitiveness of its products.

During the Current Period, the Group focused on the development of ultra-multi-zone Mini LED display systems, paper-like display technologies, red-light eye protection quantum films and other TV products, providing differentiated solutions to meet the requirements for different dimming zone, brightness and colour gamut. The Group developed a variety of acoustic technologies, such as ultra-multi-audio drivers, large-diameter speakers, and precise spectral positioning algorithms, to provide users with premium and rich sound quality. At the same time, the Group developed and applied various large-screen connection and interaction technologies for multi-category in multiple scenarios, to enrich the product's application scenarios and broaden the boundaries. The Group's strategy of adhering to "high-end", "differentiation" and "large-screen" has started to bear fruit. A number of new large-sized and high-end TV products were launched during the Current Period, and continued to be well received by users. Skyworth Wallpaper TVs occupied the top 7 places in the "Home Appliances Sales Ranking for JD.com's 618 Promotion (Art TVs - Accumulation Ranking) (618京東家電競速榜(藝術電視—累計榜))" and dominated the top 2 positions on the ranking list. As a pioneer in promoting 100-inch ultra-large screen, Skyworth made an industry breakthrough in the ultra-large screen market. According to industry data, its 100-inch TV ranking the top one in terms of sales volume web-wide, ranking in the preferred choice in the domestic TV brand industry. During the Current Period, the Group's domestic shipment of TVs with 65-inch or above accounted for over 40%, leading to a steady increase in the overall average selling price.

### 1.1 智能電視系統產品(中國大陸市場)

截至2024年6月30日止六個月，本集團智能電視系統產品在中國大陸市場的營業額錄得人民幣5,548百萬元；較去年同期的人民幣4,535百萬元增長人民幣1,013百萬元或22.3%。

2024年上半年，本集團始終堅持電視的核心價值和用戶有感體驗，同時積極響應快速變革的全球技術環境，主要圍繞高畫質、高音質、家居融合設計、高性能連接以及系統軟件等技術開展創新突破，持續提升產品的核心競爭力。

在本期內，本集團重點開發超多分區Mini LED顯示系統、類紙顯示技術、紅光護眼量子膜等電視產品，提供了滿足不同分區、亮度和色域要求的差異化方案；開發超多發聲單元、大口徑音箱、精準頻譜定位算法等多種聲學技術，為用戶呈現優質豐富的音質。同時，本集團開發和應用了多種多品類多場景大屏連接和交互技術，豐富產品使用場景並拓寬空間界限。本集團堅持「高端化」、「差異化」、「大屏化」的策略漸見成效，於本期推出的多款大吋及高端電視新品持續受用戶青睞，創維壁紙電視在「618京東家電競速榜(藝術電視—累計榜)」中佔據頭7位，並成功稱霸榜單前兩名。創維作為百吋超大屏的推廣先鋒，實現了行業超大尺寸市場突圍；按行業資料顯示，百吋電視銷量勇奪全網銷量第一，穩居國內彩電品牌行業第一陣型。本期內，本集團65吋或以上電視國內出貨量佔比已超過四成，帶動整體銷售均價穩步提升。

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## 業務及財務回顧

The Group continued to expand the product layout of Wallpaper TV with the launch of A7E/A7E Pro and Q8E/Q9E. Featuring "ultra-thin flush wall mounting and home integration" and optional decorative picture frames, these products could satisfy users' diverse needs for artistic home vibes and scenes, realising the perfect combination of space utilisation and user experience. After deepening its promotion, Skyworth Wallpaper TV Series achieved remarkable market results in the first half of 2024. It not only acquired a number of national patents for invention, but also led the industry trend with its excellent product quality, audio and visual experience and unique design concepts, winning the trust and recognition from high-end users. In addition, at the Appliance & Electronics World Expo 2024 (AWE 2024), the Group highlighted the launch of A5D Pro, being the first Mini LED TV with built-in soundbars in the industry. In addition to Dolby Atmos + DTS decoding compatibility on software, the Group continued to team up with the legendary audio brand harman/kardon, to provide users with an even more excellent theater-grade audio-visual experience.

Skyworth insisted on independent innovation and continued to lead the industry trend. In the midst of the AI (artificial intelligence) boom, the self-developed end-to-end AIGC (Artificial Intelligence Generated Content) technology, which is based on a multimodal large model, has realised that interactive content can be produced by AI for various of applications. These significant technological breakthroughs brought noticeable advantages to the Group's products, and the Group are expected to occupy a favourable position in the intensely competitive market. In respect of channel distribution, the Group has deepened its customer census and customer development in large county and rural markets, strengthened multi-category channel matrix and focused on improving the lagging regions. The e-commerce channel has achieved a breakthrough in high-end and high-priced products through differentiated product layout and restructuring of product sales.

本集團持續擴大壁紙電視的產品佈局，推出A7E/A7E Pro、Q8E/Q9E，主打「超薄無縫貼牆、家居一體化」，搭配裝飾畫框的選配能滿足用戶對藝術家居氛圍和生活場景多樣化的需求，實現了空間利用與用戶體驗的完美結合。經過深化推廣，創維壁紙電視系列於2024年上半年取得了亮麗的市場成績，其不僅收穫了多項國家發明專利，更以其卓越的產品質量、音畫體驗和獨特的設計理念引領行業潮流，贏得了高端用戶的信賴與認可。此外，在2024年中國家電及消費電子博覽會(AWE 2024)上，本集團重點發佈了行業首款內置迴音壁的Mini LED電視A5D Pro，除了在軟件上支援杜比全景聲+DTS解碼，亦繼續與傳奇音響品牌harman/kardon聯合調校，為用戶帶來更極致的影院級視聽體驗。

創維始終堅持自主創新，持續引領行業發展趨勢。在AI(人工智能)熱潮下，基於多模態大模型自研的端側AIGC(人工智能生成內容)技術，實現了交互內容均可通過AI生產，應用豐富多樣。這些技術的重大突破為本集團產品賦予了顯著優勢，有望在激烈的市場競爭中佔據有利地位。在渠道佈局方面，本集團深化開展客戶大普查及大縣鄉市場客戶大開發，強化全品類渠道矩陣，重點提升落後區域。電商渠道通過差異化產品佈局、產品銷售結構轉型實現了高端高價的突破。

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## 業務及財務回顧

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

For the six months ended 30 June 2024, the Group's smart TV systems products recorded revenue of RMB3,950 million in overseas markets, representing an increase of RMB119 million or 3.1% as compared to RMB3,831 million recorded in the Same Period of Previous Year.

During the Current Period, the Group seized global expansion opportunities and launched various products in overseas markets, such as Musician TV Series G6E and G7E, Portable TV P2E and Art TV P6E. Among them, Portable TV and Art TV Series were well received in multiple countries.

Against the backdrop of intensifying international competition and increasing uncertainties in the trading environment, overseas household appliances markets were still in the face of various uncertainties and challenges. Besides, as the Red Sea situation had a material impact on global shipping, rising supply chain costs and the continued US dollar appreciation have also increased complexity in overseas business. The Group has made timely adjustments to its supply chain and marketing strategies, and safeguarded its relative cost advantage in the supply chain by strengthening cooperation with shipping companies. The Group also actively explored e-commerce markets such as Vietnam and Europe, and further strengthened Skyworth's brand influence by organising new product launches, new product promotions and roadshows and other activities, thereby driving the growth of its own brand business against the headwind.

### 1.2 智能電視系統產品(海外市場)

截至2024年6月30日止六個月，本集團智能電視系統產品於海外市場的營業額為人民幣3,950百萬元，較去年同期的人民幣3,831百萬元增加人民幣119百萬元或3.1%。

於本期，本集團把握出海的市場機遇，於海外市場推出了音樂家電視G6E、G7E系列，以及便攜電視P2E、藝術電視P6E等產品。其中，移動電視、藝術電視系列在多個國家好評如潮。

在國際化競爭愈加激烈、貿易環境不確定性增加的背景下，海外家電市場仍面臨著種種的不確定性與挑戰。加上紅海局勢對全球航運帶來重大影響，供應鏈成本上升及美元持續走強也使海外業務愈加複雜。本集團適時調整供應鏈和營銷策略，透過加強和船公司的合作，保障供應鏈條的相對成本優勢。本集團亦積極開拓越南、歐洲等電商市場，藉著舉辦新品發佈會、新品推廣及巡展等活動進一步積累創維品牌影響力，推動自有品牌業務逆勢增長。

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## 業務及財務回顧

### 1.3 Smart Appliances Business

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

For the six months ended 30 June 2024, revenue recorded for smart appliance products in the mainland China market amounted to RMB2,935 million, representing an increase of RMB110 million or 3.9% as compared to RMB2,825 million recorded in the Same Period of Previous Year. The Group continued to apply its diversification strategy to expand into overseas markets. Revenue in overseas markets amounted to RMB1,250 million, representing an increase of RMB441 million or 54.5% as compared to RMB809 million recorded in the Same Period of Previous Year. The increase in revenue was mainly due to the continuous increase in order demand for air conditioners and washing machines.

During the Current Period, the Group continued to strengthen its research and development of smart products and enhanced its product competitiveness. New products such as zero-embedded refrigerators, dual-drive split cabin washing machines, mini washing machines with 1KG capacity and portable air-conditioners were well recognised by consumers. Among them, key products such as drum washing machines and air-conditioners recorded strong sales performance during the Current Period, driving sales growth of the smart appliances business in the domestic and overseas markets. In addition, the Group strove to expand its online e-commerce business, actively expanded customers on online sales platforms, and strengthened its product quality and own brand image, thus achieving a significant growth in revenue from overseas markets.

### 1.3 智能電器業務

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

截至2024年6月30日止六個月，智能電器產品在中國大陸市場的營業額錄得人民幣2,935百萬元，較去年同期的人民幣2,825百萬元增長人民幣110百萬元或3.9%。本集團多元化策略持續佈局海外市場，海外市場的營業額為人民幣1,250百萬元，較去年同期的人民幣809百萬元增長人民幣441百萬元或54.5%。營業額增長主要是空調產品跟洗衣機產品的訂單需求持續增長。

本集團於期內持續加大智能產品的研發力度和提升產品競爭力，零嵌冰箱、雙驅分艙洗衣機、1KG迷你洗衣機、便攜式移動空調等新品受到消費者認可，其中，滾筒洗衣機及空調等主力產品於本期銷量表現強勁，促進智能電器業務於國內外市場的銷售增長。此外，本集團致力拓展線上電商業務，積極拓展線上銷售平台客戶、加強產品質量及自家品牌形象，實現了海外市場營業額的顯著提升。

# Operational and Financial Review

## 業務及財務回顧

### 1.4 Internet Connection Services of Coocaa System

Shenzhen Coocaa Network Technology Company Limited\* (深圳市酷開網絡科技股份有限公司) ("Coocaa Technology", an indirect non wholly-owned subsidiary of the Company) develop steadily in the internet value-added service market, based on the reliable and secure connection services, and mature and stable technology of the Coocaa system. During the Current Period, Coocaa Technology has been committed to the research and development and application of AI technology, and significantly enhanced users' audio-visual experience through its application of smart poster and smart short video edit technologies. Based on the large model AI technology, the functional experience of TVs has been enhanced in terms of voice dialogue, child education and content search. The Group's industrial deployment strategy of "hardware + content internet services" is well received by internet-based enterprises: Beijing iQIYI Science & Technology Co., Ltd.\* (北京愛奇藝科技有限公司), an affiliate of Tencent Holdings Limited and an affiliate of Baidu Holdings Limited\* (百度控股有限公司) have all successively invested in Coocaa Technology.

### 2. Smart Systems Technology Business

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

For the six months ended 30 June 2024, revenue recorded for the Group's smart systems technology business in the mainland China market amounted to RMB2,618 million, representing a decrease of RMB438 million or 14.3% from RMB3,056 million recorded in the Same Period of Previous Year. Revenue recorded in overseas markets amounted to RMB1,717 million, representing a decrease of RMB348 million or 16.9% from RMB2,065 million recorded in the Same Period of Previous Year.

### 1.4 酷開系統的互聯網連接服務

深圳市酷開網絡科技股份有限公司(「酷開科技」, 本公司的間接非全資附屬公司)憑藉酷開系統可靠安全的連接服務及成熟穩定的技術於互聯網增值服務市場穩步發展。酷開科技在本期內致力於AI技術的研發與應用, 其通過智能海報、智能短視頻編輯技術的應用, 大幅度提升了用戶的影音觀看體驗。基於大模型AI技術, 在語音對話、兒童教育、內容檢索方面增強了電視的功能體驗。本集團「硬件+內容互聯網服務」的產業佈局得到互聯網企業的青睞, 酷開科技先後獲得了北京愛奇藝科技有限公司、騰訊控股有限公司的關聯公司及百度控股有限公司的關聯公司投資。

### 2. 智能系統技術業務

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

截至2024年6月30日止六個月, 智能系統技術業務在中國大陸市場的營業額錄得人民幣2,618百萬元, 較去年同期的人民幣3,056百萬元減少人民幣438百萬元或14.3%。海外市場的營業額為人民幣1,717百萬元, 較去年同期的人民幣2,065百萬元減少人民幣348百萬元或16.9%。

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During the Current Period, sales prices of set-top boxes and broadband network access system products were under downward pressure due to intense market competition and market demand falling short of expectations. The Group proactively dropped some low-margin orders to avoid engaging in unhealthy price competition. However, the Group managed to increase its market shares for broadband network access system products, with a 100% tender success rate for procurement projects in the domestic telecommunication operator market. The 8K ultra-high-definition set-top box project also received bulk orders from China Mobile in Henan, Hebei and other locations. During the Current Period, the Group deployed products powered by "smart hardware + AI technology operation", including the launch of a new generation of Pancake MR (Mixed Reality) products and upgrading the development for XR (Extended Reality) series products. Development of FTTR (Fiber-to-the-Room) products in the domestic telecommunication operator market was completed, and contract orders from key strategic overseas customers were also increasing aggressively. The grand new gaming set-top boxes with AI function, lens and NPU (Neural Processing Unit) edge computing capacity, realised large-volume shipment and sales in North Americas.

In respect of the professional display business, the automotive smart display business continued to obtain a number of key designated projects from core customers. Integration systems for automotive human-computer interaction display assembly system, automotive smart display systems and other products also had strong competitiveness in the market, further enhancing its market share and market position. With the implementation of favourable policies to promote vehicle consumption, it is expected to further release the consumption potential, promoting the steady growth of the Group's automotive electronic display integration business. In addition, as a part of the transformation to actively develop the industrial control module business, the Group further focused on the development of large-scale industries (drones, smart homes, smart cash registers, new energy, etc.) and specifically cultivated the medical and robotics industries, striving to accelerate the technological deployment and market development of new products in industrial control and IoT (Internet of Things) industries.

於本期，受累激烈的市場競爭疊加市場需求不及預期，機頂盒及寬帶網絡接入系統產品的銷售價格面臨下探壓力。本集團主動放棄部分低利潤的訂單，以避免參與惡性價格競爭。然而，本集團的寬帶網絡接入系統產品的市場份額仍然有所提升，在國內通信運營商市場之採購項目中標率達100%，8K超高清機頂盒項目亦獲得中國移動河南、河北等地的批量訂單。本期內，本集團佈局了「智能硬件+AI科技運營」的產品，包括推出了新一代Pancake MR（混合實境）產品及升級研發XR（擴展實境）系列產品；國內通信運營商市場完成了FTTR（全屋光纖）產品開拓；海外重點戰略客戶的合同訂單量也在積極增長，帶AI功能、鏡頭與NPU（神經處理單元）邊緣算力的全新遊戲機頂盒在北美實現了大批量的出貨銷售。

在專業顯示業務方面，汽車智能的車載顯示業務持續獲得了核心客戶的多個重點項目定點；車載人機交互顯示總成系統和車載智能儀表顯示系統等產品，在市場上亦具備較強的競爭力，市場佔有率及市場地位進一步提升。隨著促進汽車消費的利好政策持續落地實施，有望促進消費潛力進一步釋放，推動本集團汽車電子車載顯示總成業務穩步增長。此外，基於轉型積極發展工控模組業務，本集團進一步聚焦發展規模化行業（無人機、智慧家居、智慧收銀、新能源等）並重點培育醫療、機器人兩大行業，致力加快工控、IoT（物聯網）行業新產品的技術佈局和市場開拓。



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## 業務及財務回顧

### 3. New Energy Business

For the six months ended 30 June 2024, the Group recorded a revenue of RMB9,015 million from the new energy business, representing a decrease of RMB3,119 million or 25.7% as compared with RMB12,134 million recorded in the Same Period of Previous Year. During the Current Period, more than 86,000 new residential photovoltaic power stations were put into operation and connected to the power grid, accumulating more than 528,000 residential photovoltaic power stations that have been built and under grid-connected operation. Total installed capacity of residential distributed photovoltaic equipment and industrial and commercial distributed photovoltaic equipment exceeded 2.8 GW.

The Chinese government's policy direction on environmental protection and new energy is clear. Under the dual benefits of the Double Carbon goal and the "County-wide promotion" policy, the scale of photovoltaic industry in the PRC continues to expand. With the rapid development of the new energy industry and the explosive growth of residential distributed photovoltaics, Skyworth, having made deployment for the new energy business in advance and relying on the brand advantages of having been deeply engaged in the home appliances business for more than 30 years, has successfully pioneered the industry with the innovative business model of "Photovoltaics + Inclusive development + Digital technology". It offers a complete solution for a series of aspects such as power station development, design, construction, operation, management and consulting services, so as to achieve a service system of efficient service and quality control, and facilitate village revitalisation and high-quality economic development. After four years of development, the new energy business has now become the "second growth curve" of Skyworth Group. In the residential business segment, the Group has introduced two models of "Cooperative Construction" and "Operating Lease" based on market orientation and user demands, and continued to upgrade its products. The "six series", including "Xiao Yang Lou" (小陽樓), "Golden House Pro" (金裝房Pro), "Xiang Yang Yuan" (向陽院), "Zero Carbon Garden" (零碳園), "Yue Yang Ting" (悅陽亭), and "Rainbow House Pro" (彩虹屋Pro), cater to the diverse needs of users in different regions and housing types and effectively increase rooftop utilisation rates, ensuring continuous benefits for users in terms of electricity generation. In addition to building a development, construction, operation and management platform for full-process asset of distributed photovoltaic power stations, the Group's self-developed smart operation and maintenance system also effectively integrates photovoltaic information with advanced internet technology and digital information technology, which fully realised the real-time digital management of home photovoltaic power stations.

### 3. 新能源業務

截至2024年6月30日止六個月，本集團新能源業務收入錄得人民幣9,015百萬元，較去年同期的人民幣12,134百萬元減少人民幣3,119百萬元或25.7%。於本期，新增運營且並網發電的戶用光伏電站超過8.6萬戶，累計建成並網運營的戶用光伏電站超過52.8萬座；戶用分佈式光伏設備及工商業分佈式光伏設備裝機量合共超過2.8吉瓦。

中國政府對環保和新能源的政策導向明確，在雙碳目標和「整縣推進」政策的雙重利好下，中國光伏產業規模持續擴大。隨著新能源產業快速發展及戶用光伏迎來爆發式增長，提前佈局新能源業務的創維憑著深耕家電業務30多年的品牌優勢，成功以「光伏+普惠+數字科技」的創新商業模式開創行業先河，為電站開發、設計、建設、運營、管理、諮詢服務等一系列環節提供完整解決方案，實現高效服務與質量把控的服務體系，助力鄉村振興和經濟高質量發展。經過4年的發展，如今新能源業務已成為創維集團「第二增長曲線」。在戶用業務板塊，本集團根據市場導向及針對用戶需求，推出「合作共建」和「經營性租賃」兩種模式，以及持續對產品進行升級，「六大產品」包括「小陽樓」、「金裝房Pro」、「向陽院」、「零碳園」、「悅陽亭」、「彩虹屋Pro」，可滿足不同地區、不同房型的用戶需求，並且可有效地提高屋面利用率，持續保障用戶發電收益。除了搭建分佈式光伏電站全流程資產開發建設運營管理平台，本集團自主研发的智能運維系統亦有效將光伏信息融合互聯網先進技術與數字信息技術，全面實現戶用光伏電站的實時數字化管理。

# Operational and Financial Review

## 業務及財務回顧

Under the rapid growth trend of installed capacity in the residential photovoltaic industry, grid constraints and intensified market competition have become two major difficulties in the development of the domestic residential photovoltaic industry. Therefore, Skyworth Photovoltaics has been actively exploring the industrial and commercial business segment, developing practical photovoltaic power stations based on different building types in the industrial and commercial sectors. The Group has newly announced “three models and four series” under the industrial and commercial business segment during the Current Period. Three new industrial and commercial business models, namely “E-Enterprise Development” (E企發), “E-Enterprise Saving” (E企省) and “E-Enterprise Sharing” (E企享), are designed to develop diversified business types based on different needs of property owners, striving to achieve social and economic benefits. The “four major products” include “Zero Carbon Zone” (零碳吧), “Zero Carbon Park” (零碳園), “Golden Dragon Scale” (金龍鱗) and “Green Stations” (綠行驛站), all of which are in the form of customised products to meet the needs of different enterprises in terms of their station construction environment, and empower the zero-carbon transformation of park-level property owners.

The photovoltaic market continues to offer strategic opportunities intertwined with risks and challenges, Skyworth Photovoltaics is working towards the goal of revenue of RMB30 billion with great efforts. The Group has not only penetrated into the upstream of the photovoltaic industry chain, but has also been actively expanding its energy storage business and advancing the overseas development of the new energy business. The Group is expanding into research and development and manufacture of photovoltaic brackets, modules, inverters and energy storage businesses, and is designing, developing and manufacturing high-efficiency modules, inverters, brackets and other core equipment for photovoltaic power stations starting from Europe and further in a global deployment. Skyworth's energy storage business focuses on four major business segments, namely industrial and commercial, residential, portable and base station backup, to provide comprehensive energy storage solutions to global customers. The Group will continue to leverage on its own strength of product technology to promote diversified green and low-carbon development, and broaden the application scenarios of the new energy business. It will also facilitate high-quality business development while insisting on quality first and prioritising efficiency, so as to become a pioneer of sustainable development in the industry.

而在戶用光伏行業裝機規模快速增長的趨勢下，電網制約及市場競爭加劇成為國內戶用光伏行業發展兩大難題。因此，創維光伏積極開拓工商業業務板塊，根據工商業不同房型研發具備實用性的光伏電站。工商業業務板塊於本期全新發佈「三大模式、四大產品」。「E企發」、「E企省」和「E企享」三種全新工商業業務模式，根據業主不同需求，開發多樣化的業務類型，力爭在社會效益和經濟效益方面雙豐收。「四大產品」包括「零碳吧」、「零碳園」、「金龍鱗」、「綠行驛站」，均以定制化產品形式以滿足不同企業的建站環境需求，更可賦能園區級業主零碳轉型。

光伏市場仍是戰略機遇與風險挑戰並存，創維光伏正朝著業務營收人民幣300億元的目標努力前行。本集團不僅深入光伏產業鏈上游，還積極拓展儲能業務及推進新能源業務出海發展。本集團正在拓展光伏支架、組件、逆變器和儲能業務等研發與生產製造，以及從歐洲出發並在全球佈局設計開發及製造高效率組件、逆變器、支架等光伏電站核心設備。創維儲能業務則聚焦工商業、家庭式、可攜式、基站備電等四大業務板塊，為全球客戶提供全方位的儲能解決方案。本集團將繼續發揮自身的產品技術實力，推動多元化綠色低碳發展，拓寬新能源業務的應用場景，並且堅持質量第一、效益優先，推動業務高質量發展，成為業內可持續發展的先行者。

# Operational and Financial Review

## 業務及財務回顧

### 4. *Modern Services Business and Others*

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

For the six months ended 30 June 2024, revenue recorded for modern services business and other businesses in the mainland China market amounted to RMB1,137 million, representing an increase of RMB349 million or 44.3% as compared to RMB788 million recorded in the Same Period of Previous Year. Revenue in overseas markets during the Current Period amounted to RMB139 million, representing a decrease of RMB5 million or 3.5% from RMB144 million recorded in the Same Period of Previous Year. The completion and delivery of property development projects in Ningbo and Inner Mongolia regions, and the successful development of new customers under the logistics business, have made a significant contribution to the revenue growth of the modern services business during the Current Period.

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

### 4. 現代服務業業務及其他

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

截至2024年6月30日止六個月，現代服務業業務及其他業務在中國大陸市場的營業額錄得人民幣1,137百萬元，較去年同期的人民幣788百萬元增加人民幣349百萬元或44.3%。本期於海外市場的營業額為人民幣139百萬元，較去年同期的人民幣144百萬元減少人民幣5百萬元或3.5%。隨著寧波及內蒙等地區的物業發展項目建成交付，以及物流業務成功開發新客戶，為現代服務業業務於本期的營業額增長作出重大貢獻。

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

# Operational and Financial Review

## 業務及財務回顧

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

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

### GROSS PROFIT MARGIN

For the six months ended 30 June 2024, the overall gross profit margin of the Group was 14.2%, representing an increase of 1.2 percentage points in comparison to 13.0% recorded in the Same Period of Previous Year.

In the first half of 2024, consumer confidence in PRC's household appliances industry remained relatively weak. After adjusting its marketing strategy and promoting its brands, the Group has appropriately reduced its OEM business and focused on the sales of its own brands and high-end product markets, resulting in an improvement in gross profit. In addition, more financing partners were introduced to the new energy business and costs of key raw materials continued to decline during the Current Period, which made a positive impact on the improvement of gross profit margin. The Group will continue to promote the refined management of operations, adopt various comprehensive measures to improve the gross profit margin of products, reduce the operating costs of enterprises, and ensure the sound operation of its enterprises.

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

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

### 毛利率

截至2024年6月30日止六個月，本集團之整體毛利率為14.2%，較去年同期的13.0%上升1.2個百分點。

2024年上半年，我國家電行業的消費者信心仍然偏弱，經過對市場策略進行調整及品牌推廣，本集團適量減少代工業務，專注在自有品牌銷售及高端產品市場使毛利得以改善。另外，新能源業務於本期引入更多的融資合作伙伴，主要原材料成本亦於期內持續下降，為改善毛利率帶來正面影響。本集團會持續推進對經營的精細化管理，採取多種綜合手段提升產品的毛利率，減低企業經營成本，保障企業健康運作。

# Operational and Financial Review

## 業務及財務回顧

### Expenses

For the six months ended 30 June 2024, the Group's selling and distribution expenses amounted to RMB1,785 million, representing a decrease of RMB31 million or 1.7% as compared to RMB1,816 million for the Same Period of Previous Year. The selling and distribution expenses to revenue ratio for the six months ended 30 June 2024 was 5.9%, which increased by 0.3 percentage points from 5.6% recorded in the Same Period of Previous Year.

For the six months ended 30 June 2024, the Group's general and administrative expenses amounted to RMB838 million, representing a decrease of RMB19 million or 2.2% compared with RMB857 million for the Same Period of Previous Year. The general and administrative expenses to revenue ratio for the six months ended 30 June 2024 was 2.8%, which increased by 0.1 percentage points from 2.7% recorded in the Same Period of Previous Year.

The Group continued to devote resources during the Current Period to the research and development of premium smart products, to improve its corporate competitiveness and product advantages. For the six months ended 30 June 2024, the Group's research and development expenses amounted to RMB981 million, representing a decrease of RMB29 million or 2.9% as compared to RMB1,010 million for the Same Period of Previous Year. The research and development expenses to revenue ratio for the six months ended 30 June 2024 was 3.3%, which increased by 0.2 percentage points from 3.1% recorded in the Same Period of Previous Year.

### LIQUIDITY, FINANCIAL RESOURCES AND CASH FLOW MANAGEMENT

The Group adopts a prudent financial policy to maintain stable financial conditions. As at 30 June 2024, net current assets amounted to RMB11,758 million, representing an increase of RMB509 million or 4.5% as compared to RMB11,249 million as at 31 December 2023. As at 30 June 2024, bank balances and cash amounted to RMB8,678 million, representing a decrease of RMB436 million or 4.8% as compared to RMB9,114 million as at 31 December 2023. As at 30 June 2024, pledged and restricted bank deposits amounted to RMB3,574 million in aggregate, representing an increase of RMB113 million or 3.3% as compared to RMB3,461 million as at 31 December 2023.

The Group secured certain assets against its certain trade facilities and loans granted from various banks. As at 30 June 2024, such secured or restricted assets included bank deposits of RMB3,574 million (as at 31 December 2023: RMB3,461 million), investment properties of RMB1,062 million (as at 31 December 2023: RMB1,082 million), stock of properties of RMB1,999 million (as at 31 December 2023: RMB1,673 million), as well as certain prepaid lease payments on land use rights, lands and properties and construction in progress in mainland China and Hong Kong, with an aggregate net book value of RMB4,004 million (as at 31 December 2023: RMB4,805 million). As at 30 June 2024 and 31 December 2023, secured and restricted bills receivables amounted to RMB8 million and RMB213 million respectively.

### 費用

截至2024年6月30日止六個月，本集團之銷售及分銷費用為人民幣1,785百萬元，較去年同期的人民幣1,816百萬元減少人民幣31百萬元或1.7%。截至2024年6月30日止六個月之銷售及分銷費用與營業額比率為5.9%，較去年同期的5.6%上升0.3個百分點。

截至2024年6月30日止六個月，本集團之一般及行政費用為人民幣838百萬元，較去年同期的人民幣857百萬元下降人民幣19百萬元或2.2%。截至2024年6月30日止六個月之一般及行政費用與營業額比率為2.8%，較去年同期的2.7%上升0.1個百分點。

本集團於本期間繼續投入資金於研發不同的高智能優質產品，以提高企業競爭力及產品優勢。截至2024年6月30日止六個月，本集團之研發費用為人民幣981百萬元，較去年同期的人民幣1,010百萬元減少人民幣29百萬元或2.9%。截至2024年6月30日止六個月之研發費用與營業額比率為3.3%，較去年同期的3.1%上升0.2個百分點。

### 流動資金、財務資源及現金流量管理

本集團一向秉承審慎的財務政策以及維持穩健的財務狀況，於2024年6月30日的淨流動資產為人民幣11,758百萬元，較2023年12月31日的人民幣11,249百萬元增加人民幣509百萬元或4.5%。於2024年6月30日的銀行結餘及現金為人民幣8,678百萬元，較2023年12月31日的人民幣9,114百萬元減少人民幣436百萬元或4.8%。於2024年6月30日的已抵押及受限銀行存款合共為人民幣3,574百萬元，較2023年12月31日的人民幣3,461百萬元增加人民幣113百萬元或3.3%。

本集團以若干資產擔保由不同銀行提供的貿易融資額及貸款。於2024年6月30日，這些已抵押或受限的資產包括銀行存款人民幣3,574百萬元（於2023年12月31日：人民幣3,461百萬元）、投資物業人民幣1,062百萬元（於2023年12月31日：人民幣1,082百萬元）、物業存貨人民幣1,999百萬元（於2023年12月31日：人民幣1,673百萬元），以及本集團於中國大陸和香港境內的若干土地使用權預付租賃款項、土地及物業及在建工程，賬面淨值合共人民幣4,004百萬元（於2023年12月31日：人民幣4,805百萬元）。於2024年6月30日及2023年12月31日，已抵押及受限的應收票據分別為人民幣8百萬元及人民幣213百萬元。

# Operational and Financial Review

## 業務及財務回顧

As at 30 June 2024, total bank loans and overall interest-bearing liabilities of the Group amounted to RMB18,957 million (as at 31 December 2023: RMB15,315 million), equity attributable to owners of the Company amounted to RMB17,867 million (as at 31 December 2023: RMB18,139 million). The debt to equity ratio revealed as 84.2% (as at 31 December 2023: 67.3%).

於2024年6月30日，本集團的銀行貸款及整體有息負債總額為人民幣18,957百萬元（於2023年12月31日：人民幣15,315百萬元），本公司股權持有人應佔之權益為人民幣17,867百萬元（於2023年12月31日：人民幣18,139百萬元）。負債與股權比率為84.2%（於2023年12月31日：67.3%）。

### TREASURY POLICY

The Group's major investments and revenue streams are derived from mainland China. The Group's assets and liabilities are mainly denominated in RMB, others are denominated in Hong Kong dollars, US dollars and Euros. The Group uses general trade financing to fulfil the needs in operating cash flow. In order to reduce finance costs, the Group exploits the currency-based and income-based financial management tools introduced by banks to offset such costs. The decision of U.S. Federal Reserve to cut interest rates has a significant impact on the currency markets in major economies around the world and on the exchange rates of various foreign currencies. During the Current Period, the management of the Group continued to focus on changes in foreign exchange rates and onshore and offshore interest rate, in order to determine the need for foreign exchange hedging. For the six months ended 30 June 2024, the Group recorded a net exchange loss generated from general operations of RMB9 million (six months ended 30 June 2023: gain of RMB147 million).

### 財資政策

本集團大部份的投資及收入均來源於中國大陸。本集團的主要資產及負債均以人民幣結算，其餘則以港元、美元和歐元結算。本集團通過一般貿易融資方式，以支援運營現金需要。為了降低融資成本，本集團運用銀行推出的貨幣理財政策及收益型理財工具，以平衡這方面的成本開支。美聯儲的減息決策對環球主要經濟體的貨幣市場及各種外幣兌匯匯率舉足輕重，本集團管理層持續於本期重點關注外幣匯率及境內外利息變化，以釐定外匯對沖的需要。截至2024年6月30日止六個月一般營運兌換所產生的淨匯兌損失為人民幣9百萬元（截至2023年6月30日止六個月：收益人民幣147百萬元）。

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

除此之外，本集團於本期內仍持有以下的各項投資：

#### (a) Unlisted equity securities

As at 30 June 2024, the Group held investments in 67 unlisted companies. The total value (at fair value) of these investments (reflecting the changes in fair value and costs) was RMB3,157 million, of which RMB740 million represented 10% equity interest held by the Group in a PRC investee company. This investee company is principally engaged in manufacture and sale of flat screen displays, display materials, LCD-related products and other electronic accessories.

#### (a) 非上市股權證券

截至2024年6月30日，本集團持有67家未上市公司之投資。該投資的總價值（按公允值計算）為人民幣3,157百萬元（已反映公允值與成本變動額），其中人民幣740百萬元為本集團持有中國一間被投資公司10%的股權。該被投資公司的主要業務活動是製造和銷售平板顯示器、顯示材料、LCD相關產品及其他電子配件。

# Operational and Financial Review

## 業務及財務回顧

### (b) Listed equity securities

As of 30 June 2024, the Group held investments in ten (as at 31 December 2023: ten) listed equity securities, details of which are as follows:

### (b) 上市股權證券

截至2024年6月30日，本集團持有十項（於2023年12月31日：十項）上市股權證券投資，詳情如下：

Listed company	Shareholding percentage as of 30 June 2024 截至2024年6月30日的股權比例	Value of investment as of 30 June 2024 截至2024年6月30日之投資價值 (RMB million) (人民幣百萬元)	Value of investment as of 31 December 2023 截至2023年12月31日之投資價值 (RMB million) (人民幣百萬元)	Exchange on which the securities are listed	Principal business of the listed company
上市公司				證券上市之交易所	上市公司主營業務
Bank of Gansu Co., Ltd. 甘肅銀行股份有限公司	0.66%	29.9	31.7	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司	Financial services 金融服務
Amlogic (Shanghai) Co., Ltd. 晶晨半導體(上海)股份有限公司	0.08%	19.8	20.9	Shanghai Stock Exchange 上海證券交易所	Research, design, development and manufacture of chips 研究、設計、開發和製作晶片
Linklogis Inc. 聯易融科技集團	1.00%	16.5	11.9	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司	Provide supply chain fintech solutions services 提供供應鏈金融科技解決方案服務
Anhui Coreach Technology Co., Ltd. 安徽芯瑞達科技股份有限公司	1.00%	37.1	57.4	Shenzhen Stock Exchange 深圳證券交易所	Research and development, design, production and sales of optoelectronic systems and technical services 研發、設計、生產、銷售光電系統及技術服務
Puya Semiconductor (Shanghai) Co., Ltd. 普冉半導體(上海)有限公司	0.08%	84.1	133.7	Shanghai Stock Exchange 上海證券交易所	Research, design, development and manufacture of chips 研究、設計、開發和製作晶片
Guizhou Zhenhua E-chem Inc. 貴州振華新材料股份有限公司	0.33%	14.0	29.5	Shanghai Stock Exchange 上海證券交易所	Research and development, design, production and sales of lithium-ion battery cathode materials 研發、設計、生產、銷售鋰離子電池正極材料
Shanghai Anlogic Infotech Co., Ltd. 上海安路信息科技股份有限公司	1.86%	189.3	274.0	Shanghai Stock Exchange 上海證券交易所	Research, design, development and manufacture of chips 研究、設計、開發和製作晶片

# Operational and Financial Review

## 業務及財務回顧

Listed company 上市公司	Shareholding percentage as of 30 June 2024 截至2024年6月30日的股權比例	Value of investment as of 30 June 2024 截至2024年6月30日之投資價值 (RMB million) (人民幣百萬元)	Value of investment as of 31 December 2023 截至2023年12月31日之投資價值 (RMB million) (人民幣百萬元)	Exchange on which the securities are listed 證券上市之交易所	Principal business of the listed company 上市公司主營業務
United Nova Technology Co., Ltd. (formerly known as Semiconductor Manufacturing Electronics (Shaoxing) Corporation) 芯聯集成電路製造股份有限公司 (前稱紹興中芯集成電路製造股份有限公司)	0.10%	31.0	38.1	Shanghai Stock Exchange 上海證券交易所	Research, design, development and manufacture of chips 研究、設計、開發和製作晶片
Grand Kangxi Communication Technologies (Shanghai) Co., Ltd. 格蘭康希通信科技(上海)股份有限公司	0.42%	20.6	31.7	Shanghai Stock Exchange 上海證券交易所	Research, design, development and manufacture of wireless network equipment related chips 研究、設計、開發和製作無線網絡設備相關之晶片
Huitongda Network Co., Ltd. 匯通達網絡股份有限公司	1.61%	212.8	249.5	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司	Provide a one-stop supply chain trading and service platform 提供一站式供應鏈交易和服務平台

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

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

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

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



# Operational and Financial Review

## 業務及財務回顧

### SIGNIFICANT INVESTMENTS AND ACQUISITIONS

During the Current Period, in order to cope with the increased production scale and improved output ratio of smart products, the Group invested a total of RMB359 million in main buildings and construction projects, including the expansion of its production plants in Ningbo, Wuhan, Shenzhen, Guangzhou and Huizhou, and RMB342 million for acquisition of other property, plant and equipment. The Group plans to further invest in building properties, plants, office premises and purchasing new equipment, with a view to further increasing productivity, improving operation efficiency for its products, as well as catering for future business needs in the development of smart, diversified and internationalised strategy.

### CONTINGENT LIABILITIES

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

### HUMAN RESOURCES CAPITAL

As at 30 June 2024, the Group had around 28,200 employees (as at 31 December 2023: 31,200) in the PRC (Hong Kong and Macau inclusive) and overseas, among which more than 90% of Skyworth employees are located in business and production locations in various provinces and cities in China, and the rest are stationed in the Hong Kong head office or overseas branches, including Southeast Asian countries, such as the Philippines, Indonesia, Thailand, Vietnam, Malaysia, as well as European and American markets such as Germany, the Netherlands, France, Italy, the United Kingdom and the United States. The Group places high emphasis on fundamental employee benefits, appraisal systems, long-term and short-term incentive schemes, in an effort to motivate and recognise staff with outstanding contributions and performance. The Group allocates substantial resources for staff development, focusing on pre-employment and on-the-job trainings, providing periodical updates on the latest industrial trends, policies and guidelines to improve the quality of human capital. Meanwhile, the Group continues to strengthen the infrastructure of human resources, provides guidance on position titles, salary norms, and gradually establishes a long-term centralised mechanism for the selection, training and development of industry leaders. It also sets up a specified department to enhance the professionalism of general staff and the leadership skills of its senior management.

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

### 重大投資及收購

於本報告期間，為了配合生產規模擴大及提高智能產品的產出比例，本集團於寧波、武漢、深圳、廣州及惠州擴建廠房等主要樓宇及工程項目合共耗資人民幣359百萬元，並投資人民幣342百萬元添置其他物業、廠房及設備。而為了進一步提升產能及產品運轉效率和配合智能化、多元化及國際化的發展戰略，本集團計劃繼續投放資金用作物業、廠房及辦公室建設及添置新設備。

### 或然負債

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

### 人力資源

於2024年6月30日，本集團於中國（包括香港及澳門）及海外的僱員約28,200名（2023年12月31日：31,200名），其中超過90%的創維員工遍佈在中國各省市的營商及生產地點，餘下的則駐守於香港總辦事處或海外分公司，包括菲律賓、印尼、泰國、越南、馬來西亞等東南亞國家，以及德國、荷蘭、法國、意大利、英國及美國等歐美市場。本集團關注基本僱員福利，並實行考核制度、訂立各項長期及短期的獎勵計劃，以表揚優秀和激勵具業務貢獻的員工。另外，本集團致力投放大量資源於僱員培訓，著重員工職前及在職培訓，並定期向全體員工及時傳達最新行業動向、政策和指引，以提升團隊質素。同時，持續加強本集團人力資源的基礎性建設，指導各產業公司職稱、薪酬規範，及逐步建立集中選拔、培養、培訓產業領袖的長效機制及設立專業部門以提升員工的專業水平及中高層人才領導力。

本集團的薪酬政策是參照個人表現、職能及人力資源市場情況而釐訂。

# Operational and Financial Review

## 業務及財務回顧

### OUTLOOK

Though the trading supply chain has been affected by the global economic and geopolitical turmoil, resulting in a decline in consumer purchasing power and a volatile business environment, and the domestic and international environment for PRC's economic development remains complicated, the Group remains cautiously optimistic about the market prospect for the industries in which it operates, and its goals for each industry remain clear.

We believe that achieving important corporate indicators of improved per capita output by reducing inefficiency and optimising resource allocation, and focusing on the development of new generation products with high gross profit margin and high output value enable the Group to maintain its market leadership and seize more market share of new products, as well as ensure the stable growth of the smart household appliances business as the fundamentals of the Group. In the first half of 2024, the Group established a Large Supply Chain Collaboration Team, a Multi-category Promotion Department and a Technology Development Leading Team, to continue to develop products with the technological development concept of "5G + AI + Device", and promote the integration of technological innovation resources, realising the technological integration of all categories of products. The Group also consistently focuses on enhancing core competitiveness of the brand, and accurately understands users' needs. With the combination of strategic marketing and technological innovation and iterations, the Group continues the promotion of categories with competitive advantages. The Group is also actively embracing the changes brought about by AI applications, integrating digital technology and systematic development and management, and stepping up the research and development for AI and AIGC-related application functions and scenarios, providing consumers with borderless and interactive new experience, and further enhancing the competitiveness of its products.

In recent years, Skyworth has been accurately studying and analysing forward-looking trends, expanding from TVs to smart household appliances and smart devices, and further crossing industry to successfully enter the new energy sector, developing a distinctive path "From Smart Appliances to Double Carbon Ecology". As a photovoltaic enterprise that actively responds to the Double Carbon goal, Skyworth's new energy business stands firmly at the forefront of technological innovation and green lifestyles. The Group is also actively exploring overseas business opportunities. Leveraging China's increasing influence in overseas markets, the Group vigorously promotes the joint overseas expansion of "Smart Appliances + Photovoltaics + Energy Storage", to empower synergies and accelerate the establishment and improvement of the production and operation management system as well as the supply chain management system for the global market. This year, the Group announced a strategy of "integration of source, grid, load and storage", resolving to coordinate the four major elements of power supply, power grid, power load and energy storage, integrate photovoltaic power generation, energy storage and charging technologies, to realise integrated operation solutions. Such move will promote the construction of green and low-carbon ecological parks, and make deployment from civil to commercial use and from China to the globe.

### 前瞻

儘管全球經濟及地緣政治動盪波及貿易供應鏈，導致消費者購買力下降、營商環境多變不穩，中國經濟發展所面臨的國內外環境依然複雜，本集團對所在行業市場前景依然保持審慎樂觀的態度，對各產業的目標依然非常明確。

我們相信，縮減低效及優化資源配置去達成提升人均產出的重要企業指標，主力開發新一代高毛利率及高產值產品能幫助本集團維持市場領導地位及搶佔新產品市場更多份額，確保作為本集團基本盤的智能家電業務穩定增長。2024年上半年，本集團成立集團大供應鏈協同小組、集團全品類推廣部和技術發展領導小組，繼續以「5G+AI+終端」的技術發展思路開發產品，推動科技創新資源的整合，實現全品類產品的技術融合。本集團亦時刻專注於提升品牌核心競爭力、精準洞察用戶需求，結合策略營銷和技術創新迭代，延續具有競爭優勢品類的推廣熱度。本集團也在積極擁抱AI應用所帶來的變革，融合數字技術和系統化開發管理，加大對AI、AIGC相關應用功能及場景的研發，給消費者帶來互動無界的新體驗，進一步提升產品競爭力。

近年來，創維精準研判前瞻趨勢，從電視領域擴展到智能家電、智能終端，再成功跨界進入新能源領域，走出了一條「從智能家電到雙碳生態」的特色之路。作為積極響應雙碳目標的光伏企業，創維新能源業務堅實地站在科技創新及綠色生活的前沿。本集團也積極探索出海的機遇，結合中國在海外市場持續擴大的影響力，全力推動「智能家電+光伏+儲能」的聯合出海，發揮協同效應，加快建立和完善面向全球市場的生產經營管理體系和供應鏈管理體系。本年度，本集團發佈了「源網荷儲一體化」戰略，決心將電源、電網、負荷、儲能四大要素統籌起來，整合光伏發電、儲能及充電技術，以實現一體化運營解決方案，推動建設綠色低碳生態園區，展開從民用到商用，從中國走向世界的佈局。

# Operational and Financial Review

## 業務及財務回顧

Based in China and facing the world, the Group will give full play to its own advantages and enhance the mutual empowerment among the Group's business units to promote the diversified development of various industries, and generate value for users and markets in different regions through continuous technological and product innovation. The Group will keep a close eye on changes in the market and make timely adjustments to its operating strategies. It will build a strong brand image and brand competitiveness with flexible product solutions, high-quality products, excellent quality control system and efficient operation and maintenance services. The Group is well poised to embrace the market trend and opportunities to maximise the Group's operational efficiency and financial performance.

### EVENTS AFTER THE REPORTING PERIOD

Up to the end of the Current Period and up to the date of this report, which is 27 August 2024, the Group did not have any material events.

As at 13 September 2024, an indirect wholly-owned subsidiary of the Company, entered into a disposal agreement to sell its equity investment, represented 10% equity interest held by the Group in a PRC investee company ("Target Company"), at a cash consideration of RMB1,300 million. Upon completion, the Group will cease to hold any equity interest in the Target Company. Details of the transaction were announced by the Company on 13 September 2024.

本集團立足中國，面向全球，將充分發揮自身優勢並加強本集團產業之間的相互賦能，促進各產業的多元拓展，以持續的科技與產品革新為各地區用戶與市場創造價值。本集團將密切關注市場變化，適時調整營運策略，以靈活的產品方案、優質的產品質量、卓越的品控體系和高效的運維服務打造強而有力的品牌形象及品牌競爭力，蓄勢迎接市場趨勢先機，以最大限度提高本集團的營運效率及財務表現。

### 報告期後事項

直至本期期末及直至本報告日期（即2024年8月27日），本集團並無發生任何重大事項。

於2024年9月13日，本公司的間接全資附屬公司訂立一份出售協議，以現金代價人民幣1,300百萬元出售本集團持有中國一間被投資公司（「目標公司」）10%的股權。於完成後，本集團將不再持有目標公司的任何股權。交易詳情已載於本公司日期為2024年9月13日的公告內。

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

## 簡明綜合損益及其他全面收入表

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月  
Amounts expressed in millions of Renminbi except for earnings per share data and otherwise stated  
以人民幣百萬元列值(每股盈利資料及另有說明者除外)

		Six months ended 截止六個月	
		30 June 2024 2024年 6月30日 (unaudited) (未經審核)	30 June 2023 2023年 6月30日 (unaudited) (未經審核)
	Notes 附註		
Revenue	營業額		
Sales of goods	銷售貨品	29,834	32,006
Leases	租賃	265	252
Interest under effective interest method	按實際利率法計算之利息	54	42
<b>Total revenue</b>	<b>總營業額</b>	<b>30,153</b>	<b>32,300</b>
Cost of sales	銷售成本	(25,864)	(28,102)
Gross profit	毛利	4,289	4,198
Other income	其他收入	685	512
Other gains and losses	其他收益及虧損	(119)	91
Selling and distribution expenses	銷售及分銷費用	(1,785)	(1,816)
General and administrative expenses	一般及行政費用	(838)	(857)
Research and development expenses	研發費用	(981)	(1,010)
Finance costs	融資成本	(253)	(276)
Share of results of associates and joint ventures	分佔聯營公司及合資企業之業績	(29)	(21)
Profit before taxation	除稅前溢利	969	821
Income tax expense	所得稅支出	(255)	(205)
Profit for the period	本期溢利	714	616
<b>Other comprehensive (expense) income</b>	<b>其他全面(支出)收入</b>		
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>可能於其後重新分類至損益之項目:</i>		
Exchange differences arising on translation of foreign operations	換算海外業務時所產生之匯兌差額	(2)	6
Fair value change on trade receivables at fair value through other comprehensive income ("FVTOCI")	按公允值計入其他全面收入之應收貿易款項之公允值變動	(4)	1
		(6)	7

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

## 簡明綜合損益及其他全面收入表

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

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

	Note 附註	Six months ended 截止六個月	
		30 June 2024 2024年 6月30日 (unaudited) (未經審核)	30 June 2023 2023年 6月30日 (unaudited) (未經審核)
<i>Items that will not be reclassified to profit or loss:</i>	不會重新分類至損益之項目：		
Fair value (loss) gain on investments in equity instruments at FVTOCI	按公允值計入其他全面收入之股權工具投資之公允值(虧損)收益	(331)	189
Income tax relating to item that will not be reclassified subsequently	於其後不會重新分類之項目有關的所得稅	31	(41)
		(300)	148
Other comprehensive (expense) income for the period	本期之其他全面(支出)收入	(306)	155
Total comprehensive income for the period	本期之全面收入總額	408	771
Profit for the period attributable to:	本期下列各項應佔之溢利：		
Owners of the Company	本公司股權持有人	384	302
Non-controlling interests	不具控制力權益	330	314
		714	616
Total comprehensive income for the period attributable to:	本期下列各項應佔之全面收入總額：		
Owners of the Company	本公司股權持有人	80	454
Non-controlling interests	不具控制力權益	328	317
		408	771
<b>Earnings per share (expressed in Renminbi cents)</b>	<b>每股盈利(以人民幣仙列值)</b>		
Basic	基本	9	11.95
Diluted	攤薄	9	11.95

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

AT 30 JUNE 2024 於 2024 年 6 月 30 日

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

	Notes 附註	As at 30 June 2024 於 2024 年 6 月 30 日 (unaudited) (未經審核)	As at 31 December 2023 於 2023 年 12 月 31 日 (audited) (已經審核)
<b>Non-current Assets</b>			
Property, plant and equipment	10	9,767	9,576
Right-of-use assets	10	2,686	2,728
Deposits paid for purchase of property, plant and equipment		340	420
Investment properties		1,490	1,517
Goodwill		471	473
Other intangible assets		108	104
Interests in associates and joint ventures		442	466
Other financial assets	16	3,437	3,616
Trade and other receivables	11	842	565
Deferred tax assets		1,120	1,019
		<b>20,703</b>	<b>20,484</b>
<b>Current Assets</b>			
Inventories and other contract costs		12,488	10,205
Stock of properties		5,944	6,033
Other financial assets	16	701	712
Trade and other receivables	11	17,065	17,015
Prepaid tax		181	137
Pledged and restricted bank deposits		3,574	3,461
Cash and cash equivalents		8,678	9,114
		<b>48,631</b>	<b>46,677</b>
<b>Current Liabilities</b>			
Trade and other payables	12	25,065	26,566
Other financial liabilities	16	272	214
Lease liabilities		48	74
Deferred income		107	91
Tax liabilities		211	265
Bank borrowings	13	11,170	8,218
		<b>36,873</b>	<b>35,428</b>
<b>Net Current Assets</b>		<b>11,758</b>	<b>11,249</b>
<b>Total Assets less Current Liabilities</b>		<b>32,461</b>	<b>31,733</b>

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

AT 30 JUNE 2024 於 2024 年 6 月 30 日

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

		Notes 附註	As at 30 June 2024 於 2024 年 6 月 30 日 (unaudited) (未經審核)	As at 31 December 2023 於 2023 年 12 月 31 日 (audited) (已經審核)
<b>Non-current Liabilities</b>	<b>非流動負債</b>			
Trade and other payables	應付貿易款項及其他應付款項	12	1,296	1,019
Other financial liabilities	其他金融負債	16	-	57
Lease liabilities	租賃負債		57	70
Deferred income	遞延收入		528	395
Bank borrowings	銀行借款	13	7,787	7,097
Deferred tax liabilities	遞延稅項負債		277	338
			<b>9,945</b>	<b>8,976</b>
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>22,516</b>	<b>22,757</b>
<b>Capital and Reserves</b>	<b>資本及儲備</b>			
Share capital	股本	14	243	250
Reserves	儲備		17,624	17,889
Equity attributable to owners of the Company	本公司股權持有人應佔之權益		<b>17,867</b>	<b>18,139</b>
Non-controlling interests	不具控制力權益		<b>4,649</b>	<b>4,618</b>
			<b>22,516</b>	<b>22,757</b>

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月  
Amounts expressed in millions of Renminbi 以人民幣百萬元列值

		Attributable to owners of the Company 本公司股權持有人應佔													
		Share capital	Share premium	Share option reserve	Share award reserve	Shares held for share award scheme	FVTOCI reserve	Surplus account	Capital reserve	Exchange reserve	Treasury shares to be cancelled	Accumulated profits	Sub-total	Non-controlling interests	Total
		股本	股份溢價	購股權儲備	股份獎勵儲備	就股份獎勵計劃持有的股份	按公允值計入其他全面收入之儲備	盈餘賬	資本儲備	匯兌儲備	將註銷之庫存股	累計溢利	小計	不具控制力權益	總額
At 1 January 2023 (audited)	於2023年1月1日(已經審核)	266	1,998	39	34	(91)	(11)	40	3,150	(67)	-	12,509	17,867	4,027	21,894
Profit for the period	本期溢利	-	-	-	-	-	-	-	-	-	-	302	302	314	616
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	-	-	-	3	-	-	3	3	6
Fair value gain on receivables and equity instruments at FVTOCI, net of tax	應收款項及按公允值計入其他全面收入之股權工具稅後之公允值收益	-	-	-	-	-	149	-	-	-	-	-	149	-	149
Total comprehensive income for the period	本期之全面收入總額	-	-	-	-	-	149	-	-	3	-	302	454	317	771
Recognition of equity-settled share-based payments	確認以權益結算之股份基礎給付	-	-	-	31	-	-	-	-	-	-	-	31	4	35
Transfer to capital reserves	轉撥至資本儲備	-	-	-	-	-	-	-	17	-	-	(17)	-	-	-
Purchase and cancellation of shares	購買及註銷股份	(9)	(455)	-	-	-	-	-	-	-	-	-	(464)	-	(464)
Dividends recognised as distribution (Note 8)	確認分派之股息(附註8)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends paid to non-controlling interests	分派股息予不具控制力權益	-	-	-	-	-	-	-	-	-	-	-	-	(195)	(195)
Others	其他	-	-	-	-	-	-	-	(8)	-	-	(15)	(23)	39	16
At 30 June 2023 (unaudited)	於2023年6月30日(未經審核)	257	1,543	39	65	(91)	138	40	3,159	(64)	-	12,779	17,865	4,192	22,057
At 1 January 2024 (audited)	於2024年1月1日(已經審核)	250	1,315	39	70	(55)	(100)	40	3,403	(64)	-	13,241	18,139	4,618	22,757
Profit for the period	本期溢利	-	-	-	-	-	-	-	-	-	-	384	384	330	714
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	-	-	-	-	-	-	-	-	(2)	(2)
Fair value loss on receivables and equity instruments at FVTOCI, net of tax	應收款項及按公允值計入其他全面收入之股權工具稅後之公允值虧損	-	-	-	-	-	(304)	-	-	-	-	-	(304)	-	(304)
Total comprehensive (expense) income for the period	本期之全面(支出)收入總額	-	-	-	-	-	(304)	-	-	-	-	384	80	328	408
Recognition of equity-settled share-based payments	確認以權益結算之股份基礎給付	-	-	-	39	-	-	-	-	-	-	-	39	5	44
Purchase and cancellation of shares	購買及註銷股份	(7)	(180)	-	-	-	-	-	-	-	(86)	-	(273)	-	(273)
Allotment of share awards	股份獎勵配發	-	-	-	(31)	22	-	-	-	-	-	9	-	-	-
Dividends recognised as distribution (Note 8)	確認分派之股息(附註8)	-	-	-	-	-	-	-	-	-	-	(111)	(111)	-	(111)
Dividends paid to non-controlling interests	分派股息予不具控制力權益	-	-	-	-	-	-	-	-	-	-	-	-	(272)	(272)
Others	其他	-	-	-	-	-	-	-	-	-	-	(7)	(7)	(30)	(37)
At 30 June 2024 (unaudited)	於2024年6月30日(未經審核)	243	1,135	39	78	(33)	(404)	40	3,403	(64)	(86)	13,516	17,867	4,649	22,516



# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

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

		Six months ended 截止六個月	
		30 June 2024 2024年 6月30日 (unaudited) (未經審核)	30 June 2023 2023年 6月30日 (unaudited) (未經審核)
NET CASH (USED IN) FROM OPERATING ACTIVITIES	經營業務(所用)所得現金淨額	(2,558)	656
NET CASH USED IN INVESTING ACTIVITIES	投資業務所用現金淨額		
Interest received	已收利息	18	127
Purchase of and deposits paid for acquisition of property, plant and equipment	購置及就收購物業、廠房及設備已付按金	(662)	(858)
Investments in financial assets at FVTPL	按公允值計入損益之金融資產投資	(539)	(190)
Proceeds on disposal of financial assets and dividend income therefrom	出售金融資產所得款項及其分紅收入	683	348
Investment in equity instruments at FVTOCI	按公允值計入其他全面收入之股權工具投資	(61)	-
Placement of pledged and restricted bank deposits	存入已抵押及受限銀行存款	(485)	(863)
Withdrawal of pledged and restricted bank deposits	提取已抵押及受限銀行存款	100	1,224
Other investing cash flows	其他投資現金流量	139	(95)
		(807)	(307)
NET CASH FROM FINANCING ACTIVITIES	融資業務所得現金淨額		
Dividends paid	已付股息	(383)	(195)
Interest paid	已付利息	(236)	(276)
Repurchases of shares by the Company	本公司購回股份	(273)	(464)
New borrowings raised	新增借款	10,615	9,395
Repayments of borrowings	償還貸款	(6,611)	(7,348)
Payments of lease liabilities	租賃負債付款	(22)	(30)
Other financing cash flows	其他融資現金流量	(143)	(101)
		2,947	981
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值之(減少)增加淨額	(418)	1,330
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	於期初之現金及現金等值	9,114	9,054
Effect of foreign exchange rate changes	外匯匯率變動之影響	(18)	28
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD, represented by bank balances and cash	於期末之現金及現金等值(即銀行結餘及現金)	8,678	10,412

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

### 1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") as well as with the applicable disclosure requirements of Appendix D2 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

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

The Group's operations are seasonal. The revenue from September to January (the peak season for sales of consumer electronic products in the mainland China) is relatively higher than the revenue from the rest of the year. Results for interim periods are not necessarily indicative of the results for the entire financial year. This interim report should be read, where relevant, in conjunction with the annual report of the Group for the year ended 31 December 2023.

### 2. PRINCIPAL ACCOUNTING POLICIES

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

Other than additional accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards ("HKFRSs"), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2024 are the same as those presented in the Group's annual financial statements for the year ended 31 December 2023.

### 1. 編製基礎

簡明綜合財務報表乃根據香港會計師公會頒佈之香港會計準則第34號中期財務報告以及香港聯合交易所有限公司證券上市規則附錄D2之適用披露規定而編製。

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

本集團業務受季節因素影響，消費類電子產品於中國大陸之銷售旺季為每年9月至次年1月，此段期間之營業額相對高於其他月份之營業額，故中期業績未必反映整個財政年度之業績。此中期報告應與本集團截至2023年12月31日止年度之年報（倘相關）一併閱讀。

### 2. 主要會計政策

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

除應用經修訂香港財務報告準則引致之額外會計政策外，截至2024年6月30日止六個月之簡明綜合財務報表所採用之會計政策與計算方法，與本集團截至2023年12月31日止年度之年度財務報表所呈列者相同。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

### 2. PRINCIPAL ACCOUNTING POLICIES - continued

#### Application of amendments to HKFRSs

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2024 for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

Except for the two amendments to HKAS1 mentioned in the Group's annual financial statements for the year ended 31 December 2023, the directors of the Company anticipate that the application of all other amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

### 2. 主要會計政策 - 續

#### 採納經修訂香港財務報告準則

於本中期期間，編製本集團之簡明綜合財務報表時，本集團首次採納以下由香港會計師公會頒佈之經修訂香港財務報告準則，有關準則於2024年1月1日或之後開始之年度期間強制生效：

香港財務報告準則第16號(修訂本)	售後回租的租賃負債
香港會計準則第1號(修訂本)	將負債分類為流動或非流動以及香港詮釋第5號(2020年)的有關修訂
香港會計準則第1號(修訂本)	附帶契諾的非流動負債
香港會計準則第7號及香港財務報告準則第7號(修訂本)	供應商融資安排

除本集團截至2023年12月31日止年度之年度財務報表所述兩項香港會計準則第1號修訂本外，本公司董事預期，於可見未來採納所有其他經修訂香港財務報告準則將不會對綜合財務報表產生重大影響。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

### 3. REVENUE

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

For the six months ended 30 June 2024 (unaudited)

### 3. 營業額

客戶合約之收入、租賃及按實際利率法計算之利息分拆

截至2024年6月30日止六個月(未經審核)

		Smart household appliances business 智能家電業務 RMB million 人民幣百萬元	Smart systems technology business 智能系統技術業務 RMB million 人民幣百萬元	New energy business 新能源業務 RMB million 人民幣百萬元	Modern services and others 現代服務業業務及其他 RMB million 人民幣百萬元	Total 總額 RMB million 人民幣百萬元
Type of goods/services	貨品/服務類型					
Sales of goods and services (Note (i))	銷售貨品及服務(附註(i))	15,017	4,322	9,015	970	29,324
Internet value-added services of Coocaa system	酷開系統的互聯網增值服務	583	-	-	-	583
Contracts with customers	客戶合約	15,600	4,322	9,015	970	29,907
Leases	租賃	-	13	-	252	265
Interest under effective interest method (Note (ii))	按實際利率法計算之利息(附註(ii))	-	-	-	54	54
Subtotal	小計	15,600	4,335	9,015	1,276	30,226
Less: other business tax	減: 其他營業稅	(25)	(8)	(31)	(9)	(73)
Segment revenue	分部營業額	15,575	4,327	8,984	1,267	30,153

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

### 3. REVENUE – continued

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

For the six months ended 30 June 2023 (unaudited)

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

Notes:

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

### 3. 營業額 – 續

#### 客戶合約之收入、租賃及按實際利率法計算之利息分拆 – 續

截至2023年6月30日止六個月(未經審核)

附註：

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

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

#### 4. SEGMENT INFORMATION

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

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

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

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

#### 4. 分部資料

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

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

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

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

#### 4. SEGMENT INFORMATION - continued

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

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

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

For the six months ended 30 June 2024 (unaudited)

		Smart household appliances business	Smart systems technology business	New energy business	Total reportable segments	Modern services business and others	Eliminations	Total
		RMB million	RMB million	RMB million	RMB million	RMB million	RMB million	RMB million
		人民幣百萬元	人民幣百萬元	人民幣百萬元	人民幣百萬元	人民幣百萬元	人民幣百萬元	人民幣百萬元
<b>Revenue</b>	<b>營業額</b>							
Segment revenue from external customers	對外分部收入	15,575	4,327	8,984	28,886	1,267	-	30,153
Inter-segment revenue	內部分部收入	153	68	-	221	331	(552)	-
<b>Total segment revenue</b>	<b>分部收入總額</b>	<b>15,728</b>	<b>4,395</b>	<b>8,984</b>	<b>29,107</b>	<b>1,598</b>	<b>(552)</b>	<b>30,153</b>
<b>Results</b>	<b>業績</b>							
Segment results	分部業績	468	101	520	1,089	350	-	1,439
Interest income	利息收入							99
Other gains and losses	其他收益及虧損							(119)
Finance costs	融資成本							(253)
Share of results of associates and joint ventures	分佔聯營公司及合資企業之業績							(29)
Unallocated corporate income/expenses	未分配企業收入/費用							(168)
<b>Consolidated profit before taxation of the Group</b>	<b>本集團稅前綜合溢利</b>							<b>969</b>

#### 4. 分部資料 - 續

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

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

本集團營業額及業績按呈報分部分析如下：

截至2024年6月30日止六個月（未經審核）

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## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

### 4. SEGMENT INFORMATION - continued

For the six months ended 30 June 2023 (unaudited)

### 4. 分部資料 - 續

截至2023年6月30日止六個月(未經審核)

	Smart household appliances business 智能家電業務	Smart systems technology business 智能系統技術業務	New energy business 新能源業務	Total reportable segments 呈報分部總額	Modern services business and others 現代服務業業務及其他	Eliminations 抵銷	Total 總額
	RMB million 人民幣百萬元	RMB million 人民幣百萬元	RMB million 人民幣百萬元	RMB million 人民幣百萬元	RMB million 人民幣百萬元	RMB million 人民幣百萬元	RMB million 人民幣百萬元
<b>Revenue</b>	<b>營業額</b>						
Segment revenue from external customers	14,145	5,108	12,122	31,375	925	-	32,300
Inter-segment revenue	454	102	11	567	355	(922)	-
<b>Total segment revenue</b>	<b>14,599</b>	<b>5,210</b>	<b>12,133</b>	<b>31,942</b>	<b>1,280</b>	<b>(922)</b>	<b>32,300</b>
<b>Results</b>	<b>業績</b>						
Segment results	148	271	439	858	184	-	1,042
Interest income							127
Other gains and losses							91
Finance costs							(276)
Share of results of associates and joint ventures							(21)
Unallocated corporate income/expenses							(142)
<b>Consolidated profit before taxation of the Group</b>	<b>本集團稅前綜合溢利</b>						
							<b>821</b>



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

### 5. OTHER INCOME

### 5. 其他收入

		Six months ended 截止六個月	
		30 June 2024 2024年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	30 June 2023 2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)
Government grants	政府補貼		
– related to assets	– 資產相關	28	32
– related to expense items	– 費用項目相關	89	93
		<b>117</b>	<b>125</b>
Interest income from	利息收入來自		
– bank deposits	– 銀行存款	92	120
– loan receivables	– 應收貸款	2	2
– others	– 其他	5	5
		<b>99</b>	<b>127</b>
Value-added-tax (“VAT”) refund	增值稅返還	125	128
Dividend income	分紅收入	240	86
Others	其他	104	46
		<b>469</b>	<b>260</b>
		<b>685</b>	<b>512</b>

### 6. INCOME TAX EXPENSE

### 6. 所得稅支出

		Six months ended 截止六個月	
		30 June 2024 2024年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	30 June 2023 2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)
Tax charge (credit):	稅項開支(抵免):		
PRC Enterprise Income Tax (“EIT”)	中國企業所得稅	337	308
PRC land appreciation tax (“LAT”)	中國土地增值稅	30	(7)
Hong Kong Profits Tax	香港利得稅	2	7
Taxation arising in other jurisdictions	其他主權國家發生的稅項	15	13
Deferred taxation	遞延稅項	(129)	(116)
		<b>255</b>	<b>205</b>

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

### 6. INCOME TAX EXPENSE – continued

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the six months ended 30 June 2024 and 2023.

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

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

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

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

### 6. 所得稅支出 – 續

截至2024年及2023年6月30日止六個月，香港利得稅按估計應課稅溢利之16.5%計算。

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

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

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

在其他主權國家產生的稅項是根據相關主權國家的現行稅率計算。

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## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

### 7. PROFIT FOR THE PERIOD

### 7. 本期溢利

		Six months ended 截止六個月	
		30 June 2024 2024年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	30 June 2023 2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)
Profit for the period has been arrived at after charging (crediting):	本期溢利已扣除(計入):		
Cost of inventories recognised as an expense including write-down of inventories of RMB68 million (for the six months ended 30 June 2023: reversal of write-down of inventories of RMB7 million)	確認為支出之存貨成本包括存貨撇減人民幣68百萬元(截至2023年6月30日止六個月:撥回存貨撇減人民幣7百萬元)	25,489	27,982
Cost of stock of properties recognised as an expense including write-down of stock of properties of RMB139 million (for the six months ended 30 June 2023: nil)	確認為支出之物業存貨成本包括物業存貨撇減人民幣139百萬元(截至2023年6月30日止六個月:無)	304	29
Depreciation of right-of-use assets	使用權資產之折舊	69	67
Less: capitalised as cost of inventories	減:資本化為存貨成本	(13)	(9)
capitalised as cost of construction in progress	資本化為在建工程成本	(26)	(28)
		30	30
Depreciation of investment properties	投資物業之折舊	28	44
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	386	387
Less: capitalised as cost of inventories	減:資本化為存貨成本	(134)	(146)
		252	241
Staff costs, including directors' emoluments	員工成本,包括董事酬金	2,503	2,523
Less: capitalised as	減:資本化為		
– Cost of inventories	– 存貨成本	(672)	(667)
– Stock of properties	– 物業存貨	(9)	(8)
– Property, plant and equipment	– 物業、廠房及設備	(9)	(11)
		1,813	1,837
Rental income from leases less related outgoings of RMB71 million (for the six months ended 30 June 2023: RMB91 million)	來自租賃的租金收入減相關開支人民幣71百萬元(截至2023年6月30日止六個月:人民幣91百萬元)	(194)	(161)
Loss (gain) from changes in fair value of financial assets at FVTPL (included in other gains and losses)	按公允值計入損益之金融資產公允值變動之虧損(收益)(計入其他收益及虧損)	94	(55)
(Gain) loss from changes in fair value of derivative financial instruments (included in other gains and losses)	衍生金融工具公允值變動之(收益)虧損(計入其他收益及虧損)	(15)	117

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## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

### 8. DIVIDENDS

During the current interim period, a final dividend of 5 HK cents per share in respect of the year ended 31 December 2023 (2023: no final dividend in respect of the year ended 31 December 2022) was declared and paid to owners of the Company. The aggregate amount of the final dividend declared and paid in the current interim period amounted to RMB111 million.

The board of directors has resolved not to recommend an interim dividend in respect of the six months ended 30 June 2024 to the shareholders of the Company (2023: 3 HK cents per share, in an aggregate amount of RMB65 million).

### 9. EARNINGS PER SHARE

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

### 8. 股息

於本中期期間，本公司向股權持有人宣派及派付截至2023年12月31日止年度之末期股息每股港幣5仙（2023年：並無宣派及派付截至2022年12月31日止年度之末期股息）。於本中期期間宣派及派付之末期股息總額為人民幣111百萬元。

董事會議決不建議向本公司股東派付截至2024年6月30日止六個月之中期股息（2023年：每股港幣3仙，合共人民幣65百萬元）。

### 9. 每股盈利

本公司股權持有人應佔之每股基本及攤薄盈利乃根據以下資料計算：

		Six months ended 截止六個月	
		30 June 2024 2024年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	30 June 2023 2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)
<b>Earnings:</b>	<b>盈利：</b>		
Profit for the period attributable to owners of the Company for the purpose of basic and diluted earnings per share	用於計算每股基本及攤薄盈利之本公司股權持有人應佔本期溢利	384	302
<b>Number of shares:</b>	<b>股份數目：</b>		
Weighted average number of ordinary shares for the purpose of basic earnings per share	用於計算每股基本盈利之普通股加權平均數	2,354,599,893	2,527,074,348
Effect of dilutive potential ordinary shares in respect of outstanding share options of the Company	本公司之未行使購股權潛在攤薄普通股之影響	78,751	435,516
Weighted average number of ordinary shares for the purpose of diluted earnings per share	用於計算每股攤薄盈利之普通股加權平均數	2,354,678,644	2,527,509,864

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## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

### 9. EARNINGS PER SHARE – continued

The computation of diluted earnings per share does not assume the exercise of certain of the Company's outstanding share options as the exercise prices are higher than the average market price per share for the six months ended 30 June 2024 and 2023.

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

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

For the six months ended 30 June 2024, the Group had incurred RMB359 million (for the six months ended 30 June 2023: RMB735 million) in buildings and construction in progress, mainly for the development of factory buildings and office premises situated on land in the PRC, incurred RMB342 million (for the six months ended 30 June 2023: RMB212 million) on the acquisition of other property, plant and equipment for business operations and expansion.

For the six months ended 30 June 2024, the Group entered into new lease agreements for the use of properties ranging from 2 to 5 years (for the six months ended 30 June 2023: 1 to 3 years) and did not acquire any leasehold lands (for the six months ended 30 June 2023: nil). The Group is required to make fixed monthly payments. On lease commencement, the Group recognised right-of-use asset and lease liability of RMB12 million (for the six months ended 30 June 2023: RMB26 million) except for short-term leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option.

### 9. 每股盈利 – 續

截至2024年及2023年6月30日止六個月，計算每股攤薄盈利時並無假設行使本公司若干尚未行使之購股權，原因為行使價較每股平均市價為高。

上述列示之普通股加權平均數已就購回股份而調整。

### 10. 物業、廠房及設備及使用權資產之變動

截至2024年6月30日止六個月，本集團就樓宇及在建工程斥資人民幣359百萬元（截至2023年6月30日止六個月：人民幣735百萬元），主要用於發展位於中國土地之廠房及辦公樓，以及斥資人民幣342百萬元（截至2023年6月30日止六個月：人民幣212百萬元）購置其他物業、廠房及設備用作業務經營及擴張。

截至2024年6月30日止六個月，本集團就物業之使用訂立年期介乎2至5年（截至2023年6月30日止六個月：1至3年）的新租賃協議，而並無收購任何租賃土地（截至2023年6月30日止六個月：無）。本集團須每月支付一筆定額款項。於租賃開始時，本集團確認使用權資產及租賃負債人民幣12百萬元（截至2023年6月30日止六個月：人民幣26百萬元），惟自生效日期起計之租期為十二個月或以下並且不包括購買選擇權的短期租賃除外。

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## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

### 11. TRADE AND OTHER RECEIVABLES

### 11. 應收貿易款項及其他應收款項

		As at 30 June 2024 於2024年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2023 於2023年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Trade and bills receivables (Note (i))	應收貿易款項及應收票據(附註(i))	11,514	11,467
Loan receivables (Note (iii))	應收貸款(附註(iii))	944	895
Purchase deposits paid for materials	採購材料按金	1,652	1,686
VAT and other tax recoverables	應收增值稅及其他稅項	1,837	1,576
Consideration receivables for disposal of a subsidiary	出售一間附屬公司應收代價	291	366
Other deposits paid and prepayments	其他已付按金及預付款	941	761
Other receivables	其他應收款項	728	829
		<b>17,907</b>	<b>17,580</b>
Analysed for reporting purpose as	為報告用途而分析為		
Current assets	流動資產	17,065	17,015
Non-current assets	非流動資產	842	565
		<b>17,907</b>	<b>17,580</b>

Notes:

i. Trade and bills receivables

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

附註：

i. 應收貿易款項及應收票據

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

		As at 30 June 2024 於2024年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2023 於2023年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Trade receivables at amortised cost	按攤銷成本計量之應收貿易款項		
– goods and services	– 商品和服務	10,092	10,073
– lease receivables	– 租賃應收款項	166	163
		<b>10,258</b>	<b>10,236</b>
Less: allowance for credit losses	減：信用損失撥備	(703)	(753)
		<b>9,555</b>	<b>9,483</b>
Trade receivables at FVTOCI	按公允值計入其他全面收入之 應收貿易款項	531	215
Bills receivables	應收票據	1,428	1,769
		<b>11,514</b>	<b>11,467</b>

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

### 11. TRADE AND OTHER RECEIVABLES – continued

Notes: – continued

i. Trade and bills receivables – continued

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

		As at 30 June 2024 於2024年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2023 於2023年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Within 30 days	30天以內	4,423	4,608
31-60 days	31天至60天	2,335	1,841
61-90 days	61天至90天	1,151	1,079
91-180 days	91天至180天	791	1,105
181-270 days	181天至270天	678	338
271-365 days	271天至365天	191	185
Over 365 days	365天以上	1,220	1,295
		<b>10,789</b>	<b>10,451</b>

As at 30 June 2024, included in the trade receivables are amounts due from an associate and related parties (as at 31 December 2023: an associate and related parties) of RMB90 million (as at 31 December 2023: RMB202 million) and RMB10 million (as at 31 December 2023: RMB10 million) respectively with aggregative amounts of RMB85 million aged within 30 days, RMB14 million aged from 31 to 60 days and RMB1 million aged from 91 to 180 days (as at 31 December 2023: RMB113 million aged within 30 days and RMB89 million aged from 31 to 60 days and RMB10 million from 61 to 90 days). The credit period is 45 days. No allowance for credit losses is made for the six months ended 30 June 2024 and 2023.

於2024年6月30日，應收貿易款項包括應收一間聯營公司及關聯方（於2023年12月31日：一間聯營公司及關聯方）款項分別人民幣90百萬元（於2023年12月31日：人民幣202百萬元）及人民幣10百萬元（於2023年12月31日：人民幣10百萬元），其中合共人民幣85百萬元賬齡為30天內、人民幣14百萬元賬齡為31至60天及人民幣1百萬元賬齡為91至180天（於2023年12月31日：人民幣113百萬元賬齡為30天內及人民幣89百萬元賬齡為31至60天及人民幣10百萬元賬齡為61至90天）。信用期為45天。於截至2024年及2023年6月30日止六個月，並無就信用損失作出撥備。

### 11. 應收貿易款項及其他應收款項 – 續

附註：– 續

i. 應收貿易款項及應收票據 – 續

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

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## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

### 11. TRADE AND OTHER RECEIVABLES – continued

Notes: – continued

i. Trade and bills receivables – continued

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

		As at 30 June 2024 於2024年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2023 於2023年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Within 30 days	30天以內	228	254
31-60 days	31天至60天	242	225
61-90 days	61天至90天	252	364
91 days or over	91天或以上	706	926
		<b>1,428</b>	<b>1,769</b>

ii. Loan receivables

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

		As at 30 June 2024 於2024年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2023 於2023年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Fixed-rate loan receivables	應收固定利率貸款		
Secured	已抵押	892	829
Unsecured	無抵押	52	66
		<b>944</b>	<b>895</b>
Analysed for reporting purpose as	為報告用途而分析為		
Current assets	流動資產	674	818
Non-current assets	非流動資產	270	77
		<b>944</b>	<b>895</b>

Included in the carrying amount of loan receivables as at 30 June 2024 is allowance for credit losses of RMB61 million (as at 31 December 2023: RMB60 million).

於2024年6月30日，應收貸款之賬面值包括信用損失撥備人民幣61百萬元（於2023年12月31日：人民幣60百萬元）。

### 11. 應收貿易款項及其他應收款項 – 續

附註：– 續

i. 應收貿易款項及應收票據 – 續

於報告期末應收票據之到期日分析如下：

ii. 應收貸款

本集團的應收貸款詳情載列如下：



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

### 11. TRADE AND OTHER RECEIVABLES – continued

Notes: – continued

#### ii. Loan receivables – continued

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

Included in the carrying amount of loan receivables as at 30 June 2024 is an amount of approximately RMB247 million (as at 31 December 2023: RMB241 million) due from related parties controlled by a substantial shareholder of the Company which is secured by equipment and motor vehicles of the said related parties and guaranteed by the said substantial shareholder of the Company, interest bearing at 6% (as at 31 December 2023: 7%) per annum and repayable by instalments up to 2027 (as at 31 December 2023: up to 2025).

Included in the carrying amount of loan receivables as at 30 June 2024 of approximately RMB215 million (as at 31 December 2023: RMB105 million) due from third parties and are secured by motor vehicles of these third parties and guaranteed by related parties controlled by a substantial shareholder of the Company in respect of amounts owed to the Group, interest bearing at 7% to 9% (as at 31 December 2023: 7% to 8%) per annum and repayable by instalments up to final maturity dates ranging from 2025 to 2027 (as at 31 December 2023: ranging from 2024 to 2025).

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

		As at 30 June 2024 於2024年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2023 於2023年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Fixed-rate loan receivables:	應收固定利率貸款：		
Within one year	1年以內	674	818
In more than one year but not exceeding two years	1年以上但不多於2年	258	60
In more than two years but not exceeding five years	2年以上但不多於5年	12	17
		<b>944</b>	<b>895</b>

### 11. 應收貿易款項及其他應收款項 – 續

附註：– 續

#### ii. 應收貸款 – 續

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

於2024年6月30日的應收貸款賬面值包括應收本公司一名主要股東所控制關聯方款項約人民幣247百萬元（於2023年12月31日：人民幣241百萬元），以該等關聯方的設備及汽車作抵押並由本公司上述主要股東作擔保，按年利率6%（於2023年12月31日：7%）計息且須於2027年（於2023年12月31日：直至2025年）前分期償還。

於2024年6月30日的應收貸款賬面值包括應收第三方款項約人民幣215百萬元（於2023年12月31日：人民幣105百萬元），以該等第三方的汽車作抵押並以本公司一名主要股東控制的關聯方就結欠本集團款項作擔保，按年利率7%至9%（於2023年12月31日：7%至8%）計息且須於最終到期日（介乎2025年至2027年（於2023年12月31日：介乎2024年至2025年））前分期償還。

本集團應收固定利率貸款所面臨的利率風險及其合約到期日如下：

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## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

### 11. TRADE AND OTHER RECEIVABLES – continued

Notes: – continued

ii. Loan receivables – continued

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

		As at 30 June 2024 於2024年 6月30日	As at 31 December 2023 於2023年 12月31日
Effective interest rate:	實際利率：		
Fixed-rate loan receivables	應收固定利率貸款	3.35%–12.00%	4.20%–12.00%

### 11. 應收貿易款項及其他應收款項 – 續

附註：– 續

ii. 應收貸款 – 續

以下為本集團應收貸款的實際利率（相同於合約利率）範圍：

### 12. TRADE AND OTHER PAYABLES

### 12. 應付貿易款項及其他應付款項

		As at 30 June 2024 於2024年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2023 於2023年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Trade payables (Note (i))	應付貿易款項(附註(i))	11,789	11,531
Bills payables (Note (ii))	應付票據(附註(ii))	3,919	5,423
Provision for warranty	保修費撥備	507	474
Provision for rebates (Note (iii))	回扣撥備(附註(iii))	594	858
Contract liabilities	合約負債	1,939	1,544
Accrued staff costs	預提員工成本	945	1,251
Accrued selling and distribution expenses	預提銷售及分銷費用	387	391
Deposits received from sub-contractors	已收分包商按金	2,738	2,634
Payables for purchase of property, plant and equipment	購置物業、廠房及設備的 應付款項	616	707
Rental deposits received	已收租金按金	176	178
VAT and other tax payables	應付增值稅及其他稅項	450	572
Other deposits received	其他已收按金	58	62
Accruals and other payables	預提費用及其他應付款項	2,243	1,960
		<b>26,361</b>	<b>27,585</b>
Analysed for reporting propose as	就呈報目的分析為		
Current liabilities	流動負債	25,065	26,566
Non-current liabilities	非流動負債	1,296	1,019
		<b>26,361</b>	<b>27,585</b>

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

### 12. TRADE AND OTHER PAYABLES – continued

Notes:

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

		As at 30 June 2024 於2024年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2023 於2023年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Within 30 days	30天以內	5,559	5,012
31-60 days	31天至60天	2,577	2,146
61-90 days	61天至90天	1,422	1,247
91 days or over	91天或以上	2,231	3,126
		<b>11,789</b>	<b>11,531</b>

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

		As at 30 June 2024 於2024年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2023 於2023年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Within 30 days	30天以內	561	726
31-60 days	31天至60天	613	1,041
61-90 days	61天至90天	634	1,076
91 days or over	91天或以上	2,111	2,580
		<b>3,919</b>	<b>5,423</b>

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

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

### 12. 應付貿易款項及其他應付款項 – 續

附註：

- i. 於報告期末按發票日期呈列之應付貿易款項之賬齡分析如下：

- ii. 於報告期末，應付票據之到期日分析如下：

於報告期末，所有應付票據均未到期。

- iii. 該等金額為來自與向若干客戶銷售貨品有關之未付回扣。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

### 13. BANK BORROWINGS

### 13. 銀行借款

		As at 30 June 2024 於2024年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2023 於2023年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Bank borrowings comprise the following:	銀行借款包括以下各項：		
Secured	已抵押	4,621	5,355
Unsecured	無抵押	14,336	9,960
		<b>18,957</b>	<b>15,315</b>
		As at 30 June 2024 於2024年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2023 於2023年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Carrying amount of bank borrowings repayable based on scheduled repayment dates set out in the loan agreements:	須根據貸款協議所載之計劃還款日期償還之銀行借款賬面值：		
Within one year	1年以內	11,170	8,218
More than one year but not exceeding two years	1年以上但不超過2年	3,616	2,955
More than two years but not exceeding five years	2年以上但不超過5年	2,158	2,247
Over five years	5年以上	2,013	1,895
		<b>18,957</b>	<b>15,315</b>
Less: amounts due within one year shown under current liabilities	減：列示於流動負債並於一年內到期之款項	(11,170)	(8,218)
Amounts shown under non-current liabilities	列示於非流動負債之款項	<b>7,787</b>	<b>7,097</b>

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

### 14. SHARE CAPITAL

### 14. 股本

		Number of shares 股份數目		Share capital 股本	
		Six months ended 30 June 2024 截至2024年 6月30日 止六個月	Year ended 31 December 2023 截至2023年 12月31日 止年度	Six months ended 30 June 2024 截至2024年 6月30日 止六個月 RMB million 人民幣百萬元 (unaudited) (未經審核)	Year ended 31 December 2023 截至2023年 12月31日 止年度 RMB million 人民幣百萬元 (audited) (已經審核)
Ordinary shares of HK\$0.1 each	每股面值為港幣0.1元之普通股				
<b>Authorised:</b>	<b>法定：</b>				
At beginning and at end of the period/year	期／年初及期／年末	10,000,000,000	10,000,000,000	1,063	1,063
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>				
At beginning of the period/year	期／年初	2,405,653,420	2,585,201,420	250	266
Purchase of own shares for cancellation	購買本身股份以供註銷	(70,582,000)	(179,548,000)	(7)	(16)
At end of the period/year	於期／年末	2,335,071,420	2,405,653,420	243	250

During the six months ended 30 June 2024, the Company repurchased 98,330,000 shares (for the six months ended 30 June 2023: nil) of its own ordinary shares through The Stock Exchange of Hong Kong Limited with an aggregate consideration of RMB273 million (for the six months ended 30 June 2023: nil) paid. Certain shares of the Company repurchased close to the end of last reporting period were not yet cancelled and remained as treasury shares to be cancelled at 31 December 2023 and being cancelled during the Current Period while certain shares repurchased close to the end of the Current Period were not yet cancelled at 30 June 2024. At 30 June 2024, 30,598,000 (31 December 2023: 2,850,000) shares were included as treasury shares to be cancelled.

截至2024年6月30日止六個月，本公司透過香港聯合交易所有限公司購回98,330,000股（截至2023年6月30日止六個月：無）自身普通股，已支付代價合共人民幣273百萬元（截至2023年6月30日止六個月：無）。本公司於將近上一報告期末購回的若干股份於2023年12月31日並未註銷且保留為將註銷之庫存股，該等股份於本期內註銷，而於將近本期末購回的若干股份於2024年6月30日尚未註銷。於2024年6月30日，30,598,000股（2023年12月31日：2,850,000股）股份納入將註銷之庫存股。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

### 15. SHARE-BASED PAYMENTS

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

#### Share options of the Company

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

	Six months ended 30 June 2024 截至2024年6月30日 止六個月		Year ended 31 December 2023 截至2023年12月31日 止年度		
	Number of share options 購股權數目	Weighted average exercise price 加權平均 行使價 HK\$ 港幣	Number of share options 購股權數目	Weighted average exercise price 加權平均 行使價 HK\$ 港幣	
Outstanding at the beginning and end of the period/year	於期／年初及期／ 年末尚未行使	24,328,000	4.148	24,328,000	4.148
Exercisable at the end of the period/year	於期末／年末可行使	24,328,000		24,328,000	

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

#### Share awards of the Company

On 21 October 2020, an employees' share award scheme (the "2020 Share Award Scheme") was adopted by the Company. The 2020 Share Award Scheme is valid and effective for a period of 10 years commencing from 21 October 2020. Pursuant to the rules of this scheme, the Group has set up a trust for the purpose of administering the 2020 Share Award Scheme and holding the awarded shares before they vest. No share has been acquired under the 2020 Share Award Scheme during the year ended 31 December 2023 and the period ended 30 June 2024.

### 15. 股份基礎給付

本公司已採納香港財務報告準則第2號股份基礎給付計入購股權及股份獎勵。

#### 本公司購股權

本公司於本期間及上年授出尚未行使之購股權的變動如下。

本集團於兩段期間內並無就本公司授出之購股權確認任何費用。

#### 本公司股份獎勵

於2020年10月21日，本公司採用僱員股份獎勵計劃（「2020年股份獎勵計劃」）。2020年股份獎勵計劃自2020年10月21日起計有效期為十年。根據該計劃規則，本集團已成立一項信託，以管理2020年股份獎勵計劃及在獎勵股份歸屬前持有該等獎勵股份。截至2023年12月31日止年度及截至2024年6月30日止期間，並無根據2020年股份獎勵計劃購買任何股份。

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## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

### 15. SHARE-BASED PAYMENTS - continued

#### Share awards of the Company - continued

During the six months ended 30 June 2024, nil (during the year ended 31 December 2023: 10,930,000) awarded shares of the Company under the 2020 Share Award Scheme were granted. 9,030,000 awarded shares (during the year ended 31 December 2023: 14,784,000) were vested and 400,000 (during the year ended 31 December 2023: nil) awarded shares were lapsed during the current interim period, and 8,500,000 awarded shares (during the year ended 31 December 2023: 17,930,000) and 500,000 awarded shares (2023: 500,000) will be vested in 2024 and 2025, respectively.

### 16. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

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

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

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

### 15. 股份基礎給付 - 續

#### 本公司股份獎勵 - 續

截至2024年6月30日止六個月，並無根據2020年股份獎勵計劃授出本公司的獎勵股份（截至2023年12月31日止年度：10,930,000股）。於本中期期間，9,030,000股（截至2023年12月31日止年度：14,784,000股）獎勵股份已歸屬及400,000股（截至2023年12月31日止年度：無）獎勵股份已失效，而8,500,000股（截至2023年12月31日止年度：17,930,000股）獎勵股份及500,000股（2023年：500,000股）獎勵股份將分別於2024年及2025年歸屬。

### 16. 金融工具之公允值計量

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

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

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

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## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

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

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

The following tables present the Group's financial instruments that are measured at fair value at 30 June 2024 and 31 December 2023 by fair value hierarchy:

### 16. 金融工具之公允值計量 - 續

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

下表按公允值級別呈列本集團於2024年6月30日及2023年12月31日按公允值計量之金融工具：

		Level 1 級別1 RMB million 人民幣百萬元	Level 2 級別2 RMB million 人民幣百萬元	Level 3 級別3 RMB million 人民幣百萬元	Total 總計 RMB million 人民幣百萬元
<b>At 30 June 2024</b>		<b>於2024年6月30日</b>			
<b>Financial assets</b>	<b>金融資產</b>				
Financial assets at FVTPL (included in other financial assets)	按公允值計入損益之 金融資產 (計入其他金融資產)	392	6	2,637	3,035
Equity instruments at FVTOCI (included in other financial assets)	按公允值計入其他 全面收入之股權工具 (計入其他金融資產)	243	-	860	1,103
Trade receivables at FVTOCI	按公允值計入其他 全面收入之應收 貿易款項	-	-	531	531
		<b>635</b>	<b>6</b>	<b>4,028</b>	<b>4,669</b>
<b>Financial liabilities</b>	<b>金融負債</b>				
Derivative financial instruments (included in other financial liabilities)	衍生金融工具 (計入其他金融負債)	-	(1)	-	(1)
<b>At 31 December 2023</b>		<b>於2023年12月31日</b>			
<b>Financial assets</b>	<b>金融資產</b>				
Financial assets at FVTPL (included in other financial assets)	按公允值計入損益之 金融資產 (計入其他金融資產)	528	1	2,424	2,953
Equity instruments at FVTOCI (included in other financial assets)	按公允值計入其他 全面收入之股權工具 (計入其他金融資產)	281	-	1,094	1,375
Trade receivables at FVTOCI	按公允值計入其他 全面收入之應收 貿易款項	-	-	215	215
		<b>809</b>	<b>1</b>	<b>3,733</b>	<b>4,543</b>



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## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

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

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

### 16. 金融工具之公允值計量 - 續

(a) 按經常性基準以公允值計量本集團的金融資產及金融負債的公允值 - 續

Financial assets (financial liabilities)	Fair value as at 公允值		Fair value hierarchy	Valuation technique(s) and key input(s)
	30 June 2024 於2024年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	31 December 2023 於2023年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)		
<b>Financial assets at FVTPL other than derivative financial instruments</b> 按公允值計入損益之金融資產， 衍生金融工具除外				
Listed equity securities 上市股權證券	392	528	Level 1 級別1	Quoted bid prices in an active market 活躍市場之買入報價
Unlisted equity securities 非上市股權證券	2,297	2,205	Level 3 (Note (a)) 級別3 (附註(a))	Market approach 市場法 Valuations are derived by the earnings attributable to owners of the investment, trading multiples of comparable companies and discount for lack of marketability. 估值乃根據投資擁有人應佔收益、可資比較公司的買賣倍數及缺乏市場流通性的折讓。
Unlisted investment funds 非上市投資基金	319	149	Level 3 (Note (b)) 級別3 (附註(b))	Discounted cash flow 貼現現金流 Future cash flows are estimated based on expected applicable yield of the underlying investment portfolio and adjustments of related expenses, discounted at rates that reflect the credit risk of various counterparties. 未來現金流乃根據相關投資組合的預期適用收益率及相關費用調整估計，並按反映各交易對手信貸風險的利率貼現。
Listed equity securities with restrictions for sale 受限於交易限制之上市股權證券	21	70	Level 3 (Note (c)) 級別3 (附註(c))	Quoted bid prices of the same listed securities in an active market and adjustment for the factor of trading restrictions. 活躍市場之相同上市證券之買入報價，並就買賣限制進行調整。
	<b>3,029</b>	<b>2,952</b>		

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FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

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

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

### 16. 金融工具之公允值計量 - 續

(a) 按經常性基準以公允值計量本集團的金融資產及金融負債的公允值 - 續

Financial assets (financial liabilities)	Fair value as at 公允值		Fair value hierarchy	Valuation technique(s) and key input(s)
	30 June 2024 於2024年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	31 December 2023 於2023年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)		
<b>Equity instruments at FVTOCI</b> 按公允值計入其他全面收入 之股權工具				
Listed equity securities 上市股權證券	243	281	Level 1 級別1	Quoted bid prices in an active market 活躍市場之買入報價
Unlisted equity securities 非上市股權證券	860	1,094	Level 3 (Note (d)) 級別3 (附註(d))	Market approach 市場法 Valuations are derived by the earnings attributable to owners of the investment, trading multiples of comparable companies and discount for lack of marketability. 估值乃根據投資擁有人應佔收益、可資比較公司的買賣倍數及缺乏市場流通性的折讓。
	<b>1,103</b>	<b>1,375</b>		
<b>Trade receivables at FVTOCI</b> 按公允值計入其他全面收入 之應收貿易款項				
Trade receivables 應收貿易款項	531	215	Level 3 級別3	Discounted cash flow 貼現現金流 Future cash flows are estimated based on expected settlement and discounted at rate that reflects the credit risk of the counterparties. 未來現金流乃根據預期結算估計，並按反映交易對手信貸風險的利率貼現。

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## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

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

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

### 16. 金融工具之公允值計量 - 續

(a) 按經常性基準以公允值計量本集團的金融資產及金融負債的公允值 - 續

Financial assets (financial liabilities)	Fair value as at 公允值		Fair value hierarchy	Valuation technique(s) and key input(s)
	30 June 2024 於2024年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	31 December 2023 於2023年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)		
<b>Derivative financial instruments:</b> 衍生金融工具：				
Foreign currency forward contracts – assets (included in other financial assets) 外幣遠期合約 – 資產 (計入其他金融資產)	6	1	Level 2 級別2	Discounted cash flow 貼現現金流
Foreign currency forward contracts – liabilities (included in other financial liabilities) 外幣遠期合約 – 負債 (計入其他金融負債)	(1)	-	Level 2 級別2	Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contracted forward rates, discounted at rates that reflect the credit risk of various counterparties. 未來現金流乃根據遠期匯率(來自報告期末 的可觀察遠期匯率)及已訂約遠期利率估計， 並按反映各交易對手信貸風險的利率貼現。
	5	1		

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

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

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

Notes:

- (a) Discount for lack of marketability of 20% (31 December 2023: 25%) is the key unobservable input used in the valuation. A slight decrease in discount for lack of marketability used in valuation would result in a significant increase in the fair value measurement of the unlisted equity securities at FVTPL, and vice versa. A 5% (31 December 2023: 5%) decrease in the discount for lack of marketability holding all other variables constant would increase the carrying amount of the unlisted equity securities at FVTPL by RMB39 million (31 December 2023: RMB30 million).
- (b) Expected yield of 5% (31 December 2023: 5%) is the key unobservable input used in the valuation. A slight increase in the expected yield would result in a significant increase in the fair value measurement of the unlisted investment funds, and vice versa. A 5% (31 December 2023: 5%) increase in the expected yield holding all other variables constant would increase the carrying amount of the unlisted investment funds by RMB2 million (31 December 2023: RMB2 million).
- (c) Discount for prohibition of trading on listed entity of 11% (31 December 2023: 3% and 12%) is the key unobservable input used in the valuation. A slight decrease in discount for prohibition of trading used in valuation would result in a significant increase in the fair value measurement of the listed equity securities with restriction for sale at FVTPL, and vice versa. A 5% (31 December 2023: 5%) decrease in the discount for prohibition of trading holding all other variables constant would increase the carrying amount of the listed equity securities with restriction for sale at FVTPL by RMB1 million (31 December 2023: RMB4 million).
- (d) Discount for lack of marketability of 11% (31 December 2023: 12%) is the key unobservable input used in the valuation. A slight decrease in discount for lack of marketability used in valuation would result in a significant increase in the fair value measurement of the unlisted equity securities at FVTOCI, and vice versa. A 5% (31 December 2023: 5%) decrease in the discount for lack of marketability holding all other variables constant would increase the carrying amount of the unlisted equity securities at FVTOCI by RMB22 million (31 December 2023: RMB20 million).

### 16. 金融工具之公允值計量 – 續

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

附註：

- (a) 缺乏市場流通性的貼現率20%（2023年12月31日：25%）為估值中使用的主要不可觀察輸入數據。在估值時就缺乏市場流通性進行的貼現輕微下降，將導致按公允值計入損益之非上市股權證券的公允值計量顯著上升，反之亦然。就缺乏市場流通性進行的貼現減少5%（2023年12月31日：5%），而其他所有變量保持不變，將導致按公允值計入損益之非上市股權證券的賬面值增加人民幣39百萬元（2023年12月31日：人民幣30百萬元）。
- (b) 預期收益率5%（2023年12月31日：5%）為估值中使用的主要不可觀察輸入數據。預期收益率輕微上升，將導致非上市投資基金的公允值計量顯著增加，反之亦然。預期收益率上升5%（2023年12月31日：5%），而其他所有變量保持不變，將導致非上市投資基金的賬面值增加人民幣2百萬元（2023年12月31日：人民幣2百萬元）。
- (c) 對上市實體交易限制的貼現率11%（2023年12月31日：3%及12%）為估值中使用的主要不可觀察輸入數據。在估值中使用的交易限制的貼現輕微下降，將導致按公允值計入損益的具出售限制之上市股權證券的公允值計量顯著上升，反之亦然。就交易限制進行的貼現減少5%（2023年12月31日：5%），而其他所有變量保持不變，將導致按公允值計入損益的具出售限制之上市股權證券的賬面值增加人民幣1百萬元（2023年12月31日：人民幣4百萬元）。
- (d) 缺乏市場流通性的貼現率11%（2023年12月31日：12%）為估值中使用的主要不可觀察輸入數據。在估值時就缺乏市場流通性進行的貼現輕微下降，將導致按公允值計入其他全面收入之非上市股權證券的公允值計量顯著上升，反之亦然。就缺乏市場流通性進行的貼現減少5%（2023年12月31日：5%），而其他所有變量保持不變，將導致按公允值計入其他全面收入之非上市股權證券的賬面值增加人民幣22百萬元（2023年12月31日：人民幣20百萬元）。

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

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

### 16. 金融工具之公允值計量 - 續

(b) 按經常性基準以公允值計量金融資產級別3公允值計量之對賬

	Financial assets at FVTPL			Equity instruments at FVTOCI
	按公允值計入損益之金融資產			按公允值計入其他全面收入之股權工具
	Unlisted equity securities	Unlisted funds	Listed equity securities with restriction for sale	Unlisted equity securities
	非上市股權證券	非上市基金	限制之上市股權證券	非上市股權證券
	RMB million	RMB million	RMB million	RMB million
	人民幣百萬元	人民幣百萬元	人民幣百萬元	人民幣百萬元
At 1 January 2024 (audited)	2,205	149	70	1,094
(Loss) gain from changes in fair value of equity instruments at FVTPL (Note (a))	(2)	1	(11)	-
Fair value loss on investments in equity instruments at FVTOCI (Note (b))	-	-	-	(295)
Transfer out of level 3 (Note (c))	-	-	(38)	-
Investments	102	482	-	61
Disposals	(8)	(313)	-	-
At 30 June 2024 (unaudited)	2,297	319	21	860

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FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

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

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

### 16. 金融工具之公允值計量 - 續

(b) 按經常性基準以公允值計量金融資產級別3公允值計量之對賬 - 續

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

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## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

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

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

Notes:

- (a) Such fair value gains or losses are included in "other gains and losses".
- (b) Such gains and losses are included and are reported as changes of "FVTOCI reserve".
- (c) During the periods ended 30 June 2024 and 2023, certain equity securities were transferred out of Level 3 of the expiration of the period that trading of the relevant shares was prohibited on the relevant stock exchanges.

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

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

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

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

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

### 16. 金融工具之公允值計量 - 續

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

附註：

- (a) 該等公允值收益或虧損計入「其他收益及虧損」。
- (b) 該等收益及虧損計入並呈報為「按公允值計入其他全面收入之儲備」的變動。
- (c) 截至2024年及2023年6月30日止期間，於相關證券交易所禁止相關股份買賣的期限屆滿後，若干股權證券被轉出級別3。

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

#### (c) 公允值計量及估值過程

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

有關釐定不同資產及負債公允值所使用的估值技術及輸入數據的資料已於上文披露。

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

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

### 17. PLEDGE OF AND RESTRICTION ON ASSETS

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

		As at 30 June 2024 於2024年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2023 於2023年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Right-of-use assets, leasehold land and buildings and machines	使用權資產、租賃土地及樓宇以及機器	4,004	4,805
Investment properties	投資物業	1,062	1,082
Stock of properties	物業存貨	1,999	1,673
Trade and bills receivables	應收貿易款項及應收票據	8	213
		<b>7,073</b>	<b>7,773</b>

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

In addition to the above, the equity of a subsidiary as at 30 June 2024 and 31 December 2023 was also pledged to a bank for facility provided to the Group.

### 18. CAPITAL COMMITMENTS

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

		As at 30 June 2024 於2024年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	As at 31 December 2023 於2023年 12月31日 RMB million 人民幣百萬元 (audited) (已經審核)
Contracted but not provided for, in respect of acquisition of property, plant and equipment	就收購物業、廠房及設備已簽定合約但未作撥備之承諾	964	957

### 17. 資產抵押及限制

於報告期末，本集團之借款以下列項目作抵押及擔保：

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

除上文所述外，一家附屬公司於2024年6月30日及2023年12月31日的股權亦已就本集團獲提供的融資抵押予銀行。

### 18. 資本承諾

於報告期末，本集團之資本承諾如下：



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

### 19. CONTINGENT LIABILITIES

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

### 20. RELATED PARTY DISCLOSURES

#### (a) Related party transactions

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

### 19. 或然負債

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

### 20. 關連人士之披露

#### (a) 關連人士之交易

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

		Six months ended 截止六個月	
		30 June 2024 2024年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	30 June 2023 2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)
<b>Associates</b>	<b>聯營公司</b>		
Sales of finished goods and service fee income	產成品銷售及服務費用收入	294	214
<b>Joint ventures</b>	<b>合資企業</b>		
Service fee paid	支付服務費用	2	2
Sales of finished goods	產成品銷售	2	-
<b>Other related parties</b>	<b>其他關連人士</b>		
Sale of automobile components to a related party (Note (i))	向一名關連人士銷售汽車部件 (附註(i))	12	3
Interest income from loan receivables from related parties (Note (i))	來自關連人士應收貸款之利息收入(附註(i))	7	10
Consultancy fee paid to a substantial shareholder of the Company	支付予本公司一位主要股東之顧問費用	1	1
Sale of electronic products to a related party (Note (ii))	向一名關連人士銷售電子產品 (附註(ii))	45	48

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

FOR THE SIX MONTHS ENDED 30 JUNE 2024 截至2024年6月30日止六個月

### 20. RELATED PARTY DISCLOSURES – continued

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

Notes:

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

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

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

### 20. 關連人士之披露 – 續

#### (a) 關連人士之交易 – 續

附註：

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

#### (b) 主要管理人員酬金

本期間，董事及其他主要管理成員之酬金如下：

		Six months ended 截止六個月	
		30 June 2024 2024年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)	30 June 2023 2023年 6月30日 RMB million 人民幣百萬元 (unaudited) (未經審核)
Short-term benefits	短期福利	18	37
Share-based payments	股份基礎給付	7	17
		<b>25</b>	<b>54</b>

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

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

# Report on Review of Condensed Consolidated Financial Statements

## 簡明綜合財務報表的審閱報告

# Deloitte.

# 德勤

TO THE BOARD OF DIRECTORS OF SKYWORTH GROUP LIMITED

創維集團有限公司

(incorporated in Bermuda with limited liability)

致創維集團有限公司董事會

(於百慕達註冊成立之有限公司)

### INTRODUCTION

We have reviewed the condensed consolidated financial statements of Skyworth Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 27 to 65, which comprise the condensed consolidated statement of financial position as of 30 June 2024 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### SCOPE OF REVIEW

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

### 引言

本核數師已審閱第27至65頁所載的簡明綜合財務報表，包括創維集團有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）於2024年6月30日的簡明綜合財務狀況表，以及截至該日止六個月期間的相關簡明綜合損益及其他全面收入表、權益變動表及現金流量表及若干附註解釋。根據香港聯合交易所有限公司證券上市規則規定，中期財務資料報告須按照其相關條文以及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」（「香港會計準則第34號」）編製。貴公司董事負責按照香港會計準則第34號編製及呈報該等簡明綜合財務報表。本核數師之責任在於根據受聘之協定條款審閱該等簡明綜合財務報表，就此達成結論，並僅向閣下（作為整體）匯報，而不作任何其他用途。本核數師不就本報告之內容向任何其他人士承擔或負上任何責任。

### 審閱範圍

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

# Report on Review of Condensed Consolidated Financial Statements

## 簡明綜合財務報表的審閱報告

### CONCLUSION

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

### 結論

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

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

27 August 2024

**德勤•關黃陳方會計師行**  
執業會計師  
香港

2024年8月27日

# Corporate Governance and Other Information

## 企業管治及其他資料

### REVIEW OF INTERIM RESULTS

The unaudited interim results of Skyworth Group Limited (the "Company") and its subsidiaries from time to time (referred to as the "Group") for the six months ended 30 June 2024 ("Current Period") were reviewed by the audit committee of the Company (the "Audit Committee") and the auditor of the Company, Messrs. Deloitte Touche Tohmatsu.

### INTERIM DIVIDEND

Taking into account the Company's profitability and capital required for future development, the Board does not recommend the payment of interim dividend for the Current Period (for the six months ended 30 June 2023: 3 HK cents per share of the Company).

### 中期業績之審閱

創維集團有限公司(「本公司」)及其不時之附屬公司(統稱「本集團」)之截至2024年6月30日止六個月(「本期」)未經審核中期業績已由本公司審核委員會(「審核委員會」)及本公司核數師德勤·關黃陳方會計師行審閱。

### 中期股息

董事會在充分考慮本公司盈利狀況及未來發展資金需求後，決定本期不派發中期股息(截至2023年6月30日止六個月：每股本公司股份港幣3仙)。

# Corporate Governance and Other Information

## 企業管治及其他資料

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

As at 30 June 2024, the interests and short positions that the directors of the Company (the "Directors") and the chief executive of the Company had or were deemed to have in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO"), which were required (i) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) to be recorded in the register maintained by the Company pursuant to Section 352 of the SFO; or (iii) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as ("Model Code") set out in Appendix C3 to the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules"), were as follows:

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

##### The Company

Name of Director	Capacity	Number of Shares held	Approximate percentage of the total number of issued Shares (Note d) 佔已發行股份總數之概約百分比 (附註d)
董事姓名	身份	持有股份之數目	
Lin Jin 林勁	Beneficial owner 實益擁有人	3,898,719	0.17%
Liu Tangzhi 劉棠枝	Beneficial owner 實益擁有人	5,000,000	0.21%
Shi Chi 施馳	Beneficial owner 實益擁有人	18,000,000	0.77%
	Beneficiary of a trust 信託受益人	8,000,000	0.34%
	Spousal interest 配偶權益	15,084,000	0.65%
		41,084,000	1.76%
Lin Wei Ping 林衛平	Beneficial owner 實益擁有人	9,160,382	0.39%
	Spousal interest 配偶權益	1,238,258,799	53.03%
		1,247,419,181	53.42%
Lam Shing Choi, Eric 林成財	Beneficial owner 實益擁有人	2,500,000	0.11%
	Beneficiary of a trust 信託受益人	1,000,000	0.04%
		3,500,000	0.15%
Li Weibin 李偉斌	Beneficial owner 實益擁有人	1,000,000	0.04%

### 董事於股份、購股權及獎勵股份之權益

於2024年6月30日，本公司董事（「董事」）及主要行政人員於或被視為於本公司及其相聯法團（定義見香港法例第571章《證券及期貨條例》（「證券及期貨條例」））之股份、相關股份及債券中擁有(i)根據《證券及期貨條例》第xv部第7及第8分部條文須知會本公司及香港聯合交易所有限公司（「聯交所」）的權益及淡倉（包括彼等根據《證券及期貨條例》之該等條文擁有或被視為擁有之權益及淡倉）；或(ii)本公司將遵照《證券及期貨條例》第352條存置之登記冊所載的權益及淡倉；或(iii)根據聯交所證券上市規則（「上市規則」）附錄c3所載之《上市發行人董事進行證券交易的標準守則》（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

#### (a) 於本公司及相聯法團股份之好倉

##### 本公司

# Corporate Governance and Other Information

## 企業管治及其他資料

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

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

##### The Company – continued

###### Notes:

- (a) 37,300,000 Shares are held by Mr. Wong Wang Sang, Stephen and 1,200,958,799 Shares are held by Target Success Group (PTC) Limited ("Target Success") in its capacity as trustee of the Skysource Unit Trust in which all of the units and issued shares of Target Success are held by Mr. Wong Wang Sang, Stephen. As such, Mr. Wong Wang Sang, Stephen is interested and deemed to be interested in 1,238,258,799 Shares.
- (b) Ms. Lin Wei Ping is interested in 1,247,419,181 Shares, which comprise 9,160,382 Shares held by herself and the deemed interests in 1,238,258,799 Shares held by her spouse Mr. Wong Wang Sang, Stephen.
- (c) Mr. Wong Wang Sang, Stephen is interested in 1,247,419,181 Shares, which comprise 37,300,000 Shares held by himself, the deemed interests in 1,200,958,799 Shares held by Target Success and the deemed interests in 9,160,382 Shares held by his spouse Ms. Lin Wei Ping.
- (d) The calculation is based on the total number of issued Shares of the Company (i.e. 2,335,071,420 Shares) as at 30 June 2024.
- (e) Please refer to the section below headed "(c) Awarded Shares of the Company" for details on the Director's interest in the underlying shares of the Company.

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

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

###### Note:

- (a) The calculation is based on the total number of issued shares of Skyworth Digital Co., Ltd. (i.e. 1,150,216,072 shares) as at 30 June 2024.

### 董事於股份、購股權及獎勵股份之權益 – 續

#### (a) 於本公司及相聯法團股份之好倉 – 續

##### 本公司 – 續

###### 附註：

- (a) 37,300,000 股股份由黃宏生先生持有，及該 1,200,958,799 股股份由 Target Success Group (PTC) Limited (「Target Success」) 以信託形式代表 Skysource Unit Trust 持有，而全部單位和 Target Success 全部已發行股份是由黃宏生先生持有。因此，黃宏生先生持有及被視為持有 1,238,258,799 股股份之權益。
- (b) 林衛平女士持有 1,247,419,181 股股份之權益，其中包括由其本人持有 9,160,382 股股份及被視為持有由其配偶黃宏生先生持有 1,238,258,799 股股份之權益。
- (c) 黃宏生先生持有 1,247,419,181 股股份之權益，其中包括其本人持有的 37,300,000 股股份、被視為持有由 Target Success 所持有的 1,200,958,799 股股份之權益及被視為持有由其配偶林衛平女士所持有的 9,160,382 股股份之權益。
- (d) 計算乃基於本公司於 2024 年 6 月 30 日已發行之股份總數 (即 2,335,071,420 股)。
- (e) 有關董事在本公司相關股份中的權益詳情，請參閱下文「(c) 本公司之獎勵股份」部分。

#### 相聯法團 – 創維數字股份有限公司

###### 附註：

- (a) 計算乃基於創維數字股份有限公司於 2024 年 6 月 30 日已發行之股份總數 (即 1,150,216,072 股)。

# Corporate Governance and Other Information

## 企業管治及其他資料

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

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

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

#### Employees

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

### 董事於股份、購股權及獎勵股份之權益 - 續

#### (b) 本公司之購股權

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

#### 僱員



# Corporate Governance and Other Information

## 企業管治及其他資料

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

#### (b) Share Options of the Company - continued Employees - continued

### 董事於股份、購股權及獎勵股份之權益 - 續

#### (b) 本公司之購股權 - 續 僱員 - 續

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

#### Notes:

- (a) The closing price of the Shares immediately before 22 January 2016 and 15 April 2019 (i.e. the date on which the respective share options referred to above were granted) was HK\$4.22 and HK\$2.62 respectively.
- (b) The fair value of share option granted on 22 January 2016 and 15 April 2019 was HK\$4.22 per Share and HK\$2.62 per Share, respectively.
- (c) No share options under the 2014 Share Option Scheme were granted/exercised/cancelled/lapsed during the Current Period.
- (d) The number of options available for grant under the 2014 Share Option Scheme at the beginning and the end of the Current Period was 145,700,239 Shares.
- (e) The number of shares that may be issued in respect of options granted under the 2014 Share Option Scheme during the Current Period divided by the weighted average number of Shares of the relevant class in issue during the Current Period is 7.22%.
- (f) The exercise of share options is subject to the fulfilment of the relevant exercising conditions and performance targets.
- (g) Details of the fair value of the share options at the date of grant and the accounting standard and policy adopted are set out in the Group's annual financial statements for the year ended 31 December 2023.

#### 附註：

- (a) 緊接於2016年1月22日及2019年4月15日前(即指前述分別授出的購股權日期)·股份之收市價分別為港幣4.22元及港幣2.62元。
- (b) 於2016年1月22日及2019年4月15日授出的購股權的每股股份公允價值分別為港幣4.22元及港幣2.62元。
- (c) 於本期內並無根據2014年購股權計劃授出/行使/註銷/失效購股權。
- (d) 根據2014年購股權計劃於本期開始及結束時可供授予的購股權數目為145,700,239股。
- (e) 本期根據2014年購股權計劃授予的購股權可能發行的股份數目除以本期已發行相關類別股份的加權平均數為7.22%。
- (f) 購股權的行使取決於能否達成相關的行權條件和業績目標。
- (g) 購股權於授出日期的公允價值以及所採用的會計準則及政策詳情載於本集團截至2023年12月31日止年度之年度財務報表。

# Corporate Governance and Other Information

## 企業管治及其他資料

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

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

##### 2020 Share Award Scheme

The Board adopted a share award scheme on 21 October 2020 (the “2020 Share Award Scheme”). During the Current Period, the Company did not purchase any shares of the Company on the Stock Exchange through an independent trustee. As at 30 June 2024, 17,186,000 shares of the Company were held by the independent trustee, for the purpose of the 2020 Share Award Scheme.

During the Current Period, cash dividend of HK\$859,300 had been received in respect of the shares of the Company held upon the trust for the 2020 Share Award Scheme and shall form part of the trust fund of such trust. Details of the 2020 Share Award Scheme are set out in the announcement of the Company dated 21 October 2020.

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

#### DIRECTORS

Date of grant	Vesting date	Purchase price (HK\$)	Number of awarded shares 獎勵股份之數目				
			Outstanding as at 1 January 2024 於2024年1月1日 尚未歸屬	Granted during the Current Period	Vested during the Current Period (Note b)	Cancelled/Lapsed during the Current Period (Note c)	Outstanding as at 30 June 2024 於2024年6月30日 尚未歸屬
<b>Shi Chi</b> 施馳							
29 August 2022 2022年8月29日	20 December 2024 2024年12月20日	N/A 不適用	8,000,000	-	-	-	8,000,000
<b>Lam Shing Choi, Eric</b> 林成財							
29 August 2023 2023年8月29日	20 December 2024 2024年12月20日	N/A 不適用	500,000	-	-	-	500,000
	20 December 2025 2025年12月20日	N/A 不適用	500,000	-	-	-	500,000
<b>(a) Sub-total (Directors)</b> <b>(a) 小計 (董事)</b>			<b>9,000,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9,000,000</b>

### 董事於股份、購股權及獎勵股份之權益 – 續

#### (c) 本公司之獎勵股份

##### 2020年股份獎勵計劃

董事會於2020年10月21日採納股份獎勵計劃(「2020年股份獎勵計劃」)。於本期內，本公司並無通過獨立信託人於聯交所購買本公司任何股份。截至2024年6月30日，獨立信託人就2020年股份獎勵計劃持有17,186,000股本公司股份。

於本期內，信託人根據2020年股份獎勵計劃持有之本公司股份已收取現金股息港幣859,300元，並將構成該信託之信託基金之一部份。2020年股份獎勵計劃的詳情載列於本公司日期為2020年10月21日的公告。

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

#### 董事

# Corporate Governance and Other Information

## 企業管治及其他資料

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

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

##### 2020 Share Award Scheme - continued

##### EMPLOYEES

### 董事於股份、購股權及獎勵股份之權益 - 續

#### (c) 本公司之獎勵股份 - 續

##### 2020年股份獎勵計劃 - 續

##### 僱員

Date of grant	Vesting date	Purchase price (HK\$)	Outstanding as at 1 January 2024 於2024年1月1日 尚未歸屬	Granted during the Current Period 本期授予	Number of awarded shares 獎勵股份之數目		Outstanding as at 30 June 2024 於2024年6月30日 尚未歸屬
					Vested during the Current Period (Note b) 本期歸屬 (附註b)	Cancelled/Lapsed during the Current Period (Note c) 本期註銷/ 失效 (附註c)	
15 December 2023 2023年12月15日	24 January 2024 2024年1月24日	N/A 不適用	9,430,000	-	(9,030,000)	(400,000)	-
<b>(b) Sub-total (Employees)</b>			<b>9,430,000</b>	<b>-</b>	<b>(9,030,000)</b>	<b>(400,000)</b>	<b>-</b>
<b>Grand Total: (a) Directors + (b) Employees</b>			<b>18,430,000</b>	<b>-</b>	<b>(9,030,000)</b>	<b>(400,000)</b>	<b>9,000,000</b>
<b>合共：(a) 董事 + (b) 僱員</b>							

#### Notes:

- (a) The closing price of the Shares immediately before 29 August 2022, 27 October 2022, 29 August 2023 and 15 December 2023 (i.e. the date on which the respective share awards referred to above were granted) was HK\$3.79, HK\$2.97, HK\$2.88 and HK\$2.85 respectively.
- (b) The weighted average closing price of the Shares immediately before 24 January 2024 (i.e. the date of vesting) was HK\$2.61.  
  
The fair value of awarded shares granted on 29 August 2022, 29 August 2023 and 15 December 2023 was HK\$3.79 per Share, HK\$2.88 per Share and HK\$2.85 per Share, respectively.
- (c) During the Current Period, 400,000 awarded shares were lapsed and no awarded shares were cancelled.
- (d) The number of awarded share available for grant under the 2020 Share Award Scheme at the beginning and the end of the Current Period is 5,243,068 Shares and 4,887,428 Shares, respectively.
- (e) The vesting of share awards is subject to the fulfilment of the relevant vesting conditions and performance targets.
- (f) Details of the fair value of the share awards at the date of grant and the accounting standard and policy adopted are set out in the Group's annual financial statements for the year ended 31 December 2023.

#### 附註：

- (a) 緊接於2022年8月29日、2022年10月27日、2023年8月29日及2023年12月15日（即指前述分別授出的獎勵股份日期），股份之收市價分別為港幣3.79元、港幣2.97元、港幣2.88元及港幣2.85元。
- (b) 緊接於2024年1月24日（即歸屬日期）前，股份之加權平均收市價為港幣2.61元。  
  
於2022年8月29日、2023年8月29日及2023年12月15日授出的獎勵股份的每股股份公允價值分別為港幣3.79元、港幣2.88元及港幣2.85元。
- (c) 於本期，400,000獎勵股份被失效及並無獎勵股份被註銷。
- (d) 根據2020年股份獎勵計劃於本期開始及結束時可供授予的獎勵股份數目分別為5,243,068股及4,887,428股。
- (e) 獎勵股份的歸屬取決於能否達成相關的歸屬條件和業績目標。
- (f) 獎勵股份於授出日期的公允價值以及所採用的會計準則及政策詳情載於本集團截至2023年12月31日止年度之年度財務報表。

# Corporate Governance and Other Information

## 企業管治及其他資料

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

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

##### 2024 Share Award Scheme

Considering that the remaining balance of the 2020 Share Award Scheme may not be sufficient for future incentive arrangement, the Board adopted a new share award scheme on 30 January 2024 (the "2024 Share Award Scheme"). Pursuant to the scheme rules of the 2024 Share Award Scheme, the Shares will be acquired by the independent trustee at the cost of the Company and be held on trust for the selected participants until the end of each vesting period.

Since the adoption date of the 2024 Share Award Scheme and up to the date of this report, the Company did not purchase any shares of the Company from market through the independent trustee. As at the date of this report, no shares of the Company were held by the independent trustee for the purpose of the 2024 Share Award Scheme. Since the adoption date of the 2024 Share Award Scheme and up to the date of this report, no cash dividend had been received in respect of the shares of the Company held upon the trust for the 2024 Share Award Scheme and shall form part of the trust fund of such trust.

Since the adoption date of the 2024 Share Award Scheme and up to the date of this report, none of the awarded shares under the 2024 Share Award Scheme were granted and none of the Directors or chief executive, or their associates, had any interests in the awarded shares under the 2024 Share Award Scheme.

Save as disclosed above and the nominee shares in certain subsidiaries held in trust for the Group, none of the Directors or chief executive, or their associates, had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of the SFO) as recorded in the register required to be kept under Section 352 of the SFO as at 30 June 2024, and none of the Directors or chief executive, or their spouses or children under the age of 18, had any right to subscribe for the securities of the Company or its associated corporations, or had exercised any such right during the Current Period.

### 董事於股份、購股權及獎勵股份之權益 – 續

#### (c) 本公司之獎勵股份 – 續

##### 2024年股份獎勵計劃

考慮到2020年股份獎勵計劃剩餘的餘額可能不足以用於未來的激勵安排，董事會於2024年1月30日採納新股份獎勵計劃（「2024年股份獎勵計劃」）。根據2024年股份獎勵計劃之計劃規則，股份將由獨立信託人購入，並以信託形式代入選參與者持有股份直至各歸屬期完結為止。

自2024年股份獎勵計劃採納日起至本報告日期，本公司並無通過獨立信託人於市場上購買本公司任何股份。於本報告日期，獨立信託人就2024年股份獎勵計劃沒有持有本公司股份。自2024年股份獎勵計劃採納日起至本報告日期，根據2024年股份獎勵計劃信託人持有之本公司股份並無收取現金股息或將其構成該信託之信託基金之一部份。

自2024年股份獎勵計劃採納日起至本報告日期，2024年股份獎勵計劃概無授出任何獎勵股份及各董事或主要行政人員（或彼等各自之任何聯繫人士）概無擁有2024年股份獎勵計劃所授予獎勵股份的個人權益。

除上文所披露者及為本集團以信託形式持有若干附屬公司的代理人股份外，於2024年6月30日，根據《證券及期貨條例》第352條所規定存置之登記冊所示，各董事或主要行政人員或彼等之聯繫人士概無擁有本公司或其任何相聯法團（定義見《證券及期貨條例》）任何股份、相關股份及債券之任何權益或淡倉，而各董事或主要行政人員或彼等之配偶或18歲以下子女，於本期概無擁有任何認購本公司或其相聯法團證券的權利，亦無行使任何該等權利。

# Corporate Governance and Other Information

## 企業管治及其他資料

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

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

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

### SUBSTANTIAL SHAREHOLDERS

As at 30 June 2024, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that the following substantial shareholders had notified the Company of the relevant interests in the issued Shares.

### 董事於股份、購股權及獎勵股份之權益 - 續

#### 董事購買股份或債權證的安排

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

### 主要股東

於2024年6月30日，本公司遵照《證券及期貨條例》第336條存置的主要股東登記冊顯示，以下主要股東已知會本公司彼等在本公司已發行股份中擁有的相關權益。

Name of shareholder	Capacity	Number of Shares held	Approximate percentage of the total number of issued Shares (Note d) 佔已發行股份總數之概約百分比 (附註d)
股東姓名	身份	持有股份之數目	
<b>Long positions</b>			
<b>好倉</b>			
Target Success	Trustee (Note a)	1,200,958,799	51.43%
Target Success	信託人 (附註a)		
Wong Wang Sang, Stephen (Note c)	Beneficial owner	37,300,000	1.60%
黃宏生 (附註c)	實益擁有人		
	Spousal interest (Note b)	9,160,382	0.39%
	配偶權益 (附註b)		
	Interest of controlled corporation (Note a)	1,200,958,799	51.43%
	所控制的法團的權益 (附註a)		
		1,247,419,181	53.42%

# Corporate Governance and Other Information

## 企業管治及其他資料

### SUBSTANTIAL SHAREHOLDERS – continued

Notes:

- (a) 1,200,958,799 Shares are held by Target Success in its capacity as trustee of the Skysource Unit Trust in which all of the units and issued shares of Target Success are held by Mr. Wong Wang Sang, Stephen. As such, Mr. Wong Wang Sang, Stephen is deemed to be interested in 1,200,958,799 Shares.
- (b) Ms. Lin Wei Ping is interested in 1,247,419,181 Shares, which comprise 9,160,382 Shares held by herself and the deemed interests in 1,238,258,799 Shares held by her spouse Mr. Wong Wang Sang, Stephen. She is also the sole director of Target Success.
- (c) Mr. Wong Wang Sang, Stephen has been acting as a consultant of the Group since August 2012. Mr. Wong is the founder of the Skywell group of companies which are engaged in the manufacturing of cars under the brand "創維汽車 Skyworth" covered by the trademark transfer agreement dated 26 March 2021 entered into between Skyworth Group Co., Ltd.\* (創維集團有限公司) and Sky-well New Energy Automobile Group Co., Ltd.\* (開沃新能源汽車集團股份有限公司), details of which are set out in the Company's announcement dated 26 March 2021.
- (d) The calculation is based on the total number of issued Shares of the Company (i.e. 2,335,071,420 Shares) as at 30 June 2024.

Save as disclosed above, as at 30 June 2024, the Company had not been notified of any other interests or short positions representing 5% or more of the number of shares of the Company in issue as recorded in the register required to be kept by the Company under Section 336 of the SFO.

### RELATED PARTY TRANSACTIONS

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

### 主要股東 – 續

附註：

- (a) 該1,200,958,799股股份由Target Success以信託形式代表Skysource Unit Trust持有，而全部單位和Target Success全部已發行股份是由黃宏生先生持有。因此，黃宏生先生被視為持有1,200,958,799股股份之權益。
- (b) 林衛平女士持有1,247,419,181股股份之權益，其中包括由其本人持有9,160,382股股份及被視為持有由其配偶黃宏生先生持有1,238,258,799股股份之權益。彼亦為Target Success的唯一董事。
- (c) 黃宏生先生自2012年8月開始一直擔任本集團顧問。黃先生為開沃集團公司的創始人，該集團從事生產「創維汽車 Skyworth」品牌的汽車，該品牌由創維集團有限公司與開沃新能源汽車集團股份有限公司於2021年3月26日簽訂的商標轉讓協議所涵蓋，協議詳情載於本公司日期為2021年3月26日之公告。
- (d) 計算乃基於本公司於2024年6月30日已發行之股份總數（即2,335,071,420股）。

除上述所披露者外，於2024年6月30日，本公司概無接獲佔本公司已發行股份5%或以上，並須記錄於本公司根據《證券及期貨條例》第336條須予存置之登記冊內之其他權益或淡倉之通知。

### 關連人士之交易

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

# Corporate Governance and Other Information

## 企業管治及其他資料

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

#### Continuing Connected Transactions

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

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

As of 22 April 2024, all outstanding amount of under the Feb-2022 Leaseback Agreements has been repaid, and the total principal amount repaid, together with interest, amounted to approximately RMB90.6 million. The maximum leasing principal amount under the Feb-2022 Leaseback Agreements at any point of time during the Current Period was RMB112.5 million.

Each of the lessees is indirectly controlled by Mr. Wong Wang Sang, Stephen ("Mr. Wong") and is therefore an associate of Mr. Wong and a connected person of the Company under the Listing Rules. Accordingly, the Feb-2022 Leaseback Agreements and the transactions contemplated respectively thereunder, being financial assistance provided by Shenzhen Chuangwei Financial Leasing in favour of the lessees, constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

### 關連交易／與控股股東的重大合同

#### 持續關連交易

於本期內及截至本報告日期，本集團成員公司進行了以下持續關連交易：

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

於2024年4月22日，2022年2月售後回租協議項下未償還的全部款項已全部償還，已償還的本金（連同利息）合計約人民幣90.6百萬元。於本期內，2022年2月售後回租協議項下任何時間的最高租賃本金金額為人民幣112.5百萬元。

根據上市規則，由於黃宏生先生（「黃先生」）間接控制各承租人，故各承租人均為黃先生的聯繫人士及本公司的關連人士。因此，2022年2月售後回租協議及其項下擬進行之交易（即深圳創維融資租賃提供予承租人的財務資助）構成本公司於上市規則第14A章項下的持續關連交易。

# Corporate Governance and Other Information

## 企業管治及其他資料

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

#### Continuing Connected Transactions - continued

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

As of 14 March 2024, all outstanding amount of under the Mar-2022 Leaseback Agreement has been repaid, and the total principal amount repaid, together with interest, amounted to approximately RMB93.2 million. The maximum leasing principal amount under the Mar-2022 Leaseback Agreement at any point of time during the Current Period was approximately RMB91.7 million.

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

### 關連交易／與控股股東的重大合同 - 續

#### 持續關連交易 - 續

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

於2024年3月14日，2022年3月售後回租協議項下未償還的全部款項已全部償還，已償還的本金（連同利息）合計約人民幣93.2百萬元。於本期內，2022年3月售後回租協議項下任何時間的最高租賃本金金額約為人民幣91.7百萬元。

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



# Corporate Governance and Other Information

## 企業管治及其他資料

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

#### Continuing Connected Transactions - continued

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

As of 14 March 2024, all outstanding amount of under the Jun-2022 Leaseback Agreements has been repaid, and the total principal amount repaid, together with interest, amounted to approximately RMB36.7 million. The maximum leasing principal amount under the Jun-2022 Leaseback Agreements at any point of time during the Current Period was approximately RMB36.1 million.

Each of the lessees is indirectly controlled by Mr. Wong and is therefore an associate of Mr. Wong and a connected person of the Company under the Listing Rules. Accordingly, the Jun-2022 Leaseback Agreements and the transactions contemplated respectively thereunder, being financial assistance provided by Shenzhen Chuangwei Financial Leasing in favour of the lessees, constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

### 關連交易／與控股股東的重大合同 - 續

#### 持續關連交易 - 續

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

於2024年3月14日，2022年6月售後回租協議項下未償還的全部款項已全部償還，已償還的本金（連同利息）合計約人民幣36.7百萬元。於本期內，2022年6月售後回租協議項下任何時間的最高租賃本金金額約為人民幣36.1百萬元。

根據上市規則，由於黃先生間接控制各承租人，故各承租人均為黃先生的聯繫人士及本公司的關連人士。因此，2022年6月售後回租協議及其項下擬進行之交易（即深圳創維融資租賃提供予承租人的財務資助）構成本公司於上市規則第14A章項下的持續關連交易。

# Corporate Governance and Other Information

## 企業管治及其他資料

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

#### Continuing Connected Transactions - continued

- On 30 January 2024, Shenzhen Skyworth Digital Technology Co., Ltd. ("SSDT") entered into a framework agreement with Shenzhen Xiaopai Technology Co., Ltd.\* (深圳小湃科技有限公司) ("Xiaopai") ("2024 Framework Agreement"), pursuant to which SSDT will supply products manufactured by it, pursuant to the terms of the 2024 Framework Agreement for a term of one year running from 30 January 2024 to 31 December 2024 and there is no option to renew the 2024 Framework Agreement. The annual cap in respect of the sale of products by SSDT to Xiaopai under the 2024 Framework Agreement for the year ending 31 December 2024 is RMB197 million, which is determined primarily by reference to (i) the transaction amount of approximately RMB101.4 million actually incurred under the previous framework agreement during the financial year ended 31 December 2023, and (ii) indications in writing by Xiaopai in respect of the volume of orders it intends to place with SSDT under the 2024 Framework Agreement. Details of the transaction were announced by the Company on 30 January 2024.
- On 6 March 2024, Skyworth Automobile Electronics (Shenzhen) Co., Ltd.\* (深圳創維汽車智能有限公司) ("Skyworth Automobile") entered into a procurement agreement with Nanjing Golden Dragon Bus Co., Ltd. Xuzhou Branch\* (南京金龍客車製造有限公司徐州分公司) ("Nanjing Golden Dragon Xuzhou Branch") ("2024 Procurement Agreement"), pursuant to which Skyworth Automobile will, upon its acceptance of purchase orders placed by Nanjing Golden Dragon Xuzhou Branch, supply automobile components manufactured by it to Nanjing Golden Dragon Xuzhou Branch for a term commencing from 6 March 2024 to 31 December 2024 up to an annual cap of RMB20 million. Details of the transaction were announced by the Company on 6 March 2024.

Nanjing Golden Dragon Xuzhou Branch is indirectly controlled by Mr. Wong and is therefore an associate of Mr. Wong and a connected person of the Company under the Listing Rules. Accordingly, the 2024 Procurement Agreement and the transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

### 關連交易／與控股股東的重大合同 - 續

#### 持續關連交易 - 續

- 於2024年1月30日，深圳創維數字技術有限公司(「數字技術」)與深圳小湃科技有限公司(「小湃」)簽訂了框架協議(「2024年框架協議」)，數字技術將根據2024年框架協議的條款提供由其生產的產品，有效期由2024年1月30日至2024年12月31日，為期一年及無權續簽2024年框架協議。根據2024年框架協議，數字技術向小湃於截至2024年12月31日年度出售產品的年度上限為人民幣197百萬元，是參考(i)截至2023年12月31日止財政年度，根據先前框架協議實際產生的交易金額約人民幣101.4百萬元，及(ii)小湃根據2024年框架協議擬向數字技術下達的訂單量的意向書。本公司已於2024年1月30日的公告內刊發交易詳情。
- 於2024年3月6日，深圳創維汽車智能有限公司(「創維汽車」)與南京金龍客車製造有限公司徐州分公司(「南京金龍客車徐州分公司」)訂立一份採購協議(「2024年採購協議」)，據此，創維汽車於收到南京金龍客車徐州分公司的採購訂單後，將向南京金龍客車徐州分公司供應其製造的汽車零部件，由2024年3月6日起至2024年12月31日，年度上限為人民幣20百萬元。本公司已於2024年3月6日的公告內刊發交易詳情。

根據上市規則，由於黃先生間接控制南京金龍客車徐州分公司，故南京金龍客車徐州分公司為黃先生的聯繫人士及本公司的關連人士。因此，根據上市規則第14A章，2024年採購協議及其項下擬進行之交易構成本公司持續關連交易。

# Corporate Governance and Other Information

## 企業管治及其他資料

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

#### Continuing Connected Transactions - continued

6. On 15 March 2024, Shenzhen Chuangwei Financial Leasing entered into a leaseback agreement with Nanjing Golden Dragon Bus ("Mar-2024 Leaseback Agreement"), pursuant to which Shenzhen Chuangwei Financial Leasing has agreed to provide sale and leaseback services in relation to a number of production and electricity equipment in favour of Nanjing Golden Dragon Bus at an initial sale price of RMB120 million commencing on the date of payment of the initial sale price and ends on the date which is three years from the date of the Mar-2024 Leaseback Agreement. Details of the transaction were announced by the Company on 15 March 2024.

As at the end of the Current Period, the actual leasing principal amount under the Mar-2024 Leaseback Agreement was RMB120 million. The maximum leasing principal amount under the Mar-2024 Leaseback Agreement at any point of time during the Current Period was RMB120 million.

Nanjing Golden Dragon Bus is indirectly controlled by Mr. Wong and is therefore an associate of Mr. Wong and a connected person of the Company under the Listing Rules. Accordingly, the Mar-2024 Leaseback Agreement and the transactions contemplated thereunder, being financial assistance provided by Shenzhen Chuangwei Financial Leasing in favour of the Nanjing Golden Dragon Bus, constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

### 關連交易／與控股股東的重大合同 - 續

#### 持續關連交易 - 續

6. 於2024年3月15日，深圳創維融資租賃與南京金龍客車訂立售後回租協議（「2024年3月售後回租協議」），據此，深圳創維融資租賃同意就多項生產及電力設備向南京金龍客車提供出售及回租服務，初步售價為人民幣120百萬元，自支付初步售價日期起至2024年3月售後回租協議日期起計三年止。本公司已於2024年3月15日的公告內刊發交易詳情。

截至本期末，2024年3月售後回租協議之實際租賃本金金額約為人民幣120百萬元。於本期內，2024年3月售後回租協議項下任何時間的最高租賃本金金額為人民幣120百萬元。

根據上市規則，由於黃先生間接控制南京金龍客車，故南京金龍客車為黃先生的聯繫人士及本公司的關連人士。因此，2024年3月售後回租協議及其項下擬進行之交易（即深圳創維融資租賃提供予南京金龍客車的財務資助）構成本公司於上市規則第14A章項下的持續關連交易。

# Corporate Governance and Other Information

## 企業管治及其他資料

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

#### Continuing Connected Transactions - continued

7. On 23 April 2024, Shenzhen Chuangwei Financial Leasing entered into nine leaseback agreements with Nanjing Golden Dragon Bus, Nanjing Chuangyuan Tiandi Energy, Nanjing Chuangyuan Energy, Nanjing Skywell Heavy Industries, Weinan Skywell New Energy Automobile Co., Ltd.\* (渭南開沃新能源汽車有限公司), Huhehaote Skywell and Wuhan Skywell ("Apr-2024 Leaseback Agreements"), pursuant to which Shenzhen Chuangwei Financial Leasing has agreed to provide sale and leaseback services in relation to a number of production, transportation, electricity and office equipment in favour of the lessees at an initial sale price of RMB125.3 million commencing on the date of payment of the initial sale price and ends on the date which is three years from the date of the Apr-2024 Leaseback Agreements. Details of the transaction were announced by the Company on 23 April 2024.

As at the end of the Current Period, the actual leasing principal amount under the Apr-2024 Leaseback Agreements was approximately RMB125.3 million. The maximum leasing principal amount under the Apr-2024 Leaseback Agreements at any point of time during the Current Period was RMB125.3 million.

Each of the lessees is indirectly controlled by Mr. Wong and is therefore an associate of Mr. Wong and a connected person of the Company under the Listing Rules. Accordingly, the Apr-2024 Leaseback Agreements and the transactions contemplated respectively thereunder, being financial assistance provided by Shenzhen Chuangwei Financial Leasing in favour of the lessees, constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

### 關連交易／與控股股東的重大合同 - 續

#### 持續關連交易 - 續

7. 於2024年4月23日，深圳創維融資租賃與承租人南京金龍客車、南京創源天地動力、南京創源動力、南京開沃重工、渭南開沃新能源汽車有限公司、呼和浩特開沃及武漢開沃訂立九份售後回租協議（「2024年4月售後回租協議」），據此，深圳創維融資租賃同意就多項生產、交通、電力及辦公設備向承租人提供出售及回租服務，初步售價為人民幣125.3百萬元，自支付初步售價日期起至2024年4月售後回租協議日期起計三年止。本公司已於2024年4月23日的公告內刊發交易詳情。

截至本期末，2024年4月售後回租協議之實際租賃本金金額約為人民幣125.3百萬元。於本期內，2024年4月售後回租協議項下任何時間的最高租賃本金金額為人民幣125.3百萬元。

根據上市規則，由於黃先生間接控制各承租人，故各承租人均為黃先生的聯繫人士及本公司的關連人士。因此，2024年4月售後回租協議及其項下擬進行之交易（即深圳創維融資租賃提供予承租人的財務資助）構成本公司於上市規則第14A章項下的持續關連交易。

# Corporate Governance and Other Information

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### CHANGES IN INFORMATION OF DIRECTORS

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

Mr. Hung Ka Hai, Clement, an Independent Non-executive Director of the Company, was appointed as an independent non-executive director of Capital Estate Limited (stock code: 193) with effect from 12 April 2024. He was also appointed as the chairman of the audit committee and member of each of the nomination committee and the remuneration committee of Capital Estate Limited on the same date.

### MODEL CODE

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

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

During the Current Period, the Board considered that repurchases of Shares would lead to an enhancement of the earnings per Share and overall shareholders return, thus the Company has purchased a total of 98,330,000 Shares of the Company on the Stock Exchange at an aggregate consideration of approximately HK\$298.46 million (excluding expenses). 67,732,000 Shares were cancelled as of 28 June 2024 and 30,598,000 Shares were cancelled as of 11 July 2024. As at 30 June 2024, the total number of Shares in issue was 2,335,071,420.

### 董事資料之變更

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

本公司獨立非執行董事洪嘉禧先生獲委任為冠中地產有限公司(股份代號：193)的獨立非執行董事，自2024年4月12日起生效。彼於同日亦獲委任為冠中地產有限公司審核委員會主席以及提名委員會及薪酬委員會之成員。

### 標準守則

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

### 購入、出售或贖回本公司之上市證券

於本期內，董事會認為購回股份可提高每股股份之盈利價值及整體股東回報，因此本公司於聯交所購入合共98,330,000股股份，總代價約為港幣298.46百萬元(不包括開支)。67,732,000股股份已於2024年6月28日被註銷及30,598,000股股份已於2024年7月11日被註銷。於2024年6月30日，已發行股份總數為2,335,071,420股。

# Corporate Governance and Other Information

## 企業管治及其他資料

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

Details of the repurchase are summarised as follows:

### 購入、出售或贖回本公司之上市證券 - 續

有關購回詳情概述如下：

Month of repurchase 購回月份	Total number of Shares repurchased (Note a) 購回股份總數 (附註a)	Consideration per Share 每股代價		Aggregate consideration paid 支付代價總額 (HK\$) (港幣)
		Highest price 最高價 (HK\$) (港幣)	Lowest price 最低價 (HK\$) (港幣)	
January 2024 2024年1月	27,940,000	3.01	2.92	83,298,782.60
March 2024 2024年3月	1,338,000	2.95	2.88	3,917,655.40
April 2024 2024年4月	12,102,000	3.10	2.98	36,756,479.60
June 2024 2024年6月	56,950,000	3.12	2.84	174,489,616.40
<b>Total 總計</b>	<b>98,330,000</b>	<b>-</b>	<b>-</b>	<b>298,462,534.00</b>

Note:

(a) 67,732,000 Shares were cancelled as of 28 June 2024 and 30,598,000 Shares were cancelled as of 11 July 2024.

附註：

(a) 67,732,000 股股份已於2024年6月28日被註銷及30,598,000 股股份已於2024年7月11日被註銷。

Save as disclosed above, neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities (including sale of treasury shares) during the Current Period.

除上文披露外，本公司及其附屬公司於本期內概無購買、贖回或出售任何本公司之上市證券（包括出售庫存股份）。

# Corporate Governance and Other Information

## 企業管治及其他資料

### CORPORATE GOVERNANCE STANDARDS

The Company recognises the importance of a publicly listed company's responsibilities to enhance its transparency and accountability, and is committed to maintaining a high standard of corporate governance in the interests of its shareholders. The Company devotes to best practice on corporate governance, and to comply to the extent practicable, with the Corporate Governance Code contained in Appendix C1 to the Listing Rules (the "CG Code").

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

For detailed information about the corporate governance practices of the Company, please refer to the "Corporate Governance Report" contained in the Company's 2023 annual report.

### BOARD COMMITTEES

The Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the business of the Group. As an integral part of good corporate governance and to assist the Board in execution of its duties, the Board is supported by 4 Board Committees, including Executive Committee, Nomination Committee, Remuneration Committee and Audit Committee. Each of these committees oversees particular aspects of the Group's affairs under its defined scope of duties and terms of reference approved by the Board, the summary of which were disclosed in the "Corporate Governance Report" of the Company's 2023 annual report. The terms of reference of the Nomination Committee, Remuneration Committee and Audit Committee are available on the Company's website (<http://investor.skyworth.com/en/index.php>) and the website of the Stock Exchange. All committees are provided with sufficient resources to discharge their duties.

### 企業管治常規

本公司認同作為公眾上市公司對提高透明度及問責性責任的重要性，並致力維持高水準的企業管治，以符合股東的利益。本公司致力奉行最佳企業管治常規，並在切實可行的情況下遵守上市規則附錄C1所載之《企業管治守則》（「企業管治守則」）之規定。

於本期及至本報告日期，本公司一直遵守企業管治守則中載列之守則條文。

有關本公司企業管治常規的詳細資料，請參閱載於本公司2023年年報中的「企業管治報告」。

### 董事會委員會

董事會根據本集團之業務需要具備適當的技巧、經驗及多元化的視野。作為良好企業管治的一部份，並為協助董事會履行其職責，董事會乃由4個董事會委員會所支持，包括執行委員會、提名委員會、薪酬委員會及審核委員會。各委員會分別按由董事會批准之指定職務範疇及職權範圍，監督本集團事務的特定事項，其摘要於本公司2023年年報中的「企業管治報告」內披露。提名委員會、薪酬委員會及審核委員會的職權範圍已刊登於本公司的網站內（<http://investor.skyworth.com/tc/index.php>）及聯交所網站。所有委員會均獲足夠資源以履行其職責。

# Corporate Governance and Other Information

## 企業管治及其他資料

### BOARD COMMITTEES – continued

#### Executive Committee

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

#### Nomination Committee

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

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

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

During the Current Period and up to the date of this report, the Nomination Committee held 2 meetings to review the composition of the Board; to review and assess the independence of Independent Non-executive Directors; to review the mechanism in relation to independent views and input of the Independent Non-executive Directors are made available to the Board; to review the Board diversity policy; and to consider and recommend to the Board the re-appointment of an Executive Director.

### 董事會委員會 – 續

#### 執行委員會

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

#### 提名委員會

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

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

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

於本期及至本報告日期，提名委員會曾舉行2次會議以審閱董事會的組成架構；審閱及評估獨立非執行董事之獨立性；審閱獨立非執行董事向董事會提供獨立觀點及意見的機制；審閱董事會成員多元化政策；以及考慮並提呈予董事會審批有關重新委任一名執行董事之事宜。



# Corporate Governance and Other Information

## 企業管治及其他資料

### BOARD COMMITTEES - *continued*

#### Remuneration Committee

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

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

During the Current Period and up to the date of this report, the Remuneration Committee held 2 meetings to review the bonus payable to the Directors and senior management of the Company; and to consider and recommend to the Board the service contract of an Executive Director.

#### Audit Committee

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

### 董事會委員會 - 續

#### 薪酬委員會

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

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

於本期及至本報告日期，薪酬委員會曾舉行2次會議以審閱本公司董事及高級管理人員的花紅；以及考慮並提呈予董事會審批有關一名執行董事的服務合約。

#### 審核委員會

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

# Corporate Governance and Other Information

## 企業管治及其他資料

### BOARD COMMITTEES – continued

#### Audit Committee – continued

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

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

### CORPORATE SUSTAINABILITY

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

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

#### Environmental Protection

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

### 董事會委員會 – 續

#### 審核委員會 – 續

於本期及至本報告日期，審核委員會曾舉行2次會議並履行了下列職務：

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

### 企業可持續發展

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

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

#### 環境保護

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

# Corporate Governance and Other Information

## 企業管治及其他資料

### CORPORATE SUSTAINABILITY – continued

#### Environmental Protection – continued

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

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

#### Our People

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

As at 30 June 2024, Skyworth employed around 28,200 full-time employees to serve different posts in the Group, including, among others, its management team, innovation development team, frontline manufacturing operation team, sales team and administration team.

### 企業可持續發展 – 續

#### 環境保護 – 續

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

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

#### 我們的員工

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

於2024年6月30日，創維合共僱用約28,200名全職員工於本集團內不同崗位工作，包括管理團隊、創新研發團隊、前線生產營運團隊、銷售團隊及行政團隊等。

# Corporate Governance and Other Information

## 企業管治及其他資料

### CORPORATE SUSTAINABILITY – continued

#### Our People – continued

The Group is committed to building a youthful and energetic team of employees. Over 37.6% of its staff are aged 30 or under, while around 57.4% of the remaining employees are aged between 31 and 50, only 5% of its staff are aged over 50. Geographically speaking, approximately 91% of its staff are based in operating and manufacturing locations of provinces and cities across China, while the rest are stationed in the Hong Kong head office or overseas branches, including a number of Southeast Asian countries (e.g. the Philippines, Indonesia, Thailand, Vietnam and Malaysia) and markets in Europe and America (e.g. Germany, the Netherlands, France, Italy, the United Kingdom and the United States). Overall, the ratio of male to female employees of the Group is approximately 1:0.6.

For detailed information about the corporate sustainability practices of the Company, please refer to the Company's 2023 Environmental, Social and Governance Report.

### RISK MANAGEMENT

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

#### Risk Management Department

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

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

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

### 企業可持續發展 – 續

#### 我們的員工 – 續

本集團致力打造一支年輕、充滿活力的員工隊伍，在所有的員工之中，37.6%為30歲或以下，其餘約57.4%屬31至50歲之間，只有5%的員工年齡超過50歲。從地理分佈層面而言，約91%的員工遍佈創維在中國各省市的營商及生產地點，餘下的則駐守於香港總辦事處或海外分支機構，包括菲律賓、印尼、泰國、越南、馬來西亞等東南亞國家，以及德國、荷蘭、法國、意大利、英國及美國等歐美市場。整體而言，本集團的員工男女比例約為1:0.6。

有關本公司實踐企業可持續發展的資訊，請參閱刊載於本公司2023年《環境、社會及管治報告》。

### 風險管理

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

#### 風險管理部

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

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

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

# Corporate Governance and Other Information

## 企業管治及其他資料

### INTERNAL CONTROLS

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

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

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

### Internal Audit Department

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

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

### BOARD OF DIRECTORS

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

By Order of the Board

**Lin Jin**  
Chairman of the Board  
27 August 2024

\* For identification purposes only

### 內部監控

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

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

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

### 內部審計部

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

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

### 董事會

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

承董事會命

**林勁**  
董事會主席  
2024年8月27日

\* 僅供識別

**SKYWORTH 創維**

創維集團有限公司

**Skyworth Group Limited**

Stock Code 股份代號 : 00751.HK

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

**Tel 電話 :** (852) 2856 3138

**Fax 傳真 :** (852) 2856 3590

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