

# 長飛光纖光纜股份有限公司

YANGTZE OPTICAL FIBRE AND CABLE JOINT STOCK LIMITED COMPANY

(於中華人民共和國註冊成立的股份有限公司)

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

(STOCK CODE 股份代號: 06869)

ANNUAL REPORT

年·報

**2018**



# CONTENTS

## 目錄

2	Corporate Profile 公司簡介
3	Financial Highlights 財務摘要
7	Chairman's Statement 董事長報告
10	President's Report 總裁報告
14	Major Products and Solutions 主要產品及服務
16	Key Milestones in 2018 2018年里程碑
17	Management Discussion and Analysis 管理層討論及分析
27	Directors', Supervisors' and Senior Management's Profiles 董事、監事及高級管理人員簡歷
47	Report of the Board of Directors 董事會報告
62	Corporate Governance Report 企業管治報告
100	Report of the Board of Supervisors 監事會報告
102	Auditor's Report 審計報告
109	Consolidated Balance Sheet 合併資產負債表
112	Balance Sheet 母公司資產負債表
115	Consolidated Income Statement 合併利潤表
117	Income Statement 母公司利潤表
119	Consolidated Statement of Cash Flow 合併現金流量表
122	Statement of Cash Flow 母公司現金流量表
124	Consolidated Statement of Changes in Shareholders' Equity 合併股東權益變動表
126	Statement of Changes in Shareholders' Equity 母公司股東權益變動表
128	Notes to the Financial Statements 財務報表附註
340	Corporate Information 公司資料
342	Definitions and Glossary of Technical Terms 釋義及技術詞彙



# Corporate Profile

## 公司簡介

Yangtze Optical Fibre and Cable Joint Stock Limited Company\* is a leading supplier of optical fibre preforms, optical fibres and optical cables in the world. The Company primarily manufactures and sells optical fibre preforms, optical fibres and optical fibre cables with various standard specifications that are widely used in the telecommunications industry. The Company also designs and produces specialty optical fibres and cables, integration systems, engineering design and service that are customised to customers' specifications. The Company has the most comprehensive optical fibre and cable product portfolios, and provides a wide range of optical fibre and cable products with relevant solutions for the global telecommunications industry and other sectors, including utilities, transportation, petrochemical and healthcare. The Company provides high-quality products and services in more than 70 countries and regions.

The Company, formerly known as Yangtze Optical Fibre and Cable Company Ltd.\* was established in Wuhan, Hubei Province in May 1988 as a sino-foreign equity joint venture. On 27 December 2013, the Company was converted into a foreign invested joint stock limited liability company, and was renamed as Yangtze Optical Fibre and Cable Joint Stock Limited Company\*. On the same date, the Company's equity was converted into 479,592,598 ordinary shares with a par value of RMB1.00 each. The substantial shareholders of the Company include China Huaxin, Draka and Yangtze Communications.

The Company's H shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") on 10 December 2014. On the same date, the Company issued a total number of 159,870,000 H shares with a par value of RMB1.00 each at a price of HK\$7.39 per H share by way of public offering of the Company's H shares to Hong Kong and overseas investors.

On 18 December 2015, the Company completed the issuance of domestic shares and H shares to certain directors and selected employees and the Private Placement of H shares to four independent professional institutional investors. A total number of 42,652,000 shares (including H shares and domestic shares) with a par value of RMB1.00 each were issued at a subscription price of HK\$7.15 per share.

On 29 June 2018, the China Securities Regulatory Commission issued "Zheng Jian Xu Ke [2018] No.1060" Approval in Relation to the Initial Public Issuance of Shares by Yangtze Optical Fibre and Cable Joint Stock Limited Company\* and approved Yangtze Optical Fibre and Cable Joint Stock Limited Company\* to publicly issue no more than 75,790,510 new shares. Based on the above approval, the Company completed the initial public offering of A shares and the A shares of the Company were listed on the Shanghai Stock Exchange on 20 July 2018. The new A shares of 75,790,510 shares, with a nominal value of RMB1.00 per share were issued at the offer price of RMB26.71 per share. After the initial public offering of 75,790,510 A shares of the Company, the registered capital rose from RMB682,114,598 to RMB757,905,108. The total share capital changed from 682,114,598 shares to 757,905,108 shares.

\* For identification purposes only

長飛光纖光纜股份有限公司為全球領先的光纖預製棒、光纖和光纜供應商，主要生產和銷售通信行業廣泛採用的各種標準規格的光纖預製棒、光纖及光纜，也設計及定制客戶所需規格的特種光纖及光纜、集成系統、工程設計與服務。本公司擁有完備的光纖及光纜產品組合，為全球通信行業及其他行業（包括公用事業、運輸、石油化工及醫療）提供各種光纖光纜產品及相關解決方案，在全球70多個國家和地區提供優質的產品與服務。

本公司為一九八八年五月在湖北省武漢市註冊成立的中外合資企業，前稱長飛光纖光纜有限公司。本公司於二零一三年十二月二十七日改制為外資股份有限公司，更名為長飛光纖光纜股份有限公司。於同日，本公司股本折合為總股本479,592,598股普通股，每股面值人民幣1.00元。本公司的主要股東包括中國華信、Draka及長江通信。

二零一四年十二月十日，本公司H股於香港聯合交易所有限公司（「香港聯交所」）主板上市。於同日，本公司透過向香港及海外投資者公開發售本公司H股，按每股H股7.39港元之價格合共發行159,870,000股每股面值人民幣1.00元之H股。

本公司於二零一五年十二月十八日完成向若干董事及經選定員工發行內資股及H股以及向四名獨立專業機構投資者非公開配售H股之事宜。本公司按每股7.15港元之認購價合共發行42,652,000股（包括H股及內資股）每股面值人民幣1.00元之股份。

二零一八年六月二十九日，中國證券監督管理委員會出具「證監許可[2018]1060號」《關於核准長飛光纖光纜股份有限公司首次公開發行股票的批復》，核准長飛光纖光纜股份有限公司公開發行新股不超過75,790,510股。公司根據前述核准批復於二零一八年七月二十日完成A股公開發售並上市，共發行A股75,790,510股，每股面值人民幣1.00元，發行價格為每股人民幣26.71元。本公司首次公開發行75,790,510股A股股票後，註冊資本由人民幣682,114,598元增加至人民幣757,905,108元，總股本由682,114,598股變更為757,905,108股。

## Financial Highlights

### 財務摘要

For the year ended 31 December 2018, the Group's operating results were as follows:

- Total revenue was RMB11,359.8 million, increased by approximately 9.6%.
- Gross profit and gross profit margin were RMB3,228.4 million and 28.4%, respectively.
- Profit for the year attributable to equity shareholders of the Company was RMB1,489.2 million, increased by approximately 17.4%.
- The Group's revenue from domestic business increased by approximately 2.9%, when compared with the prior year. The Group's overseas revenue increased by approximately 62.5%, when compared with the prior year.
- The Board recommended the payment of a final dividend of RMB0.25 per share (before tax) for the year ended 31 December 2018.

截至二零一八年十二月三十一日止年度，本集團的經營業績如下：

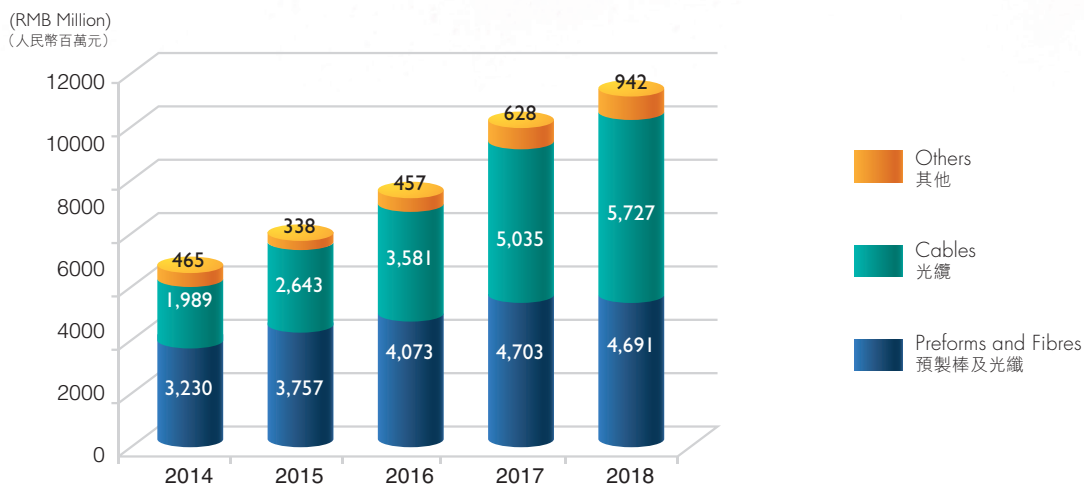
- 總收入為人民幣11,359.8百萬元，增幅約為9.6%。
- 毛利及毛利率分別為人民幣3,228.4百萬元及28.4%。
- 本公司權益持有人應佔年內利潤為人民幣1,489.2百萬元，增幅約為17.4%。
- 與去年比較，本集團來自國內業務的收入增加約為2.9%。與去年比較，本集團來自海外業務的收入增加約為62.5%。
- 董事會建議派發截至二零一八年十二月三十一日止年度之末期股利每股人民幣0.25元(除稅前)。



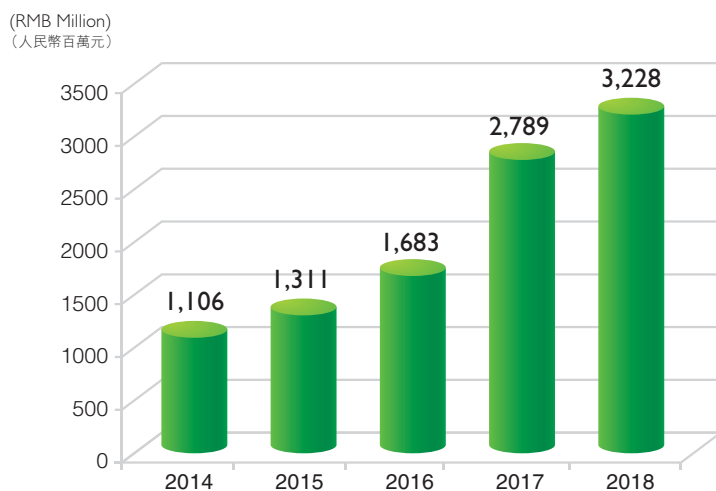
# Financial Highlights

## 財務摘要

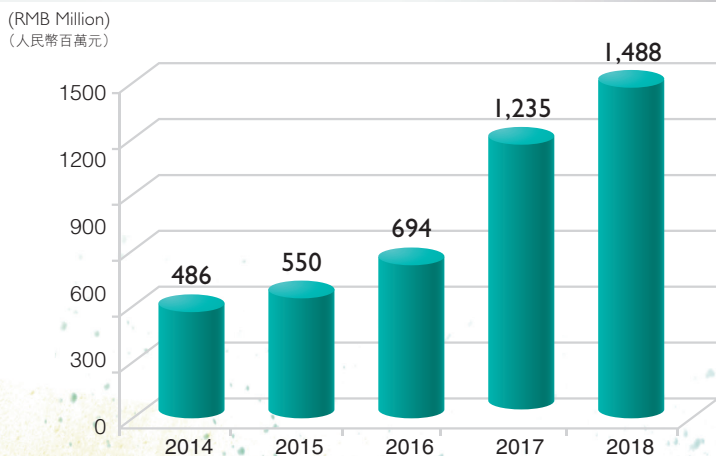
### REVENUE 收入



### GROSS PROFIT 毛利



### PROFIT FOR THE YEAR 本年利潤



# Financial Highlights

## 財務摘要

### FIVE-YEAR FINANCIAL SUMMARY 五年財務摘要

		Year ended December 31 截至十二月三十一日止年度				
		2014 二零一四年	2015 二零一五年	2016 二零一六年	2017 二零一七年	2018 二零一八年
Operating Result	經營業績					
Gross profit margin	毛利率	19.5%	19.5%	20.7%	26.9%	28.4%
Net profit margin	淨利率	8.5%	8.2%	8.6%	11.9%	13.1%
Return on equity(1)	股本回報率(1)	22.1%	16.7%	17.1%	24.9%	21.5%
Financial Position	財務狀況					
Net cash from operating activities (RMB'000)	經營活動產生的現金淨額 (人民幣千元)	200,178	553,275	1,307,219	1,737,870	565,351
Total assets (RMB'000)	資產總額(人民幣千元)	6,571,616	7,555,554	8,166,344	9,167,764	12,885,882
Total non-current assets (RMB'000)	非流動資產總額 (人民幣千元)	1,982,623	2,559,113	3,544,549	3,938,869	5,397,821
Total current assets (RMB'000)	流動資產總額(人民幣千元)	4,588,993	4,996,441	4,621,795	5,228,895	7,488,061
Total liabilities (RMB'000)	負債總額(人民幣千元)	3,679,625	3,851,132	3,742,796	3,681,936	4,509,553
Total non-current liabilities (RMB'000)	非流動負債總額 (人民幣千元)	1,095,358	874,266	1,107,032	734,312	1,159,524
Total current liabilities (RMB'000)	流動負債總額(人民幣千元)	2,584,267	2,976,866	2,635,764	2,947,625	3,350,029
Net Assets (RMB'000)	淨資產(人民幣千元)	2,891,991	3,704,422	4,423,548	5,485,828	8,376,329
Gearing ratio	負債資本比率(倍)	16.4%	11.1%	7.4%	-15.0%	-15.8%
Working Capital Cycles	營運資金週期					
Average trade and bills receivables turnover days(2)	平均應收賬款 及票據周轉天數(2)	103.7	103.2	93.3	78.9	93.8
Average trade and bills payable turnover days(3)	平均應付賬款 及票據周轉天數(3)	56.3	52.2	49.2	53.6	64.1
Average inventory turnover days(4)	平均存貨周轉天數(4)	56.6	46.3	37.5	33.1	38.7
Operating Efficiency (percentage of revenue)	營運效率(佔收入百分比)					
Selling expenses	銷售費用	2.1%	2.4%	2.5%	2.9%	3.4%
Administrative expenses	管理費用	7.1%	7.3%	8.2%	9.3%	5.7%
R&D expenses	研發費用					4.5%
Financial expenses	財務費用	0.9%	1.9%	1.4%	0.8%	0.4%
Effective tax rate	實際稅率	12.7%	11.6%	12.6%	14.7%	10.9%



# Financial Highlights

## 財務摘要

- (1) Calculated using the profit for the year divided by average total equity on an annualised basis, multiplied by 100%.
  - (2) Average trade and bills receivables turnover days are based on the average balance of trade and bills receivables divided by revenue for the relevant year and multiplied by 365 days. Average balance is calculated as the average of the beginning balance and ending balance of a given year.
  - (3) Average trade and bills payable turnover days are based on the average balance of trade and bills payable divided by cost of sales for the relevant year and multiplied by 365 days. Average balance is calculated as the average of the beginning balance and ending balance of a given year.
  - (4) Average inventory turnover days are based on the average balance of inventory divided by cost of sales for the relevant year and multiplied by 365 days. Average balance is calculated as the average of the beginning balance and ending balance of a given year.
  - (5) The above charts and summary table are based on the information in the financial statements of the Company prepared in accordance with the CASBE and audited by KPMG Huazhen LLP.
- (1) 以本年利潤除以年度平均權益總額乘以 100% 計算。
  - (2) 平均應收賬款及票據週轉天數按應收賬款及票據的平均結餘除以相關年度的營業收入再乘以 365 天計算。特定年度的平均結餘按年初結餘與年末結餘的平均數計算。
  - (3) 平均應付賬款及票據週轉天數按應付賬款及票據的平均結餘除以相關年度的營業成本再乘以 365 天計算。特定年度的平均結餘按年初結餘與年末結餘的平均數計算。
  - (4) 平均存貨週轉天數按平均存貨結餘除以相關年度的營業成本再乘以 365 天計算。特定年度的平均結餘按年初結餘與年末結餘的平均數計算。
  - (5) 以上圖表及摘要表格按本公司根據中國企業會計準則編製的財務報表所載信息列示，前述財務報表由畢馬威華振會計師事務所（特殊普通合伙）審核。

# Chairman's Statement

## 董事長報告



Dear Shareholders,

2018 marked the 40th anniversary of the reform and opening-up policy of China. The unprecedented changes in the optical telecom industry reflected the development of these 40 years. The year 2018 was also the 30th anniversary of the Company. The Company reported again to President Xi about the operation performance and results. With a sound market condition, the Company focused on its main businesses, stuck to innovation to drive development, and boosted its continuous growth. The revenue exceeded RMB11.0 billion, net profit also reached new record, setting the best results in the Company's history.

On the one hand, the Company consolidated its superior resources and actively optimised its capacity layout. The Phase II and Phase III Capacity Expansion Projects of Yangtze Optical Fibre (Qianjiang) Co., Ltd. in relation to the industrialization of the self-produced preforms and the optical fibres were on schedule, which would further promote the cost advantage in the value chain and the supply capability. On the other hand, the Company continued to lower costs and improve efficiency. Under overall planning, the Company gained substantial benefits in production in terms of less energy consumption and improved yield rates and efficiency, comparing with that in 2017.

各位股東：

二零一八年是中國改革開放四十周年，光通信產業以前所未有的變化反映了改革開放四十年的巨變。這一年，恰逢公司成立三十周年。公司再次向習總書記匯報了企業經營發展情況。在良好的市場環境下，公司聚焦主業，堅持創新驅動發展，推動業績持續增長。公司營業收入超過人民幣110億元，淨利潤達到新高，創造了公司歷史上最好的經營業績。

一方面，公司充分整合優勢資源，積極優化產能佈局，長飛光纖潛江有限公司自主預製棒及光纖產業化二期、三期擴產項目有序推進，全產業鏈成本優勢和供給能力進一步提升。另一方面，公司持續降本增效。在總體規劃下，二零一八年公司生產從節能降耗、良率和效率提升等方面獲得的收益較二零一七年大幅增長。



# Chairman's Statement

## 董事長報告

Technological innovation leads the direction of the Company. Focused on organisation, markets, system, process, technology and products, the Company has built an innovative development system and gained significant results. The Company won the '2nd Class of National Science and Technology Award' for the third time and maintained its leading position in R&D and application of new types of products. In the meantime, the Company, together with School of Mechanical Science & Engineering of Huazhong University of Science and Technology, and the Industrial & System Engineering Department of Virginia Tech, established a Smart Manufacturing Academy to facilitate innovative applications of smart manufacturing and to nurture talents in the field. The Company was also selected in the first batch of Industrial Internet Demonstration Projects as the only company in Hubei Province.

In terms of internationalisation, PT. Yangtze Optics Indonesia completed its construction within 12 months and began operation, which set a new record in the Company's internationalisation speed. In the meantime, multiple sales companies in Thailand, the Philippines, Indonesia and Singapore were established, which significantly enhanced overseas sales and services ability. With relentless efforts, the Company's overseas revenue grew substantially. In both 2017 and 2018, the growth rate exceeded 60%.

In terms of relevant diversification, the active optical cable products of the Company were widely recognised by the market. In cabling solutions for data centers, the Company provided all-optic connection solutions that support high density and low loss cabling connections, which can improve the efficiency and reliability of data transmission in data centers. The Company's smart solutions for public service sectors made breakthroughs, FTTH EPC projects were implemented in some overseas markets, and consulting and services businesses were recognised by customers. The Company also formed a joint venture with Baosheng Technologies, a domestic leading power cable manufacturer, and entered submarine cable businesses.

In July 2018, the Company was successfully listed on Shanghai Stock Exchange and became the first A+H dual-listed company in Hubei Province. In December 2018, the Company was rebalanced into SSE 380 Index. In Hong Kong stock market, the Company was awarded with 2018 "Golden Wing Award" as valuable Hong Kong stock connect company and won Annual Listed Enterprise Award for consecutively 3 years from Bloomberg Businessweek/Chinese Edition. The Company was well recognised by Hong Kong and Shanghai capital markets.

公司以技術創新為導向，從組織、市場、制度、流程、技術和產品六大維度持續建設創新發展體系，不斷強化自主創新，創新成果豐碩。公司第三次獲得國家科技進步二等獎，新型產品研發及應用行業領先。同時，公司聯合華中科技大學製造裝備數字化國家工程研究中心、弗吉尼亞理工大學工業系統工程學院成立智能製造研究院，著重研究智能製造的創新性應用以及相關人才培養。公司亦作為湖北省唯一代表，獲評首批「工業互聯網試點示範項目」。

在國際化方面，長飛印尼光通信有限公司開始生產，從開工到投產用時不到十二個月，刷新了公司國際化新速度。同時，公司相繼在泰國、菲律賓、印尼、新加坡等地成立銷售公司，海外銷售服務平台能力進一步提升。在辛勤耕耘下，公司海外業務收入保持高速增長，在二零一七年、二零一八年連續兩年增速超過60%。

在相關多元化方面，公司有源光纜產品已廣受市場認可。在數據中心佈線領域，公司提供全光連接解決方案，支持高密度、低損耗的佈線連接，全面提升數據中心的數據交互效率及可靠性。同時，公司的智慧政務方案實現突破，光纖入戶工程總包項目在海外交付落地，諮詢服務業務逐漸獲得客戶認可。公司亦攜手國內電線電纜行業領先企業寶勝科技創新股份有限公司正式進入海纜業務。

二零一八年七月，公司成功在上海證券交易所掛牌上市，成為湖北省首家A+H股兩地上市企業，並在當年十二月入選「上證380指數樣本股」。在港股市場，公司入選2018「金翼獎」港股通公司價值實力排行榜，連續三年榮獲《彭博商業週刊／中文版》「年度上市企業」大獎，出色的經營業績獲得兩地資本市場的高度認可。

## Chairman's Statement 董事長報告

Looking ahead, the scale construction of 5G network is approaching, which would bring new opportunities in the optical telecom industry. Facing a promising market in the future and a more competitive environment in 2019, the Company would closely focus on its long-term strategies and key customers. While realising an organic growth of optical fibre preform, optical fibre and optical fibre cable, the Company would further explore overseas markets and promote relevant diversification to create more value for shareholders and customers, and create a future of Internet of Everything with every stakeholder.

At last, on behalf of the Board of Directors, I hereby express my sincere gratitude for the outstanding contribution made by the management and each employee of the Company, and also for the concern and supports from shareholders, customers, suppliers, business partners and the community.

**Ma Jie**  
*Chairman*

Wuhan, China  
22 March 2019

展望未來，5G網絡建設有望規模實施，光通信產業將引來新的發展契機。面對未來良好的市場前景和二零一九年更加激烈的競爭環境，公司將緊密圍繞中長期戰略規劃，聚焦戰略客戶群，在持續實施棒纖纜主業內涵增長的同時，大力拓展國際市場，推動多元化發展，為股東和客戶創造更高價值，與各方合作夥伴共創萬物互聯的美好未來！

最後，我謹代表董事會對管理團隊和各位員工為本公司做出的突出貢獻表示感謝！向長期關心和支持本公司的廣大股東、客戶、供應商、合作夥伴、社會各界表示最衷心的感謝！

**主席**  
**馬杰**

中國武漢  
二零一九年三月二十二日



# President's Report

## 總裁報告



Dear shareholders,

It is my honor to report to you our operating performance for 2018.

### FINANCIAL PERFORMANCE

In 2018, the Group's total revenue was RMB11,359.8 million, increased by 9.6% compared with last year. The continuous growth was mainly because the Company seized the market opportunity of stable demand for optical fiber and optical fibre cable, utilized our supply advantages to improve capacity structure and production efficiency, and achieved better results in both domestic and overseas markets. In 2018, our profit for the year reached RMB1,488.0 million, increased by 20.5%, and the basic earnings per share was RMB2.09.

### BUSINESS DEVELOPMENT

To accelerate the construction of telecom infrastructure and boost digital consumption, Chinese government announced stimulus policies and set targets such as all optic network in urban areas, optical fibre access in rural areas and 5G deployment, which would bring new opportunities for optical fibre and cable industry. Applications such as mobile payment, mobile transportation, live broadcast and mobile ordering resulted in high growth of data consumption. In 2018, the mobile data consumption reached 71.1 billion GB, a 189.1% increase compared with last year. Moreover, cloud computing and increased data stream required better optical fibre network within cities, in trunk lines, international links and submarine networks. All these will drive the future demand for optical fibre and cable.

尊敬的各位股東：

我很榮幸地向各位報告本公司二零一八年的經營業績：

### 財務表現

二零一八年，本集團的營業收入為人民幣11,359.8百萬元，同比增長9.6%。收入的持續增長主要得益於本公司抓住了光纖光纜需求保持穩定的機遇，利用供給優勢，改善產能結構及提高生產效率，持續提升國內和國外兩個市場的銷售業績。二零一八年，全年淨利潤為人民幣1,488.0百萬元，同比增長20.5%，每股基本盈利為人民幣2.09元。

### 業務發展

報告期內，中國政府為了促進國家寬頻戰略實施，加快通信基礎設施建設，刺激資訊消費，相繼推出刺激政策措施，進一步明確城鎮光網覆蓋，農村光纖接入和加快推進5G建設等任務，為光纖光纜產業帶來了機會。移動支付、移動出行、移動視頻直播、餐飲外賣等應用加快普及，刺激移動互聯網接入流量消費保持高速增長。二零一八年，中國移動互聯網接入流量消費達711億GB，比上年增長189.1%。另外，雲計算和互聯網流量繼續推動對資料中心互聯應用更大容量和新的光纖路由的需求。這些新線路包括大都市、長途、國際和新的海底電纜系統，也將成為光纖光纜需求增長的驅動力。

# President's Report

## 總裁報告

The first phase of YOFC Qianjiang S&T park reached full capacity and the second phase finished construction. With improved supply, the Group grasped market opportunities, optimised capacity structure among different processes, and increased the production volume of optical fibre preform and optical fibre.

In 2018, the revenue of optical fibre preform and optical fibre decreased by 0.2% compared with last year and accounted for 41.3% of total revenue; the revenue of optical fibre cable grew by 13.7% compared with last year and accounted for 50.4% of total revenue. Throughout the year, with the further implementation of Broadband China strategy, the Chinese telecom operators continued to build scaled fixed network and prepare for the 5G deployment. Moreover, with the increasing demands from broadcasting companies, the demand in optical fibre cable market remained stable.

In 2018, the revenue of other products and services increased by 49.9% compared with last year and accounted for 8.3% of the total revenue. With the coming information era, those countries with under-developed telecom infrastructure were promoted network construction, and the overseas consulting and services businesses had huge markets. Our consulting and services businesses also grew rapidly. Moreover, with the development of informationalisation in military, electric and other fields, the specialty fibre business of our Company realized stable growth.

Meanwhile the Company took global opportunities and explored more overseas markets. In western Europe, North American and Indian markets, demand for optical fibre and cable remained strong because of mass scale FTTH plans. The Group's overseas revenue reached RMB1,886.0 million, increased by 62.5% compared with that in 2017.

In 2018, the Company successfully finished the initial public offering of A shares in Shanghai Stock Exchange and became the first dual-listed company in optical fibre and cable industry and in Hubei Province.

### MARKET DEVELOPMENT

The Company not only solidified its leading position in the domestic optical fibre and cable market, but also further implemented internationalisation strategy and continued to expand overseas markets, developed relevant diversification businesses and products, enlarged customer basis and market opportunities, and promoted the continuous and healthy growth of the Company.

本公司投資建設的長飛潛江科技園一期順利達產，二期完成建設。憑藉供給優勢，本集團抓住市場機遇，改善不同生產工藝的產能結構，穩步提升光纖預製棒和光纖產量。

二零一八年，光纖預製棒及光纖業務收入同比減少0.2%，佔總收入的41.3%；光纜收入同比增長13.7%，佔總收入的50.4%。報告期內，隨著「寬頻中國」戰略深入推進，中國電信運營商持續規模建設寬頻網路，開始佈局5G移動網路建設，加之廣播電視寬頻網路建設，光纜市場需求保持穩定。

二零一八年，其它產品及服務收入同比增長49.9%，佔總收入8.3%。隨著資訊化浪潮席捲全球，通信基礎設施水準相對較低的國家正在推動網路建設，海外網路諮詢服務市場空間非常大，本公司的諮詢服務業務正在快速增長。同時，隨著軍工、電力等領域資訊化建設的加快，本公司應用於傳感傳能領域的特種光纖業務保持穩定增長。

同時，本公司抓住全球市場的機遇，積極拓展海外客戶。從全球來看，西歐、北美和印度等主要市場在大規模FTTx部署計畫的刺激下，光纖光纜需求保持強勁增長。公司海外業務收入達到人民幣1,886.0百萬元，同比增長62.5%。

二零一八年，本公司順利完成在上海證券交易所的A股首次公開發行，成為光纖光纜行業及湖北省首家兩地上市的公司。

### 市場拓展

本公司在鞏固國內光纖光纜市場領先地位的基礎上，深化實施國際化，繼續進行地域拓展；大力開拓和發展多元化業務和新產品，擴大客戶範圍和市場空間，推動公司持續健康增長。



# President's Report

## 總裁報告

Optical fibre preform, optical fibre and optical fibre cable are main businesses of the Group and are the core driver of its development. In 2018, the Company further optimised VAD and OVD manufacturing processes and further strengthened self-supply and cost advantages of optical fibre preform. On the other hand, the Group solidified its leading market position. With more severe market competition, the Group used its advantages in brand and costs to secure global leading market position. Meanwhile, the Group utilised technical marketing, coordinated sales, marketing and R&D and promoted the implementation of Ultra Low Loss G.652 optical fibre in national grid, which broke the monopoly of foreign companies. The Group also promoted the application of high-end OM5 multi-mode optical fibre in data center of China Railway, which built new drivers for future growth.

In 2018, the Group continued to implement internationalisation strategy. The export sales volume of optical fibre and cable exceeded 17.5 million fkm and realised a growth rate of 69.8% compared with that in 2017. The Company was awarded with '2018 Core Global Supplier Golden Award' by Huawei.

### QUALITY ACHIEVEMENTS TO LEAD THE INDUSTRY

After 2005 and 2017, the Group earned the '2nd Class of National Science and Technology Progress Award' again, and was the only company in the optical fibre and cable industry to earn this award three times. In 2018, the Group won Global Excellence Award 2018 from the European Foundation for Quality Management (EFQM), and was the first Chinese company to win this award.

### OUTLOOK FOR 2019

In 2019, facing a more challenging market environment, the Company will focus on medium to long-term development strategies and implement the strategies to realise a healthy growth and create value for shareholders and customers, specifically as follows:

Promote organic growth of optical fibre preform, optical fibre and optical cable business: the Company will steadily optimise the capacity structure of optical fibre preform and optical fibre, enhance production efficiency and lower manufacturing costs. The Company will explore more customers overseas and strengthen its sales basis to ensure sustainable growth in the long term.

光纖預製棒、光纖和光纜是公司的主業，是當前企業發展的核心動能。二零一八年，公司一方面堅決推進多工藝路線，提升自主研發的VAD和OVD預製棒產能和技術成熟度，進一步夯實預製棒自主供應優勢和全產業鏈成本優勢。另一方面，持續夯實市場領先優勢，在市場競爭加劇的情況下，利用品牌、成本等優勢，確保在全球市場份額持續領先。同時，公司高舉技術行銷大旗，加強「銷售、市場、研發」聯合拓展能力，推動ULL G.652光纖在國家電網示範性專案落地，打破國外企業在國家電網ULL光纖領域的壟斷；以及推動高端多模OM5光纖成功應用於中國鐵路總公司資料中心，為本集團未來增長注入了新的動力。

二零一八年，本集團持續實施國際化戰略，實現光纖光纜出口超過17.5百萬芯公里，同比增長69.8%，被華為公司評為「2018年全球核心供應商金獎」。

### 貫徹質量強國戰略，引領行業發展

繼二零零五年、二零一七年獲得國家科技進步二等獎後，本公司再次榮獲該獎項，成為光纖光纜行業內唯一一家三次榮獲國家科技進步二等獎的企業。二零一八年，本公司榮獲由歐洲品質管制基金會(EFQM)頒發的「2018 EFQM全球卓越獎」，是該獎項設立以來首個獲得該獎項的中國企業。

### 二零一九年展望

二零一九年，面對更具挑戰的市場環境，本公司仍將緊密圍繞中長期發展戰略，推動公司健康增長，為股東和客戶創造價值，具體如下：

棒纖纜業務內涵增長：穩步推進光纖預製棒、光纖項目的結構優化，提高生產效率，降低成本，擴大海外客戶面，強化銷售基礎，為長期持續增長打好基礎。

# President's Report

## 總裁報告

Strengthen technology innovation and intelligent manufacturing: the Company will optimise innovation and R&D mechanism, integrate internal and external technological resources and develop more potentially competitive products and solutions. The Company will also enhance our intelligent manufacturing ability to further lower costs.

Deepen the internationalisation strategy: The Company will ensure the solid operation of the overseas production bases and optimise overseas layout. In the meantime, the Company will strengthen its localised sales platforms and marketing abilities to promote a continuous growth in the overseas markets and further develop global consulting and services businesses and EPC projects.

Develop relevant diversification: the Company will continue to develop consulting and services businesses and specialty products. We will closely follow national policies and the development trend in the industry, actively design and explore new business opportunities, and find new growth directions and drivers.

The Company also began to prepare an optics industrial fund and planned to utilise its technological advantages in the optical telecom industry to consider investments in the value chain.

**Zhuang Dan**  
*Executive Director and President*

Wuhan, China  
22 March 2019

技術創新與智能製造：完善大研發創新機制，整合集團內外部技術力量，推出更多有市場潛力和競爭優勢的產品和解決方案；繼續提升智能製造水平，擴大成本優勢。

國際化戰略：在繼續完善海外產能佈局的同時，強化海外本地實體銷售平台，加強海外營銷能力，推動海外業務規模持續增長，並發展海外諮詢服務及工程項目。

發展多元化：持續推動諮詢服務業務、特種產品業務做大做強。並緊跟國家政策和行業技術發展趨勢，主動設計和開發新的光通信產業業務機會，尋找新的增長點。

公司亦在籌備光產業基金，擬立足於本公司在光通信行業的技術優勢，圍繞產業鏈考慮投資佈局。

**莊丹**  
*執行董事兼總裁*

中國武漢  
二零一九年三月二十二日



# Major Products and Solutions

## 主要產品及服務

### Optical Fibre Preform 光纖預製棒



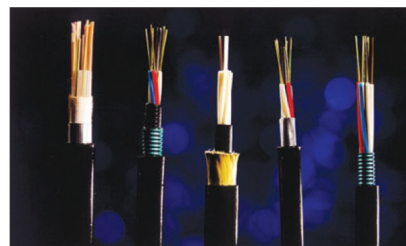
- Feed materials from which optical fibres are drawn
- 光纖拉絲原材料
- The most technological part within the entire value chain
- 整個產業鏈中技術含量最高的部分

### Optical Fibre 光纖



- Solid strands of hair-thin, high quality glass
- 頭髮絲粗細、高品質傳輸工具
- Electrical signals are converted into light waves and transmitted through optical fibre
- 電信號轉化為光波後在光纖中傳輸

### Optical Fibre Cable 光纜



- Optical fibres bundled together into cables
- 光纖集中後成絞製成光纜
- Bundled fibres were encased in protective jackets
- 成絞後的光纖在外添加保護層

# Major Products and Solutions

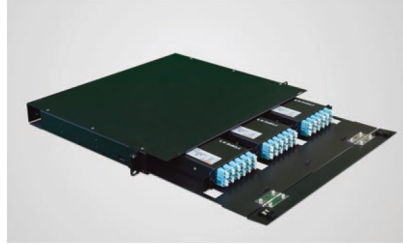
## 主要產品及服務

### Specialty and Multi-Mode Fibre and Cable 特種及多模光纖光纜



- Specialty fibres are custom designed for demanding applications and environment such as mining, aerospace, and medical industries
- 特種光纖根據客戶需求製成，可以用於極端環境，例如礦業、航天、醫療等領域
- We also provide integrated service solution using specialty fibre and cable
- 我們也可提供特種光纖光纜的綜合服務
- Multi-mode fibre can meet high-performance demands for connection applications in short-distance transmission scenarios, such as data centers
- 多模光纖能滿足數據中心等短距離場景下的連接應用

### Cabling Solutions and Integration Services 綜合佈線及集成服務



- Wire and cables, connectors and modules are applied as an integrated system in data centers, industrial control, FTTx, etc.
- 整合線纜和光纜，連接器和連接模塊等，形成佈線系統，用於數據中心、工業控制、光纖接入等領域
- Service solutions to deploy optical access network in FTTx projects
- 光纖接入FTTx工程項目的服務解決方案

### Active Optical Cables (AOC) 有源光纜 (AOC)



- AOC are primarily used to connect between consumer electronic devices, and between devices in personal computing and in data centers
- AOC主要用於連接消費電子產品，及數據中心的傳輸
- AOC can significantly enhance transmission speed and save energy
- AOC可以顯著提高傳輸速度，節約大量能源
- USB 3.0 and HDMI cables can provide fast transmission with stable signals and can realise plug-and-play
- USB 3.0及HDMI線纜傳輸速度快且信號穩定，可實現即插即用



# Key Milestones In 2018

## 2018年里程碑

With stable market sentiment and our relentless endeavours, we have attained several milestones and further solidified our position in the whole value chain.

由於穩定的市場情況和我們不懈的努力，我們實現了里程碑式的發展，並鞏固了我們在全產業鏈中的地位。

Technology Breakthroughs 技術突破	Honours 榮譽
<ul style="list-style-type: none"> <li>YOFC's Ultra Low Loss G.654.E optical fibres set world's records in 2.5G and 10G system transmission without repeaters;</li> <li>長飛公司G.654.E「遠貝®超強」光纖刷新了單跨距2.5G和10G系統無中繼光傳輸的世界紀錄；</li> <li>High-end OM5 multi-mode optical fibres were successfully deployed in data center of China Railway.</li> <li>高端多模OM5光纖成功應用於中國鐵路總公司數據中心</li> </ul>	<ul style="list-style-type: none"> <li>YOFC won the class two "National Science and Technology Progress Award" for the third time in 2018;</li> <li>長飛公司二零一八年第三次榮獲國家科學技術進步二等獎；</li> <li>YOFC, as a first Chinese company, won Global Excellence Award 2018 from the European Foundation for Quality Management (EFQM).</li> <li>長飛公司作為第一家中國企業榮獲歐洲質量獎。</li> </ul>
Internationalisation 國際化	Influence 影響力
<ul style="list-style-type: none"> <li>PT. Yangtze Optics Indonesia finished construction within 12 months and began operation in the beginning of 2018, which set a new YOFC speed in internationalisation.</li> <li>二零一八年年初長飛印尼光通信有限公司開業，實現十二個月內從開工到投產的長飛公司國際化新速度；</li> <li>Successfully penetrated close to 20 key customers of optical fibre and cable overseas;</li> <li>成功突破近二十個海外光纖光纜重點客戶；</li> <li>Overseas revenue kept growing at more than 60% for two years in 2017 and 2018.</li> <li>二零一七及二零一八年連續兩年海外業務收入保持60%以上高速增長。</li> </ul>	<ul style="list-style-type: none"> <li>In July 2018, YOFC successfully completed the A shares offering in Shanghai Stock Exchange and became the first A&amp;H dual-listed company in Hubei Province.</li> <li>二零一八年七月，長飛公司成功完成A股發行並在上海證券交易所掛牌上市，成為湖北省首家A&amp;H股兩地上市企業；</li> <li>YOFC's state key laboratory was awarded with "Excellent State Key Laboratory" in evaluation from Ministry of Science and Technology.</li> <li>光纖光纜製備技術國家重點實驗室通過科技部組織的企業國重實驗室評估，獲評優秀；</li> </ul>

# Management Discussion and Analysis

## 管理層討論及分析

### OVERVIEW

During 2018, the growth of the market demand slowed down compared with that in 2017, while the capacity from suppliers was expanded. The shortage of optical fibre preforms in the industry was alleviated. The change of the supply and demand relationship resulted in a stabilised average selling price. The Group continued to strengthen its competitive advantages in optical fibre preforms, optical fibres and optical fibre cables segments and maintained its leading position in domestic telecommunication market. The Group had also been deepening the internationalisation strategy and constantly expanding in overseas markets. Meanwhile, the Group continued to extend to both upstream and downstream of the industry chain, actively expand diversified services, promote its new products and increase the coverage of customers and market. In the midst of a stabilised market, the Group was able to realise a growth rate above its market peers.

During the year under review, the Group's revenue reached another year of record high to approximately RMB11,359.8 million, increased by approximately 9.6% as compared to 2017 of approximately RMB10,366.1 million. The Group reported a gross profit of RMB3,228.4 million, increased by approximately 15.7% as compared to 2017 of approximately RMB2,789.2 million. The Group's profit for the year attributable to the equity shareholders of the Company amounted to approximately RMB1,489.2 million, increased by approximately 17.4% as compared to 2017 of approximately RMB1,268.4 million.

Basic earnings per share was RMB2.09 per share (2017: RMB1.86 per share), which was calculated based on the weighted average number of shares issued, further details of which are set out in note V.46 to the audited consolidated financial statement as set out in the annual report.

On the other hand, the Company managed to generate positive cash flows from operating activities, further details of which are explained in the section headed "Cash flow analysis" below.

The year 2018 marked the Group's 30th anniversary of establishment. Through 30 years of introduction, digestion, absorption and innovation, the Group has grown from a production plant that relied on foreign technology to a market leader with self-owned core technology. The Group also successfully completed the A share public offering and became the first dual-listed company in the industry and in Hubei province.

### REVENUE

The Group's revenue for the year ended 31 December 2018 was approximately RMB11,359.8 million, representing an increase of 9.6% as compared to 2017 of approximately RMB10,366.1 million.

### 綜述

二零一八年，市場需求增幅相比二零一七年放緩，而供應商產能有所擴充，行業光纖預製棒的短缺得到緩解。供需關係的變化使產品單價保持平穩。本集團在持續鞏固光纖預製棒、光纖和光纜業務優勢，保持國內電信市場領先地位的同時，深化實施國際化戰略，不斷拓展海外市場。同時，本集團還繼續向產業鏈上下游延伸，積極拓展多元化業務，大力推廣新產品，擴大客戶範圍和市場空間。在市場整體放緩的情況下，仍增速實現了高於市場的增長。

於本年度，本集團營業收入再創新高，約為人民幣11,359.8百萬元，較二零一七年約人民幣10,366.1百萬元增長約9.6%。本集團毛利為人民幣3,228.4百萬元，較二零一七年約人民幣2,789.2百萬元增長約15.7%。本集團的本年度歸屬於母公司股東的淨利潤約為人民幣1,489.2百萬元，較二零一七年約人民幣1,268.4百萬元增長約17.4%。

基於加權平均已發行股份股數計算，基本每股盈利為每股股份人民幣2.09元（二零一七年：每股股份人民幣1.86元），詳情載於本年報經審核合併財務報表之附註五、46。

另外，本公司得以從經營活動產生現金流正數，詳情見下文「現金流量分析」一節的闡釋。

二零一八年為本公司成立三十週年。經過三十年「引進、消化、吸收、再創新」的發展，本公司從依賴外方技術的工廠成長為掌握核心技術的行業領導者。本公司亦在今年實現了A股首次公開發行，成為光纖光纜行業及湖北省首家兩地上市的企業。

### 收入

截至二零一八年十二月三十一日止年度的本集團營業收入約為人民幣11,359.8百萬元，較二零一七年約人民幣10,366.1百萬元增長9.6%。



# Management Discussion and Analysis

## 管理層討論及分析

By product segment, a total revenue of approximately RMB4,691.2 million was contributed from our optical fibre preforms and optical fibres segment, representing a decrease of 0.2% as compared to 2017 of approximately RMB4,702.9 million and accounting for 41.3% (2017: 45.4%) of the Group's revenue; while a total revenue of RMB5,726.7 million was contributed by our optical fibre cables segment, representing a growth of 13.7% as compared to 2017 of approximately RMB5,034.9 million and accounting for 50.4% (2017: 48.6%) of the Group's revenue. The substantial growth in the Group's total revenue was mainly due to the ramp up of mobile network infrastructure construction by the three State-owned Telecommunication Operators and the ongoing national initiatives such as "Broadband China", "internet plus" announced by the PRC government, which provided positive catalysts to the demand for optical fibres and optical fibre cables.

A total revenue of approximately RMB941.9 million was contributed by others, representing an increase of 49.9% as compared to 2017 of approximately RMB628.3 million and accounting for 8.3% (2017: 6.0%) of the Group's revenue. The increase was mainly attributable to the increase in income from cabling solutions, which grew significantly by 89.4% as compared with 2017.

By geographical segment, a total revenue of approximately RMB9,473.8 million was contributed by domestic customers, representing an increase of 2.9% (2017: 24.3%) as compared to 2017 of approximately RMB9,205.8 million and accounting for 83.4% of the Group's revenue. During 2018, the domestic revenue for optical fibre cables grew by 3.7% while the optical fibre preforms and optical fibres decreased by 4.3%. For overseas market, a total revenue of approximately RMB1,886.0 million was reported in 2018 representing a substantial increase of 62.5% (2017: 65.0%) as compared to 2017 of approximately RMB1,160.3 million and accounting for approximately 16.6% of the Group's revenue. The growth in overseas revenue was mainly driven by optical fibre cables, which showed an increase of 73.9% in revenue.

During 2018, the Group had achieved strong business development in both domestic and overseas telecommunications operator markets which was one of the key stimulators for the significant growth in the Group's revenue.

### COST OF SALES

The Group's cost of sales for the year ended 31 December 2018 was approximately RMB8,131.3 million, representing an increase of 7.3% as compared to 2017 of approximately RMB7,576.9 million and accounting for 71.6% of the Group's revenue. The increase in cost of sales was lower than our growth in revenue, which was mainly due to the optimisation of the Group's capacity structure and the optical fibre preform manufacturing processes, as well as the improvement of production efficiency.

The Group's cost of sales included (i) raw material costs; (ii) manufacturing overheads (including depreciation on machinery and equipment, consumables, rental expenses, utilities and other manufacturing overheads); and (iii) direct labour costs.

按產品分部劃分，總額約人民幣4,691.2百万元的收入來自我們的光纖預製棒及光纖分部，較二零一七年約人民幣4,702.9百萬元下降0.2%及佔本集團收入41.3%（二零一七年：45.4%）；而總額人民幣5,726.7百万元的收入乃來自我們的光纖分部，對比二零一七年約人民幣5,034.9百萬元增長13.7%及佔本集團收入50.4%（二零一七年：48.6%）。本集團總收入造出可觀升幅，主要受惠於三家國有電信運營商繼續進行移動網絡基礎設施的建設，以及中國政府持續推進實施「寬帶中國」、「互聯網+」等國家戰略，上述因素尤其對光纖和光纜的需求起到促進作用。

其他產品服務貢獻總收入約人民幣941.9百萬元，較二零一七年約人民幣628.3百萬元增長49.9%及佔本集團收入8.3%（二零一七年：6.0%），主要由於集團綜合佈線收入較二零一七年大幅增長89.4%。

按地區分部劃分，總額約人民幣9,473.8百万元的收入來自國內客戶，較二零一七年約人民幣9,205.8百萬元增長2.9%（二零一七年：增幅24.3%）及佔本集團收入83.4%。二零一八年光纖於國內的銷售收入增長了3.7%，而光纖預製棒及光纖於國內的銷售收入減少了4.3%。於二零一八年總額約人民幣1,886.0百万元的收入乃來自海外客戶，較二零一七年約人民幣1,160.3百萬元大幅增長62.5%（二零一七年：65.0%）及佔本集團收入約16.6%。海外銷售增長的主要驅動是光纖的增長，海外銷售收入增長中有73.9%來源於光纖。

二零一八年，本集團在國內外電信運營商市場的業務均有長足發展，彼為推動本集團收入增長的主要動力源之一。

### 銷售成本

本集團截至二零一八年十二月三十一日止年度的營業成本約為人民幣8,131.3百萬元，較二零一七年約人民幣7,576.9百萬元增長7.3%，佔本集團收入的71.6%。營業成本升幅低於我們的營業收入增長，主要由於本公司產能結構、預製棒生產工藝的優化及生產效率的提高。

本集團營業成本包括(i)原材料成本；(ii)生產間接費用（包括機器及設備折舊、易耗品、租金開支、水電及其他生產間接費用）；及(iii)直接人工成本。

# Management Discussion and Analysis

## 管理層討論及分析

In 2018, the Group's total raw material costs was approximately RMB7,243.9 million, representing an increase of 7.5% as compared to approximately RMB6,735.7 million in 2017.

For the year ended 31 December 2018, the Group's manufacturing overheads and direct labour cost amounted to approximately RMB885.0 million, representing an increase of 5.5% as compared to RMB838.6 million in 2017.

### GROSS PROFIT AND GROSS PROFIT MARGIN

For the year ended 31 December 2018, the Group reported a gross profit of RMB3,228.4 million, representing an increase of 15.7% as compared to RMB2,789.2 million in 2017 and the gross profit margin increased to 28.4% in 2018 (2017: 26.9%). The increase in gross profit margin was mainly due to the changes in sales structure, optimisation of capacity structure and improvement in manufacturing processes.

### SELLING EXPENSES

The Group's selling expenses for the year ended 31 December 2018 were RMB385.3 million, representing an increase of 26.4% as compared to RMB304.9 million in 2017. The increase was mainly due to the increase in salary expenditures due to the increase in sales staff and more optical fibre cables were sold during the year which resulted in higher transportation costs.

### ADMINISTRATIVE EXPENSES

The Group's administrative expenses for the year ended 31 December 2018 were RMB646.9 million, representing an increase of 14.4% as compared to RMB565.3 million in 2017. The increase was mainly because of the increase in staff costs as well as administrative expenses incurred by the newly established subsidiaries.

### R&D EXPENSES

The Group's R&D expenses for the year ended 31 December 2018 were RMB516.8 million, representing an increase of 28.3% as compared to RMB402.8 million in 2017. The increase was mainly because of the strength of the Company's research in core technology.

### FINANCIAL COSTS

The Group's financial expenses for the year ended 31 December 2018 were RMB40.1 million, representing a decrease of 48.6% as compared to RMB78.2 million in 2017, which was mainly because of foreign exchange loss from the re-measurement of those foreign currency liabilities, mostly in foreign currency denominated bank loans. During the year, the Group continued to restructure its bank loan by borrowing more RMB loans in order to decrease the net foreign exchange losses from the exchange depreciation of RMB against the foreign currencies. As at 31 December 2018, 81.8% of the bank loans was in RMB, 4.0% was in US Dollar and 14.2% was in HK Dollar.

二零一八年，本集團原材料成本總額約為人民幣7,243.9百萬元，較二零一七年約人民幣6,735.7百萬元增長7.5%。

截至二零一八年十二月三十一日止年度，本集團的生產間接費用及直接人工成本約為人民幣885.0百萬元，較二零一七年的人民幣約838.6百萬元增長5.5%。

### 毛利及毛利率

截至二零一八年十二月三十一日止年度，本集團的毛利為人民幣3,228.4百萬元，較二零一七年的人民幣2,789.2百萬元增長15.7%，而毛利率則上升至28.4%（二零一七年：26.9%）。毛利率的增長主要由於銷售構成的變化、產能結構的優化及生產工藝提高。

### 銷售費用

本集團截至二零一八年十二月三十一日止年度的銷售費用為人民幣385.3百萬元，較二零一七年的人民幣304.9百萬元增長26.4%。增幅主要源於銷售人員的増加導致的薪酬支出的上漲以及本年度內售出較多光纜而產生了更多的運輸費用。

### 管理費用

本集團截至二零一八年十二月三十一日止年度的管理費用為人民幣646.9百萬元，較二零一七年的人民幣565.3百萬元增長14.4%。增幅主要源於員工成本以及新成立的附屬公司所產生的管理費用。

### 研發費用

本集團截至二零一八年十二月三十一日止年度的研發費用為人民幣516.8百萬元，較二零一七年的人民幣402.8百萬元增長28.3%。增幅主要源於公司加強在核心技術方面的研發力度所致。

### 財務費用

本集團截至二零一八年十二月三十一日止年度的財務費用為40.1百萬元，較二零一七年的人民幣78.2百萬元減少48.6%。降幅主要源於對外幣債務重新計量後的外匯損失減少以及存款利息收入的增加。於本年度，本集團繼續對銀行借款作出結構調整，通過借貸較多人民幣來減少人民幣對外幣匯率貶值導致匯兌淨損失的可能。於二零一八年十二月三十一日，人民幣、美元和港幣所佔的銀行借款的比例分別為81.8%、4.0%和14.2%。



# Management Discussion and Analysis

## 管理層討論及分析

The interest rates of the bank loans in 2018 ranged from 1.20% to 5.70% per annum (2017: 1.20% to 5.00% per annum), while the annual effective interest rate for the borrowings in 2018 was 4.14% (2017: 4.03%).

### INCOME TAX

The Group's income tax for the year ended 31 December 2018 was RMB181.5 million, representing a decrease of 14.5% as compared to RMB212.3 million in 2017. On the other hand, the effective tax rate decreased from 14.7% in 2017 to 10.9% in 2018. Details of the preferential tax treatments of the Company and certain subsidiaries were set out in note IV.2 to the financial information contained in this annual report.

### CAPITAL EXPENDITURES

During the year, the Group incurred capital expenditures of approximately RMB1,333.3 million (2017: RMB494.7 million) in total, involving the purchase of fixed assets, construction-in-progress, intangible assets, which were mainly related to the enhanced production capacities of three major products at home and abroad as well as the enhanced production efficiency of existing optical fibre preforms and optical fibre equipment.

### USE OF PROCEEDS FROM THE INITIAL PUBLIC OFFERING OF A SHARES

The A shares of the Company were listed on Shanghai Stock Exchange on 20 July 2018. The net proceeds from the issue of the A shares (after deducting the underwriting fees and A share issue expenses) amounted to approximately RMB1,894.3 million. As at 31 December 2018, the proceeds of approximately RMB1,257.7 million were used in the following items: (1) The II and III Phase of capacity expansion for self-made optical fibre preform and optical fibre industrialisation in Yangtze Optical Fibre (Qianjiang) Limited Company occupied approximately RMB763.4 million; (2) Repayment of bank loans occupied approximately RMB300.0 million; (3) Replenishment of working capital occupied approximately RMB194.3 million. The remaining proceeds of approximately RMB636.6 million would still be specially used in the II and III Phase of capacity expansion for self-made optical fibre preform and optical fibre industrialisation in Yangtze Optical Fibre (Qianjiang) Limited Company.

### GEARING RATIO

The Group monitors its leverage using gearing ratio, which is net debts divided by total equity. Net debts include all bank loans less cash and cash equivalents. The Group's gearing ratio as at 31 December 2018 was -15.8% (2017: -15.0%).

銀行貸款的利率於二零一八年介乎年利率1.20%至5.70%(二零一七年：年利率1.20%至5.00%)，而二零一八年借貸之實際年利率為4.14%(二零一七年：4.03%)。

### 所得稅

本集團截至二零一八年十二月三十一日止年度的所得稅為人民幣181.5百萬元，較二零一七年的人民幣212.3百萬元下降14.5%。此外，實際稅率由二零一七年的14.7%下降至二零一八年的10.9%。本公司和若干附屬公司稅收優惠詳情載於本年報所載財務信息之附註四、2。

### 資本支出

年內本集團產生資本支出總額約為人民幣1,333.3百萬元(二零一七年：人民幣494.7百萬元)，涉及購買固定資產、在建工程、無形資產，主要與長飛光纖潛江有限公司預製棒擴產項目以及提高現有光纖預製棒、光纖、光纜設備的生產效率有關。

### 公開發行A股所得款項用途

本公司於二零一八年七月二十日完成A股公開發售並上市，上市所得款項淨額(經扣除承銷費用及有關上市開支後)為人民幣1,894.3百萬元。於二零一八年十二月三十一日，源於A股上市之所得款項淨額約人民幣1,257.7百萬元已用於(1)長飛光纖潛江有限公司自主預製棒及光纖產業化二期、三期擴產項目約人民幣763.4百萬元；(2)償還銀行貸款約人民幣300.0百萬元；(3)補足營運資本以改善本集團的資產負債水平約人民幣194.3百萬元。未動用所得款項淨額約人民幣636.6百萬元，款項將專項用於長飛光纖潛江有限公司自主預製棒及光纖產業化二期、三期擴產項目。

### 負債資本比率

本集團以負債資本比率監控負債狀況，比率以債務淨額除以權益總額計算。債務淨額包括所有銀行貸款減現金及現金等價物。本集團於二零一八年十二月三十一日的負債資本比率為-15.8%(二零一七年：-15.0%)。

# Management Discussion and Analysis

## 管理層討論及分析

### CASH FLOW ANALYSIS

The following table sets forth the selected cash flow data derived from the consolidated cash flow statement for the year ended 31 December 2018.

		2018 二零一八年 人民幣元	2017 二零一七年 人民幣元
Net cash generated from operating activities	經營活動產生的淨現金	565,350,945	1,737,869,941
Net cash used in investing activities	投資活動使用的淨現金	(1,530,096,247)	(380,963,679)
Net cash generated from/(used in) financing activities	融資活動產生/(使用)的淨現金	1,783,529,696	(980,582,610)
Effect of foreign exchange rate changes on cash and the equivalents	匯率變動對現金及現金等價物的影響	9,678,488	(4,385,119)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加淨額	828,462,882	371,938,533

The net cash generated from the Group's operating activities decreased by approximately RMB1,172.5 million. The reason was that the shortage was alleviated in the market and the customers no longer pay in advance to ensure delivery. Thus the payment terms returned to normal status, resulting in a net increase in trade and bills receivable and trade and bills payable of the Group during the year.

The net cash used by the Group's investment activities increased by approximately RMB1,149.1 million, which was mainly due to the investment in Yangtze Optical Fibre (Qianjiang) Co., Ltd's capacity expansion projects of optical fibre preforms and the cash outflow for the construction of fixed assets and investment in the associates increased significantly from the previous year.

Net cash generated from the Group's financing activities increased by approximately RMB2,764.1 million, which was mainly due to net proceeds from the initial public offering of A shares amounted to approximately RMB1,894.3 million.

Cash and cash equivalents as at 31 December 2018 were cash at banks and in hand, which were mainly in RMB, US Dollars, South African Rand, Euro, HK Dollars and Indonesian Rupiah.

### NET CURRENT ASSETS

As at 31 December 2018, the Group's net current assets was RMB4,138.0 million, increased by RMB1,856.7 million from RMB2,281.3 million as at 31 December 2017. The increase in net current assets was mainly due to cash and cash equivalents, trade receivables and bills receivable increased by approximately RMB1,878.9 million.

### 現金流量分析

下表載列摘錄自截至二零一八年十二月三十一日止年度之合併現金流量表之選定現金流量數據。

本集團經營活動產生的淨現金減少約人民幣1,172.5百萬元，乃主要由於較二零一七年，市場短缺情況得到緩解，客戶不再採取縮短賬期等措施確保供貨，行業賬期恢復正常區間，致使本集團於本年應收賬款及票據與應付賬款及票據之淨增加額大幅增加。

本集團投資活動使用的淨現金增加約人民幣1,149.1百萬元，乃主要由於二零一八年子公司長飛光纖潛江有限公司預製棒擴產項目購建固定資產支付的現金及投資聯營公司支付的現金較上年大幅增加。

本集團融資活動產生的淨現金增加約人民幣2,764.1百萬元，乃主要由於本年度公司公開發行A股募集資金約人民幣1,894.3百萬元所致。

於二零一八年十二月三十一日的現金及現金等價物為銀行存款及現金，主要貨幣為人民幣、美元、南非蘭特、歐元、港元及印尼盧比。

### 淨流動資產

於二零一八年十二月三十一日，本集團淨流動資產為人民幣4,138.0百萬元，較二零一七年十二月三十一日的人民幣2,281.3百萬元增加人民幣1,856.7百萬元。淨流動資產的增加乃主要由貨幣資金、應收票據及應收賬款增加約人民幣1,878.9百萬元。



# Management Discussion and Analysis

## 管理層討論及分析

### BANK LOANS

As at 31 December 2018, the Group's bank loans were RMB1,357.3 million, representing an increase of RMB379.0 million from approximately RMB978.3 million as at 31 December 2017. As at 31 December 2018, 39.4% of the Group's bank loans were floating-rate loans and 60.6% were fixed-rate loans. Among the Group's bank loans, 14.2% were Hong Kong dollar loans, 4.0% were US dollar loans, and the remaining 81.8% were RMB loans.

### COMMITMENTS AND CONTINGENCIES

As at 31 December 2018, the Group's outstanding capital commitments on fixed assets were approximately RMB2,227.3 million (2017: approximately RMB2,495.1 million), and equity investment was approximately RMB26.3 million (2017: approximately RMB325.5 million). Out of the total amount of unsettled commitments as at 31 December 2018 of approximately RMB2,253.6 million (2017: RMB2,820.6 million), a total amount of approximately RMB493.4 million (2017: approximately RMB551.7 million) were contracted, and the balance of approximately RMB1,760.2 million (2017: approximately RMB2,268.9 million) were authorized but not yet contracted by the Board.

As at 31 December 2018, the Group did not have any material contingent liability.

### CHARGE ON ASSETS

As at 31 December 2018, the Group's plants and buildings with a cost of RMB51.3 million and land use rights with a cost of RMB27.1 million were pledged as collaterals to secure the Group's credit line.

### FUNDING AND TREASURY POLICY

The Group adopts a conservative approach on its funding and treasury policy, which aims to maintain an optimal financial position and the most economic finance costs as well as minimise the Group's financial risks. The Group regularly reviews the funding requirements to ensure adequate financial resources to support its business operations and future investments and expansion plans as and when needed.

### EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES

Most of the revenues and expenses are settled in RMB while some of the Group's sales, purchases and financial liabilities are denominated in US Dollars, Euro and HK Dollars. Most of the bank deposits are in RMB, US Dollars, Euro and HK Dollars.

During the year, the Group suffered mainly from the unfavourable fluctuations in exchange rate movements between RMB and US Dollars or Euro, which resulted in net foreign exchange losses of RMB12.4 million.

### 銀行貸款

於二零一八年十二月三十一日，本集團之銀行貸款為人民幣1,357.3百萬元，較二零一七年十二月三十一日約人民幣978.3百萬元增加人民幣379.0百萬元。於二零一八年十二月三十一日，本集團銀行貸款之39.4%為浮息貸款及60.6%為定息貸款。本集團銀行貸款中，14.2%為港幣貸款，4.0%為美元貸款，而餘額81.8%為人民幣貸款。

### 承擔及或然事項

於二零一八年十二月三十一日，本集團就固定資產之未結算資本承擔約為人民幣2,227.3百萬元(二零一七年：約人民幣2,495.1百萬元)及權益投資約人民幣26.3百萬元(二零一七年：約人民幣325.5百萬元)。於二零一八年十二月三十一日之未結算承擔總額約為人民幣2,253.6百萬元(二零一七年：人民幣2,820.6百萬元)中，合共約人民幣493.4百萬元(二零一七年：約人民幣551.7百萬元)已訂約，而餘額約人民幣1,760.2百萬元(二零一七年：約人民幣2,268.9百萬元)則已獲董事會授權惟尚未訂約。

於二零一八年十二月三十一日，本集團並無任何重大或然負債。

### 資產抵押

於二零一八年十二月三十一日，本集團以賬面原值人民幣51.3百萬元的房屋及建築物及賬面價值人民幣27.1百萬元的土地使用權作為抵押予銀行以擔保本集團信用額度。

### 融資及財務政策

本集團實施穩健的融資及財務政策，目標是在保持優良財務狀況及合理財務成本的同時，最小化本集團的財務風險。本集團定期檢查融資需求以確保在有需要時有足夠的財務資源可以支援集團運營及未來投資和擴張計劃的需求。

### 匯率波動影響

本集團大部分收益及開支均以人民幣結算，而本集團若干銷售、採購及金融負債則以美元、歐元及港幣計值。本集團大部分銀行存款以人民幣、美元、歐元及港元方式存置。

於本年度，本集團主要因人民幣對美元或歐元的不利匯率波動，從而導致了人民幣12.4百萬元的匯兌淨損失。

# Management Discussion and Analysis

## 管理層討論及分析

During the year, the Group entered into several currency structured forward contracts to reduce our foreign currency risks. The Group will closely monitor the ongoing movements on exchange rates and will consider entering into other hedging arrangements.

### EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2018, the Group had approximately 4,499 full-time employees (2017: 4,075 full-time employees). The Group has designed an annual evaluation system to assess the performance of its employees. Such system forms the basis of determining whether an employee should be entitled to salary increments, bonuses or promotions. The salaries and bonuses that the employees received are competitive with market rates. The Company has been in compliance with the relevant national and local labor and social welfare laws and regulations in China.

The Group arranges external training courses, seminars and technical courses for employees to enhance their professional knowledge and skills, their understanding of market development and management and operational skills.

### OFF-BALANCE SHEET ARRANGEMENTS

As at 31 December 2018, the Company discounted and endorsed certain bank bills receivable with a carrying amount of approximately RMB152.4 million (2017: RMB225.1 million) to certain commercial banks in China and its suppliers.

### FORMATION OF NEW OVERSEAS PRESENCES YOFC INTERNATIONAL (SINGAPORE) PTE. LTD.

On 28 February 2018, Yangtze Optical Fibre and Cable Company (Hong Kong) Limited ("YOFC Hong Kong"), a subsidiary of the Company, established YOFC INTERNATIONAL (SINGAPORE) PTE. LTD. ("YOFC Singapore") in Singapore. Its scope of business includes general wholesale import and export (import and export of tradable telecom equipments) and other unclassified business activities related to telecom. YOFC Singapore is 100% owned by YOFC Hong Kong and its paid-up share capital is USD8 million. During the year, YOFC Hong Kong had contributed USD1.2 million.

### FORMATION OF NEW DOMESTIC PRESENCES YOFC Gas (Qianjiang) Co., Ltd.

On 21 March 2018, Yangtze Optical Fibre (Qianjiang) Co., Ltd. (the "YOFC Qianjiang"), a subsidiary of the Company, established YOFC Gas Qianjiang Co., Ltd. (the "YOFC Gas") in Hubei province. Its scope of business includes production and sales of vapour, chemical raw materials (excluding hazardous chemicals, precursor chemicals and monitoring chemicals) and the technical service of the above products. YOFC Gas is 100% owned by YOFC Qianjiang and its paid-up share capital is RMB80 million. During the year, YOFC Qianjiang had contributed RMB72 million.

於本年度，本集團訂立了若干貨幣結構性遠期合約，以減低外匯風險。本集團將密切關注持續的匯率變動，並會考慮其他對沖安排。

### 僱員及薪酬政策

於二零一八年十二月三十一日，本集團約有4,499名全職僱員(二零一七年：約4,075名全職僱員)。本集團設計了一項年度考核制度，以考核僱員的表現。有關制度構成釐定僱員應否獲加薪、花紅或升職之基準。其僱員獲得之薪金及花紅與市場水平相當。本公司一直遵守中國及相關國家及地方勞工及社會福利法律及法規。

本集團安排員工參加外間的培訓課程、研討會及專業技術課程，藉以提升員工的專業知識及技能，並加深彼等對市場發展的認識及改善其管理及業務技能。

### 資產負債表外安排

於二零一八年十二月三十一日，本公司將賬面值約為人民幣152.4百萬元(二零一七年：人民幣225.1百萬元)的若干應收銀行票據交予中國若干商業銀行安排貼現或背書轉讓予供應商。

### 於海外組建新實體

#### YOFC INTERNATIONAL (SINGAPORE) PTE. LTD.

於二零一八年二月二十八日，本公司之附屬公司長飛光纖光纜(香港)有限公司(「長飛香港」)在新加坡成立YOFC INTERNATIONAL (SINGAPORE) PTE. LTD.(「長飛新加坡」)，經營範圍為一般性進出口批發貿易(貿易用途的電信設備進出口)和其他未歸類的電信相關經營活動。長飛新加坡由長飛香港持有100%之股權，其繳足股本為美元8百萬元，長飛香港已在本年度以現金注資美元1.2百萬元。

### 於中國組建新實體

#### 長飛氣體潛江有限公司

於二零一八年三月二十一日，本公司之附屬公司長飛光纖潛江有限公司(「長飛潛江」)在中國湖北成立長飛氣體潛江有限公司(「長飛氣體」)，經營範圍為蒸氣生產銷售；化工原料(不含危險化學品，易制毒類化學品，監控類化學品)銷售；提供上述產品的技術服務。長飛氣體由長飛潛江持有100%之股權，其繳足股本為80百萬元，長飛潛江已在本年度以現金注資人民幣72百萬元。

# Management Discussion and Analysis

## 管理層討論及分析

### AVIC Baosheng Ocean Engineering Cable Company

AVIC Baosheng Ocean Engineering Cable Company (the “Baosheng Cable”) was established on 26 August 2015. Its scope of business includes wires, cables, accessories, components and the design, development, production, sales, installment, technical consulting service of various submarine projects and equipments. Self-conducted and proxy for exports and imports of various products and technologies. (Projects that must be approved according to law shall be approved by the relevant departments before the operation). Baosheng Cable is a joint venture between the Company and Baosheng Science and Technology Innovation Co., Ltd. (the “Baosheng Technology”). The Company holds 30% of total shares and Baosheng Technology holds the remaining 70% of the total shares. Its paid-up share capital is RMB1,000 million. In May 2018, the Company had contributed RMB300 million.

### Baosheng YOFC Marine Engineering Company Ltd.

On 1 June 2018, the Company, together with Baosheng Technology, established Baosheng YOFC Marine Engineering Company Ltd (the “Baosheng YOFC”) in Jiangsu. Its scope of business includes the construction of submarine projects, sales of submarine cables, optical cables, composite cables, specialty submarine cables, direct current cables, high voltage cables, umbilical cables, trailing cables, OPGW cables, other power cables and their accessories, the installment, construction, technical consulting services of various submarine projects and equipments. (Projects that must be approved according to law shall be approved by the relevant departments before the operation). Baosheng YOFC is a joint venture between the Company and Baosheng Technology. The Company holds 51% of the total shares of Baosheng YOFC and Baosheng Technology holds the remaining 49% of the total shares. Its paid-up share capital is RMB100 million. During the year, the Company had contributed RMB3.57 million.

The establishment of all the above associates and subsidiaries as disclosed under the sections headed “Formation of New Overseas Presence” and “Formation of New Domestic Presences” did not constitute notifiable transactions or connected transactions of the Company under Chapter 14 and Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”).

### 中航寶勝海洋工程電纜有限公司

中航寶勝海洋工程電纜有限公司(「寶勝電纜」)成立於二零一五年八月二十六日，經營範圍為各類海洋工程和裝備等電線電纜、電纜附件、組件及系統的設計、開發、製造、銷售、安裝、技術諮詢服務；自營和代理各類商品及技術的進出口業務。(依法須經批准的項目，經相關部門批准後方可開展經營活動)。寶勝電纜由本公司和寶勝科技創新股份有限公司(「寶勝科技」)分別持有30%及70%之股權，其繳足股本為1,000百萬元，本公司已於二零一八年五月以現金注資人民幣300百萬元。

### 寶勝長飛海洋工程有限公司

於二零一八年六月一日，本公司與寶勝科技在中國江蘇成立寶勝長飛海洋工程有限公司(「寶勝長飛」)，經營範圍為海洋工程建築；銷售：海底電纜、海底光纜、光電複合纜、海底特種電纜、直流電纜、高壓電纜、超高壓電纜、臍帶電纜、拖曳纜、OPGW等電線電纜及其附件；各類海洋工程和裝備用電纜與組件及系統的安裝、敷設、技術諮詢服務。(依法須經批准的項目，經相關部門批准後方可開展經營活動)。寶勝長飛由本公司和寶勝科技分別持有51%及49%之股權，其繳足股本為人民幣100百萬元，本公司已在本年度以現金注資人民幣3.57百萬元。

於「於海外組建新實體」及「於中國組建新實體」各節項下所披露之上述所有附屬公司及聯營公司的建立，根據香港上市規則第14章及第14A章，並不構成本公司之須予公佈的交易或關連交易。



# Management Discussion and Analysis

## 管理層討論及分析

### OUTLOOK

In 2019, the market would be more complicated with severe competition. Before the mass construction of 5G infrastructure, the growth rate of the demand from the major domestic customers, the three state-owned telecom operators would slow down and the market would stabilise. However, attracted by the high profitability in last two years and the potential 5G related demands in the future, the suppliers expanded their capacity, which resulted in a change of supply and demand relationship. The shortage in supply of optical fibre preforms was alleviated, while there was an oversupply of the optical fibres and optical fibre cables. In March 2019, China Mobile announced its central bidding for common optical fibre cable. Due to the fierce competition, the published average selling price for 2019 decreased significantly compared with that in 2018. According to the announcement of bidding candidates, the Company won 4.39% of the bidding and ranked number 6. The bidding would have a negative effect on the Group's revenue and profitability. The overall impact from the central bidding of China Mobile on the Chinese and global optical fibre and cable industry and market needs to be further analyses. Facing challenges, the Group would adhere to its mid to long term strategies and focus on the key segment in the value chain. Apart from realising organic growth of optical fibre preforms, optical fibres and optical fibre cables, the Group would explore overseas markets and promote relevant diversification to generate value for shareholders and customers.

The Group aims to ensure its leading position in main businesses and solidify foundation for future growth. In 2019, the Group would fully utilise its advantages in technologies and capacity structure to gain more customers in the optical fibre preform and optical fibre segment, which has the highest profitability and entry barrier. On one hand, the Group would focus on both domestic and overseas markets, take market opportunities, differentiate itself with its leading technologies, branding and quality, and realise synergies within the Group to gain leading positions in core segment within the value chain. On the other hand, the Group would continue to optimise its capacity structure of optical fibre preforms, increase production efficiency and lower costs.

In 2019, facing opportunities in relevant diversification fields, the Group would gradually develop end to end comprehensive solutions based on customers' demand and application scenarios. Through customer replication, products extension and business extension, the Group would strengthen its businesses such as cabling system, specialty optical fibre and components. Meanwhile, under systematic planning and reasonable investment, the core competitiveness of new diversification fields such as optic module and submarine cable would be improved to promote their fast growth and to bring new drivers to the Group's development.

### 展望

二零一九年，境內市場環境更為複雜，競爭更加激烈。在5G規模建設開始前，光纖光纜產品的主要境內客戶，暨三大國有電信運營商需求增速放緩，行業總體需求維持穩定。而供應商受到前兩年利潤水平及未來5G需求前景的刺激，對產能進行了擴充，由此供需關係發生了變化，行業光纖預製棒短缺得到了緩解，而光纖及光纜產能出現過剩。在二零一九年三月中國移動宣佈的普通光纜集中採購中，由於行業競爭加劇，光纜價格相比二零一八年大幅下滑，根據中標候選人公示，本公司中標份額約為4.39%排名第六名，將對公司的收入和利潤水平帶來負面影響。移動招標的結果對中國及全球光纖光纜行業和市場的影響有待進一步觀察。面對挑戰，公司將圍繞中長期戰略規劃，聚焦產業鏈關鍵環節，在持續實施棒纖纜主業內涵增長的同時，大力拓展國際市場，堅決推動多元化發展，為股東和客戶創造價值。

擴大主業優勢，夯實公司發展基礎。二零一九年，公司將充分發揮自身技術和產能結構優勢，在產業鏈利潤最高、進入門檻最高的光纖預製棒及光纖部分積極拓展客戶，挖掘市場潛能。一方面，立足國內和海外兩大市場，深挖市場機會，充分利用研發技術、品牌、品質等差異化競爭優勢，發揮集團協同效應，在產業鏈核心部分保持全球市場領先地位。另一方面，本公司將持續優化光纖預製棒產能結構，提升製造效率，降低成本。

二零一九年，面對相關多元化業務良好的市場機遇，公司將以客戶需求和應用場景為基礎，逐步構建綜合解決方案的端到端能力，通過客戶複製、產品延伸和業務擴展等三個延伸做大做強綜合佈線、特種光纖及組件等業務。同時，在科學系統規劃的基礎上，逐步培育光模組、海纜等新興業務的核心競爭力，有節奏地推進其快速增長，為公司可持續發展輸入新動能。

# Management Discussion and Analysis

## 管理層討論及分析

In 2019, facing a growing overseas market, the Company will focus on internationalisation strategy and build regional centre based on sales offices, and strengthen the coordination of production, supply chain and sales within the Group and form a regional localized cooperative operation model. Apart from optical fibre and cable, the sales capability for all series products would be enhanced, together with the bidding and delivery abilities of mid to large projects. The Company would always manage patents and intellectual properties risks and ensure the implementation of strategic goals in overseas market. The Group has won four independent orders from the domestic broadband connection phase III projects in Peru. The projects include network design, deployment and maintenance. The total amount is expected to exceed USD400 million. Meanwhile, the Group's EPC project in Philippines was successfully implemented.

Innovation is the foundation of the Group's sustainable growth. In 2019, the Group would continue to innovate in areas such as organisational structure, operation management, new businesses incubation, technology development to enhance core competitiveness. On the one hand, the Group would optimise organisation structure based on market and realise fast end to end response. On the other hand, the Group would focus on the construction of R&D platform and strengthen the development of new technologies, new products and new solutions, so as to lead the development of the Group with advanced technologies and innovation. Moreover, based on the State Key Laboratory, the Group would build an incubator platform for new businesses, together with the operation of capital and investment of strategic resources, in order to promote new drivers for future development.

二零一九年，面對海外持續增長的市場機遇，公司將以國際業務中心為主體，在海外銷售服務辦事處的基礎上設立地區部，在集團範圍內加強海外子公司的產供銷一體化協同，形成區域本地化的群體協同經營模式。同時，在立足光纖光纜的基礎上，全面提升海外全系列產品的銷售能力和大中型項目的獲取與交付能力，並時刻注重對專利和知識產權等風險因素的防範，確保國際業務目標全面達成。本公司已在秘魯中標其國內寬帶連接第三期項目中四個獨立標段區域傳輸網絡的工程設計及施工運維等業務，總共中標金額預計超過美元四億元。同時，本公司在菲律賓實施的通訊工程總包項目亦進展順利。

創新是公司持續發展之根本。二零一九年，公司將持續在組織與運營管理、資本與業務孵化、技術研發等領域創新，提升核心競爭力，推動公司持續增長。一方面，以市場為出發點，持續優化組織架構，提升端到端的市場回應能力。另一方面，注重研發平台建設，強化對新工藝技術、新產品和解決方案的開發，走技術引領之路。此外，以國家重點實驗室為基礎，逐步構建新業務孵化平台，並輔以合理的資本運作與戰略資源投入，為持續增長培育新動能。

## Directors', Supervisors' and Senior Management's Profiles

### 董事、監事及高級管理人員簡歷

#### EXECUTIVE DIRECTORS

**Mr. Zhuang Dan (莊丹)**, age 48, has been appointed as an executive Director of the Company with effect from 24 January 2017. Mr. Zhuang has been the president of the Company since September 2011. He is primarily responsible for strategic development and planning, and day-to-day management of the Company. Mr. Zhuang has more than 21 years of experience in the optical fibre and cable industry. He joined the Company in March 1998 and served as the manager assistant of the finance department primarily responsible for financial management from March 1998 to April 2000, the manager of the finance department primarily responsible for financial management and providing comprehensive management and strategic decisions to the Company from April 2000 to November 2001, and the chief financial officer primarily responsible for overseeing the overall financial and accounting related matters from November 2001 to September 2011, consecutively. Mr. Zhuang obtained a bachelor's degree in auditing from Wuhan University (武漢大學) in July 1992, a master's degree in accounting from Wuhan University in June 1995, a doctorate in accounting from Zhongnan University of Finance and Economics (中南財經大學) in June 1998, and a postdoctoral certificate in business administration from Shanghai University of Finance and Economics (上海財經大學) in April 2001. Currently, he is a deputy to the 13th session of the People's Congress of Hubei Province. He has received special government allowance awarded by the State Council of the PRC.

#### 執行董事

莊丹先生，48歲，於二零一七年一月二十四日獲委任為本公司執行董事。莊先生於二零一一年九月起為本公司總裁，主要負責本公司的戰略發展與規劃及日常管理。莊先生有逾21年光纖光纜業從業經驗。彼於一九九八年三月加入本公司，於一九九八年三月至二零零零年四月任財務部經理助理(主要負責財務管理)，於二零零零年四月至二零零一年十一月任財務部經理(主要負責財務管理及向本公司提供全面管理及戰略決策)及於二零零一年十一月至二零一一年九月任財務總監(主要負責監察整體財務及會計相關事宜)。莊先生於一九九二年七月從武漢大學獲得審計專業學士學位，於一九九五年六月從武漢大學獲得會計專業碩士學位及於一九九八年六月從中南財經大學獲得會計專業博士學位並於二零零一年四月從上海財經大學獲得工商管理博士後證書。莊先生現為湖北省第十三屆人民代表大會代表。彼獲中國國務院頒發政府特殊津貼。



## Directors', Supervisors' and Senior Management's Profiles

### 董事、監事及高級管理人員簡歷

#### EXECUTIVE DIRECTORS (Cont'd)

**Mr. Frank Franciscus Dorjee (范•德意)**, age 58, has been an executive Director since 19 December 2013. He has also been the Vice Chairman of the Board during the first session of the Board and is a member of the Nomination and Remuneration Committee of the Company. He is primarily responsible for overall management of the Company's investment strategies and business development. He joined the board of directors of YOFC as a director on 24 January 2011. Mr. Dorjee once joined the board of directors of Oman Cables Industry (SAOG), a company listed on the Muscat Securities Market (Stock Code: OCAI) in March 2012 and had been serving as the vice-chairman of the board of directors for the period from July 2012 to 1 December 2014. He has also been a member of the supervisory board and chairman of the audit committee of Randstad Holding N.V., a company listed on the Euronext Amsterdam (Stock Code: RAND), since April 2014. Since September 2016, he has also been a member of the board of Supervisors and the chairman of the audit committee of Koole Terminal BV (Zaandam, the Netherlands), an international storage company providing logistic solutions. He has also been member of the supervisory board of Fotowatio Renewable Ventures since July 2017, a leading global developer of renewable utility-scale projects. Since August 2017, he has also been a member of the Supervisory Board and the Chairman of the Audit Committee of Beacon Rail Lux Holdings S.A.R.L., a rolling stock leasing company serving the Pan European and North American markets. Prior to these positions, Mr. Dorjee joined KPMG Accountant N.V. in 1986, an international accounting firm, and was appointed partner in January 1995. He joined Van der Moolen Holding N.V., which was a Dutch equity trading firm and one of the specialists on the New York Stock Exchange, in October 2000 and served as the chief financial officer and a member of the executive board primarily responsible for overall financial affairs until February 2005. From March 2005 to December 2009, he acted as the chief financial officer and a member of the board of management of Draka Holding N.V., a company then holding 100% equity interest in Draka, one of the substantial shareholders of the Company, where he was primarily responsible for overall financial affairs. He further served as the chief executive officer and chairman of the board of management of Draka Holding N.V. from January 2010 to February 2011, where he was primarily responsible for overall financial affairs. Mr. Dorjee also served as the chief strategic officer primarily responsible for corporate development affairs and a member of the board of directors of Prysmian S.p.A. from March 2011 to February 2014. Prysmian S.p.A. indirectly holds 100% equity interest in Draka, one of the substantial shareholders of the Company, and is a company listed on the Milan Stock Exchange (Stock Code: PRYMY). Mr. Dorjee studied at the University of Amsterdam from September 1979 until March 1986 and obtained a bachelor's degree in economics and law in July 1984, a master's degree in business economics in July 1984, a master's degree in tax law in March 1986 and a master's degree in tax economics in March 1986. He has been a certified public accountant registered at the Nederlands Instituut van Register accountants since March 1987.

#### 執行董事(續)

**范•德意先生**，58歲，於二零一三年十二月十九日起為執行董事。彼亦為本公司第一屆董事會的副董事長及提名及薪酬委員會成員。彼主要負責本公司投資策略及業務發展的全面管理。彼於二零一一年一月二十四日加入長飛董事會出任董事。德意先生曾於二零一二年三月加入Oman Cables Industry(SAOG)(馬斯喀特證券市場上市公司(股份代號：OCAI)董事會，並於二零一二年七月至二零一四年十二月一日出任董事會副主席。彼亦自二零一四年四月起擔任Randstad Holding N.V.(阿姆斯特丹證券交易所上市公司(股份代號：RAND)的監事會成員及審核委員會主席。於二零一六年九月起，彼亦為Koole Terminal BV(荷蘭讚丹)(一間提供物流解決方案的國際儲存公司)的監事會成員及審核委員會主席。於二零一七年七月起，彼亦為Fotowatio Renewable Ventures(一間全球領先可再生能源項目開發商)的監事會成員。於二零一七年八月起，彼亦為Beacon Rail Lux Holdings S.A.R.L.(一間服務於泛歐洲及北美地區的軌道車輛租賃公司)的監事會成員及審核委員會主席。在此之前，德意先生於一九八六年加入國際會計師事務所KPMG Accountant N.V.，並於一九九五年一月獲委任為合夥人。彼於二零零零年十月加入Van der Moolen Holding N.V.(一間荷蘭股權交易公司及紐約證券交易所的特許證券商之一)，擔任財務總監及執行董事會成員直至二零零五年二月，主要負責整體財務事宜。彼於二零零五年三月至二零零九年十二月擔任德拉克控股(Draka Holding N.V.)財務總監及管理委員會成員，主要負責整體財務事宜，而德拉克控股當時持有Draka全部股權，Draka則為本公司的主要股東之一。彼於二零一零年一月至二零一一年二月升任德拉克控股首席執行官兼管理委員會主席，主要負責整體財務事宜。德意先生亦於二零一一年三月至二零一四年二月出任Prysmian S.p.A.戰略總監(主要負責企業發展事宜)兼董事。Prysmian S.p.A.間接持有Draka全部股權(Draka為本公司的主要股東之一)，且為於米蘭證券交易所上市的公司(股份代號：PRYMY)。德意先生於一九七九年九月至一九八六年三月在阿姆斯特丹大學就讀，於一九八四年七月獲得經濟學與法學學士學位及商業經濟學碩士學位，於一九八六年三月獲得稅法碩士學位及稅收經濟學碩士學位。彼於一九八七年三月於荷蘭皇家註冊會計師協會註冊成為註冊會計師。

## Directors', Supervisors' and Senior Management's Profiles

### 董事、監事及高級管理人員簡歷

#### NON-EXECUTIVE DIRECTORS

**Mr. Ma Jie (馬杰)**, age 48, has been a non-executive Director since 19 December 2013. He has been elected as the Chairman of the Board and has been appointed as the chairman and a member of the Strategy Committee of the Company with effect from 24 January 2017. He is responsible for providing strategic advice and making recommendations on the operations and management of the Company. He joined the board of directors of YOFC as a director on 12 August 2011. Mr. Ma has been serving as a director of the board and the general manager of China Huaxin (renamed as China Huaxin Post and Telecom Technologies Co., Ltd (中國華信郵電科技有限公司)), one of the substantial shareholders of the Company, since October 2017, and is primarily responsible for overall business operation and management. He has also held positions in several subsidiaries of China Huaxin, including serving as a non-executive director of Alcatel-Lucent Shanghai Bell Co., Ltd. (上海貝爾股份有限公司) since November 2012, a member of the Advisory Council of RFS Radio Frequency Systems Holdings Ltd. (安弗施無線射頻系統控股有限公司) since November 2012, a director since November 2012 and currently the chairman of Unihub China Information Technology Co., Ltd (中盈優創資訊科技有限公司), the chairman of Shanghai Huaxin Network Ltd (上海華信富欣網絡科技有限公司) (currently known as Shanghai Huaxin Infotech Ltd (上海華信長安網絡科技有限公司)) since April 2014, a director of Alcatel-Lucent Enterprise Holding (currently known as ALE Holding) since October 2014, and a director of Huaxin Capital Investment Management Ltd (華信長安資本投資管理有限公司) from February 2016 to December 2018.

Prior to these positions, he was the vice chairman of the management committee and the executive deputy general manager primarily responsible for overall business operation and management of China Huaxin, from June 2011 and from January 2013 to October 2017, respectively. Mr. Ma also held several management level positions in Alcatel-Lucent Shanghai Bell Co., Ltd. (renamed as Nokia Shanghai Bell Co., Ltd) from July 1998 to June 2011, including serving as the consultant of strategic consulting and investment development primarily responsible for providing strategic and investment advices to the chairman from July 1998 to December 1999, the director of human resources primarily responsible for overseeing the human resources related matters from January 2000 to June 2002, the vice-president primarily responsible for overall management of human resources from July 2002 to August 2006, and the executive vice-president primarily responsible for overall management of human resources from September 2006 to June 2011. Mr. Ma had been serving as a director of Alcatel-Lucent Shanghai Bell Software Co., Ltd. (上海貝爾軟件有限公司) from November 2012 to December 2017. Mr. Ma also held positions in several other subsidiaries of China Huaxin, including serving as a director of China Credit Information Technology Company Limited (中信國檢信息技術有限公司) from August 2011 to September 2014 and a director of Shanghai Fortune Communications Technology Development Co., Ltd. (上海富欣通信技術發展有限公司) from March 2003 to September 2014. Mr. Ma graduated from Nankai University (南開大學) with a bachelor's degree in economics and a doctorate in economics in July 1993 and July 1998, respectively. He also obtained an executive master of business administration from a joint program of Washington University in Saint Louis and Fudan University (復旦大學) in March 2005.

#### 非執行董事

**馬杰先生**，48歲，於二零一三年十二月十九日起出任非執行董事。馬先生自二零一七年一月二十四日起獲推選為本公司董事會主席並獲委任為本公司戰略委員會主席。馬先生負責對本公司的經營與管理提供具有戰略意義的意見及建議。彼於二零一一年八月十二日加入長飛董事會出任董事。馬先生自二零一七年十月起擔任中國華信(本公司的主要股東之一)(現更名為中國華信郵電科技有限公司)董事會董事及總經理，主要負責整體業務經營及管理。彼亦於中國華信多個附屬公司擔任職位，包括自二零一二年十一月起任上海貝爾股份有限公司非執行董事，自二零一二年十一月起任安弗施無線射頻系統控股有限公司諮詢理事會成員，自二零一二年十一月起任中盈優創資訊科技有限公司董事長；自二零一四年四月起擔任上海華信富欣網絡科技有限公司(現更名為上海華信長安網絡科技有限公司)董事長，自二零一四年十月起擔任Alcatel-Lucent Enterprise Holding(現更名為ALE Holding)董事，並自二零一六年二月至二零一八年十二月起任華信長安資本投資管理有限公司董事。

任職現有職位之前，馬先生於二零一一年六月及二零一三年一月至二零一七年十月曾分別擔任中國華信管理委員會副主任及常務副總經理。馬先生於一九九八年七月至二零一一年六月曾擔任上海貝爾股份有限公司(現更名為上海諾基亞貝爾股份有限公司)的多個管理層職位，包括於一九九八年七月至一九九九年十二月擔任戰略諮詢與投資發展顧問(主要負責向董事長提供戰略與投資建議)，於二零零零年一月至二零零二年六月擔任人力資源部總監(主要負責監察人力資源相關事宜)，於二零零二年七月至二零零六年八月擔任副總裁(主要負責全面管理人力資源)，於二零零六年九月至二零一一年六月擔任執行副總裁(主要負責全面管理人力資源)，於二零一二年十一月至二零一七年十二月擔任上海貝爾軟件有限公司董事。馬先生亦曾於中國華信多間其他附屬公司工作，包括於二零一一年八月至二零一四年九月在中信國檢信息技術有限公司擔任董事，於二零零三年三月至二零一四年九月間在上海富欣通信技術發展有限公司擔任董事。馬先生畢業於南開大學，分別於一九九三年七月及一九九八年七月獲得經濟學學士學位及經濟學博士學位。彼亦於二零零五年三月從聖路易斯華盛頓大學和復旦大學的聯合項目取得高級管理人員工商管理碩士學位。



## Directors', Supervisors' and Senior Management's Profiles

### 董事、監事及高級管理人員簡歷

#### NON-EXECUTIVE DIRECTORS (Cont'd)

**Mr. Yao Jingming (姚井明)**, age 54, has been a non-executive Director since 9 June 2015. He is responsible for providing strategic advice and making recommendations on the operations and management of the Company. He was appointed as a supervisor of the Company on 19 December 2013 and had been responsible for supervising the performance of duties by the directors and senior management at the Company until 9 June 2015. Mr. Yao has over 30 years of management experience in the communications industry. Mr. Yao also holds positions in two subsidiaries of China Huaxin, including serving as a director of Shanghai Fortune Communications Technology Development Co., Ltd. (上海富欣通信技術發展有限公司) since December 2012 and the general manager and a director of Shanghai Sincere Technology Co., Ltd. (上海信輝科技有限公司) since July 2013.

Prior to the current positions, from July 1986 to January 2013, Mr. Yao held various positions in Alcatel-Lucent Shanghai Bell Co., Ltd., a subsidiary of China Huaxin, including consecutively serving as a software engineer, the software development manager, the manager of technology development department and the manager of customer service department from July 1986 to September 2000, the general manager of the switching network division primarily responsible for marketing, products management and research and development from October 2000 to June 2002, the vice president of the company primarily responsible for operation and daily management of the voice network division from July 2002 to December 2003, the executive vice president of the company from January 2004 to January 2013, during which period, he was in charge of the management and operation of the fixed communication network group, the cable network group and the communications network group from January 2004 to January 2009, in charge of solutions provision and marketing from January 2009 to March 2010, in charge of quality control and reform from April 2010 to February 2011, and in charge of international business from February 2011 to January 2013. Mr. Yao obtained his bachelor's degree in computer science from Shanghai Jiaotong University (上海交通大學) in June 1986, an executive master of business administration from China Europe International Business School (中歐國際工商學院) in April 2001, and a doctorate in business administration from the Hong Kong Polytechnic University in October 2008.

#### 非執行董事(續)

**姚井明先生**，54歲，於二零一五年六月九日起為非執行董事。彼負責對本公司的經營與管理提供具有戰略意義的意見及建議。彼於二零一三年十二月十九日獲委任為本公司監事，負責監督本公司董事及高級管理層的履責情況，直至二零一五年六月九日為止。姚先生有逾30年的通信行業管理經驗。姚先生於中國華信兩間附屬公司任職，包括自二零一二年十二月起擔任上海富欣通信技術發展有限公司之董事，及自二零一三年七月起擔任上海信輝科技有限公司總經理及董事。

任職現有職位前，姚先生亦於一九八六年七月至二零一三年一月在中國華信附屬公司上海貝爾股份有限公司擔任多個職務，包括自一九八六年七月至二零零零年九月先後擔任軟件工程師、軟件開發經理、技術開發部經理及客戶服務部經理，自二零零零年十月至二零零二年六月先後擔任交換網絡事業部總經理，主要負責市場營銷、產品管理及研發，自二零零二年七月至二零零三年十二月擔任該公司副總裁，主要負責語音網絡事業部營運及日常管理，自二零零四年一月至二零一三年一月擔任該公司執行副總裁，在此期間，彼於二零零四年一月至二零零九年一月負責固定通信網絡組、有線網絡組及通信網絡組的管理及營運，二零零九年一月至二零一零年三月負責提供解決方案和營銷，二零一零年四月至二零一一年二月負責質量管理及改革，二零一一年二月至二零一三年一月負責國際業務。姚先生於一九八六年六月獲得上海交通大學計算機科學學士學位，於二零零一年四月獲得中歐國際工商學院的高級管理人員工商管理碩士學位，並於二零零八年十月獲得香港理工大學工商管理博士學位。



## Directors', Supervisors' and Senior Management's Profiles

### 董事、監事及高級管理人員簡歷

#### NON-EXECUTIVE DIRECTORS (Cont'd)

**Mr. Philippe Claude Vanhille (菲利普•范希爾)**, age 55, has been a non-executive Director since 19 December 2013. He has been elected as the Vice Chairman of the Board and appointed as a member of the Strategy Committee of the Company with effect from 24 January 2017. He is responsible for providing strategic advice and making recommendations on the operations and management of the Company. He joined the board of directors of YOFC as a director on 23 May 2013. Mr. Vanhille has over 25 years of experience in optical fibre and cable industry. He has been serving as the senior vice-president of Telecom Business Unit of the Prysmian Group since May 2013, where he is primarily responsible for the global telecom business of the Prysmian Group, and an executive director of Draka, one of the substantial shareholders of the Company, since June 2013. Mr. Vanhille concurrently also holds several positions in certain subsidiaries of Prysmian S.p.A., a company listed on the Milan Stock Exchange (Stock Code: PRYMY), including serving as a non-executive director of Draka Comteq Fibre B.V. since January 2013, a member of the Comité de Contrôle de Draka Comteq France S.A.S. since June 2013, the chairman of the board of directors of Fibre Ottiche Sud S.r.l. since October 2011, a non-executive director of Prysmian Cables and Systems USA LLC since June 2013 and a non-executive director of Precision Fibre Optics Ltd., a joint venture owned as to 50% by the Prysmian Group, since June 2013. He has also been serving as the chairman of Telecom committee of Europacable (European Trade Association) since May 2013.

Prior to the current positions, Mr. Vanhille acted as a R&D engineer for Renault S.A. from October 1989 to February 1991, where he was primarily responsible for improving Formula 1 engine parts. He moved to the cable industry in 1991 with Alcatel Cable France S.A.. Over the past 22 years he held a number of senior operations and general management positions within the cable industry for Alcatel Cable France S.A. and Draka Holding N.V., a company then listed on the Euronext Amsterdam (Stock Code: DRAK), and subsequently in the energy, copper telecom and optical fibre sectors. He was head of Optical Fibre Business Unit of Draka Holding N.V. at the time of the acquisition of Draka Holding N.V. by Prysmian S.p.A. in 2011. He also concurrently served as a non-executive director of Shenzhen SDG Information Draka Optical Fibre Co., Ltd. (深圳特發信息德拉克光纖有限公司, currently known as Shenzhen SDGI) from January 2008 to June 2009. From July 2011 to May 2013, he further served as a vice president of Optical Fibre Business Unit of the Prysmian Group, where he was primarily responsible for the global optical fibre business of the Prysmian Group, and a director of Draka Comteq France S.A.S.. Mr. Vanhille obtained a master's degree in mechanical engineering from I.N.S.A. Lyon, France in June 1989 and graduated from Institut Français de Gestion, Aix-en-Provence, France in June 1997 with a master's degree in management.

#### 非執行董事(續)

**菲利普•范希爾先生**，55歲，於二零一三年十二月十九日起為非執行董事。彼自二零一七年一月二十四日起獲推選為董事會副主席並獲委任為本公司戰略委員會成員。彼負責對本公司的經營與管理提供具有戰略意義的意見及建議。彼於二零一三年五月二十三日加入長飛董事會出任董事。范希爾先生有逾25年光纖光纜業從業經驗。彼自二零一三年五月起擔任普睿司曼集團電信事業部高級副總裁，主要負責普睿司曼集團的全球電信業務，自二零一三年六月起擔任Draka(本公司的主要股東之一)執行董事。范希爾先生亦同時在Prysmian S.p.A.(一家於米蘭證券交易所上市的公司(股份代號：PRYMY)若干附屬公司擔任多個職位，包括於二零一三年一月起擔任Draka Comteq Fibre B.V.非執行董事；於二零一三年六月起擔任Draka Comteq France S.A.S.的Comité de Contrôle成員；於二零一一年十月起擔任Fibre Ottiche Sud S.r.l.董事會主席及於二零一三年六月起擔任Prysmian Cables and Systems USA LLC非執行董事；於二零一三年六月起擔任Precision Fibre Optics Ltd(普睿司曼集團擁有50%股份的合營公司)非執行董事。彼亦自二零一三年五月起擔任Europacable (European Trade Association)通信委員會主席。

任職現有職位之前，范希爾先生於一九八九年十月至一九九一年二月擔任雷諾汽車(Renault S.A.)的研發工程師，主要負責改進F1車隊引擎部件。彼於一九九一年轉投光纖業，任職於Alcatel Cable France S.A.。過往22年，他曾為Alcatel Cable France S.A.及德拉克控股(Draka Holding N.V.)(當時在阿姆斯特丹證券交易所上市的公司(股份代號：DRAK)效力，擔任多個光纖業的高級營運及總管職位，其後又轉投能源、銅纜及光纖業。二零一一年Prysmian S.p.A.收購德拉克控股(Draka Holding N.V.)時，彼擔任德拉克控股(Draka Holding N.V.)光纖事業部總監。二零零八年一月至二零零九年六月，彼亦兼任深圳特發信息德拉克光纖有限公司(現稱為深圳特發)的非執行董事。彼於二零一一年七月至二零一三年五月擔任普睿司曼集團光纖事業部副總監，主要負責普睿司曼集團的全球光纖業務，並兼任Draka Comteq France S.A.S.董事。范希爾先生於一九八九年六月從法國國立里昂應用科學學院獲得機械工程碩士學位，並於一九九七年六月畢業於法國艾克斯•普羅旺斯的法國高等管理學院(Institut Français de Gestion)，獲得管理碩士學位。

## Directors', Supervisors' and Senior Management's Profiles

### 董事、監事及高級管理人員簡歷

#### NON-EXECUTIVE DIRECTORS (Cont'd)

**Mr. Pier Francesco Facchini (皮埃爾 • 法奇尼)**, age 51, has been appointed as a non-executive Director of the Company with effect from 24 January 2017. He is currently the chief financial officer, the IT director and an executive director of Prysmian S.p.A., a company listed on the Milan Stock Exchange (Stock Code: PRYMY) and the holding company of Draka (one of the substantial shareholders of the Company), and he has been a member of the board of directors of Prysmian S.p.A. since February 2007. Mr. Facchini also holds a number of positions in the subsidiaries of Prysmian S.p.A.. He is currently the president of the Comité de Contrôle of Draka Comteq France S.A.S., and holds the same position at Prysmian Cables et Systemes France S.A.S. and Silec Cable S.A.S.. He is the chairman of the Board of Commissioners in P.T. Prysmian Cables Indonesia and the chairman of the board of directors of Prysmian Treasury S.r.l.. Mr. Facchini is also a member of the board of directors in several subsidiaries of Prysmian S.p.A., including Prysmian Cavi e Sistemi S.r.l., Turk Prysmian Kablo Ve Sistemleri A.S. and Prysmian (China) Investment Company Ltd.. He is also the chairman of supervisory board of Prysmian MKM Magyar Kabel Muvek KFT.

Mr. Facchini has over 25 years of working experience in the management of financial matters for companies in various industries. From September 1991 to April 1995, Mr. Facchini worked in Nestlé Italiana S.p.A., a subsidiary of the food and beverage multinational, where he held different posts including assistant to the finance & administration director, deputy treasurer and internal auditor. From May 1995 to April 2001, Mr. Facchini worked for Panalpina Group, a multinational company operating in the transportation and freight forwarding industry. Mr. Facchini first served as the finance director of Panalpina Trasporti Mondiali S.p.A. from May 1995 to April 1996, and then as the finance director of Panalpina Korea Ltd. from May 1996 to December 1997. In the Panalpina Group, he also held the position of regional controller for the APAC region, based in Singapore, from September 1998 to April 2001. In May 2001, Mr. Facchini was appointed as the finance & control director of the Financial and Consumer Services Business Unit in Fiat Auto S.p.A., an automobile manufacturer, where he worked until April 2003. From May 2003 to December 2006, Mr. Facchini acted as the chief financial officer at Benetton Group, a fashion and apparel company, where he had the ultimate responsibility for the group's financial and legal matters. Mr. Facchini obtained a doctoral degree in business administration from Università Bocconi, Milan, Italy, in March 1991. He was granted the professional qualification as a certified chartered accountant by the Ministry of University, Research and Development in Italy in 1994.

#### 非執行董事(續)

**皮埃爾 • 法奇尼先生**，51歲，於二零一七年一月二十四日獲委任為本公司非執行董事，其現為 Prysmian S.p.A. (一家於米蘭證券交易所上市的公司 (股份代號：PRYMY) 及 Draka (本公司主要股東之一) 的控股公司) 的財務總監、信息科技董事及執行董事，彼於二零零七年二月起為 Prysmian S.p.A. 董事會成員。法奇尼先生在 Prysmian S.p.A. 附屬公司擔任多個職位。彼現任 Draka Comteq France S.A.S. 的 Comité de Contrôle 的總裁，並在 Prysmian Cables et Systemes France S.A.S. 及 Silec Cable S.A.S. 擔任同樣職位。彼為 P.T. Prysmian Cables Indonesia 的專員理事會擔任主席及 Prysmian Treasury S.r.l. 的董事會主席。法奇尼先生亦為數間 Prysmian S.p.A. 的附屬公司的董事會成員，包括 Prysmian Cables Spain S.A.、Prysmian Cavi e Sistemi S.r.l.、Turk Prysmian Kablo Ve Sistemleri A.S. 及 Prysmian (China) Investment Company Ltd.。彼亦為 Prysmian MKM Magyar Kabel Muvek KFT 的監事會主席。

法奇尼先生於管理各行各業的公司的財務事宜擁有逾 25 年工作經驗。於一九九一年九月至一九九五年四月，法奇尼先生於 Nestlé Italiana S.p.A. (一個跨國餐飲企業的附屬公司) 任職，彼曾擔任多個職位，包括財務及行政總監助理、副司庫及內部核數師。於一九九五年五月至二零零一年四月，法奇尼先生於 Panalpina Group 任職，該跨國公司於運輸業及船務轉運業中經營。自一九九五年五月至一九九六年四月，法奇尼先生先於 Panalpina Trasporti Mondiali S.p.A. 任職財務總監，並由一九九六年五月至一九九七年十二月出任 Panalpina Korea Ltd. 財務總監。自一九九八年九月至二零零一年四月，彼在 Panalpina Group 擔任亞太地區總監，工作地點在新加坡。於二零零一年五月，法奇尼先生獲委任為汽車製造商 Fiat Auto S.p.A. 的財務及消費者服務業務部門的財務及監控總監，並留任至二零零三年四月。於二零零三年五月至二零零六年十二月，法奇尼先生擔任時裝公司 Benetton Group 的財務總監，對該集團的財務及法律事宜最終負責。法奇尼先生於一九九一年三月在意大利米蘭博科尼大學取得工商管理博士學位。在一九九四年，彼獲意大利大學的研發部頒授特許公認會計師的專業資格。

## Directors', Supervisors' and Senior Management's Profiles

### 董事、監事及高級管理人員簡歷

#### NON-EXECUTIVE DIRECTORS (Cont'd)

**Mr. Xiong Xiangfeng (熊向峰)**, age 54, has been a non-executive Director since 19 December 2013. He is responsible for providing strategic advice and making recommendations on the operations and management of the Company. He joined the board of directors of YOFC as a director on 5 August 2013. Mr. Xiong has over 30 years of experience in optical fibre and cable industry. Mr. Xiong has served as the president of Yangtze Communications, one of the substantial shareholders of the Company and a company listed on the Shanghai Stock Exchange (Stock Code: 600345), since April 2013, where he was primarily responsible for the overall management of the company and a director since May 2014. Mr. Xiong has also held several positions in certain subsidiaries of Yangtze Communications since April 2013, and is currently the chairman of the board of directors of Wuhan YCIG Zhilian Technology Company Limited. (武漢長江通信智聯技術有限公司).

Prior to the current positions, Mr. Xiong worked at Wuhan Research Institute of Posts and Telecommunications (武漢郵電科學研究院) and consecutively served as the secretary of Youth League committee primarily responsible for handling matters in relation to the Youth League from January 1989 to December 1992, the principal staff of office primarily responsible for administration management from December 1992 to February 1995, the deputy director of office primarily responsible for administration management from February 1995 to March 1997, the deputy director of the optical fibre and cable department primarily responsible for production and operation of the optical fibre and cable and the general manager of the cable plant primarily responsible for management and operation from March 1997 to December 1999. Since December 1999, Mr. Xiong served various positions in FiberHome Telecommunication Technologies Co., Ltd. (烽火通信科技股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 600498), including the secretary of the board of directors from December 1999 to March 2002, the vice president and the secretary of the board of directors from April 2002 to April 2005, the vice president, the deputy Party secretary, the secretary of the board of directors and the chairman of labour union from May 2005 to March 2010 and the vice president, the deputy Party secretary and the chairman of labour union from April 2010 to April 2013. Mr. Xiong was the chairman of the board of directors of Wuhan NEC Fibre Optic communications Industry Co., Ltd. (武漢日電光通信工業有限公司) and Yangtze Acmeconductor Lighting Joint Stock Limited Company (長江半導體照明科技股份有限公司), from April 2014 to August 2017 and from March 2016 to October 2017 respectively. Mr. Xiong obtained his bachelor's degree in photoelectric imaging technology from East China Institute of Engineering (華東工學院, currently known as Nanjing University of Science and Technology (南京理工大學)) in July 1986 and a master's degree in business administration from Wuhan University (武漢大學) in June 2009.

#### 非執行董事(續)

**熊向峰先生**，54歲，於二零一三年十二月十九日起為非執行董事，負責對本公司的經營與管理提供具有戰略意義的意見及作出建議。彼於二零一三年八月五日加入長飛董事會出任董事。熊先生有逾30年光纖光纜行業經驗。自二零一三年四月起彼擔任長江通信(本公司的主要股東之一及一家於上海證券交易所上市的公司(股票代碼：600345))總裁，主要負責該公司整體管理，自二零一四年五月起同時擔任長江通信的董事。熊先生自二零一三年四月起亦兼任長江通信若干附屬公司的多個職位，彼現任武漢長江通信智聯技術有限公司董事長。

任職現有職位前，熊先生先後於一九八九年一月至一九九二年十二月任武漢郵電科學研究院團委書記(主要負責處理共青團相關事宜)，於一九九二年十二月至一九九五年二月任院辦主任科員(主要負責行政管理)，於一九九五年二月至一九九七年三月任院辦副主任(主要負責行政管理)，於一九九七年三月至一九九九年十二月任光纖光纜部副主任(主要負責生產與經營光纖光纜)兼電纜廠廠長(主要負責管理與經營)。自一九九九年十二月起熊先生開始擔任烽火通信科技股份有限公司(該公司於上海證券交易所上市，股票代碼：600498)的多個職位，於一九九九年十二月至二零零二年三月任董事會秘書，二零零二年四月至二零零五年四月任副總裁及董事會秘書，二零零五年五月至二零一零年三月任副總裁、黨委副書記、董事會秘書及工會主席，二零一零年四月至二零一三年四月任副總裁、黨委副書記及工會主席。熊先生亦曾於二零一四年四月至二零一七年八月任職武漢日電光通信工業有限公司董事長及於二零一六年三月至二零一七年十月任武漢長江半導體照明科技股份有限公司董事長。熊先生於一九八六年七月獲得華東工學院(現稱南京理工大學)光電成像技術學士學位，並於二零零九年六月獲得武漢大學工商管理碩士學位。



# Directors', Supervisors' and Senior Management's Profiles

## 董事、監事及高級管理人員簡歷

### NON-EXECUTIVE DIRECTORS (Cont'd)

**Ms. Zheng Huili (鄭慧麗)**, age 60, has been a non-executive Director since 19 December 2013. She is responsible for providing strategic advice and making recommendations on the operations and management of the Company. She joined the board of directors of YOFC as a director on 12 April 2006. Ms. Zheng has over 28 years of experience in company operation and management. Currently she also serves as the deputy secretary of the Party committee of the Company.

Prior to the current positions, Ms. Zheng worked at Huazhong Information and Technology Group Co., Ltd. (華中信息技術集團有限公司) (formerly, Huazhong Information and Technology Principal Company Limited (華中信息技術總公司)), a company mainly engaged in the operation and management of state-owned assets, from April 1988 to October 2005, consecutively serving as the deputy director of human resources primarily responsible for overall human resources management from April 1988 to February 1993, the director of human resources primarily responsible for overall human resources management from March 1993 to October 2005, the minister of organization department of the Party Committee primarily responsible for training, selection and appointment of senior management personnels from June 1997 to October 2005, a member of the Party committee from July 1997 to October 2005, where she was primarily responsible for Party related matters and also participated in the operation, management and decision-making of development strategies of the company, the general secretary of the discipline committee from December 1999 to October 2005, where she was primarily responsible for disciplinary inspection and also participated in the operation, management and decision-making of development strategies of the company, and the deputy secretary of the Party committee primarily responsible for assisting the secretary of the Party committee with the Party related matters and participating in the decision-making of operation, management and development strategies of the company from March 2003 to October 2005. Ms. Zheng also served as the deputy secretary of the Party committee and the general secretary of the discipline committee of Yangtze Communications, one of the substantial shareholders of the Company and a company listed on the Shanghai Stock Exchange (Stock Code: 600345), where she was primarily responsible for disciplinary inspection, from December 2005 to July 2016 and from June 2006 to July 2016, respectively. Ms. Zheng graduated from the Party School of the Chinese Communist Party Wuhan Municipal Committee (中共武漢市委黨校) with a bachelor's degree in June 1998 and obtained a master's degree in business administration from Asia International Open University (Macau) (currently, the City University of Macau) in October 2000. Ms. Zheng is a senior economist (高級經濟師) and senior political analyst (高級政工師). She was the winner of the Wuhan Labor Medal (武漢市五一勞動獎章) issued by All Wuhan Federation of Trade Unions (武漢市總工會) in April 1997. She has been a member of Wuhan Economic Professional Qualification Assessment Committee (武漢市經濟專業高級職務任職資格評審委員會) since December 1998. She has also been a member of the tenth, eleventh and twelfth executive committee of the Women's Federation of Wuhan (武漢市婦聯) from July 2006 to January 2019.

### 非執行董事(續)

**鄭慧麗女士**，60歲，於二零一三年十二月十九日起為非執行董事，負責對本公司的經營與管理提供具有戰略意義的意見及作出建議。彼於二零零六年四月十二日加入長飛董事會出任董事。鄭女士有逾28年的企業營運及管理經驗。彼現時亦擔任本公司黨委副書記。

任職現有職位之前，鄭女士於一九八八年四月至二零零五年十月任職於華中信息技術集團有限公司(前稱華中信息技術總公司，主要從事國有資產營運及管理)，先後於一九八八年四月至一九九三年二月擔任勞動人事副處長(主要負責人力資源全面管理)、於一九九三年三月至二零零五年十月擔任勞動人事處長(主要負責人力資源全面管理)、於一九九七年六月至二零零五年十月擔任黨委組織部部長(主要負責培訓、甄選及委任高級管理人員)、於一九九七年七月至二零零五年十月擔任黨委委員(主要負責黨務工作及參與公司營運、管理及發展策略的決策)、於一九九九年十二月至二零零五年十月擔任紀委書記(主要負責紀檢工作及參與公司營運、管理及發展策略的決策)及於二零零三年三月至二零零五年十月擔任黨委副書記(主要負責協助黨委書記處理相關黨務及參與公司營運、管理及發展策略的決策)。鄭女士自二零零五年十二月至二零一六年七月及自二零零六年六月至二零一六年七月分別擔任長江通信(本公司的主要股東之一及一家於上海證券交易所上市的公司(股票代碼：600345))黨委副書記及紀委書記，主要負責紀檢。鄭女士於一九九八年六月於中共武漢市委黨校畢業獲得學士學位，並於二零零零年十月獲得亞洲(澳門)國際公開大學(現稱澳門城市大學)工商管理碩士學位。鄭女士為高級經濟師與高級政工師。鄭女士於一九九七年四月獲武漢市總工會頒發武漢市五一勞動獎章，於一九九八年十二月至今為武漢市經濟專業高級職務任職資格評審委員會委員，彼從二零零六年七月至二零一九年一月擔任武漢市婦聯第十屆、第十一屆和第十二屆執行委員會委員。

# Directors', Supervisors' and Senior Management's Profiles

## 董事、監事及高級管理人員簡歷

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Dr. Ngai Wai Fung (魏偉峰)**, age 57, has been an independent non-executive Director since 24 September 2014. He is the Chairman of the Audit Committee of the Company and is responsible for providing independent advice on the operations and management of the Company. Dr. Ngai has been the director and the chief executive officer of SW Corporate Services Group Limited, a specialty corporate and compliance services provider to companies in pre-IPO and post-IPO stages, since January 2011.

In addition, Dr. Ngai currently holds directorships in the following companies listed on the Hong Kong Stock Exchange and other securities markets:

### 獨立非執行董事

**魏偉峰博士**，57歲，於二零一四年九月二十四日起為獨立非執行董事。彼為本公司審計委員會主席，負責對本公司的經營與管理提供獨立意見。魏博士自二零一一年一月起擔任方圓企業服務集團(香港)有限公司(前稱為：信永方圓企業服務集團有限公司)(專注向首次公開發售前後的公司提供企業(管理)及合規服務的公司)的董事兼行政總裁。

此外，魏博士目前擔任下列於香港聯交所及其他證券市場上市公司的董事：

Company Name (English) 公司名稱(英文)	Company Name (Chinese) 公司名稱(中文)	Securities Market 證券市場	Stock Code 股份代號	Position Held 職位	Appointment Date 委任日期
Bosideng International Holdings Limited	波司登國際控股有限公司	Hong Kong Stock Exchange 香港聯交所	3998	independent non-executive director and the chairman of the audit committee 獨立非執行董事兼審核委員會主席	September 2007 二零零七年九月
Powerlong Real Estate Holdings Limited	寶龍地產控股有限公司	Hong Kong Stock Exchange 香港聯交所	1238	independent non-executive director and the chairman of the audit committee 獨立非執行董事兼審核委員會主席	June 2008 二零零八年六月
BaWang International (Group) Holding Limited	霸王國際(集團)控股有限公司	Hong Kong Stock Exchange 香港聯交所	1338	independent non-executive director, the chairman of the audit and risk management committee and a member of the nomination committee and the remuneration committee 獨立非執行董事、審核及風險管理委員會主席兼提名委員會和薪酬委員會成員	December 2008 二零零八年十二月

# Directors', Supervisors' and Senior Management's Profiles

## 董事、監事及高級管理人員簡歷

Company Name (English) 公司名稱(英文)	Company Name (Chinese) 公司名稱(中文)	Securities Market 證券市場	Stock Code 股份代號	Position Held 職位	Appointment Date 委任日期
Health and Happiness (H&H) International Holdings Limited	健合(H&H)國際 控股有限公司	Hong Kong Stock Exchange  香港聯交所	1112	independent non-executive director, the chairman of the audit committee and a member of the nomination committee and the remuneration committee 獨立非執行董事、 審核委員會主席、 提名委員會和薪酬委員會成員	July 2010  二零一零年七月
SITC International Holdings Company Limited	海豐國際控股 有限公司	Hong Kong Stock Exchange  香港聯交所	1308	independent non-executive director and a member of the audit and risk management committee, the remuneration committee and the nomination committee 獨立非執行董事兼審核及 風險管理委員會、 薪酬委員會和提名委員會成員	September 2010  二零一零年九月
LDK Solar Co., Ltd.	—	OTC Pink Limited Information	LDKYQ	independent director and a member of the audit committee, the compensation committee and the corporate governance and nomination committee 獨立董事兼審核委員會、 薪酬委員會和公司管治及 提名委員會成員	July 2011  二零一一年七月
Beijing Capital Grand Limited	首創鉅大有限公司	Hong Kong Stock Exchange  香港聯交所	1329	independent non-executive director, the chairman of the audit committee and a member of the remuneration committee and the nomination committee 獨立非執行董事、 審核委員會主席兼 薪酬委員會和 提名委員會成員	December 2013  二零一三年十二月



## Directors', Supervisors' and Senior Management's Profiles

### 董事、監事及高級管理人員簡歷

Company Name (English) 公司名稱(英文)	Company Name (Chinese) 公司名稱(中文)	Securities Market 證券市場	Stock Code 股份代號	Position Held 職位	Appointment Date 委任日期
BMG Corporation	北京金隅集團 股份有限公司	Hong Kong Stock Exchange	2009	independent non-executive director and a member of the audit committee, the remuneration and nomination committee and the strategic committee	November 2015
		Shanghai Stock Exchange	601992		
		香港聯交所  上海證券交易所		獨立非執行董事、 審核委員會、 薪酬與提名委員會及 戰略與投融资委員會成員	二零一五年十一月
TravelSky Technology Limited	中國民航信息 網絡股份 有限公司	Hong Kong Stock Exchange	696	independent non-executive director, the chairman of the audit and risk management committee and a member of the remuneration and evaluation committee	January 2016
		香港聯交所		獨立非執行董事、 審核及風險管理 委員會主席及 薪酬與考核委員會成員	二零一六年一月
SPI Energy Co., Ltd	—	NASDAQ Stock Market	SPI	independent director, the chairman of the audit committee and a member of the compensation committee	May 2016
		納斯達克股票市場		獨立董事、審核委員會主席 及薪酬委員會成員	二零一六年五月
China Communications Construction Company Limited	中國交通建設 股份有限公司	Hong Kong Stock Exchange	1800	Independent non-executive director, the chairman of the audit and internal control committee, a member of the remuneration and appraisal committee; a member of the nomination committee	November 2017
		Shanghai Stock Exchange	601800		
		香港聯交所  上海證券交易所		獨立非執行董事： 審計與內控委員會主席； 薪酬與考核委員會成員； 提名委員會成員	二零一七年十一月

# Directors', Supervisors' and Senior Management's Profiles

## 董事、監事及高級管理人員簡歷

### INDEPENDENT NON-EXECUTIVE DIRECTORS (Cont'd)

Dr. Ngai has over 20 years of senior management experience acting as the executive director, chief financial officer and company secretary, most of which are in the areas of finance, accounting, internal control and regulatory compliance, corporate governance and secretarial work for listed issuers including major red chip companies. He had led or participated in a number of significant corporate finance projects including listings, mergers and acquisitions as well as issuance of debt securities. Dr. Ngai served as an independent non-executive director of China Coal Energy Company Limited (中國中煤能源股份有限公司), a company listed on the Hong Kong Stock Exchange (Stock Code: 1898) and the Shanghai Stock Exchange (Stock Code: 601898) from December 2010 to June 2017, an independent non-executive director of China Railway Group Limited (中國中鐵股份有限公司), a company listed on the Hong Kong Stock Exchange (Stock Code: 390) and the Shanghai Stock Exchange (Stock Code: 601390) from June 2014 to June 2017, and an independent non-executive director of China HKBridge Holdings Limited (current name is HKBridge Financial Holdings Limited), a company listed on the Hong Kong Stock Exchange (Stock Code: 2323) from March 2016 to April 2018.

Dr. Ngai graduated from University of Wolverhampton with a bachelor's degree in law in Wolverhampton, the United Kingdom, in October 1994. He received a master's degree in business administration from Andrews University in Michigan, USA in August 1992, a master's degree in corporate finance from Hong Kong Polytechnic University in Hong Kong in November 2002, and a doctoral degree in economics from Shanghai University of Finance and Economics (上海財經大學) in Shanghai, PRC, in June 2011. Dr. Ngai has been a fellow of the Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries since November 2000 and had been a president (between 2014 and 2015) of The Hong Kong Institute of Chartered Secretaries. Dr. Ngai has been a member of the Hong Kong Securities and Investment Institute since February 2012, a member of the Hong Kong Institute of Certified Public Accountants since July 2007, a fellow of the Hong Kong Institute of Directors since February 2010, and a fellow of the Association of Chartered Certified Accountants in the United Kingdom since March 2012. He has been a member of Qualification and Examination board of the Hong Kong Institute of Certified Public Accountants since January 2013 and a member of the General Committee of The Chamber of Hong Kong Listed Companies since June 2014. Dr. Ngai has been a member of the Hong Kong Institute of Chartered Secretaries Council since December 2014 and has been appointed as a Finance Expert Consultant by the Ministry of Finance of the PRC since June 2016. He had been the managing director of MNCOR Consulting Limited, the Adjunct Professor of law of Hong Kong Shui Yan University (from September 2012 to August 2017), and a member of the Working Group on Professional Services under the Economic Development Commission of The Hong Kong Special Administrative Region (between January 2013 and March 2018).

### 獨立非執行董事(續)

魏博士有逾20年擔任執行董事、財務總監及公司秘書的高級管理層經驗，多數涉及上市發行人(包括大型紅籌公司)的財務、會計、內控及監管合規、企業管治及秘書工作範疇。彼曾領導或參與多個重大企業財務項目，包括上市、合併及收購以及發行債務證券。魏博士自二零一零年十二月至二零一七年六月擔任中國中煤能源股份有限公司(香港聯交所及上海證券交易所上市公司，股份代號分別為1898及601898)獨立非執行董事，於二零一四年六月至二零一七年六月擔任中國中鐵股份有限公司(香港聯交所及上海證券交易所上市公司股份代號分別為390及601390)獨立非執行董事。於二零一六年三月至二零一八年四月擔任中國港橋控股有限公司(現稱「港橋金融控股有限公司」)(香港聯交所上海公司，股份代號為2323)獨立非執行董事。

魏博士於一九九四年十月畢業於英國伍爾弗漢普頓的伍爾弗漢普頓大學，獲得法律學士學位。彼於一九九二年八月在美國密歇根州安德魯大學取得工商管理碩士學位，於二零零二年十一月在香港的香港理工大學取得企業融資碩士學位及於二零一一年六月在中國上海的上海財經大學取得經濟學博士學位。魏博士自二零零零年十一月起為特許秘書及行政人員公會資深會員及香港特許秘書公會資深會員，曾為香港特許秘書公會會長(二零一四年至二零一五年)。魏博士為香港證券及投資學會會員(自二零一二年二月起)、香港會計師公會會員(自二零零七年七月起)、香港董事學會資深會員(自二零一零年二月起)及英國特許公認會計師公會資深會員(自二零一二年三月起)。自二零一三年一月起彼為香港會計師公會專業資格及考試評議會委員及自二零一四年六月起為香港上市公司商會常務委員會成員。魏博士於二零一四年十二月起獲委任為香港特許秘書公會理事會成員及於二零一六年六月起獲委任為中國財務部的會計諮詢專家。彼亦曾是萬年高顧問有限公司董事總經理、香港樹仁大學兼任法學教授(二零一二年九月至二零一七年八月)及香港特別行政區經濟發展委員會專業服務業工作小組非官守成員(二零一三年一月至二零一八年三月)。

## Directors', Supervisors' and Senior Management's Profiles

### 董事、監事及高級管理人員簡歷

#### INDEPENDENT NON-EXECUTIVE DIRECTORS (Cont'd)

**Dr. Ip Sik On Simon (葉錫安)**, age 70, has been an independent non-executive Director since 24 September 2014. He is a member of the Audit Committee and the Nomination and Remuneration Committee of the Company and is responsible for providing independent advice on the operations and management of the Company. Dr. Ip is a solicitor and Notary Public. He has been an independent non-executive director of Hang Lung Group Limited (Stock Code: 0010) since July 1998. Dr. Ip practised with Johnson Stokes & Master (a Hong Kong-based law firm, now known as Mayer Brown JSM) since March 1972 and was subsequently admitted as a partner in April 1977 and continued in this capacity until his retirement from legal practice in September 2004. He was the Senior Partner and Chairman of Johnson Stokes & Master for eight years. Dr. Ip was the president of the Law Society of Hong Kong from May 1987 to May 1989, a Legislative Councillor from 1991 to 1995 representing the Legal Functional Constituency, and the founding chairman of the Council of the Hong Kong Institute of Education (now known as The Education University of Hong Kong) from April 1994 to April 2003, the chairman of The Hong Kong Jockey Club from September 2014 to August 2018, and the president of Riding for the Disabled Association Ltd. from January 2015 to December 2018. Dr. Ip received an honorary Doctor of Education from Hong Kong Institute of Education in 2003, an honorary Doctor of Laws from the City University of Hong Kong in November 2009 and an honorary Doctor of Laws from the Hong Kong University of Science & Technology in 2011. Dr. Ip has been admitted as a solicitor in England & Wales since December 1971 and in Hong Kong since April 1972. He is an honorary court member of the Hong Kong University of Science and Technology, an honorary lecturer in the Department of Professional Legal Education of the University of Hong Kong since September 2012, an honorary research fellow of the Faculty of Law of Tsinghua University (清華大學), the co-chairman of the international advisory board of the School of Law of the City University of Hong Kong and a member of the advisory board of the Hong Kong AIDS Foundation. He was an honorary fellow of the Management Society for Healthcare Professionals from 1984 to 2004.

#### 獨立非執行董事(續)

**葉錫安博士**，70歲，於二零一四年九月二十四日起為獨立非執行董事。彼為本公司審計委員會及提名及薪酬委員會成員，負責對本公司的經營與管理提供獨立意見。葉博士為律師及公證人。彼自一九九八年七月起出任恒隆集團有限公司(股份代號：0010)獨立非執行董事。葉博士自一九七二年三月起在Johnson Stokes & Master(一家香港律師事務所，現稱孖士打律師行(Mayer Brown JSM)執業，隨後於一九七七年四月成為合夥人直至二零零四年九月自其法律專業退休。彼曾擔任Johnson Stokes & Master的高級合夥人及主席長達八年。葉博士於一九八七年五月至一九八九年五月擔任香港律師會會長，於一九九一年至一九九五年擔任立法會議員(代表法律界功能界別)，於一九九四年四月至二零零三年四月擔任香港教育學院(現稱香港教育大學)校董會創校主席，於二零一四年九月至二零一八年八月擔任香港賽馬會主席，及於二零一五年一月至二零一八年十二月擔任香港傷健策騎協會有限公司主席。葉博士於二零零三年獲香港教育學院頒授榮譽教育學博士榮銜，於二零零九年十一月獲香港城市大學頒授榮譽法學博士榮銜及於二零一一年獲香港科技大學頒授榮譽法學博士榮銜。葉博士於一九七一年十二月獲認可為英格蘭及威爾士律師及於一九七二年四月獲認可為香港律師。彼為香港科技大學顧問委員會榮譽成員，自二零一二年九月起擔任香港大學法律專業學系名譽講師，亦是清華大學法學院名譽研究員、香港城市大學法律學院國際顧問委員會聯席主席兼香港愛滋病基金會顧問委員會會員。彼亦於一九八四年至二零零四年擔任醫療管理學會名譽會員。



## Directors', Supervisors' and Senior Management's Profiles

### 董事、監事及高級管理人員簡歷

#### INDEPENDENT NON-EXECUTIVE DIRECTORS (Cont'd)

**Mr. Li Ping (李平)**, age 65, has been an independent non-executive Director since 24 September 2014 and is a member of the Strategy Committee of the Company. He has been appointed as the Chairman and a member of the Nomination and Remuneration Committee with effect from 24 January 2017. He is responsible for providing independent advice on the operations and management of the Company. Mr. Li has extensive administrative experience in the management of listed companies and has over 40 years of experience in operation and working in China's telecommunications industry. Mr. Li has been serving as the chairman and an executive director of China Communication Service Co., Ltd. (中國通信服務股份有限公司), a company listed on the Hong Kong Stock Exchange (Stock Code: 552), for the period from August 2006 to October 2014. Prior to these positions, he once served as the executive vice president of China Telecom Corporation Limited (中國電信股份有限公司), a company listed on the Hong Kong Stock Exchange (Stock Code: 728), the vice chairman and chief operating officer of China Mobile Limited (中國移動有限公司), a company listed on the New York Stock Exchange (Stock Code: CHL) and the Hong Kong Stock Exchange (Stock Code: 941) and the Deputy Directorate General of Telecommunications of the Ministry of Posts and Telecommunications of the PRC (中國郵電部, the predecessor of the Ministry of Industry and Information Technology of the PRC (中國工業和信息化部)). Mr. Li graduated from Beijing University of Posts and Telecommunications (北京郵電大學) majoring in radio communication in October 1975 and graduated from the University at Buffalo School of Management of the State University of New York, USA, with a master in business administration in January 1989.

**Dr. Li Zhuo (李卓)**, age 49, has been an independent non-executive Director since 24 September 2014. He is a member of the Audit Committee and Strategy Committee of the Company and is responsible for providing independent advice on the operations and management of the Company. Dr. Li is currently a professor of economics and the deputy director of the Centers Researches bases of The Ministry of Education, Center for Economic Development Research of Wuhan University (武漢大學). From July 1989 to August 1992, Mr. Li worked at Xiangfan Branch of China National Real Estate Development Group Corporation (中國房地產開發集團公司襄樊分公司), a company engaged in real estate development and property assets management. He later worked at Guangzhou Branch of the People's Bank of China (中國人民銀行廣州分行). Dr. Li has been working at Wuhan University since 1998 and consecutively held the positions of lecturer and assistant professor until 2001 and until 2006, respectively. Since 2006, he has been a professor of Wuhan University. He also served as a visiting scholar of University of Illinois at Urbana-Champaign from July 2002 to July 2003 and University of Paris III in 2007. Dr. Li graduated from Hubei University of Technology (湖北工業大學) with a bachelor's degree in industrial and civil construction in 1989. He also obtained a master's degree in international economics and a doctorate in international economics from Wuhan University in June 1995 and in June 1998, respectively. Dr. Li is the Prominent talent in the New Century recognized by the Ministry of Education of the PRC in October 2010.

#### 獨立非執行董事(續)

**李平先生**，65歲，於二零一四年九月二十四日起為獨立非執行董事，為本公司戰略委員會成員。彼自二零一七年一月二十四日起獲委任為提名及薪酬委員會主席。彼負責對本公司的經營與管理提供獨立意見。李先生有豐富的上市公司管理行政經驗，且有逾40年中國電信業經營從業經驗。李先生自二零零六年八月至二零一四年十月期間擔任中國通信服務股份有限公司(香港聯交所上市公司，股份代號：552)的董事長及執行董事。在此之前，彼曾擔任中國電信股份有限公司(香港聯交所上市公司，股份代號：728)執行副總裁，中國移動有限公司(紐約證券交易所上市公司，證券代碼：CHL；亦為香港聯交所上市公司，股份代號：941)副董事長兼首席營運官以及中國郵電部(中國工業和信息化部的前身)電信總局副局長。李先生於一九七五年十月畢業於北京郵電大學，主修無線電通信專業，並於一九八九年一月獲得美國紐約州立大學布法羅商學院工商管理碩士學位。

**李卓博士**，49歲，於二零一四年九月二十四日起為獨立非執行董事，為本公司審計委員會及戰略委員會成員。彼負責對本公司的經營與管理提供獨立意見。李博士目前擔任武漢大學經濟學教授、教育部重點研究基地「武漢大學經濟發展研究中心」副主任。於一九八九年七月至一九九二年八月，李博士於從事房地產開發及物業資產管理的中國房地產開發集團公司襄樊分公司任職。彼其後於中國人民銀行廣州分行任職。李博士自一九九八年起任職於武漢大學，擔任講師直至二零零一年及擔任助理教授直至二零零六年。李博士自二零零六年起擔任武漢大學教授。彼於二零零二年七月至二零零三年七月為伊利諾大學香檳分校(University of Illinois at Urbana-Champaign)訪問學者，於二零零七年為巴黎第三大學(University of Paris III)的訪問學者。李博士於一九八九年畢業於湖北工業大學，獲得工業與民用建築學士學位。彼亦於一九九五年六月及一九九八年六月分別獲得武漢大學國際經濟學碩士學位及國際經濟學博士學位。李博士於二零一零年十月獲中國教育部認可為新世紀優秀人才。

## Directors', Supervisors' and Senior Management's Profiles

### 董事、監事及高級管理人員簡歷

#### SUPERVISORS (Cont'd)

**Mr. Wang Ruichun (王瑞春)**, age 42, has been appointed as the employee representative Supervisor and the chairman of the Board of Supervisors on 24 January 2017. He is responsible for supervising the performance of duties by the Directors and senior management of the Company. Mr. Wang joined our Group in January 2002, consecutively serving as fibre process engineer of the fibre department (specialising in plasma activated chemical vapor deposition ("PCVD") technology process management and process development) from January 2002 to March 2005, chief engineer of the fibre department (responsible for fibre process management and quality enhancement related work) from April 2005 to April 2006, technical manager of the fibre department (overseeing the overall technical aspect in relation to optical fibre preforms and optical fibres) from May 2006 to January 2010, manager of the technical support department of the optical fibre manufacturing center (responsible for the technical and management-related work for optical fibres and optical fibre preforms) from February 2010 to January 2012, deputy general manager of the fibre business unit (overseeing the work in relation to optical fibre production and technology) from February 2012 to December 2012, deputy general manager and director of optical fibre technology of the optical fibre manufacturing center (overseeing the work in relation to optical fibre production and technology) from January 2013 to January 2014, general manager of the research and development center (responsible for the research and development of technology and products) from January 2014 to February 2018, and general manager of Yangtze Optical Fibre (Qianjiang) Co., Ltd. since March 2018. Prior to joining our Group, Mr. Wang worked at Changzhou Huichang Electronics Co., Ltd. (常州惠昌電子有限公司) where he was engaged in the development of negative temperature coefficient ("NTC") ceramics and sensors, from July 1998 to August 1999, and worked at the research institute of inorganic non-metallic materials of Zhejiang University (浙江大學無機非金屬材料研究所), where he was engaged in the research of high resolution liquid crystal light valve photoconductive layer, from September 1999 to January 2002. Mr. Wang obtained a bachelor's degree majoring in inorganic non-metallic materials in July 1998, and a master's degree in material science, majoring in the study of photoelectric film materials and liquid crystal light valves in March 2002, from Zhejiang University (浙江大學), the PRC, respectively.

#### 監事(續)

**王瑞春先生**，42歲，於二零一七年一月二十四日獲委任為本公司職工代表監事兼監事會主席。彼負責監督本公司董事與高級管理層的履責情況。王先生於二零零二年一月加入本集團，分別於二零零二年一月至二零零五年三月於光纖部擔任工藝工程師，從事工藝控制與工藝開發(專注於等離子體化學氣相沉積("PCVD")技術)，於二零零五年四月至二零零六年四月於光纖部擔任主任工程師，分管光纖工藝控制與質量改進相關工作，於二零零六年五月至二零一零年一月於光纖部擔任技術經理，分管整體光纖預製棒與光纖相關技術方面的工作，於二零一零年二月至二零一二年一月擔任光纖製造中心技術支持部經理，分管光纖與預製棒技術與管理相關工作，於二零一二年二月至二零一二年十二月擔任光纖事業部副總經理，分管相關光纖生產與技術相關工作，於二零一三年一月至二零一四年一月擔任光纖製造中心副總經理兼光纖技術總監，分管相關光纖生產與技術相關工作，於二零一四年一月至二零一八年二月擔任研發中心總經理，負責技術與產品研發，於二零一八年三月至二零一八年十二月擔任長飛光纖潛江公司總經理，及自二零一八年三月擔任長飛氣體潛江有限公司執行董事。在加入本集團之前，王先生於一九九八年七月至一九九九年八月於常州惠昌電子有限公司從事負溫度係數("NTC")陶瓷與傳感器的開發，並於一九九九年九月至二零零二年一月於浙江大學無機非金屬材料研究所從事高分辨液晶光閥光導層的研究。王先生自中國浙江大學分別於一九九八年七月獲得無機非金屬材料學士學位，並於二零零二年三月獲得材料學碩士學位，主修光電薄膜材料及液晶光閥研究。

## Directors', Supervisors' and Senior Management's Profiles

### 董事、監事及高級管理人員簡歷

#### SUPERVISORS (Cont'd)

**Mr. Liu Deming (劉德明)**, age 62, has been an independent Supervisor of the Company since 9 June 2015. He is a professor of Huazhong University of Science and Technology (華中科技大學), a member of the Expert Committee of China Next Generation Internet (中國下一代互聯網專家委員會), an executive director of Chinese Society for Optical Engineering (中國光學工程學會), the director of the Expert Committee of Optical Communication and Information Networking (光通信與信息網絡專家委員會), the director of the National Engineering Laboratory for Next Generation Internet Access System (下一代互聯網接入系統國家工程實驗室), and the general secretary of Wuhan Internet of Things Industry Association (武漢物聯網產業協會). Mr. Liu went to University of Duisburg-Essen in Germany for visiting study from 1994 to 1996, obtained a doctorate from Huazhong University of Science and Technology in 1999, and went to Nanyang Technological University in Singapore for visiting study from 1999 to 2000. Since 2000, he has been the director of Department of Optoelectronic Engineering (currently known as School of Optical and Electronic Information) of Huazhong University of Science and Technology. Mr. Liu has long been engaged in teaching and research work in the areas of optical fibre communication and sensing. During the past 31 years, Mr. Liu has undertaken more than 20 national key projects, including the National 973 Project (國家973項目), "863 Project" (863項目), the key projects and the key project topics of the National Science Foundation (國家自然科學基金), and the National Key Scientific Instrument and Equipment Development Project (國家重大科學儀器開發專項). He has obtained several major achievements, including winning the National Technological Invention Award (twice), the first prize (thrice) and the second prize (four times) of the provincial award, and the gold medal (once) and the silver medal (twice) of the Geneva International Invention Award. Mr. Liu has filed more than 100 invention patents applications in the United States and China (among which, 50 have been granted) and has published more than 200 SCI papers and five textbooks and academic works.

#### 監事(續)

**劉德明先生**，62歲，於二零一五年六月九日起擔任本公司的獨立監事。彼現為華中科技大學教授、中國下一代互聯網專家委員會成員、中國光學工程學會常務理事、光通信與信息網絡專家委員會主任、下一代互聯網接入系統國家工程實驗室主任、武漢物聯網產業協會秘書長。劉先生一九九四年至一九九六年赴德國杜伊斯堡大學訪問進修，一九九九年於華中科技大學獲得博士學位，一九九九年至二零零零年赴新加坡南洋理工大學訪問進修，二零零零年起擔任華中科技大學光電子工程系(現光學與電子信息學院)主任。劉先生長期從事光纖通信與傳感領域教學科研工作，在過去的31年間先後主持了國家973項目、863項目、國家自然科學基金重點項目和重大項目課題以及國家重大科學儀器開發專項等20多項國家級重大重點項目，取得多項重要成果，先後獲得國家技術發明獎2項、省部級一等獎3項和二等獎4項以及日內瓦國際發明金獎1項和銀獎2項，申請美國和中國發明專利超過100項(其中50項已獲授權)，發表SCI收錄期刊論文超過200篇，出版教材和學術著作5部。



# Directors', Supervisors' and Senior Management's Profiles

## 董事、監事及高級管理人員簡歷

### SUPERVISORS (Cont'd)

**Ms. Li Chang'ai (李長愛)**, age 55, has been an independent Supervisor since 9 June 2015. She has been teaching at the School of Accountancy of Hubei University of Economics (湖北經濟學院會計學院) since 1988 and is currently a professor (level II). She is also a director of the Accounting Society of China (中國會計學會), an executive director of Accounting Society of Hubei Province (湖北省會計學會), an executive director of Audit Society of Hubei Province (湖北省審計學會) and a special auditor of Audit Bureau of Wuhan (武漢市審計局). Ms. Li had served as an independent director of Ningbo Xianfeng New Material Co., Ltd. (寧波先鋒新材料股份有限公司), a company listed on the Shenzhen Stock Exchange (Stock Code: 300163) from April 2011 to March 2017, as an independent director of Hubei Mailyard Share Co., Ltd. (湖北美爾雅股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 600107) from May 2010 to May 2016 and also as an independent director of Wuhan Hitek Biopharmaceutical Co., Ltd. (武漢海特生物製藥股份有限公司), a company listed on Shenzhen Stock Exchange (Stock Code: 300683), since August 2017. Ms. Li obtained her bachelor's degree in economics, master's degree in economics and doctorate in management from Zhongnan University of Economics and Law (中南財經政法大學). Ms. Li has published over 70 academic papers on a number of journals. Ms. Li was awarded "National Advanced Accounting Worker" in 2008. She is also a Chinese certified public accountant (non-practicing) and a senior member of the Accounting Society of China (中國會計學會) and obtained an independent director qualification certificate in 2008.

### SENIOR MANAGEMENT

**Mr. Jan Bongaerts**, age 53, is the vice president of the Company. He is responsible for strategic development, business development, sourcing and day-to-day management of the Company. He has more than 20 years of experience in the optical fibre and cable industry. Prior to joining the Company, from July 1998, Mr. Bongaerts worked at Draka Holding N.V., consecutively serving as the manager of the optical fibre market and sales department, the deputy manager of the optical fibre procurement department, the director of the optical fibre business department, a member of management committee and a member of enterprise procurement team. He served as the director of the optical fibre sales and marketing department and a member of management committee of the business department of Prysmian S.p.A. from January 2011 to December 2013. Since January 2014, Mr. Bongaerts has been the first deputy general manager of our Company. Mr. Bongaerts obtained a master's degree in business administration from Open University of the Netherlands in March 2003 and an executive master of business administration from Maastricht University the Netherlands in September 1999.

### 監事(續)

**李長愛女士**，55歲，於二零一五年六月九日起擔任獨立監事。彼於一九八八年開始於湖北經濟學院會計學院任教至今，現任湖北經濟學院會計學院教授(二級)。彼同時兼任中國會計學會理事、湖北省會計學會常務理事、湖北省審計學會常務理事及武漢市審計局特約審計員。李女士於二零一一年四月至二零一七年三月擔任寧波先鋒新材料股份有限公司(深圳證券交易所上市公司，證券代碼：300163)獨立董事，於二零一零年五月至二零一六年五月擔任湖北美爾雅股份有限公司(上海證券交易所上市公司，證券代碼：600107)獨立董事，及於二零一七年八月起今擔任武漢海特生物製藥股份有限公司(深圳證券交易所上市公司，證券代碼：300683)獨立董事。李女士先後於中南財經政法大學獲經濟學學士學位、經濟學碩士學位及管理學博士學位。李女士在許多刊物上公開發表專業學術論文70餘篇。彼於二零零八年被評定為「全國先進會計工作者」。彼亦是中國註冊會計師(非執業)及中國會計學會資深會員，並於二零零八年取得獨立董事資格證書。

### 高級管理層

**揚幫卡先生**，53歲，本公司副總裁，主要負責本公司的戰略發展、業務發展、採購及日常管理。揚幫卡先生有逾20年光纖光纜業經驗。加入本公司前，揚幫卡先生自一九九八年七月起任職於Draka Holding N.V.，先後擔任光纖市場及銷售部經理、光纖採購部副總經理、光纖商務總監及管理委員會成員兼企業採購小組成員。彼於二零一一年一月至二零一三年十二月擔任Prysmian S.p.A.光纖銷售及營銷部總監及商務部管理委員會成員。自二零一四年一月起，揚幫卡先生為本公司首任第一副總經理。揚幫卡先生於二零零三年三月自荷蘭公開大學獲得工商管理碩士學位，並於一九九九年九月自荷蘭馬斯特裏赫特大學獲得EMBA學位。

# Directors', Supervisors' and Senior Management's Profiles

## 董事、監事及高級管理人員簡歷

### SENIOR MANAGEMENT (Cont'd)

**Mr. Yan Changkun**, age 56, is the vice president and the general manager of telecom business unit of the Company. Mr. Yan has more than 27 years of experience in the optical fibre and cable industry. He has worked at the Company since October 1991, consecutively serving as a sales representative, the technology manager, the manager of the business department, the sales director, general manager of the optical fibre business department, general manager of manufacturing center and general manager of operation management center. Mr. Yan has been the deputy general manager of the Company since November 2012. Mr. Yan obtained a bachelor's degree in telecommunications and a master's degree in digital communications from Nanjing Institute of Communication Engineering.

**Ms. Zhou Lijing**, age 46, is the vice president of the Company. Ms. Zhou has more than 20 years of experience in optical fiber and cable industry. She has worked at the Company since February 1999, consecutively serving as a sales representative, logistic manager, manager of international business, deputy general manager of sales center and board secretary. Ms. Zhou has been the vice president of the Company since January 2017. Ms. Zhou obtained a bachelor's degree in Economics from Huazhong University of Science and Technology and is learning EMBA degree from Tsinghua University (清華大學)

**Mr. Liang Guanning**, age 39, is the chief financial officer, general manager of the financial center, and board secretary of the Company. He is primarily responsible for overseeing the overall financial and accounting related matters, compliance, and board related matters of the Company. He joined the Company since February 2017. Mr. Liang has sixteen years of financial and accounting related experience. Prior of joining the Company, from July 2002 to August 2008, Mr. Liang worked at KPMG China and Singapore. His last position with KPMG is audit manager. From September 2008 to December 2010, Mr. Liang worked at GCL-Poly Energy Holdings Limited (Stock code: 3800) as finance manager and Senior Finance Manager of its subsidiary GCL Solar. From January 2011 to September 2012, He was the financial controller of China Mass Media (NYSE: CMM, privatized in November 2012). From September 2012 to April 2015, He was the Finance Director at SINA Corporation (NASDAQ: SINA). From May 2015 to November 2016 He was the finance director at Weibo Corporation (NASDAQ: WB), a subsidiary of SINA Corporation. Mr. Liang obtained a bachelor degree in management from Sun Yat-Sen University and is a fellow member of Chartered Certified Accountant.

### 高級管理層(續)

**閻長鵬先生**，56歲，本公司副總裁及電信事業部總經理，主要負責公司電信事業部的經營管理。閻先生有逾27年光纖光纜業經驗。彼自一九九一年十月起任職於本公司，先後任銷售代表、技術經理、商務部經理、銷售總監、光纖事業部總經理、製造中心總經理及運營管理中心總經理。閻先生自二零一二年十一月起出任本公司副總經理。閻先生自南京郵電學院先後獲得電信專業學士學位及數字通信專業碩士學位。

**周理晶女士**，46歲，為本公司副總裁及數據通信事業部總經理。周女士有逾20年光纖光纜業經驗。周女士一九九九年二月加入本公司，曾先後擔任銷售代表、供應鏈經理、國際業務經理、光纖事業部銷售總監、銷售中心副總經理及董事會秘書。周女士自二零一七年一月起出任本公司副總裁。周女士於華中理工大學(現稱華中科技大學)獲經濟學學士學位，現為清華大學EMBA在讀。

**梁冠寧先生**，39歲，本公司財務總監、財務中心總經理及董事會秘書，主要負責監管本公司整體財務及會計相關事宜、上市公司合規運營及董事會相關事宜。梁先生有16年財務及會計經驗。梁先生於二零一七年二月加入公司。加入本公司之前，梁先生於二零零二年七月起至二零零八年八月供職於中國及新加坡畢馬威會計師，離職時任審計經理職務。於二零零八年九月至二零一零年十二月，梁先生擔任保利協鑫能源控股有限公司(股份代碼：3800.HK)的財務經理，及其子公司協鑫太陽能的高級財務經理。於二零一一年一月至二零一二年九月擔任廣告之傳媒集團財務總監(紐交所：CMM，二零一二年十一月私有化)。於二零一二年九月至二零一五年四月擔任新浪公司(納斯達克：SINA)的財務總監。並於二零一五年五月至二零一六年十一月擔任新浪子公司新浪微博(納斯達克：WB)的財務總監。梁先生於中山大學獲得管理學學士學位，並且是英國特許公認會計師公會資深會員。

## Directors', Supervisors' and Senior Management's Profiles

### 董事、監事及高級管理人員簡歷

#### SENIOR MANAGEMENT (Cont'd)

**Mr. Luo Jie**, age 53, is the chief technology officer and general manager of R&D center of the Company, and director of the state key laboratory. He is primarily responsible for overseeing the overall research and development related matters and projects of the Company. Mr. Luo has over 29 years of experience in the optical fibre and cable industry. He has worked at the Company since November 2000, consecutively serving as the manager, department management and the general manager of the research and development department. Mr. Luo has been the Chief Technology Officer of the Company since February 2010. Prior to joining the Company, Mr. Luo started to work at Wuhan Research Institute of Posts and Telecommunications since January 1989 and served as an engineer and a senior engineer from January 1992 to December 1996 and from December 1996 to September 2000, respectively. Mr. Luo obtained his bachelor's degree in material engineering, a master's degree in material engineering from Wuhan University of Technology, and a doctorate in electromagnetics and microwave from Beijing University of Posts and Telecommunications. In 2015, he has been elected to the national talent project and has been awarded "Young Expert with Outstanding Contributions" by the Ministry of Human Resources and Social Security of China.

**Mr. Zheng Xin**, age 51, is the Chief Sales Officer and the general manager of the sales center of the Company. He is primarily responsible for overseeing the overall sales strategies and bidding processes of the Company. Mr. Zheng has over 19 years of experience in the optical fibre and cable industry. He has been with the Company since December 1998. He had consecutively served as a regional manager, the manager of Beijing office and the manager of cable sales department, the vice general manager of the cable business department, the vice general manager of the sales center of the Company and a member of the management committee since October 2007. He served as the general manager of YOFC Jiangsu, one of our Joint Ventures, from February 2014 to January 2017. Since then, Mr. Zheng has been the Chief Sales Officer and the general manager of the sales center of the Company. Mr. Zheng obtained a bachelor's degree in applied physics from national university of defense technology and a master's degree in business administration from China People's University.

#### 高級管理層(續)

**羅傑先生**，53歲，本公司技術總監、研發中心總經理兼國家重點實驗室主任，主要負責全面監管本公司研發相關事宜及各項目。羅先生有逾29年光纖光纜業經驗。羅先生自二零零零年十一月起任職於本公司，先後擔任研發部經理及總經理。羅先生自二零一零年二月起出任本公司技術總監。加入本公司前，羅先生自一九八九年一月起任職於武漢郵電科學研究院，先後於一九九二年一月至一九九六年十二月及一九九六年十二月至二零零零年九月擔任工程師及高級工程師。羅先生於武漢工業大學(現稱武漢理工大學)獲得材料工程專業學士學位及材料工程專業碩士學位，於北京郵電大學獲得電磁場及微波技術專業博士學位。二零一五年，入選國家人力資源和社會保障部百千萬人才工程之「有突出貢獻中青年專家」。

**鄭昕先生**，51歲，本公司銷售總監及銷售中心總經理，主要負責監察本公司整體銷售策略及投標程式。鄭先生有逾19年光纖光纜業經驗。鄭先生自一九九八年十二月起一直任職本公司，先後擔任區域經理、北京辦事處總經理以及光纜銷售部經理、光纜事業部副總經理、銷售中心副總經理，並於二零零七年十月至今擔任管理委員會成員。鄭先生於二零一四年二月至二零一七年一月擔任本公司合營公司江蘇長飛中利光纖光纜有限公司總經理。自此，鄭先生出任本公司銷售總監及銷售中心總經理。鄭先生於國防科技大學獲得應用物理專業學士學位，並於中國人民大學獲得工商管理碩士學位。



# Directors', Supervisors' and Senior Management's Profiles

## 董事、監事及高級管理人員簡歷

### SENIOR MANAGEMENT (Cont'd)

**Mr. Jiang Zhikang**, age 57, is the Chief Marketing and Strategic Officer and the general manager of the manufacturing center of the Company. He is primarily responsible for management of the manufacturing processes and production facilities of the Company and participating in the Company's critical business negotiations. He was appointed as the Chairman of Board of Supervisors as well as the staff supervisor representative of the Company on 19 December 2013 and had been responsible for supervising the performance of duties by the directors and senior management at the company until 24 January 2017. Mr. Jiang has worked at the Company since May 1990, consecutively serving as an engineer, a chief engineer, the manager assistant of the fibre department, and the manager of the industrialisation department. He was assigned by the Company to serve as the vice general manager and the general manager of NK Wuhan, one of the Company's associates at that moment, from April 2004 to March 2006 and April 2006 to April 2012, respectively. From May 2012 to January 2016, Mr. Jiang had been serving as the general manager of the operation management center of the Company. Since February 2016, Mr. Jiang has been serving as the general manager of the manufacturing center of the Company. Prior to joining the Company, Mr. Jiang started to work at Wuhan Research Institute of Posts & Telecommunication since March 1988 and served as an assistant engineer from December 1988 to April 1990. Mr. Jiang graduated from Sichuan Radio & TV University and graduated from Wuhan University with an executive master of business administration.

**Ms. Zhou Rongrong**, age 50, is the human resources director of the Company. She is primarily responsible for overseeing the human resources strategy and human resources management of the Company. She joined the Company since May 2017. Ms. Zhou has over 20 years of human resources related experience. From 1988 to 1997, Ms. Zhou worked in Jin Chang Bureau as officer. From 1997 to 2003, Ms. Zhou worked as human resources manager in Black & Decker (Suzhou) Power Tools Co. Ltd, Andrew Telecommunications (China) Co. Ltd, Wyeth Whitehall pharmaceutical Co. Ltd. From 2003 to 2006, Ms. Zhou worked as human resources director in SGMW Automotive. From 2006 to 2015, Ms. Zhou worked as AP human resources director for American Standard, TE Connectivity Global Automotive Business Unit. From 2015 to 2017, Ms. Zhou worked as human resources director in NBHX Electronic Co. Ltd. Ms. Zhou obtained her bachelor degree Industrial Engineering from Nanjing Forest University, and master degree in MBA from South Australia University. Ms. Zhou also holds Senior Economist Professional Certification.

### 高級管理層(續)

**江志康先生**，57歲，本公司市場與戰略總監兼製造中心總經理，主要負責管理本公司的生產與生產設備及參與本公司重大業務磋商，彼於二零一三年十二月十九日獲委任為本公司監事會主席兼職工監事代表，負責監督本公司董事與高級管理層的履責情況，直至二零一七年一月二十四日為止。江先生自一九九零年五月起任職於本公司，先後任工程師、主任工程師、光纖部經理助理及工業化部經理。彼分別自二零零四年四月至二零零六年三月及自二零零六年四月至二零一二年四月獲本公司指派擔任武漢安凱電纜有限公司（彼時為本公司其中一家聯營公司）的副總經理及總經理。自二零一二年五月至二零一六年一月，江先生出任本公司運營管理中心總經理。自二零一六年二月至今，江先生出任本公司製造中心總經理。加入本公司前，江先生於一九八八年三月起任職於武漢郵電科學研究院，並於一九八八年十二月至一九九零年四月擔任助理工程師。江先生畢業於四川廣播電視大學電子專業，並於武漢大學獲得EMBA學位。

**周蓉蓉女士**，50歲，本公司人力資源總監，主要負責管理本公司的人力資源戰略及人力資源管理。周女士於二零一七年五月加入公司。周女士有逾20年人力資源相關經驗。加入本公司前，周女士於1988年至1997年在蘇州市金閶區商業局公務員；1997年至2003年曾分別擔任百得（蘇州）電動工具有限公司公司、安德魯（中國）通信器材有限公司、惠氏白宮（蘇州）製藥有限公司人力資源經理；2003年至2006年任上汽通用五菱汽車股份有限公司人力資源部長；2006年至2015年曾分別在美標衛浴供應鏈、泰科電子全球汽車事業部任亞太區人力資源總監；2015年至2017年任寧波華翔電子有限公司人力資源總監。周女士於南京林業大學獲得工業工程學士學位，並於南澳大學獲得工商管理碩士學歷，並且是高級經濟師。

# Report of the Board of Directors

## 董事會報告

The Board is pleased to present its report together with the audited consolidated financial statements for the year ended 31 December 2018.

### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company is one of the leading optical fibre preform, optical fibre and optical fibre cable suppliers in the world. The Company and its subsidiaries are principally engaged in the manufacture and sales of optical fibre preforms, optical fibres and optical fibre cables with various standard specifications that are widely used in the telecommunications industry and the provision of other related products and services.

Detailed analysis of the Company's principal subsidiaries, associates and joint ventures are set out in notes VII to the financial statements.

### FINANCIAL POSITION AND RESULTS

The Group's financial position as at 31 December 2018 and the group's profit for the year ended 31 December 2018 are set out on pages 109 to 111 and on page 115 and 116 of this annual report, respectively.

### DIVIDEND

Based on the total share capital of 757,905,108 Shares issued and listed as of December 31, 2018, the Board proposed to distribute a dividend of RMB2.50 per 10 Shares (inclusive of tax), with the total dividends amounting to approximately RMB189,476,277 (inclusive of tax). The expected payment date is on or before July 26, 2019. The proposed dividend is subject to approval by Shareholders at the 2018 AGM to be held on May 28, 2019 by the Company. Should the proposal be approved, the dividend for holders of A Shares, including holders of A Shares through the Northbound Trading Link of the Shanghai-Hong Kong Stock Connect (hereinafter referred to as the "Northbound Shareholders") and holders of H Shares through the Southbound Trading Link (including Shanghai and Shenzhen markets, hereinafter referred to as the "Southbound Shareholders") will be declared and paid in RMB. Dividends to holders of H Shares, except the Southbound Shareholders, are paid in Hong Kong dollars. The exchange rate will be calculated as per the average exchange rate for converting RMB into Hong Kong dollars published by the People's Bank of China during the five business days prior to the 2018 AGM.

With respect to the Southbound Shareholders, according to the relevant requirements of China Securities Depository and Clearing Corporation Limited, China Securities Depository and Clearing Corporation Limited ("CSDC") Shanghai Branch and Shenzhen Branch shall receive cash dividends distributed by the Company as the nominee of the Southbound Shareholders for Shanghai market and Shenzhen market, respectively and distribute such cash dividends to the relevant Southbound Shareholders through its depository and clearing system.

董事會欣然呈列其報告及截至二零一八年十二月三十一日止年度的經審核合併財務報表。

### 主要業務及業務回顧

本公司是世界領先的光纖預製棒、光纖及光纜供應商之一。本公司及其附屬公司主要從事生產及銷售電信行業廣泛採用的各種標準規格的光纖預製棒、光纖及光纜，亦提供其他相關產品及服務。

有關本公司主要附屬公司、聯營公司及合營公司的詳細分析載於財務報表之附註七。

### 財務狀況及業績

本集團於二零一八年十二月三十一日的財務狀況及本集團截至二零一八年十二月三十一日止年度的利潤分別載於本年報第109至111頁及第115及116頁。

### 股息

董事會擬以截至二零一八年十二月三十一日已發行及上市的總股本757,905,108股股份為基數，就每10股股份派發股息人民幣2.50元(含稅)，合計股息約為人民幣189,476,277元(含稅)。預期派付日期為二零一九年七月二十六日或之前。建議股息須待股東於本公司謹訂於二零一九年五月二十八日舉行的二零一八股東週年大會上批准方可作實。如建議獲批准，A股股東(包括通過滬股通持有A股股票的股東(簡稱「滬股通股東」))，以及通過港股通持有H股股票的股東(包括上海及深圳市場，簡稱「港股通股東」)的股息將以人民幣宣派及派付。除港股通股東以外的H股股東的股息將以港元派付。匯率將按照股東週年大會前五個工作日中國人民銀行公佈的人民幣兌港元的平均匯率計算。

對於港股通股東，按照中國證券登記結算有限公司(「中國結算」)的相關規定，中國結算上海分公司、深圳分公司分別作為上海市場、深圳市場港股通股東名義持有人接收本公司派發的現金紅利，並通過其登記結算系統將現金紅利發放至相關港股通股東。

# Report of the Board of Directors

## 董事會報告

In accordance with the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementation rules effective on January 1, 2008, where a PRC domestic enterprise distributes dividends for financial periods beginning from January 1, 2008 to non-resident enterprise shareholders, it is required to withhold 10% enterprise income tax for such non-resident enterprise shareholders. Therefore, as a PRC domestic enterprise, the Company will, after withholding 10% of the final dividend as enterprise income tax, distribute the final dividend to non-resident enterprise shareholders, i.e. any shareholders who hold the Company's shares in the name of non-individual shareholders, including but not limited to HKSCC Nominees Limited, other nominees, trustees, or holders of H Shares registered in the name of other organizations and groups.

Pursuant to the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法》), the Implementation Regulations of the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法實施條例》), the Notice of the State Administration of Taxation in relation to the Administrative Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (Guo Shui Fa [2015] No. 60) (《國家稅務總局關於發佈〈非居民納稅人享受稅收協定待遇管理辦法〉的公告》(國稅發[2015] 60號)) (the "Tax Treaties Notice"), the Notice of the State Administration of Taxation on the Questions Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 45 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)), other relevant laws and regulations and other regulatory documents, the Company shall, as a withholding agent, withhold and pay individual income tax for the individual holders of H Shares in respect of the dividend to be distributed to them. However, the individual holders of H Shares may be entitled to certain tax preferential treatments pursuant to the tax treaties between the PRC and the countries (regions) in which the individual holders of H Shares are domiciled and the tax arrangements between Mainland China, Hong Kong or Macau. For individual holders of H Shares in general, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual holders of H Shares in the distribution of the dividend. However, the tax rates applicable to individual holders of H Shares overseas may vary depending on the tax treaties between the PRC and the countries (regions) in which the individual holders of H Shares are domiciled, and the Company will withhold and pay individual income tax on behalf of the individual holders of H Shares in the distribution of the dividend accordingly.

根據於二零零八年一月一日起生效的《中華人民共和國企業所得稅法》及其實施條例，中國境內企業向非居民企業股東支付自二零零八年一月一日開始會計期間的股息，須按10%的比率預扣該非居民企業股東的企業所得稅。因此，作為中國境內公司，本公司將於預扣10%的末期股息作為企業所得稅後向非居民企業股東（即以非個人股東（包括但不限於香港中央結算（代理人）有限公司、其他代理人、受託人或以其他組織及團體名義登記的H股股東）的名義持有本公司股份的任何股東）分派末期股息。

根據《中華人民共和國個人所得稅法》、《中華人民共和國個人所得稅法實施條例》、《國家稅務總局關於發佈〈非居民納稅人享受稅收協定待遇管理辦法〉的公告》（國稅發[2015]60號）（「稅收協定通知」）、《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》（國稅函[2011]348號）、其他相關法律法規以及其他規管文件，本公司作為扣繳義務人，為H股個人持有人就將向其分派的股息預扣並繳付個人所得稅。然而，H股個人持有人可根據中國與其居民身份所屬國家（地區）簽署的稅收協議及中國內地與香港或澳門之間的稅收安排，享受特定的稅收優惠。對於一般的H股個人持有人，本公司於分派股息時會按10%的比率代H股個人持有人預扣並繳付個人所得稅。然而，H股境外個人持有人適用的稅率可能會視乎中國與其居民身份所屬國家（地區）簽署的稅收協議而不同，而本公司於分派股息時會相應地代H股個人持有人預扣並繳付個人所得稅。



# Report of the Board of Directors

## 董事會報告

For Northbound Shareholders, with regard to the dividends obtained by the investors (including enterprises and individuals) from investment in the A Shares of the Company listed on Shanghai Stock Exchange through the Hong Kong Stock Exchange, the Company will withhold income tax at the rate of 10%, and file tax withholding returns with the competent tax authority. Where there is any tax resident of a foreign country out of the investors through the Northbound Trading Link and the rate of income tax on dividends is less than 10%, as provided for in the tax treaty between the country and the PRC, the enterprise or individual may personally, or entrust a withholding agent to, file an application for the tax treatment under the tax treaty with the competent tax authority of the Company. Upon review, the competent tax authority will refund tax based on the difference between the amount of tax having been collected and the amount of tax payable calculated at the tax rate as set out in the tax treaty.

For Southbound Shareholders, in accordance with the Notice of Ministry of Finance, the State Administration of Taxation, and the China Securities Regulatory Commission on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets (Cai Shui [2014] No.81) (《財政部、國家稅務總局、證監會關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)), effective from November 17, 2014, and the Notice of the Ministry of Finance, the State Administration of Taxation, and the China Securities Regulatory Commission on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets (Cai Shui [2016] No. 127) (《財政部、國家稅務總局、證監會關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), effective from December 5, 2016, with regard to the dividends obtained by individual mainland investors from investment in the H Shares of the Company listed on the Hong Kong Stock Exchange through the Shanghai-Hong Kong and Shenzhen-Hong Kong Stock Connect, the Company will withhold their individual income tax at the rate of 20% in accordance with the register of individual mainland investors provided by CSDC. As to the withholding tax having been paid abroad, an individual investor may file an application for tax credit with the competent tax authority of CSDC with an effective credit document. With respect to the dividends obtained by mainland securities investment funds from investment in the H Shares of the Company listed on the Hong Kong Stock Exchange through the Shanghai-Hong Kong and Shenzhen-Hong Kong Stock Connect, the Company will withhold their income tax with reference to the provisions concerning the collection of tax on individual investors. The Company will not withhold income tax on dividends obtained by mainland enterprise investors, and mainland enterprise investors shall file their income tax returns and pay tax themselves instead.

就滬股通股東而言，對於香港聯交所投資者（包括企業和個人）投資上海證券交易所本公司A股取得的股息紅利，本公司按照10%的稅率代扣所得稅，並向主管稅務機關辦理扣繳申報。對於滬股通投資者中屬於其他國家稅收居民且其所在國與中國簽訂的稅收協定規定股息紅利所得稅率低於10%的，企業或個人可以自行或委託代扣代繳義務人，向本公司主管稅務機關提出享受稅收協定待遇的申請，主管稅務機關審核後，按已徵稅款和根據稅收協定稅率計算的應納稅款的差額予以退稅。

就港股通股東而言，根據自二零一四年十一月十七日起生效的《財政部、國家稅務總局、證監會關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》（財稅[2014]81號）以及自二零一六年十二月五日起生效的《財政部、國家稅務總局、證監會關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》（財稅[2016]127號），對於內地個人投資者通過滬港通、深港通投資香港聯交所上市的本公司H股取得的股息紅利，本公司將根據中國結算提供的內地個人投資者名冊按照20%的稅率代扣個人所得稅。個人投資者在國外已繳納的預提稅，可持有效扣稅憑證到中國結算的主管稅務機關申請稅收抵免。本公司對內地證券投資基金通過滬港通、深港通投資香港聯交所上市的本公司H股股票取得的股息紅利所得，比照個人投資者代扣所得稅。本公司對內地企業投資者不代扣股息紅利所得稅款，應納稅款由內地企業自行申報繳納。

# Report of the Board of Directors

## 董事會報告

Holders of H Shares are advised to consult their own tax advisers about the tax effect in China, Hong Kong and/or other countries (regions) in respect of owning and disposing of H Shares if they are in any doubt as to the above arrangements.

The Board is not aware that any shareholder of the Company has waived or agreed to waive any dividends.

### MAJOR CUSTOMERS AND SUPPLIERS

The end customers of the Group are primarily telecommunication network operators in China or overseas. The customers of the Group also include optical fibre and cable manufacturers to whom the Group sells preforms and optical fibres.

For the year ended 31 December 2018, the Group's sales to its five largest customers and its largest customer accounted for 45.0% and 23.4% (2017: 51.1% and 27.8%) of the Group's total revenue from sales of goods, respectively.

The Group procures various raw materials from third-party suppliers located in and outside of the PRC including glass substrate tubes, silica jacket cylinders, chemical gases, optical fibre preforms, optical fibres, polyethylene and other polymers sheathing materials, steel and aluminum for the production of its products.

For the year ended 31 December 2018, the Group's purchases from its five largest suppliers and its largest supplier accounted for 49.4% and 14.2% (2017: 51.5% and 16.4%) of the Group's total purchases, respectively.

During the year, none of the Directors, their close associates nor the shareholder of the Company (which, to the best knowledge of the Directors, owned more than 5% of the Company's issued capital) had any interest in any of the Group's five largest customers and suppliers.

### FIXED ASSETS AND CONSTRUCTION IN PROGRESS

Details of movements in the fixed assets and construction in progress during the year ended 31 December 2018 are set out in notes V.11 and V.12 to the financial statements in this annual report.

### SHARE CAPITAL

On 29 June 2018, the China Securities Regulatory Commission issued "Zheng Jian Xu Ke [2018] No.1060" Approval in Relation to the Initial Public Issuance of Shares by the Company and approved the Company to publicly issue no more than 75,790,510 new shares. Based on the above approval, the Company completed the initial public offering of A shares in July 2018. A total of 75,790,510 A shares were issued at the offer price of RMB26.71 per share. The total proceeds were RMB2,024.4 million. After deducting offering expenses, the net proceeds were RMB1,894.3 million.

倘H股股東對上述安排有任何疑問，建議向彼等的稅務顧問諮詢有關擁有及處置H股所涉及的中國、香港及／或其他國家(地區)稅務影響的意見。

董事會並不知悉本公司任何股東已放棄或同意放棄任何股息。

### 主要客戶及供應商

本集團的終端客戶主要為中國或海外電信網絡運營商。本集團客戶亦包括光纖及光纜製造商，本集團向該等製造商銷售預製棒及光纖。

截至二零一八年十二月三十一日止年度，本集團向五大客戶及最大客戶作出之銷售分別佔本集團出售商品所得總收入的45.0%及23.4%(二零一七年：51.1%及27.8%)。

本集團向中國境內外第三方供應商採購多種原材料，包括玻璃襯管、矽質套管、化學氣體、光纖預製棒、光纖、聚乙烯和其他聚合物護套材料、鋼及鋁，以供生產產品。

截至二零一八年十二月三十一日止年度，本集團向五大供應商及最大供應商作出之採購分別佔本集團總採購的49.4%及14.2%(二零一七年：51.5%及16.4%)。

年內，概無董事、彼等之緊密聯繫人或本公司股東(據董事所知，擁有本公司已發行股本逾5%)於本集團任何五大客戶及供應商中擁有任何權益。

### 固定資產及在建工程

截至二零一八年十二月三十一日止年度的固定資產及在建工程的變動詳情載於本年報財務報表之附註五、11及五、12。

### 股本

二零一八年六月二十九日，公司收到中國證監會《關於核准長飛光纖光纜股份有限公司首次公開發行股票的批復(證監許可[2018]1060號)》，核准公司發行不超過75,790,510股A股。根據上述核准，公司於二零一八年七月首次公開發行A股股票75,790,510股，發行價格為人民幣26.71元/股，募集資金總額為人民幣2,024.4百萬元；扣除發行費用後，募集資金淨額為1,894.3百萬元。

# Report of the Board of Directors

## 董事會報告

Details of movements in the share capital of the Company during the year ended 31 December 2018 are set out in note V.27 to the financial statements of this annual report.

### DISTRIBUTABLE RESERVES

As at 31 December 2018, the Company's reserves available for distribution, calculated in accordance with the provisions of Companies Law in the PRC, amounted to approximately RMB2,804.8 million (31 December 2017: approximately RMB2,279.3 million).

### BANK LOANS

Details of bank loans of the Group as at 31 December 2018 are set out in note VIII.3 to the financial statements of this annual report.

### BUSINESS REVIEW OVERVIEW

In 2018, the Group focused on its long-term five strategies and solidified its advantages in optical fibre preform, optical fibre and optical fibre cable industry. While securing its leading position in telecom markets, the Company actively explored global markets and relevant diversification fields to realise continuous growth and to achieve various operational targets. In 2018, both revenue and profits set historical records.

The Company maintained its leading position in the research and development "R&D" of new technologies, new products and market exploration. The Ultra Low Loss G654.E optical fibre, which would be used in trunk lines of 5G networks, set world's records in terms of transmission length of 2.5G and 10G signals without repeater. In 2018, the Company won the 2nd Class of National Science and Technology Award again, and its state key laboratory ranked first in laboratories evaluation in information fields and earned "Excellent State Key Laboratory" from Ministry of Science and Technology. As a company selected in the first batch of smart manufacturing demonstration projects, the Company steadily progressed its construction of smart manufacturing in Qianjiang plant and optical fibre cable plant and completed multiple projects in terms of transparent factory, operation arrangement and control, which helped the Company to increase production efficiency and optimise operational costs. The Company was also selected in the first batch of industrial platform innovative application demonstration projects. In 2018, the Company followed excellent performance model and continued to improve organisational structure and management and won Global Excellence Award 2018 from the European Foundation for Quality Management (EFQM), and was the first Chinese company to win this award. The Company also won Gold Award from global quality management team for consecutively 5 years. The Company's institutional innovation was well recognised.

本公司於截至二零一八年十二月三十一日止年度的股本之變動詳情載於本年報財務報表之附註五、27。

### 可分派儲備

於二零一八年十二月三十一日，本公司可供分派儲備乃根據中國公司法之條文計算，約為人民幣2,804.8百萬元(二零一七年十二月三十一日：約為人民幣2,279.3百萬元)。

### 銀行貸款

本集團於二零一八年十二月三十一日的銀行貸款詳情載於本年報財務報表之附註八、3。

### 業務回顧 概覽

二零一八年，公司圍繞「五大戰略」舉措，持續鞏固光纖預製棒、光纖和光纜業務優勢，保持電信市場領先地位的同時，積極拓展國際化市場和相關多元化領域，推動公司持續增長，完成各項經營任務目標。二零一八年，公司收入及利潤水平均創歷史新高。具體經營情況如下：

公司在新技術、新產品的研發及市場拓展方面保持行業領先地位。其中，應對未來5G長途幹線傳輸需求的G.654.E「遠貝®超強」光纖刷新了單跨距2.5G和10G系統無中繼光傳輸的世界紀錄，技術創新行業領先。二零一八年，公司再次獲得國家科技進步二等獎，光纖光纜製備技術國家重點實驗室被科技部評為「優秀類國家重點實驗室」，在資訊領域位居首位。作為首批智慧製造試點示範企業，公司在二零一八年穩步推進潛江智慧製造和光纖智慧製造建設，在透明工廠、調度排產與運營管控等領域完成多個專案，說明公司提高製造效率、優化運營成本。公司喜獲工信部首批「工業互聯網平台集成創新應用試點示範項目」。二零一八年，公司按照卓越績效模式持續優化組織結構和經營管理，作為第一家中國企業喜獲歐洲品質獎的殊榮，同時公司連續第五年獲得國際品質管制小組金獎，制度創新獲得廣泛認可。



# Report of the Board of Directors

## 董事會報告

Optical fibre preform, optical fibre and optical fibre cable business is the main business of the Company and is the core of its development. In 2018, the Company promoted processes routes, improved the capacity and technology of self-developed OVD and VAD processes, and further strengthened its advantages in supply of optical fibre preform and cost structure of the value chain. On the other hand, using its advantages in branding and technologies, the Company also strengthened its leading market position and realised relatively fast growth of profits in a market with slowing growth rate, stabilised demand volume and more severe competition. Meanwhile, the Company utilised technical marketing, coordinated sales, marketing and R&D and promoted the implementation of Ultra Low Loss G.652 optical fibre in national grid, which broke the monopoly of foreign companies. The Company also promoted the application of high-end OM5 multi-mode optical fibre in data centers of China Railway, which built new drivers for future growth.

In 2018, a cable plant began operation in Indonesia. Based in Indonesia and South Africa, the Group's localised delivery capability covering southeast Asia and Africa was improved. In the meantime, multiple sales companies in Thailand, the Philippines, Indonesia and Singapore were established, which significantly enhanced overseas sales and services ability. In 2018, the Company realised breakthroughs in Indian and Singaporean markets, which built a solid foundation for future growth. In 2018, the Group's overseas market increased by 62.5% comparing with last year and reached RMB1,886.0 million. The Group was awarded with '2018 Core Global Supplier Golden Award' by Huawei.

Facing increasing demand from datacenters' construction globally, the Company further strengthened its multi-mode and cabling products. Datacenters and corporate network users would be the Company's strategic customers and the Company would explore opportunities in datacenters and network connections businesses. The Company's smart solutions for public service sectors made breakthroughs in judicial, prosecutorial and law enforcement sectors. FTTH (fibre to the home) EPC projects were implemented in some overseas markets, where huge potentials exist. Moreover, with the opportunity of marine economic activities, the Company formed a joint venture with Baosheng Science & Technology Innovation Co., Ltd., a leading domestic power cable manufacturer and entered submarine cable and its engineering services businesses.

預製棒、光纖和光纜是公司的主營業務，是當前企業發展的核心動能。二零一八年，公司一方面堅決推進多工藝路線，提升自主研發的OVD和VAD預製棒產能和技術成熟度，進一步夯實預製棒自主供應優勢和全產業鏈成本優勢。另一方面，持續鞏固市場領先優勢，在市場增速放緩、需求總量及價格保持穩定、行業競爭加劇的情況下，利用品牌、技術等優勢，仍然實現了利潤較快增長。同時，公司高舉技術營銷大旗，加強「銷售、市場、研發」鐵三角聯合拓展能力，推動ULL G.652光纖在電網國家示範性項目落地，打破國外企業在國網ULL光纖領域的壟斷；推動高端多模OM5光纖成功應用於中國鐵路總公司的主數據中心項目，為未來增長注入了新的動力。

二零一八年，長飛印尼光通信有限公司投產運營，公司在海外形成以印尼、南非為支點，覆蓋東南亞和非洲的本地化交付能力佈局。同時，相繼在泰國、菲律賓、印尼、新加坡等地成立多家銷售公司，海外本地化的銷售與服務平台大幅提升。二零一八年，公司在印度市場及新加坡市場實現突破，為未來持續高速增長奠定堅實基礎。二零一八年，公司海外營業收入達到約人民幣1,886.0百萬元，同比大幅增長約62.5%。此外，公司被華為公司評為「2018年全球核心供應商金獎」。

面對全球數據中心建設爆發增長的機遇，公司在做強多模光纖、佈線產品等業務的基礎上，進一步明確數據中心和互聯網企業是公司未來增長的戰略客戶群，全面開拓光通信相關多元化業務。同時，公司以「檢務雲」為代表的智慧政務解決方案開始在國內公檢法系統多點開花，以通信網路工程總包為代表的通信解決方案在海外多國應用落地，業務呈現跨越式發展，規模增長潛力巨大。此外，公司瞄準海洋經濟大發展的契機，聯合國內電纜領域巨頭寶勝科技創新股份有限公司成立合資公司正式進入海纜及其工程服務領域。

# Report of the Board of Directors

## 董事會報告

After the Company was successfully listed on Shanghai Stock Exchange, it was rebalanced into SSE 380 Index in December 2018. In Hong Kong stock market, the Company was awarded with 2018 "Golden Wing Award" as valuable Hong Kong stock connect company and won Annual Listed Enterprise Award for consecutively 3 years from Bloomberg Businessweek/Chinese Edition. The Company was well recognised by Hong Kong and Shanghai capital markets.

### FINANCIAL KEY PERFORMANCE INDICATORS

#### Operating performance

2018 was the best year of performance for the Company when compared with the past five years. During the year, the Company's revenue increased by 9.6% from RMB10,366.1 million in 2017 to RMB11,359.8 million in 2018. Such increase was mainly driven by the increase in sales volume for optical fibre cables, and the upstream products of optical fibre preforms and optical fibres, as a result of mobile and broadband network infrastructure construction. For the year ended 31 December 2018, the net profit attributable to equity shareholders of the Company also increased by 17.4% and reached RMB1,489.2 million. These two key performance indicators proved that the industry and the Company kept growth trend in 2018.

#### Financial performance

As at 31 December 2018, the Group's financial position remained solid because of its strong treasury and fund management. The level of indebtedness as at 31 December 2018 was -15.8% (31 December 2017: -15.0%). For the year ended 31 December 2018, the Group generated positive operating cash flows amounted to RMB565.4 million (2017: RMB1,737.9 million). The decrease of operating cash flows was mainly because that compared with 2017, the shortage was alleviated in the market, thus the customers did not shorten payment terms to secure delivery as they did in 2017 and the payment terms went back to normal status, resulting in a net increase in trade and bills receivable and trade and bills payable of the Group during the year.

公司成功在上海證券交易所上市後，成為中國光纖光纜行業和湖北省首家A+H股兩地上市企業，並在十二月入選「上證380指數樣本股」。在港股市場，公司入選二零一八年「金翼獎」港股通公司價值實力排行榜，連續第三年榮獲《彭博商業週刊／中文版》「年度上市企業」大獎，獲得兩地資本市場的高度認可。

### 財務主要表現指標

#### 營運表現

相比過去五年，二零一八年是本公司表現最優的一年。年內，本公司收入由二零一七年的約人民幣10,366.1百萬元增長約9.6%，至二零一八年的約人民幣11,359.8百萬元。該增幅主要由於移動及寬頻網路基礎設施建設的持續推進，帶動了光纜及上游預製棒、光纖產品的銷售。截至二零一八年十二月三十一日止，本公司歸屬於母公司股東的淨利潤亦增長約17.4%，達到人民幣1,489.2百萬元。從兩項主要指標可見，行業及本公司在二零一八年保持增長。

#### 財務表現

於二零一八年十二月三十一日，由於完善的財務及資金管理，本公司財務狀況維持穩健。二零一八年十二月三十一日，公司資產負債率（按淨債務除以所有者權益計算）為-15.8%（二零一七年十二月三十一日：-15.0%）。截至二零一八年十二月三十一日止年度，公司產生正向經營現金流人民幣565.4百萬元（二零一七年：人民幣1,737.9百萬元）。經營現金流減少的主要原因是較二零一七年，市場短缺情況得到緩解，客戶不再採取縮短賬期等措施確保供貨，行業賬期恢復正常區間，致使本公司於本年應收賬款及票據與應付賬款及票據的淨增加額大幅增加。

# Report of the Board of Directors

## 董事會報告

### FUTURE DEVELOPMENT

The Company would adhere to its mission of Smart Links Better Life", stick to innovation, and take industrial opportunities such as 5G, FTTX and datacenter construction. The Company would implement its strategies such as organic growth of optical fibre preform, optical fibre and optical fibre cable businesses, technology innovation and smart manufacturing, internationalisation, relevant diversification, and strive to become a global leading company in information transmission and smart links.

In 2019, facing a more complicated and severe competitive environment, the Company would continue to implement its long-term strategies. While ensuring its domestic and overseas market position for optical fibre preform and optical fibre sector by utilising its advantages in innovation and technology, the Company would focus more on internationalisation and relevant diversification.

#### To optimise capacity structure and improve operation efficiency

There would be challenges in optical fibre and cable industry in 2019. Historically, the Company focused its main resources in the sector that has the highest entry barrier and margin in the value chain, which is the optical fibre preform and optical fibre sector; and the profits of the Company mainly come from the sales of optical fibre preforms and optical fibres. Facing a decreased optical fibre cable price, the Company would strive to gain more market share from optical fibre preform and optical fibre customers. In the meantime, the Company would also take measures to lower costs and increase production efficiency, further optimise OVD and VAD processes to increase yield rate from raw materials, promote smart manufacturing projects to produce standardized products with lower costs, and to realise maximum economic benefits.

#### To further implement internationalisation

From its listing on the Hong Kong Stock Exchange in 2014, the Company's overseas revenue kept growing at a much higher speed than the overall business. Facing a short-term change of the domestic market situation, before the mass construction of 5G, the Company would focus more on overseas markets and strive to realise a continuous and fast revenue growth of overseas businesses.

#### To explore relevant diversification

In 2019, facing market opportunities in the optics telecom related businesses, the Company would continue to develop businesses such as cabling system, specialty optical fibre and components. Meanwhile, under systematic planning and reasonable investment, the core competitiveness of new diversification fields such as optic module and submarine cable would be improved.

### 未來發展

公司秉承「智慧聯接，美好生活」的使命，堅持創新驅動，緊抓5G、FTTX和數據中心等行業機遇，通過實施「棒纖纜業務內涵增長、技術創新與智慧製造、國際化地域拓展、相關多元化」等戰略舉措，致力於成為資訊傳輸與智慧聯接領域的全球領先企業。

二零一九年，面對更加複雜和激烈的競爭環境，公司將堅持自身長期戰略，利用創新和技術領先的優勢，確保核心預製棒及光纖產品在國內外市場的地位，同時在國際化和相關多元化方面加快戰略部署。

#### 優化主業結構，提高經營效率

二零一九年，國內光纖光纜市場面臨挑戰。長期以來，公司將優勢資源集中在產業鏈上游競爭門檻高、利潤高的部分，即預製棒及光纖產品，而且公司利潤的主要來源為對外銷售預製棒和光纖。面對光纜價格的下滑，公司將致力於在其他客戶，特別是預製棒和光纖客戶中獲取更多的市場份額。同時，公司也將採取一系列降低成本、提高生產效率的措施，進一步完善OVD及VAD技術，通過工藝技術改造提升生產效率和原材料利用率，有序推進智慧製造專案降低成本和提升產品標準化率和合格率，爭取經濟效益最大化。

#### 深度實施國際化戰略

公司自二零一四年在香港聯交所上市以來，歷年海外業務增速均大幅高於公司整體收入增長。面對短期國內市場的變化，在5G規模建設開始前，公司戰略將進一步向海外市場傾斜，致力於實現海外業務收入持續快速增長。

#### 開拓相關多元化業務

二零一九年，面對光通信相關業務的市場機遇，公司持續發展綜合佈線、特種光纖及元件等業務。同時，在科學系統規劃的基礎上，憑藉合理的戰略資源投入，逐步培育光模組、海纜等新興業務的核心競爭力，有節奏地推進其快速增長，為公司可持續發展輸入新動能。



# Report of the Board of Directors

## 董事會報告

### PRINCIPAL RISKS AND UNCERTAINTIES

The construction of optics telecom network promoted the demand for optical fibres and cables and also attracted new competitors into the industry. The capacity of optical fibre preforms, optical fibres and optical fibre cables increased fast. With more severe competition, the supply and demand structure in the industry was affected. Should the Company fail to maintain its leading position in the market, or the average selling price of products in the value chain decrease, the performance of the Company could be adversely affected.

Currently, China was promoting strategies such as Broadband China, FTTH and the Belt and Road. All these strategies established a sound industrial environment for the Company. The major customers of the Company are telecom operators, and the investment from the telecom operators is the main driver of the Company's development. Should the strategies of national telecom infrastructure be affected by macro economy and development speed, the Company's business would be adversely affected.

The Company continues to explore overseas markets. The Belt and Road strategy brought new opportunities for companies to expand globally. But the countries along the Belt and Road are mainly new economies and developing countries with diverse construction environment and status. Some countries have political, war, economic and other risks. Also, the financial, legal, tax related laws and regulations could be significantly different from that in China. The fluctuation of foreign exchanges would bring more complexity to the business. All these factors would increase the uncertainty and risks in overseas businesses and investment.

With larger scale, the demand for operating cashflow expanded with the expansion of businesses. Also, the total amount of the Company's trade and bills receivables were relatively high. If the receivables cannot be collected and become bad debt, the performance of the Company could be adversely affected.

With the development of the domestic and overseas optical fibre and cable markets and the upgrade of relevant products, should the Company fail to develop new technologies and products, or made wrong judgement of technology, products and markets, the Company's advantages in technology and its competitiveness could be compromised. Moreover, with the development of multiple technologies, should other competitors successfully develop substitutes for current technologies and apply those technologies to produce optical fibres and cables, the performance of the Company could be adversely affected.

### 主要風險及不確定因素

光通信網路建設拉動光纖光纜需求快速增長，同時也吸引了新競爭者進入，導致預製棒、光纖和光纜產能快速增長，市場競爭日益激烈，行業面臨供需結構變化的風險。如果公司未能在市場競爭中保持領先地位，或產業鏈中產品單價下降，則公司的經營業績可能面臨不利影響。

目前國家正在大力推進的「寬頻中國」、「光纖到戶」、「一帶一路」等戰略對公司的業務發展構成了良好的產業環境。公司的主要客戶是電信運營商，運營商的投資需求構成了公司發展的主要驅動力，如果受到宏觀經濟的週期性波動、經濟發展速度等因素的綜合影響，國家關於通信等基礎設施投資的產業政策出現調整，則將對公司的業務發展造成負面影響。

公司長期積極開發國外市場，「一帶一路」戰略為企業「走出去」帶來新機遇，但「一帶一路」沿線國家大多為新興經濟體和發展中國家，建設環境和建設水準參差不齊，部分國家存在著政治、戰爭、政策經濟波動等風險。同時，海外國家的金融、法律、財稅等與中國存在較大差異，匯率大幅波動也會增加還外業務的複雜性，以上各種因素都會增加公司海外業務和海外投資的不確定性和風險。

隨著公司規模的擴張，運營資金需求量伴隨業務規模擴大而迅速增加。而且，公司應收票據和應收賬款合計金額較大，如果不能按期收回而發生壞賬損失，可能對公司經營業績造成不利影響。

隨著國內外光纖光纜市場的進一步發展和光纖光纜產品的升級換代，如果公司的新技術和新產品不能及時研發成功，或者對技術、產品和市場的趨勢把握出現偏差，將削弱公司的技術優勢和競爭力。此外，隨著各項技術的發展，如其他競爭者成功開發出有效替代現有技術的新技術，並快速適用於光纖光纜產品的生產製造，也將對公司經營業績帶來較大不利影響。

# Report of the Board of Directors

## 董事會報告

### KEY RELATIONSHIPS

The support of stakeholders such as employees, suppliers, customers and communities is indispensable for the development of the Group, and therefore we are committed to establish stronger and better relationship with stakeholders to make concerted efforts in realising sustainable development. During the year, we conducted surveys with stakeholders on environmental, social and governance issues. The result of the surveys will be applied as the basis for preparing our environmental, social and governance report to be released independently and will also serve as an important reference for formulating our sustainable development strategies in the future.

We always firmly believe that human resources is the most important resource, and therefore we attach high importance to talent development and listen intently to feedbacks from employees. We offer room for growth, development and improvement for employees through well-established performance management and promotion systems. At the same time, we introduce different measures to safeguard the occupational health and safety of employees and enrich their leisure time through a wide range of cultural and physical activities, including Chinese New Year's Evening Gala and Sports Day. All such efforts are aiming to create a diversified, tolerant, healthy and contented corporate environment for our employees.

We strive to establish long-term, reliable and mutually beneficial cooperative relationship with our major suppliers and various business partners both in China and overseas. We make all-out efforts to ensure that all suppliers deliver high-quality raw materials and that they are on the same page with us in terms of providing high-quality products to customers. While promoting localisation of suppliers and raw materials, we select suppliers in a prudent manner and assess their performance based on four major factors, namely quality, cost, delivery and services, in order to make sure that their quality standards are in line with the Group's requirements. Meanwhile, we also encourage suppliers to improve environmental, social and governance performance with us with a goal to grow and develop together.

We adhere to the core values of "Customer-centric, Accountability, Innovation and Stakeholder Benefits" and we are dedicated to living up to customer's expectations. We offer excellent after-sales services and actively coordinate and handle customers' complaints. We also conduct customer satisfaction survey every year to get customers' suggestions and opinions. We wish that such interactive communication model can play a key role in improving our products and service quality continuously.

We put core corporate value into practice and never shy away from social responsibilities. We actively contribute to the society through education, disaster relief, social welfare and community care activities.

### 主要關係

本公司的發展離不開僱員、供應商、客戶及社區等權益人的支持。公司致力於與權益人建立更強更好的關係，一起為實現可持續發展而共同努力。在本年度就社會責任相關事宜，公司向利益相關方進行了調研，並將調研結果作為二零一八年度環境、社會及管制報告的編製依據，也為未來公司制定可持續發展戰略提供了重要參考依據。

本公司一直堅信人力是第一資源的人才理念，高度重視人才發展，積極考慮員工回饋意見。公司通過完善績效管理和晉升制度，為員工的成長、發展和提升提供空間。同時公司制定各項措施保障員工的職業健康與安全，通過舉辦春晚、運動會等文體活動，豐富員工工業餘生活，努力為員工營造一個多元化、包容性、健康幸福的企業環境。

本公司致力於與中國及海外的主要供應商及各業務夥伴建立長久、信任的、互惠共贏的合作關係，努力確保所有供應商交付高品質原材料，及與公司一樣致力於提供高品質產品予客戶。公司審慎選擇供應商，推動供應商當地語系化及材料當地語系化，並依據品質、成本、交付、服務四大主要指標對供應商進行評估考核，確保所提供的品質標準符合公司要求。同時，公司亦會推動供應商與公司共同提升社會責任方面的表現，達到與供應商共同成長與發展的目標。

本公司堅守「客戶、責任、創新、共贏」的核心價值觀，努力實現客戶的價值預期。公司提供良好的售後服務，積極協調處理客戶投訴，同時每年開展客戶滿意度調查，傾聽客戶的建議和意見，通過這種雙向溝通的模式，不斷改進產品、提升服務水準。

本公司深入貫徹企業核心價值觀，勇於承擔社會責任，以專業、透明的運營方式從事社會公益事業。公司通過支持教育、救災、公益、社區關愛等活動，積極回饋社會。

# Report of the Board of Directors

## 董事會報告

### ENVIRONMENTAL POLICIES AND PERFORMANCE

We always embrace the principle of sustainable development and continuously put more efforts in environmental protection to deliver social and environmental benefits and contribute to the sustainable development of the society. We strictly follow the relevant requirements of environmental protection laws and regulations. Our emission standard for pollutants is even stricter than the national and local emission limits. We set up energy consumption targets every year and integrate the mode of reducing energy consumption and green production into the entire operation of the Group. The Company has already obtained the ISO14001:2004 Environmental Management Certificate and was selected as an Advanced Clean Production Unit by the Environmental Protection Bureau of Wuhan.

### COMPLIANCE WITH LAWS AND REGULATIONS

The Group principally operates in China and overseas. We strictly observe all relevant laws and regulations of China, Hong Kong and countries where the Group has business entities and operation. During the reporting period, there were no material non-compliances in relation to the relevant national environmental, social and governance laws and regulations of China, Hong Kong and countries where the Group has business entities and operation.

### RIGHTS TO ACQUIRE THE COMPANY'S SECURITIES AND EQUITY-LINKED AGREEMENTS

Save for the Employee Stock Ownership Scheme, at no time during the year was the Company, or any of its holding companies or subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors, Supervisors or chief executive of the Company or their respective associates or close associates (as respectively defined under the Hong Kong Listing Rules) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, nor did the Company enter into any other equity-linked agreement.

### CHARITABLE CONTRIBUTIONS

During the year, the Group made charitable contributions totalling RMB2,130,000 (2017: RMB426,000).

### INDEMNITY OF DIRECTORS

A permitted indemnity provision (as defined under section 469 of the Hong Kong Companies Ordinance) for the benefit of Directors, Supervisors and officers of the Company was in force in 2018 and is still in force up to the date of this report.

### 環境政策及表現

本公司始終秉持可持續發展理念，不斷加大環保投入來實現社會及環境效益，為實現社會的可持續發展貢獻力量。公司嚴格遵守環境保護相關的法律及法規要求，各項污染物排放均優於國家和地方的排放標準。公司每年都會對能源的消耗設定目標，將降低能耗、綠色生產的模式貫穿於公司生產的全過程。公司目前已經通過ISO14001：2004環境管理體系認證。

### 遵守法律及法規

本公司業務主要於中國及海外經營，公司嚴格遵守中國、香港及本公司擁有實體或業務的國家的所有相關法律及法規。在本報告期內，本公司在環境、社會及管治相關方面未發生違反中國內地、中國香港及本公司擁有實體或業務的國家相關法律及法規的重大事件。

### 收購本公司證券之權利及股本關連協議

除員工持股計劃外，本公司或其任何子公司於年內任何時間概無訂立任何安排，致使本公司之董事、監事或主要行政人員或其連絡人或緊密連絡人（相關定義見香港上市規則）擁有任何權利可認購本公司或其任何相聯法團（定義見證券及期貨條例）之證券或可透過收購本公司或任何其他團體公司之股份或債券獲取利益，本公司亦無訂立任何其他股本關連協議。

### 慈善捐獻

年內，本集團合共作出人民幣2,130,000元（二零一七年：人民幣426,000）之慈善捐獻。

### 董事彌償

以董事、監事及本公司高級員工為受益人的一項經許可彌償條款（定義見香港公司條例第469條）於二零一八年生效，且截至本報告日期仍然生效。



# Report of the Board of Directors

## 董事會報告

### DIRECTORS

The Directors and the Supervisors of the Company during the year and up to the date of this annual report were:

### EXECUTIVE DIRECTORS

Mr. Zhuang Dan

Mr. Frank Franciscus Dorjee

### NON-EXECUTIVE DIRECTORS

Mr. Ma Jie

Mr. Yao Jingming

Mr. Philippe Claude Vanhille

Mr. Pier Francesco Facchini

Mr. Xiong Xiangfeng

Ms. Zheng Huili

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Ngai Wai Fung

Dr. Ip Sik On Simon

Mr. Li Ping

Dr. Li Zhuo

### SUPERVISORS

Mr. Wang Ruichun

Mr. Liu Deming

Ms. Li Chang'ai

### DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Biographical details of the current Directors, Supervisors and senior management of the Group are set out on pages 27 to 46 of this annual report.

### CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors annual confirmation of independence pursuant to Rule 3.13 of the Hong Kong Listing Rules and the Company considers all independent non-executive Directors are independent pursuant to the Hong Kong Listing Rules.

### 董事

於年內直至本年報日期的本公司董事及監事如下：

### 執行董事

莊丹先生

范 • 德意先生

### 非執行董事

馬杰先生

姚井明先生

菲利普 • 范希爾先生

皮埃爾 • 法奇尼先生

熊向峰先生

鄭慧麗女士

### 獨立非執行董事

魏偉峰博士

葉錫安博士

李平先生

李卓博士

### 監事

王瑞春先生

劉德明先生

李長愛女士

### 董事、監事及高級管理層

本集團現任董事、監事及高級管理層之履歷詳情載於本年報第 27 至 46 頁。

### 獨立非執行董事之獨立性確認

本公司接獲各獨立非執行董事根據香港上市規則第 3.13 條發出之年度獨立性確認書，並認為，根據香港上市規則，全體獨立非執行董事為獨立人士。

# Report of the Board of Directors

## 董事會報告

### DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS AND LETTER OF APPOINTMENTS

Each of the executive Directors and non-executive Directors has entered into a service contract with the Company on 24 January 2017. Each of the independent non-executive Directors has signed a letter of appointment on 24 January 2017. Pursuant to the Articles of Association, the term of office of the Directors shall be 3 years. The principal particulars of these service contracts and letters of appointment are (a) for a term commencing from their respective effective date of appointment until the day on which the next general meeting of the shareholders for re-election of Directors is held, and (b) are subject to termination in accordance with their respective terms.

Each of the Supervisors has entered into a service contract with the Company on 24 January 2017. As required under the Opinions on Further Promotion of Standardising Operations and Intensifying Reform of Overseas Listed Companies (Guojingmaogai No. [1999]230), the Company shall have a number of external Supervisors comprising one half or more of the Board of Supervisors, among whom, two or more shall be independent Supervisors. The Company has fulfilled this requirement since 9 June 2015.

None of the Directors and the Supervisors had entered into any service contract with the Company or its subsidiaries which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

### DIRECTORS' AND SUPERVISORS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACT OF SIGNIFICANCE

None of the Directors and the Supervisors, or any entity connected with them had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year ended 31 December 2018 or subsisted at the end of the year ended 31 December 2018.

### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2018.

### EMOLUMENT POLICY

A nomination and remuneration committee was set up for, among others, reviewing and making recommendations on remuneration policy and scheme for Directors, Supervisors, senior management and employees, taking into account salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group.

### 董事及監事之服務合約及委任函

執行董事及非執行董事各自已於二零一七年一月二十四日與本公司訂立服務合約。各獨立非執行董事已於二零一七年一月二十四日簽署委任函。根據本公司之章程，董事之任期應為三年。該等服務合約及委任函主要包括(a)董事的任期由彼等各自的委任生效日期開始直至就重選董事而舉行下屆股東大會之日期為止；及(b)可根據各自條款予以終止。

各監事已於二零一七年一月二十四日與本公司訂立服務合約。誠如《關於進一步促進境外上市公司規範運作和深化改革的意見》(國經貿企改[1999]230號)規定，本公司監事會成員中一半或以上須為外部監事，而其中兩名或以上須為獨立監事。本公司於二零一五年六月九日起符合該規定。

董事及監事概無與本公司或其附屬公司訂立任何可於一年內在毋須支付賠償(法定補償除外)的情況下終止的服務合約。

### 董事及監事於重大交易、安排或合約之權益

董事及監事，或任何與其關連的實體概無於本公司或其任何附屬公司於截至二零一八年十二月三十一日止年度訂立或於截至二零一八年十二月三十一日止年度仍存續且對本集團業務屬重大的任何交易、安排或合約中直接或間接擁有重大權益。

### 管理合約

於截至二零一八年十二月三十一日止年度，本公司概無訂立或訂有與本公司全部或任何主要部分業務的管理及行政有關的合約。

### 薪酬政策

本公司已成立提名及薪酬委員會，以(其中包括)檢討董事、監事、高級管理層及僱員的薪酬政策及計劃，並就此提供建議，當中會考慮可比較公司支付的薪金、董事的投入時間及責任，以及本集團的表現。

# Report of the Board of Directors

## 董事會報告

The Board has approved the Employee Share Ownership Plan in the 19th meeting of the 2nd term of the Board held on 13 and 14 December 2018. The Employee Share Ownership Plan was further reviewed and approved by the 1st extraordinary general meeting of the Company on 21 February 2019. It involves no issue of new shares or granting of option for any new securities of the Company, thus it does not constitute a share option scheme. The details of the plan were published on 3 January 2019, in the circular for the 1st extraordinary general meeting of the Company on 21 February 2019 on the websites of Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) and the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

### REMUNERATION OF DIRECTORS, SUPERVISORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the remuneration of the Directors and the Supervisors (including the past Directors, the past Supervisors and the chief executive) and five highest paid individuals are set out in note XIV.2 to the financial statements.

### CHANGES IN INFORMATION IN RESPECT OF DIRECTORS AND SUPERVISORS

Save as disclosed in the section headed "Directors', Supervisors' and Senior Management's Profiles" in this annual report, during the year ended 31 December 2018, there were no changes in the information which are required to be disclosed by the Directors and the Supervisors pursuant to paragraph (a) to (e) and (g) of Rule 13.51(2) of the Hong Kong Listing Rules.

### AUDIT COMMITTEE

The audit committee of the Company has reviewed the accounting principles and policies adopted by the Group and discussed the Group's risk management, internal controls and financial reporting matters with the management. The audit committee has reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2018.

### POST BALANCE SHEET EVENTS

The material post balance sheet events are disclosed in note XIII to the financial statements.

本公司董事會於二零一八年十二月十三日、二零一八年十二月十四日召開長飛光纖第二屆董事會第十九次會議，審議批准了《長飛光纖光纜股份有限公司第一期員工持股計劃(草案)及其摘要》。本公司於二零一九年二月二十一日舉行的二零一九第一次臨時股東大會審議批准了該項議案。該員工持股計劃不涉及發行新股或授出可認購本公司任何新證券的期權。該員工持股計劃具體情況詳見本公司二零一九年一月三日刊載於上海證券交易所網站([www.sse.com.cn](http://www.sse.com.cn))的二零一九年第一次臨時股東大會會議資料，及刊載於香港聯合交易所網站([www.hkexnews.hk](http://www.hkexnews.hk))的於二零一九年二月二十一日舉行之臨時股東大會通函。

### 董事、監事及五名最高薪酬人士的薪酬

董事及監事(包括前任董事、前任監事及行政總裁)及五名最高薪酬人士的薪酬詳情載於財務報表之附註十四、2。

### 董事及監事的資料變動

除在本年報「董事、監事及高級管理人員簡歷」一節中披露外，截至二零一八年十二月三十一日止年度，概無任何資料變動須由董事及監事根據香港上市規則第13.51(2)條(a)至(e)及(g)段作出披露。

### 審計委員會

本公司審計委員會已審閱本集團所採納的會計原則及政策，並與管理層討論本集團風險管理、內部監控及財務申報事宜。審核委員會已審閱本集團截至二零一八年十二月三十一日止年度的經審核合併財務報表。

### 資產負債表期後事項

重大資產負債表期後事項披露於財務報表之附註十三。



# Report of the Board of Directors

## 董事會報告

### AUDITORS

The Company has appointed KPMG Huazhen LLP as the auditors of the Company for the year ended 31 December 2018. Resolutions regarding the re-appointment of KPMG Huazhen LLP as the auditors of the Company will be proposed at the AGM.

### 核數師

本公司已委聘畢馬威華振會計師事務所(特殊普通合夥)為本公司截至二零一八年十二月三十一日止年度的核數師。有關續任畢馬威華振會計師事務所(特殊普通合夥)為本公司的核數師的決議案將提呈予應屆股東週年大會。

By order of the Board

**Ma Jie**  
*Chairman*

Wuhan, China  
22 March 2019

承董事會命

**馬杰**  
*主席*

中國武漢  
二零一九年三月二十二日

# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE

The Board is pleased to present the corporate governance report of the Company.

The Group is committed to maintaining high level of corporate governance. The Board is responsible for performing corporate governance duties, including: (a) formulating, developing and reviewing the corporate governance policies and practices of the Company; (b) reviewing and monitoring the training and continuous professional development of the Directors and senior management; (c) reviewing and monitoring the policies and practices for the compliance of legal and regulatory requirements by the Company; (d) developing, reviewing and monitoring the code of conduct and compliance manual for employees and the Directors; and (e) reviewing the compliance with the CG Code by the Company and the disclosure in the corporate governance report. The Board believes that an effective corporate governance system can safeguard the interests of the shareholders of the Company and promote the value and accountability of the Company.

The Company has adopted all the code provisions in the CG Code which are applicable to the Company and the manner in which the principles and code provisions in the CG Code were applied and implemented during the year ended 31 December 2018 and up to the date of this annual report is explained in this Corporate Governance Report. The Company has complied with all the code provisions under the CG Code during the year.

The Board will continue to review and improve the Company's corporate governance system to ensure its compliance with the CG Code.

### BOARD

#### DUTIES AND DIVISION OF RESPONSIBILITY

The Board shall act in the interests of the shareholders of the Company and shall be accountable to the shareholders of the Company. The Board shall be responsible for the implementation of the resolutions approved at general meetings of the shareholders; formulation of the Company's investment strategies and business development plans, formulation of annual financial budgets and final accounts, formulation of profit distribution plans and loss recovery plans and the provision of strategic advice and making recommendations on the operations and management of the Company. The Company has established three Board committees to oversee specific matters of the Company, namely (i) the Audit Committee, (ii) the Nomination and Remuneration Committee, and (iii) the Strategy Committee. The Board has delegated the relevant duties to the respective committees, which are contained in the terms of reference of the relevant committees. The management of the Company will provide sufficient information to the Board and the Board committees when appropriate to facilitate the Directors in making decision.

### 企業管治

董事會欣然呈列本公司之企業管治報告。

本集團致力維持高水平的企業管治。董事會負責履行企業管治職務，包括：(a) 制定、發展及檢討本公司的企業管治政策及常規；(b) 檢討及監察董事及高級管理人員的培訓及持續專業發展；(c) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；(d) 發展、檢討及監察僱員及董事的操守準則及合規手冊；及(e) 檢討本公司遵守企業管治守則的情況及在企業管治報告內的披露。董事會相信，有效的企業管治系統可保障本公司股東權益及提升企業價值和問責性。

本公司已採納企業管治守則內所有適用於本公司的守則條文，而本公司於截至二零一八年十二月三十一日止年度並直至本年報日期對企業管治守則之原則及守則條文之應用及執行方式於本企業管治報告闡述。本公司於年內已遵守企業管治守則之所有守則條文。

董事會將繼續檢討並提升本公司的企業管治系統，以確保符合企業管治守則。

### 董事會

#### 職責分工

董事會為本公司股東利益行事，向本公司股東負責。董事會負責以下事項：執行股東大會上批准之決議；制定本公司的投資策略及業務發展規劃；制定年度財政預算及最終帳目；制定利潤分配方案及虧損補償計劃及提供戰略性意見及就本公司運營及管理提出建議等。就監督本公司特定事務之方面，本公司已成立三個董事委員會，即(i) 審計委員會，(ii) 提名及薪酬委員會，及(iii) 戰略委員會。董事會已向各委員會授出相關職權，有關職權載於各自之職權範圍中。本公司管理層適時向董事會及董事委員會提供足夠信息，以便董事作出決定。

# Corporate Governance Report

## 企業管治報告

The Board is responsible for decision making on important strategic matters of the Company. The senior management of the Company is authorised to manage the daily operation of the Company.

Mr. Ma Jie is the Chairman of the Board while Mr. Zhuang Dan is the president of the Company. The Chairman of the Board and the president of the Company have clear division of duties. The Chairman of the Board oversees the work of the Board and monitors the implementation of the resolutions approved by the Board while the president is primarily responsible for strategic development and planning, and day-to-day management of the Company. There is no financial, business, family or other relationship between the Directors, the Supervisors, the Chairman of the Board, the president of the Company and the senior management of the Company.

### COMPOSITION OF THE BOARD

During the year, the Board comprises 12 Directors, including two executive Directors namely, Mr. Zhuang Dan and Mr. Frank Franciscus Dorjee, six non-executive Directors namely, Mr. Ma Jie (chairman), Mr. Yao Jingming, Mr. Philippe Claude Vanhille (vice-chairman), Mr. Pier Francesco Facchini, Mr. Xiong Xiangfeng and Ms. Zheng Huili, and four independent non-executive Directors namely, Dr. Ngai Wai Fung, Dr. Ip Sik On Simon, Mr. Li Ping and Dr. Li Zhuo.

Particulars of the current Directors are set out in the section headed "Directors', Supervisors' and Senior Management's Profiles" in this annual report.

During the year and up to the date of this annual report, the Board has complied with the requirement of Rule 3.10 (1) and 3.10 (2) of the Hong Kong Listing Rules to have not less than three independent non-executive Directors, including at least an independent non-executive Director who has the relevant professional qualification or accounting or related financial management expertise. In accordance with Rule 3.10A of the Hong Kong Listing Rules, at least one-third of the Directors shall be independent non-executive Directors. The Company had four independent non-executive Directors during the year, representing one-third of the total number of Directors and was in compliance with the relevant requirement.

In accordance with the Articles of Association of the Company, the Directors (including non-executive Directors) are elected by shareholders at a general meeting for a term of three years, which is renewable upon re-election and re-appointment.

董事會負責就本公司重要戰略性事宜作出決策。本公司高級管理層則獲許可管理本公司的日常營運。

馬杰先生為本公司董事會主席，而本公司總裁為莊丹先生。董事會主席及本公司總裁之間有明確職責分工。董事會主席監管董事會的工作及檢查董事會所批准之決議的執行情況，而本公司總裁主要負責戰略性發展、規劃及本公司日常管理。各董事、監事、董事會主席、本公司總裁和本公司高級管理人員之間均不存在任何財務、業務、家屬或其他關係。

### 董事會組成

於年內，董事會由十二名董事組成，包括兩名執行董事莊丹先生及范•德意先生，六名非執行董事馬杰先生(主席)、姚井明先生、菲利普•范希爾先生(副主席)、皮埃爾•法奇尼先生、熊向峰先生及鄭慧麗女士，及四名獨立非執行董事魏偉峰博士、葉錫安博士、李平先生及李卓博士。

各現任董事之履歷載於本年報「董事、監事及高級管理人員簡歷」一節。

於年內及截至本年報日期期間，董事會一直遵守香港上市規則第3.10(1)條及第3.10(2)條有關委任最少三名獨立非執行董事，而最少一名獨立非執行董事具備合適專業資格或為會計或相關金融管理專才的規定。根據香港上市規則第3.10A條，獨立非執行董事必須佔董事會成員人數至少三分之一。本公司於年內有四名獨立非執行董事，佔董事會全部成員人數的三分之一，故本公司已遵守有關規定。

根據本公司章程，董事(包括非執行董事)於股東大會獲股東膺選，任期三年，可於膺選連任及重新委任持續期。



# Corporate Governance Report

## 企業管治報告

### POSITION IN OTHER COMPANY HELD BY DIRECTORS

Other than those disclosed in the section headed "Directors', Supervisors' and Senior Management's Profiles" in this annual report, none of the Directors holds any directorship in other listed companies.

### TIME COMMITMENT OF DIRECTORS

In addition to attending meetings of the Board, the Directors shall also review reports of the management and regular reports of the Company, inspect the operation of the Company and understand all matters of the Company through various channels so as to effectively perform their duties. After making particular enquiries, the Board is of the view that the Directors had devoted sufficient time and efforts to perform their duties.

### TRAINING AND PROFESSIONAL DEVELOPMENT OF DIRECTORS

During the year, all the incumbent Directors had already participated in a formal and comprehensive training program with respect to the latest developments on the Hong Kong Listing Rules and other applicable laws and regulations so as to refresh all Directors' knowledge and skills towards legal and regulatory requirements and to ensure compliance and enhance their awareness of good corporate governance practices. Training will also be provided to the Directors when necessary to ensure that they understand the business and operation of the Group, and their duties and obligations under the Hong Kong Listing Rules and the applicable laws and regulations. Every newly appointed Director will also receive formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the Hong Kong Listing Rules and relevant statutory requirements. Such induction shall be supplemented by visits to the Company's key plant sites and meetings with senior management of the Company.

### INSURANCE FOR DIRECTORS

The Company pays much attention to the prevention of risks in relation to the liabilities of the Directors. The Board has resolved to maintain liability insurance for all the Directors, which has been in place since 10 December 2014. The term of the current insurance expire on 30 June 2019. The Board has approved the purchase of liability insurance for Directors, Supervisors and senior management and the proposal would be further reviewed in the 2018 AGM.

### 董事擔任其他公司之職務

除於本年報「董事、監事及高級管理人員簡歷」一節所披露者外，概無董事在任何其他上市公司擔任任何董事職務。

### 董事投入時間

董事除出席董事會會議外，還應審閱管理層報告及本公司的定期報告、實地考察公司業務及通過多種途徑了解本公司所有事務，從而有效地履行董事職責。董事會經作出具體查詢後，認為董事付出了充足時間和精力履行董事職責。

### 董事培訓及專業發展

於年內，全體任期內董事均參與一項正式及全面的培訓，內容主要關於香港上市規則及其他適用法律及法規的最新發展，讓全體董事更新有關法律及法規規定的知識及技能，並確保合規及加強彼等對良好企業管治常規的意識。本公司也會於有需要時為董事安排培訓，以確保董事理解本集團業務及營運情況及香港上市規則及適用法律及規例要求下董事之職責與義務。每名新任董事均於首次獲委任時獲提供正式、全面及針對性入職指導，確保新董事可適當掌握本公司業務及營運，並完全了解於香港上市規則及相關法規下之董事職責及責任。有關指導應以考察本公司的主要廠房及與本公司的高級管理人員會面作為補充。

### 董事投保

本公司非常重視董事責任風險防範。董事會已決議為全體董事購買責任保險，並自二零一四年十二月十日起實施。當前的保險餘款將於二零一九年六月三十日到期。董事會審議通過為董事、監事及高級管理層投保責任保險的議案。該等議案將於二零一八年週年股東大會審議。

# Corporate Governance Report

## 企業管治報告

### MEETINGS OF THE BOARD

Pursuant to code provision A.1.1 of the CG Code, the Board should meet regularly at least four times a year at approximately quarterly intervals. Notice of at least 14 days should be given of regular board meeting. According to the Articles of Association of the Company, in the event of any of the following circumstances, the Chairman will convene extraordinary meeting: (i) when it is proposed by two or more Directors; and (ii) when it is proposed by the president of the Company.

All Directors are provided with all relevant information for matters to be discussed at the Board meetings in a timely manner, and they may seek independent professional advice and services from the company secretary and senior management of the Company. Upon reasonable request to the Board, the Directors may seek independent professional advice, as and when necessary, at the Company's expenses.

During the year, the Board had held nine meetings to discuss the overall strategic related matters including new investments and possible acquisitions as well as the operational and financial performance of the Group. All these matters were not subject to any disclosure, shareholders' approval or other compliance requirements under the Hong Kong Listing Rules or shareholders' approval requirements under the Articles of Association of the Company except for (1) the confirmation of the 2017 related party transactions during the ordinary and usual course of business and the estimates of the 2018 related party transactions during the ordinary and usual course of business, and that the board of directors of the Company or such persons as authorized by the board of directors of the Company, be authorized to enter into specific business agreements with the related parties from time to time in the year 2018 within the limits of the estimates on the transaction amounts, for each transaction contemplated under this proposal during the ordinary and usual course of business, (2) the extension of the effective period of the resolution approving the A Share Offering, (3) the Board be authorized to deal with, in its absolute discretion, all matters in relation to the A Share Offering, (4) upon the passing of the resolution to grant the aforesaid authorization at the general meeting of the Company, the chairman of the Board or any executive Director be authorized to sign any legal documents in relation to the A Share Offering, including but not limited to the letter of intent in relation to the A Share Offering, the prospectus, letters of undertaking, agreement(s) with the sponsor(s), the underwriting agreement, the listing agreement, engagement or appointment letters of various intermediaries, and various announcements and shareholder notices, (5) the proposal on the dilution of immediate return as a result of the A Share Offering and remedial measures which had been further approved at the annual general meeting and class meetings held on 22 May 2018.

### 董事會會議

董事會會議根據企業管治守則第A.1.1條守則條文，董事會須每年定期舉行至少四次會議，約每個季度舉行一次，並須就定期董事會會議至少14日前發出通知。根據本公司章程，倘發生任何下列情況，主席將召開特別會議：(i) 兩名或以上董事提議召開特別會議；及(ii) 本公司總裁提議召開特別會議。

全體董事均可及時獲取董事會會議待討論事項的所有相關數據，並可向本公司公司秘書及高級管理層尋求獨立專業意見與服務。在向董事會提出合理要求後，董事可於適當情況下尋求獨立專業意見，費用由本公司承擔。

於年內，董事會舉行9次會議，討論整體戰略相關事宜，包括本集團的新投資及可能收購事項及經營及財務表現。所有該等事項並不受限於香港上市規則項下的任何公告、股東批准或其他合規規定或本公司章程項下的股東批准規定，惟確認二零一七年日常關聯交易並預計二零一八年日常關聯交易，且授權本公司董事會或本公司董事會授權人士於二零一八年度在預計額度內不時與關聯方簽署議案項下各項日常業務中交易的具體業務協議、延長A股發行議案的有效期、授權董事會全權辦理A股發行的所有相關事項、在上述授權獲得本公司股東大會審議通過後，同意授權董事長或任何一名執行董事簽署與A股發行相關的法律文件，包括但不限於招股意向書、招股說明書、承諾函、保薦協議、承銷協議、上市協議、各中介機構的聘用或委任函、各種公告及股東通知、A股發行股票攤薄即期回報及填補措施除外，上述事項均已於二零一八年五月二十二日舉行的年度及類別股東大會上獲進一步批准。

# Corporate Governance Report

## 企業管治報告

The table below sets out the details of meeting attendance of each member of the Board during the year.

下表列載董事會各成員於年內出席會議的詳情。

Director	董事	Number of board meetings requiring attendance	Number of board meetings attended in person (Note) 親身出席董事會會議次數 (附註)	Number of board meetings attended by proxy 委任代表出席董事會會議次數	Number of general meetings attended*	出席股東大會會議次數*
<b>Executive Directors</b>	<b>執行董事</b>					
Mr. Zhuang Dan	莊丹先生	9	9	0	4	
Mr. Frank Franciscus Dorjee	范 • 德意先生	9	8	1	4	
<b>Non-executive Directors</b>	<b>非執行董事</b>					
Mr. Ma Jie	馬杰先生	9	9	0	4	
Mr. Yao Jingming	姚井明先生	9	9	0	4	
Mr. Philippe Claude Vanhille	菲利普 • 范希爾先生	9	9	0	4	
Mr. Pier Francesco Facchini	皮埃爾 • 法奇尼先生	9	9	0	4	
Mr. Xiong Xiangfeng	熊向峰先生	9	9	0	4	
Ms. Zheng Huili	鄭慧麗女士	9	9	0	4	
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>					
Dr. Ngai Wai Fung	魏偉峰博士	9	9	0	4	
Dr. Ip Sik On Simon	葉錫安博士	9	9	0	4	
Mr. Li Ping	李平先生	9	9	0	4	
Dr. Li Zhuo	李卓博士	9	9	0	4	

Note: Attendance includes on-site attendance and attendance through electronic means such as telephone conference.

附註：出席包括在場及通過電子方式（如電話會議）出席。

\* During the year, the Company had four general meetings.

\* 年內，本公司舉行了四次股東大會。

The Chairman also held meetings with the non-executive Directors (including independent non-executive Directors) without the presence of executive Directors during the year.

本年度，主席亦與非執行董事（包括獨立非執行董事）在並無執行董事出席之情況下舉行會議。

### BOARD COMMITTEES

The Board has three committees, namely the Audit Committee, the Nomination and Remuneration Committee, and the Strategy Committee.

### 董事委員會

董事會轄下設有審計委員會、提名及薪酬委員會及戰略委員會三個委員會。



# Corporate Governance Report

## 企業管治報告

### AUDIT COMMITTEE

The major duties of the Audit Committee are to (1) make recommendations to the Board on the appointment, reappointment and removal of external auditors; (2) to review and monitor the external auditors' independence, objectivity, professionalism, diligence and responsibility and the effectiveness of the audit process in accordance with applicable standards; (3) to develop and implement policy on engaging external auditors to supply non-audit services and assess the impact of the provision by the external auditor of non-audit services on its independence; (4) to monitor integrity, accuracy and fairness of the Company's financial statements including annual reports and interim reports and if prepared for publication, quarterly reports and to review significant financial reporting judgments contained in them; (5) to review the Company's financial controls, internal control and risk management systems, annual internal audit work plan and internal audit work report; (6) to review the Group's financial and accounting policies and practices; and (7) to review arrangements which employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control and other matters.

The Company has updated the terms of reference of the Audit Committee, and which became effective on 30 January 2019. Details of the terms of reference of the Audit Committee are posted on the websites of the Company and the Hong Kong Stock Exchange for reference.

The Audit Committee consists of three independent non-executive Directors, namely Dr. Ngai Wai Fung, Dr. Ip Sik On Simon and Dr. Li Zhuo. Dr. Ngai Wai Fung acts as the chairman of the Audit Committee.

Nine audit committee meetings were held during the year with respect to the discussions and approval of (a) the cessation of the re-appointment of KPMG as international auditor of the Company, (b) 2017 annual results announcement for the year ended 31 December 2017, (c) 2017 financial statements prepared under IFRS, (d) two quarterly information on selected unaudited financial results for the three months ended 31 March 2018 and for the nine months ended 30 September 2018, (e) 2018 interim results announcement for the six months ended 30 June 2018, (f) Environmental, Social and Governance Report 2017, (g) the cash management plan for idle proceeds from A share Offering, (h) replacing self-financing funds invested in the proceeds-financed projects in advance by proceeds, and (i) the estimated amount of daily related transactions for 2019. The Audit Committee also assessed the risk management system of the Company.

### 審計委員會

審計委員會的主要職責包括：(1) 就委聘、續聘及罷免外聘核數師向董事會提供建議；(2) 按適用的標準檢查及監察外聘審計師是否獨立、客觀、專業、勤勉盡責及審計程序是否有效；(3) 就委聘外聘核數師提供非審計服務制訂及實施政策及評估由外聘審計師提供非審計服務對其獨立性的影響；(4) 監察本公司財務報表（包括年報、中期報告及季度報告（倘編製以供刊發））並審閱報表及報告所載有關財務申報的重大意見之一致性、準確性及公平性；(5) 審閱本公司之財務監控、內部監控及風險管理制度及公司年度內部審計工作計劃及內部審計工作報告；(6) 審閱本集團財務及會計政策及常規；及(7) 審閱本公司僱員能夠以保密方式提出有關財務報告、內部監控及其他事宜之可能不當行為之安排。

本公司已於二零一九年一月三十日更新審計委員會的工作細則，具體內容可於本公司及香港聯交所網站上查閱。

審計委員會由三名獨立非執行董事組成，包括魏偉峰博士、葉錫安博士及李卓博士。魏偉峰博士擔任審計委員會主席。

年內舉行九次審計委員會會議，以討論及批准(a)終止畢馬威作為境外核數師；(b)截至二零一七年十二月三十一日止的二零一七年度財務報告；(c)按國際準則編製的二零一七年財務報表；(d)截至二零一八年三月三十日止三個月及截至二零一八年九月三十日止九個月的主要未經審核財務資料及季度報告；(e)截至二零一八年六月三十日止六個月的二零一八年中中期業績公告；(f) 2017年度環境、社會及管治報告；(g)關於使用部分閒置募集資金進行現金管理的議案；(h)關於使用募集資金置換預先投入募集資金投資項目自籌資金的議案；及(i)關於2019年度日常關聯交易預計額度的議案。審計委員會亦對本公司風險管理及內部監控系統作出評估。

# Corporate Governance Report

## 企業管治報告

The table below sets out the details of meeting attendance of each member of the Audit Committee during the year.

下表列載審計委員會各成員於年內出席會議的詳情。

Director	董事	Number of meetings requiring attendance 要求出席會議次數	Number of meetings attended in person 親身出席會議次數	Number of meetings attended by proxy 委任代表出席會議次數
Dr. Ngai Wai Fung (Chairman)	魏偉峰博士(主席)	9	9	0
Dr. Ip Shek On Simon	葉錫安博士	9	9	0
Dr. Li Zhuo	李卓博士	9	9	0

The Audit Committee has reviewed and discussed the annual results of the Group for the year ended 31 December 2018. The audit committee has also reviewed with the management and the Company's auditors, KPMG Huazhen LLP, the accounting principles and practices adopted by the Group and discussed risk management and internal control and the audit of the consolidated financial statements for the year ended 31 December 2018 as set out in this annual report. The Audit Committee is of the view that the audited consolidated financial statements are prepared in accordance with the applicable accounting standards and requirements and all the relevant and required disclosures are adequate.

審計委員會已審閱及討論本集團截至二零一八年十二月三十一日止年度之全年業績。審計委員會亦已聯同管理層及本公司核數師畢馬威華振會計師事務所一起審閱本集團所採納的會計原則及常規，並討論風險管理及內部監控事宜，並審核本年報所載截至二零一八年十二月三十一日止年度之合併財務報表。審計委員會認為，該等經審核綜合財務報表的編製符合適用的會計準則及規定，並已充分作出一切相關及所需披露。

### Nomination and Remuneration Committee

The major duties of the Nomination and Remuneration Committee are to (1) review the structure, size and composition (including the skill, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy; (2) to identify suitable candidates and make recommendation to the Board on the appointment and succession planning for Directors, president and other senior management; (3) to assess the independence of the independent non-executive directors; (4) to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; (5) to assess the performance of the Directors and senior management and evaluate and assess their performance; (6) to consider and decide the remuneration packages of all executive Directors and Senior Management under authorisation of the Board; and (7) to supervise the implementation of the remuneration system of the Company.

### 提名及薪酬委員會

提名及薪酬委員會的主要職責包括：(1) 至少每年審閱一次董事會之架構、規模及組成(包括技能、知識及經驗)並就任何建議變動向董事會提出建議以配合本公司企業戰略；(2) 就董事、總裁及其他高級管理層之委任及繼任計劃物色合適候選人並向董事會作出推薦；(3) 評估獨立非執行董事之獨立性；(4) 就涉及全體董事及高級管理層薪酬之本公司政策及架構以及制定正式及透明程序以發展薪酬政策向董事會提出建議；(5) 評估董事及高級管理層之表現並評核彼等之表現；(6) 考慮並決定所有執行董事及高級管理層之薪酬待遇(經董事會授權)；及(7) 監督本公司薪酬制度的執行。

# Corporate Governance Report

## 企業管治報告

The Nomination and Remuneration Committee has adopted the model described in code provision B.1.2(c) (i) of the CG Code in its terms of reference, i.e. the committee has the delegated responsibility to determine the remuneration packages of individual executive directors and senior management.

In recommending candidates for appointment to the Board, the Nomination and Remuneration Committee will consider candidates on merit against objective criteria and with due regards to the benefits of diversity on the Board.

The Company has updated the terms of reference of the Nomination and Remuneration Committee, and which became effective on 30 January 2019. Details of the terms of reference of the Nomination and Remuneration Committee are posted on the websites of the Company and the Hong Kong Stock Exchange for reference.

During the year, the Nomination and Remuneration Committee consisted of two independent non-executive Directors namely, Mr. Li Ping and, Dr. Ip Sik On Simon and one executive Director, Mr. Frank Franciscus Dorjee. Mr Li Ping, an independent non-executive Director, acted as the chairman of the Nomination and Remuneration Committee.

Two meetings of the Nomination and Remuneration Committee were held during the year to review the remuneration packages of employees of the Company.

The table below sets out the details of meeting attendance of each member of the Nomination and Remuneration Committee during the year.

提名及薪酬委員會已就其職權範圍採納企業管治守則第B.1.2(c)(i)條守則條文所訂的標準，即委員會負責釐定各執行董事及高級管理層的薪酬組合。

在向董事會推薦候選人時，提名及薪酬委員會將參照客觀標準並基於董事會多元化的益處考慮候選人資格。

本公司已於二零一九年一月三十日更新提名及薪酬委員會的工作細則，相關內容可於本公司及香港聯交所網站上查閱。

提名及薪酬委員會由兩名獨立非執行董事李平先生及葉錫安博士，及一名執行董事范•德意先生組成。提名及薪酬委員會主席由獨立非執行董事李平先生擔任。

於年內，提名及薪酬委員會已召開二次會議以審閱本公司僱員之薪酬組合。

下表列載提名及薪酬委員會各成員於年內出席會議的詳情。

Director	董事	Number of meetings requiring attendance 要求出席 會議次數	Number of meetings attended in person 親身出席 會議次數	Number of meetings attended by proxy 委任代表 出席會議次數
Mr. Li Ping (Chairman)	李平先生(主席)	2	2	0
Dr. Ip Sik On Simon	葉錫安博士	2	2	0
Mr. Frank Franciscus Dorjee	范•德意先生	2	2	0



# Corporate Governance Report

## 企業管治報告

In accordance with code provision B.1.5 of the CG Code, the remuneration of the Directors, Supervisors and senior management for the year ended 31 December 2018 can be classified into the following ranges:

Band (Notes) 組別(註)	Remuneration (RMB) 薪酬(人民幣元)	Number of persons 人數
1	0–500,000	12
2	500,001–1,000,000	0
3	1,000,001–1,500,000	0
4	1,500,001–2,000,000	5
5	2,000,001–3,000,000	4
6	3,000,001–4,000,000	1
7	4,000,001–5,000,000	0
8	5,000,001–6,000,000	1

Notes:

Band 1 includes ten Directors and two Supervisors.

Band 4 includes one Director and four senior management members.

Band 5 includes one Supervisor and three senior management members.

Band 6 includes one senior management member.

Band 8 includes one Director.

Further details of the remuneration of the Directors, the Supervisors and the five highest-paid employees are disclosed in notes XIV.2 to the financial statements as required by the Appendix 16 to the Hong Kong Listing Rules.

根據企業管治守則之守則條文B.1.5，截至二零一八年十二月三十一日止年度董事、監事及高級管理人員之薪酬可分類為以下組別：

註：

第1組別包括十名董事及兩名監事。

第4組別包括一名董事及四名高級管理人員。

第5組別包括一名監事及三名高級管理人員。

第6組別包括一名高級管理人員。

第8組別包括一名董事。

根據香港上市規則附錄16須予披露有關董事、監事及五名最高薪酬僱員之進一步酬金詳情載於財務報表之附註十四、2。

# Corporate Governance Report

## 企業管治報告

### BOARD DIVERSITY

The Board has adopted a Board Diversity Policy to enhance its effectiveness. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge, length of services and time to be devoted as a director of the Company. The Company will also take into account factors relating to its own business model and specific needs from time to time. The Board strives to ensure that it has the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of its business strategies and in order for the Board to be effective. At the committee meeting held on 30 January 2019, the Nomination and Remuneration Committee has reviewed the composition of the Board in accordance with the Hong Kong Listing Rules and concluded that the composition of the Board during the year as well as the second session of the Board as proposed by then is in accordance with the Board Diversity Policy in terms of age, educational background, industry experience, geographical location and duration of service. Members of the Board during the year are set out in the following table:

### 董事會多元化

董事會採納了董事會多元化政策，以提升其效率。釐定董事會成員構成時將從多個方面考慮董事會多元化，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識、服務年期及擔任本公司董事將貢獻之時間。本公司亦會考慮有關其自身業務模式及特別需求的不時因素。董事會致力確保在技能、經驗及不同觀點方面保持適當平衡，以滿足執行業務策略及讓董事會有效行事的需求。於二零一九年一月三十日舉行之委員會會議，提名及薪酬委員會已按香港上市規則要求對董事會成員構成進行檢討，並認為年內的董事會以及當時建議的第二屆董事會的成員在年齡、教育背景、行業經驗、地區、服務年期等方面，符合董事會多元化政策的要求。於年內董事會成員詳情載列於下表：

Name 姓名	Age 年齡	Education 教育	Industry experience 行業經驗	Geographical location 地區	Duration of service (joined since) 加入本集團的日期
<b>Executive Directors</b> <b>執行董事</b>					
Zhuang Dan 莊丹	48	Doctorate 博士	Telecommunication, Finance and accounting 通訊、財務及會計	Wuhan, China 中國武漢	March 1998 一九九八年三月
Frank Franciscus Dorjee 范 • 德意	58	Master 碩士	Telecommunication, Finance and accounting 通訊、財務及會計	Netherlands 荷蘭	January 2011 二零一一年一月

# Corporate Governance Report

## 企業管治報告

Name 姓名	Age 年齡	Education 教育	Industry experience 行業經驗	Geographical location 地區	Duration of service (joined since) 加入本集團的日期
<b>Non-executive Directors</b>					
<b>非執行董事</b>					
Ma Jie (Chairman) 馬杰(主席)	48	Doctorate 博士	Telecommunication 通訊	Beijing, China 中國北京	August 2011 二零一一年八月
Yao Jingming 姚井明	54	Doctorate 博士	Telecommunication 通訊	Beijing, China 中國北京	June 2015 二零一五年六月
Philippe Claude Vanhille (Vice-Chairman) 菲利普 • 范希爾(副主席)	55	Master 碩士	Telecommunication 通訊	Italy 意大利	May 2013 二零一三年五月
Pier Francesco Facchini 皮埃爾 • 法奇尼	51	Doctorate 博士	Finance and accounting 財務及會計	Italy 意大利	January 2017 二零一七年一月
Xiong Xiangfeng 熊向峰	54	Master 碩士	Telecommunication 通訊	Wuhan, China 中國武漢	August 2013 二零一三年八月
Zheng Huili 鄭慧麗	60	Master 碩士	Telecommunication 通訊	Wuhan, China 中國武漢	April 2006 二零零六年四月
<b>Independent non-executive Directors</b>					
<b>獨立非執行董事</b>					
Ngai Wai Fung 魏偉峰	57	Doctorate 博士	Finance and accounting 財務及會計	Hong Kong, China 中國香港	September 2014 二零一四年九月
Ip Sik On Simon 葉錫安	70	Doctorate 博士	Legal 法律	Hong Kong, China 中國香港	September 2014 二零一四年九月
Li Ping 李平	65	Master 碩士	Telecommunication 通訊	Beijing, China 中國北京	September 2014 二零一四年九月
Li Zhuo 李卓	49	Doctorate 博士	Education 教育	Wuhan, China 中國武漢	September 2014 二零一四年九月



# Corporate Governance Report

## 企業管治報告

### STRATEGY COMMITTEE

The major duties of the Strategy Committee are (1) to carry out research and give advice on the plan of long-term development strategies of the Company; (2) to carry out research and give advice on the major investment and financing plans which shall be submitted to the Board for approval in accordance with the Articles of Association of the Company; (3) to carry out research and give advice on the major projects of capital operations and asset management which shall be submitted to the Board for approval in accordance with the Articles of Association of the Company; (4) to carry out research and give advice on the other major matters that will impact the development of the Company; (5) to examine the implementation of the above matters; and (6) to perform other matters as authorised by the Board.

The Company has updated the terms of reference of the Strategy Committee, which became effective on 24 March 2017. The terms of reference of the Strategy Committee are posted on the websites of the Company and the Hong Kong Stock Exchange.

During the year, the Strategy Committee consisted of two independent non-executive Directors, namely Mr. Li Ping and Dr. Li Zhuo, Chairman of the Board and non-executive Director, Mr. Ma Jie, and non-executive Director, Mr. Philippe Claude Vanhille. Mr. Ma Jie acted as the Chairman of the Strategy Committee.

### DIRECTORS

#### APPOINTMENT AND RE-ELECTION OF DIRECTORS

Directors (including non-executive Directors and independent non-executive Directors) shall be elected by the shareholders in general meeting for a term of three years. Upon the expiration of the current term of office, a Director is eligible for re-election and re-appointment. The Chairman and Vice Chairman of the Board shall be elected and removed by more than one-half of the Directors. The Chairman and Vice Chairman of the Board shall have a term of three years and shall be renewable upon re-election. Each of the current Directors has entered into a service contract with the Company on 24 January 2017. Pursuant to the Articles of Association of the Company, the term of office of the Directors shall be 3 years. The principal particulars of these service contracts are (a) for a term commencing from their respective effective date of appointment until the day on which the next general meeting of the shareholders for re-election of Directors is held, and (b) are subject to termination in accordance with their respective terms.

None of the Directors and Supervisors has entered into a service contract with the Company or any member of the Company which is not determinable by the relevant employer within one year without payment of compensation (except statutory compensation).

### 戰略委員會

戰略委員會的主要職責包括：(1)對本公司長期發展戰略規劃進行研究並提出建議；(2)對本公司章程規定須提呈董事會批准的重大投資及融資方案進行研究並提出建議；(3)對本公司章程規定須提呈董事會批准的重大資本運作、資產管理項目進行研究並提出建議；(4)對其他將影響本公司發展的重大事項進行研究並提出建議；(5)對以上事項的實施進行檢查；及(6)履行董事會授權的其他事項。

本公司已於二零一七年三月二十四日更新戰略委員會的工作細則，相關內容可於本公司及香港聯交所網站上查閱。

於年內，戰略委員會由兩名獨立非執行董事李平先生及李卓博士，及董事會主席兼非執行董事馬杰先生組成，而非執行董事兼董事會副主席菲利普·范希爾先生獲委任為董事會戰略委員會成員。戰略委員會主席由馬杰先生擔任。

### 董事

#### 董事委任及重選

董事(包括非執行董事及獨立非執行董事)由股東於股東大會選舉產生，任期三年。董事任期屆滿後，可連選連任及重獲委任。董事會主席及副主席須由過半數董事選舉和罷免。董事會主席及副主席任期三年，可以於膺選連任時續期。於本年報日期，各董事已於二零一七年一月二十四日與本公司訂立服務合約。根據本公司章程，董事任期為三年。該等服務合約之主要詳情為(a)任期由其各自委任生效日期起直至就重選董事而召開之下屆股東大會之日期止及(b)可根據各自條款予以終止。

概無董事及監事已與本公司或本公司任何成員公司訂立相關僱主在一年內倘不支付賠償(法定賠償除外)則不得終止的服務合約。

# Corporate Governance Report

## 企業管治報告

### NOMINATION OF DIRECTORS

In accordance with the Articles of Association of the Company, the intention to nominate a candidate as a Director and the written notice of such candidate regarding his/her willingness to accept the nomination shall be given to the Company on or after the date of notice of the relevant general meeting of the Shareholders but not later than 7 days prior to the date selected for holding that general meeting for approval of the nomination.

### INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has four independent non-executive Directors and as at the date of this annual report, none of them has served as independent non-executive Director for more than six years. The number and qualification of the independent non-executive Directors are in compliance with the requirements of the Hong Kong Listing Rules to have at least three independent non-executive Directors representing one-third of the Board and the Articles of Association of the Company. Their independence is further guaranteed as none of the independent non-executive Directors has any business and financial relationship with the Company or its subsidiaries and has no management function in the Company.

Each of the four independent non-executive Directors has given his written confirmation of their independence in accordance with the independence guidelines set out in Rule 3.13 of the Hong Kong Listing Rules. Having confirmed, the Board considers that all independent non-executive Directors are independent.

### SECURITIES TRANSACTIONS BY DIRECTORS, SUPERVISORS AND THE RELATED EMPLOYEES

The Company has adopted the Company Securities Dealing Regulations on Directors, Supervisors and Related Employees (the "Company's Code") as its own code regarding securities transactions by Directors and Supervisors on terms no less exacting than the required standard set out in the Model Code. Having made specific enquiries in writing of the Directors and Supervisors of the Company, all Directors and Supervisors of the Company have confirmed that they have complied with the required standard set out in the Model Code and the Company's Code regarding securities transactions throughout the year ended 31 December 2018.

### 董事提名

根據本公司章程，提名候選人出任董事之意向及該候選人就彼接受提名之書面通知須於相關股東大會通告日期或之後提交予本公司，惟不得遲於就批准提名舉行股東大會之選定日期前7天。

### 獨立非執行董事的獨立性

本公司現有四名獨立非執行董事，於本年報日期，彼等任職均未超過六年。獨立非執行董事人數及資歷均符合香港上市規則有關董事會至少有一分之三成員（即三名）為獨立非執行董事的規定以及本公司章程的規定。由於獨立非執行董事均不擁有本公司或其附屬公司任何業務和財務關係，也不在本公司擔任管理職務，彼等之獨立性得到進一步保障。

本公司四名獨立非執行董事均根據香港上市規則第3.13條所載之獨立指引，各自就其於獨立性向本公司作出書面確認。董事會經確認後認為，全體獨立非執行董事均為獨立人士。

### 董事、監事及有關僱員的證券交易

本公司已採納了一套條款不低於標準守則之規定的本公司的董事、監事及有關僱員進行證券交易的標準守則（「本公司守則」），作為有關董事及監事的證券交易的自身守則。經向本公司各董事及監事作出書面特定查詢後，所有本公司董事及監事均確認彼等於截至二零一八年十二月三十一日止整個年度內已遵守標準守則及本公司守則有關證券交易的準則規定。

# Corporate Governance Report

## 企業管治報告

### DIRECTORS' INTEREST

Details of the Directors' competing interest have been disclosed in the section headed "Corporate Governance Report – Directors' Interest in Competing Business" on pages 87 to 88 of this annual report. To address any potential competing interest of the Directors, the Company has implemented the following corporate governance measures to safeguard the interests of the Company and the shareholders of the Company:

- (a) each of the Directors is required to attend training sessions to strengthen his/her awareness of his/her fiduciary duties as a Director which require, among others, that he/she acts for the benefit and in the best interests of the Company when a potential conflict of interest arises;
- (b) any conflicted Director must abstain from voting (nor being counted in the quorum in relation) to any resolution of the Board in respect of any contract, transaction or arrangement in which such conflicted Director or any of his/her close associates is materially interested;
- (c) the independent non-executive Directors will review the competing interests held by any Directors who are involved in business in competition with the Company, and such Directors must provide all the information necessary for the review to the independent non-executive Directors; and
- (d) the decision on matters reviewed by the independent non-executive Directors will be disclosed in the annual reports of the Company.

### DIRECTORS' RESPONSIBILITY ON FINANCIAL STATEMENTS

The Directors acknowledge their responsibility to prepare the audited consolidated financial statements for the year ended 31 December 2018 to give a true and fair view of the affairs of the Company and the Group. According to code provision C.1.1 of the CG Code, the management shall provide necessary explanation and information to the Board so that the Board can have a preliminary assessment of the financial statements before they are submitted to the Board for approval. The Company will also provide monthly reports on the results, positions and prospects of the Group to all members of the Board.

The statement of the independent auditors of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 106 to 108 of this annual report.

### 董事權益

有關董事競爭權益的詳情已於本年報第87至88頁「企業管治報告－董事於競爭業務的權益」一節披露。為處理任何董事的潛在競爭權益，本公司已實施下列企業管治措施以維護本公司及本公司股東的利益：

- (a) 每一位董事均須參與培訓課程以加強彼身為董事的受信意識，其中要求彼在可能產生利益衝突時以本公司利益及最佳利益行事；
- (b) 任何涉及存在利益衝突的董事須在有關其本身或其任何緊密連絡人持有重大權益的任何合約、交易或安排的任何董事會決議案中放棄投票（亦不計入相關法定人數）；
- (c) 獨立非執行董事將審查任何涉及與本公司業務構成競爭的董事所持有的競爭權益，而該等董事須向獨立非執行董事提供審查所需之一切數據；及
- (d) 有關獨立非執行董事所審查事宜的決定將於本公司的年報披露。

### 董事對財務報表之責任

董事深知彼等就編製截至二零一八年十二月三十一日止年度之經審核綜合財務報表以對本公司及本集團事務真實公允地發表意見的責任。根據企業管治守則的守則條文C.1.1，管理層須向董事會提供必要的解釋及數據，致使董事會於財務報表提呈董事會批准前可對財務報表作出初步評核。本公司亦會每月向董事會全體成員提供有關本集團業績、狀況及前景的報告。

本公司獨立核數師有關彼等對財務報表所負申報責任的聲明，載於本年報第106至108頁的獨立核數師報告內。



# Corporate Governance Report

## 企業管治報告

### SHAREHOLDERS' MEETING

The Company is committed to ensure that all shareholders of the Company, are treated equally and are able to exercise all their rights. General meeting of the Shareholders is the highest authority of the Company and performs its duties in accordance with all applicable laws.

To safeguard the interests and rights of the shareholders, all major matters of the Company shall be proposed as separate resolutions at the general meeting for consideration in accordance with the applicable laws and the Hong Kong and Shanghai Listing Rules. The rights of the shareholders and voting procedures of the general meeting shall be contained in the relevant circular in accordance with the Articles of Association of the Company and the Hong Kong and Shanghai Listing Rules, which shall be despatched to the H Shares Shareholders within a specified period of time and shall be posted on the websites of the Hong Kong Stock Exchange and the Company.

During the year, one annual general meeting was held by the Company to approve the relevant matters. The Company's circular dated 5 April 2018 was despatched to the H Shares Shareholders for review before the shareholders' meeting was held.

### CONTROL SYSTEM

#### BOARD OF SUPERVISORS

The Board of Supervisors is the supervisory authority of the Company and shall be accountable to the general meeting of the Shareholders. Supervisors shall act independently to protect the legal interests of the Shareholders and the Company in accordance with the laws.

The major functions and powers of the Board of Supervisors are (1) to examine the financial affairs of the Company; (2) to supervise the performance of Directors and other senior management members, and monitor as to whether they had acted in violation of any laws, administrative regulations, Articles of Association of the Company or the resolutions of general meetings in the performance of duties; (3) to request Directors and senior management members to rectify actions which are harmful to the Company's interests; and (4) to exercise other powers, functions and duties as conferred by the laws, administrative regulations and the Articles of Association of the Company.

The board of Supervisors consists of three members, including two Supervisors elected by the shareholders (Mr. Liu Deming and Ms. Li Chang'ai) and one Supervisor elected by the employees (Mr. Wang Ruichun) as the Chairman of the Board of Supervisor.

### 股東大會

本公司致力確保本公司所有股東享有平等待遇及能充分行使其權利。股東大會是本公司的最高權力機構，並根據所有適用法律行使職權。

為保障股東權益和權利，根據適用法律及香港及上海上市規則，須就本公司各項重大事宜於股東大會上提呈獨立決議案審議。股東權利及於股東大會的有關投票表決程序將按照本公司章程以及香港及上海上市規則載於相關的通函內，而通函亦會於指定期限內寄發予H股股東，並登載於聯交所和本公司網站。

年內，本公司舉行一次股東週年大會，以批准相關事宜。本公司日期為二零一八年四月五日的通函於股東大會舉行前已寄發予H股股東閱覽。

### 監控機制

#### 監事會

監事會是本公司的監督機構，對股東大會負責。監事會依法獨立行使監督權，保障股東及本公司的合法權利不受侵害。

監事會的主要職能及權力為：(1) 審查本公司財務狀況；(2) 監督董事及其他高級管理層成員履行職責，並檢查彼等於履行職責時是否有違反任何法律、行政法規、本公司章程或股東大會決議；(3) 要求董事及高級管理層成員糾正有損本公司利益的任何行為；及(4) 行使法律、行政法規及本公司章程賦予的其他權力、職能及職責。

於年內監事會由三名成員組成，包括：股東推薦出任的兩名監事(劉德明先生及李長愛女士)及職工代表監事一名(王瑞春先生)。王瑞春先生為監事會主席。

# Corporate Governance Report

## 企業管治報告

Supervisors who are representatives of the Shareholders shall be elected and removed by Shareholders at general meeting. Supervisors who are representatives of employees shall be subject to democratic election by staff and the number of employee representative Supervisors of the Company shall not be less than one-third of the Supervisors. Each Supervisor shall have a term of three years from the date of approval by shareholders' general meeting or employee conference. The term of office of a Supervisor shall be renewable upon re-election and re-appointment.

Particulars of the Supervisors are set out in the section headed "Directors', Supervisors' and Senior Management's Profiles" of this annual report.

During the year, nine meetings were held by the Board of Supervisors. The work of the Board of Supervisors is set out in the Report of the Board of Supervisors in this annual report.

### INTERNAL CONTROL AND RISK MANAGEMENT

The Group has adopted various risk management and internal control policies and procedures which aim at establishing an effective risk management and internal control system to safeguard the investment of shareholders and the assets of the Group.

#### I. Risk management and internal control duties

The management of the Group is responsible for designing, implementing and maintaining the risk management and internal control measures. The Board is responsible for ensuring that the Group's risk management and internal control system is sound and effective. Under the supervision of the Audit Committee on the whole risk management and internal control system of the Group, we ensure that the investments of shareholders and the Group's assets are well protected.

The Board is responsible for assessing and determining the nature and level of risk that the Group is willing to bear in order to achieve its strategic goals. It also has the duty to review and approve the overall targets, risk appetite, risk tolerance, risk assessment standards and basic risk management policies of the Group to ensure that the Group's risk management policies and systems are in line with its development strategy and overall risk tolerance as well as ensuring that the Group has established and maintained an appropriate and effective risk management and internal control system. However, such system is designed to, within the acceptable risk level, manage the risks encountered by the Group rather than eliminating the risks arising from the Group's failure to achieve business objectives; the system can only provide reasonable but not absolute assurance against material misstatement or loss.

股東代表出任的監事由股東大會選舉和罷免，職工代表監事通過職工民主選舉產生，本公司職工監事代表人數不得少於監事人數的三分之一。每屆監事任期三年，監事之任期由股東大會或職工代表大會決議通過之日開始。監事任期可於膺選連任及重獲委任時續期。

監事的履歷詳情載列於本年報之「董事、監事及高級管理人員簡歷」一節。

於年內，監事會召開九次會議。有關監事會的工作情況載列於本年報之「監事會報告」一節。

### 風險管理及內部監控

本集團已採取一系列風險管理及內部監控政策及程序，旨在建立有效的風險管理及內部監控系統，以保障股東投資與本集團資產。

#### I. 風險管理及內部監控的職責

本集團管理層負責設計、實施和維持風險管理及內部監控措施，董事會負責確保本集團的風險管理及內部監控系統健全且有效，透過審計委員會監督集團的整體風險管理程序和內部監控系統，以保障股東投資與本集團資產。

董事會負責評估及確定集團達成戰略目標所願意接納的風險性質及程度，審批集團風險管理的總體目標、風險偏好、風險容忍度、風險評估標準及風險管理基本政策，確保集團風險管理政策和制度與本集團發展戰略、整體風險承受能力相匹配，確保本集團設立及維持合適及有效的風險管理及內部監控系統。然而，該等風險管理及內部監控系統旨在於可接受的風險範圍內管理本集團風險，而非消除不能達成本集團業務目標的風險，只能就不存在重大失實陳述或損失提供合理而非絕對保證。

# Corporate Governance Report

## 企業管治報告

The Audit Committee of the Board is mainly responsible for reviewing the Group's accounting policies, financial position and financial reporting procedures as well as its internal control system and internal audit function. It is also mainly responsible for reviewing and monitoring the existing and potential risks faced by the Group.

The Company has established the Internal Audit and Risk Management Department which is under the direct leadership of the Audit Committee of the Board. It is specifically responsible for carrying out the daily operations related to the Group's risk management and internal control issues, monitoring the Group's control measures targeting at material risks in a continuous manner and conducting analysis and independent assessment on the competence and effectiveness of the Group's risk management and internal control system. The internal auditors can, without restriction, review the Group's material operational and management control measures, including financial control, operational control and compliance control measures, and report to the management of the Group, or directly to the Audit Committee of the Board on any material defects in risk management and internal control measures.

### 2. Establishment of the risk management and internal control system

The Group has established a risk management and internal control system covering risk identification, assessment, response and control with a systematic approach. During the course of establishing and implementing the risk management and internal control system, the Group takes into account the opinions of experienced external consultants to build up the basic risk management procedures. In addition, internal control systems are also established on the entity level and transaction level to effectively respond to the risks.

The risk management and internal control system, which covers all the businesses and transactions of the Group, is founded on clear division of duties, stringent authorisation and approval, comprehensive operational management and control and effective assessment and accountability system. Targeting at crucial risk management and internal control issues, the Group has established clear written policies and procedures to standardise employees' behavior. The Board and the management have always emphasised to the employees that, irrespective of their seniority, each employee is an integral part of the risk management and internal control system, and therefore shall duly assume their respective responsibilities.

董事會審計委員會主要負責檢查本集團會計政策、財務狀況和財務報告程序，檢查內部監控系統和內部審計功能，檢查、監督本集團存在的或潛在的各種風險。

本公司已建立內部審計及風險控制部，接受董事會審計委員會直接領導，專門負責與本集團風險和內部監控相關的日常工作，持續監察本集團針對重大風險之監控措施，並對本集團風險管理及內部監控系統是否足夠和有效做出分析及獨立評估。內部審計人員可在不受限制的情況下審閱本集團在運營及管理方面的重要監控措施，包括財務監控、運作監控及合規監控，並就其發現的重大風險管理及內部監控措施缺失，向管理層或直接向董事會審計委員會報告。

### 2. 風險管理及內部監控系統的建立情況

本集團採用體系化的方法建立了風險管理及內部監控系統。本集團已建立了一套覆蓋風險識別、評估、應對和監控的風險管理系統。本集團在建立和實施風險管理及內部監控系統的過程中，借鑒富有經驗的外聘諮詢顧問的意見，建立了風險管理的基本流程，並在公司層面及交易層面，建立內部監控系統，以有效應對風險。

本集團的風險管理及內部監控系統基於清晰的職責分工、嚴格的授權審批、全面的運營管理控制和有效的考評問責機制而建立，涵蓋集團所有業務和交易。針對風險管理和內部監控的重要環節，本集團已制定清晰的書面政策和程序，規範員工行為。董事會和管理層向員工強調，不論職位高低，每位員工都是風險管理及內部監控系統的重要一環，必須履行相應的職責。



# Corporate Governance Report

## 企業管治報告

The Group strengthens its counterbalance function through the risk management and internal control system. No one can have unrestricted power and manipulate any single transaction, activity or procedure to cover non-compliance behavior. The Group has also formulated anti-fraud policies which clearly demonstrate our determination in preventing, reporting and detecting fraudulent behavior. Such policies clearly set out the responsibilities of the Board, the management, Internal Audit and Risk Management Department and employees of different levels in combating fraudulent activities as well as the relevant whistle-blowing, investigation and reporting mechanism for fraudulent activities.

In terms of risk identification, under the unified organisation and guidance of the Internal Audit and Risk Management Department and based on practical business experience, each subsidiary and department of the Group identified risks on the strategic, operational, compliance and reporting levels according to the Group's development objectives and strategies in 2018. These subsidiaries and departments also classified risks into different categories, created a list of risks and identified responsible departments for handling various risks.

With respect to risk assessment and response, each subsidiary and department of the Group carried out annual risk assessment based on systematic methods. Based on the risk assessment criteria approved by the Board, these subsidiaries and departments compile a comprehensive annual risk assessment report which include two major parts, the first of which is the assessment on existing risks with reference to their possibility and level of influence as well as the effectiveness of the risk response measures while the second part is the assessment on the level of other risks. During the course of risk assessment, the management of the Group identifies control measures that can be further adopted in response to different risks and directs the relevant departments to implement such measures in order to strengthen risk response capability and limit the influence of other risks to level acceptable to the Group. The annual risk assessment report will be submitted to the Audit Committee of the Board for approval upon consideration and approval by the management committee.

Through implementing the risk identification, assessment and management procedures, the Group reviews the change in nature and severity of major risks and the Group's capability in responding to fluctuation in external risks on a yearly basis.

本集團在風險管理及內部監控系統中強化制衡機制，任何人不得隻手遮天，操縱任何一項交易、活動或程序，以隱瞞違規行為。本集團亦制定了反舞弊政策，表明本集團防止、舉報和偵測舞弊行為的決心。該政策列明瞭董事會、管理層、內部審計及風險控制部，以及各級員工在反舞弊過程中應承擔的責任，以及對舞弊行為進行舉報、調查和報告的相關機制。

在風險識別方面，本集團各子公司／部門結合集團二零一八年發展目標和發展戰略，基於業務實踐，在內部審計及風險控制部的統一組織及指導下，識別戰略、經營、合規、報告層面的風險，並對風險進行分類，形成風險清單，明確風險責任部門。

在風險評估和應對方面，本集團各子公司／部門管理層按照體系化的方法開展了年度風險評估，基於經董事會批准的風險評估標準，從風險發生的可能性和影響程度對固有風險進行評估，並評估風險應對措施的有效性，對剩餘風險水平進行評估，形成年度全面風險評估報告。在風險評估過程中，本集團管理層對風險應對過程中應進一步採取的管控措施進行了梳理，並落實至相關風險責任部門，以強化風險應對效果，將剩餘風險控制在在本集團可接受的範圍之內。年度全面風險評估報告經管理委員會審議後報董事會審計委員會批准。

通過實施識別、評估及管理風險的程序，本集團已每年檢討重大風險的性質及嚴重程度的轉變，以及本集團應對內外部風險波動的能力。

# Corporate Governance Report

## 企業管治報告

For the handling and publication of inside information, the Group is well aware of its responsibility under the Securities and Futures Ordinance and the Hong Kong Listing Rules and that the general principle is inside information shall be disclosed once decision was made. The procedures and internal control measures for handling and disclosing inside information are set out as follows:

- the Group conducts its affairs with close regard to the disclosure requirements under the Hong Kong Listing Rules and the "Guidelines on Disclosure of Inside Information" published by the Securities and Future Commission;
- the Group has made extensive disclosure of information to the public through channels such as the press, the Company's website or periodic reports to implement its policy on fair disclosure;
- the Group strictly prohibits unauthorised use of classified or inside information and assigns departments and personnel specifically responsible for disclosing and handling inside information; and
- the Group has established a monitoring mechanism for the disclosure of inside information.

The Group has continuously monitored and evaluated its business and taken measures to monitor its exposure to risks related to transactions with Sanctions Targets (as defined in the Report of the Board of the Directors in this annual report). To protect the interests of the Company and the shareholders and to comply with the Company's sanction undertakings to the Hong Kong Stock Exchange, the Company has implemented the following internal control policies and procedures:

- (a) the legal department of the Company continuously monitors new sanctions law or any change to the existing sanctions laws and seeks advice from external legal counsel as necessary, to confirm that the Company's business activities do not subject us to risks relating to Sanctions Targets;
- (b) the senior management of the Company, including the president, vice president and chief financial officer reviews and approves the Company's future business opportunities and determines whether such business involves any Sanctions Targets;
- (c) the strategic centre of the Company checks and ensures that the relevant employees who are involved in overseas businesses understand and comply with the internal control policies and procedures as to economic sanctions and the undertakings and regular training or update have been provided to such employees;

在處理及發布內幕消息方面，本集團知悉其根據香港證券及期貨條例及香港上市規則所應履行的責任，整體原則是內幕消息必須在有所決定後實時公佈。處理及發布內幕消息的程序及內部監控措施如下：

- 本集團處理事務時會充分考慮香港上市規則項下的披露規定以及香港證券及期貨事務監察委員會頒布的「內幕消息披露指引」；
- 本集團透過新聞媒體、公司網站或定期報告等途徑向公眾廣泛披露資料，以實施其公平披露政策；
- 本集團已嚴格禁止未經授權使用機密或內幕消息，並指定專門的部門和人員負責內幕消息的披露和管理；及
- 建立了有關內幕消息披露的監督機制。

本集團已持續監察和評估自身業務，並採取措施監察與受制裁目標交易相關的風險。為保障本集團與股東的利益及遵守本集團香港向聯交所作出的制裁承諾，本集團已實施以下內部控制政策及程序：

- (a) 本集團的法律事務組會持續監察新制裁法律或現行制裁法律的任何變更，必要時會向外聘法律顧問徵求意見，以確認本集團的業務活動不會使本集團涉及有關受制裁目標的風險；
- (b) 本集團的高級管理人員（包括總裁、副總裁及財務總監）會審閱並批准本集團日後的業務機會，以及釐定有關業務是否涉及任何受制裁目標；
- (c) 本集團的戰略中心會檢查並確保從事海外業務的相關僱員了解並遵守有關經濟制裁的內部控制政策及程序和承諾，並向有關僱員提供定期培訓或更新相關信息；

# Corporate Governance Report

## 企業管治報告

- (d) the strategic centre and sales centre of the Company prepares regular overseas sales status reports and other information related to the overseas customers and economic sanctions and Sanctions Targets for review by the Board; and
- (e) if the management believe that any potential transaction would put the Company, the shareholders and investors, the Hong Kong Stock Exchange, the Listing Committee of the Hong Kong Stock Exchange, Hong Kong Securities Clearing Company Limited and HKSCC Nominees Limited to risks of being subject to transactions with Sanctions Targets, such transaction will need to be submitted to the Board for approval.

### 3. The review procedure of risk management and internal control system

Our Internal Audit and Risk Management Department has the following characteristics to monitor the Group's control measures targeting at material risks on a continuous basis:

- Independent of the operational management;
- Fully authorised to inspect all data and operational data of the Group;
- Made up of experienced and competent internal auditors; and
- Promotes risk-oriented auditing and focuses on areas involving material risks or changes.

The Internal Audit and Risk Management Department coordinates with various units/departments of the Group to carry out comprehensive risk assessment on a yearly basis. The department formulates annual working plans based on the results of risk assessment for the consideration and approval by the Audit Committee of the Board. The Internal Audit and Risk Management Department carries out analysis and independent assessment on the competence and effectiveness of the Group's risk management and internal control system, which include analysis and assessment on the areas of internal environment, risk assessment, control activities, information and communication in accordance with the requirements of the Hong Kong Listing Rules and the "Basic Standard on Corporate Internal Control". The department plays a leading role in carrying out the testing and evaluation of internal control system, which forms the basis of self-evaluation report on internal control issued by the Board.

- (d) 本集團的戰略中心和銷售中心會定期編製海外銷售狀況報告及有關海外客戶與經濟制裁及受制裁目標的其他數據供管理層審閱；及
- (e) 倘管理層認為任何潛在交易會導致本集團、股東及投資者、香港聯交所、香港聯交所上市委員會、香港中央結算有限公司及香港中央結算(代理人)有限公司承受涉及與受限制目標交易的風險，則有關交易須呈交董事會審批。

### 3. 對風險管理及內部監控系統的檢討程序

我們具以下特點的內部審計及風險控制部門，持續監察本集團針對重大風險之監控措施：

- 獨立於營運管理層；
- 獲充分授權可查閱集團所有數據和營運數據；
- 內部審計部員工資歷深厚、精明幹練；及
- 推行風險導向的審計工作，專注存在重大風險或曾作出重大變動的範疇。

內部審計及風險控制部組織集團內機構／部門開展年度全面風險評估，並按照風險評估的結果訂立年度工作計劃，該計劃需經董事會審計委員會審批。內部審計及風險控制部對本集團風險管理及內部監控系統是否足夠和有效做出分析及獨立評估，包括按照香港上市規則及《企業內部控制基本規範》的要求，從內部環境、風險評估、控制活動、信息及溝通，以及內部監控等方面，組織開展對內部監控系統的測試和評價工作，為董事會出具內部控制自我評價報告提供依據。



# Corporate Governance Report

## 企業管治報告

In addition, the Internal Audit and Risk Management Department carries out special projects in accordance with management needs and the special requests raised by the Board and the management of the Company. Without jeopardising independence, the department offers management consultancy services for our operational and management activities and offers remedial opinions for problems identified during the course of auditing or assessment. Under the supervision of the Internal Audit and Risk Management Department, the relevant units and departments acknowledge and make commitments on the plan, methods and time frame of the remedial measures; it also keeps track on the progress of addressing the related problems to ensure that the remedial plans are well executed.

In order to enhance the effectiveness of the Board on assessing the risk management and internal control system of the Group, the Internal Audit and Risk Management Department in total made 4 reports on internal control to the Audit Committee during 2018 and carried out further work according to the instructions of the Audit Committee. The reports include the results and proposed remedial measure of the risk assessment for the year 2018.

#### 4. Effectiveness of Risk Management and Internal Control System

Through the annual review of the risk management and internal control system, the Board considers that for the financial year ended 31 December 2018, the risk management and internal control system of the Group is effective. No significant control failings or weaknesses and no material or important internal control defects have occurred or identified which will materially affect the financial and operational performance of the Group.

此外，內部審計及風險控制部根據本公司董事會以及管理層提出的特定要求或管理需要開展特設項目，在不損害獨立性的前提下，為經營管理活動提供管理建議或諮詢服務。針對在審計或評價過程中提出的問題發現和改進建議，內部審計及風險控制部監督相關機構和部門明確並承諾落實改進措施的計劃、方法及時限，並定期對問題的整改情況進行跟進，確保改進計劃能得到執行。

為有助於董事會評核本集團風險管理及內部控制系統的有效程度，內部審計及風險控制部於二零一八年共計四次向審計委員會匯報監控結果，並根據審計委員會的指示開展進一步工作。匯報內容包括二零一八年度風險評估的結果和建議的應對措施。

#### 4. 風險管理及內部監控系統的有效性

通過對風險管理及內部監控系統的年度檢討，本公司董事會認為，於截至二零一八年十二月三十一日止會計年度，本集團的風險管理及內部監控系統是有效的。本集團未發生重大監控失誤，未發現對本集團的財務表現及經營情況產生重大影響的重大或重要內控缺陷。

# Corporate Governance Report

## 企業管治報告

### INTERESTS AND SHORT POSITIONS OF DIRECTORS, SUPERVISORS AND THE CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2018, the interests and short positions of the Directors, Supervisors or the chief executive in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code (for this purpose, the relevant provisions of the SFO will be interpreted as if they applied to the Supervisors and the chief executive) were as follows:

### 董事、監事及最高行政人員於股份、相關股份及債券之權益及淡倉

於二零一八年十二月三十一日，董事、監事及最高行政人員於本公司及其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中擁有任何記錄於本公司根據證券及期貨條例第352條的規定須存置之登記冊的權益及淡倉；或須根據標準守則另外通知本公司及香港聯交所的權益及淡倉（就此而言，證券及期貨條例有關條文之詮釋將視為適用於監事及最高行政人員）如下：

Name of Shareholder	Capacity	Class of Share	Number of Shares interested	Approximate percentage of interest in the Company	Approximate percentage of the relevant class of Shares of the Company	Nature of interest
股東名稱	身份	股份類別	擁有權益之股份數目	權益之概約百分比	類別股份之概約百分比	權益性質
<b>Directors</b>						
<b>董事</b>						
Mr. Zhuang Dan 莊丹先生	Beneficial owner 實益擁有人	A Share A 股	2,350,000 <sup>(1)</sup>	0.31%	0.58%	Long position 好倉
Mr. Frank Franciscus Dorjee 范•德意先生	Beneficial owner 實益擁有人	H Share H 股	380,000	0.05%	0.11%	Long position 好倉
Mr. Yao Jingming 姚井明先生	Beneficial owner 實益擁有人	A Share A 股	500,000 <sup>(1)</sup>	0.07%	0.12%	Long position 好倉
Mr. Xiong Xiangfeng 熊向峰先生	Beneficial owner 實益擁有人	A Share A 股	705,000 <sup>(1)</sup>	0.09%	0.17%	Long position 好倉
Ms. Zheng Huili 鄭慧麗女士	Beneficial owner 實益擁有人	A Share A 股	705,000 <sup>(1)</sup>	0.09%	0.17%	Long position 好倉
<b>Supervisor</b>						
<b>監事</b>						
Mr. Wang Ruichun 王瑞春先生	Beneficial owner 實益擁有人	A Share A 股	617,000 <sup>(1)</sup>	0.08%	0.15%	Long position 好倉

# Corporate Governance Report

## 企業管治報告

### Notes:

(1) Denotes the number of underlying A Shares represented by the units in Wuhan Ruitu Management Consulting Partnership Enterprise (Limited Partnership) or Wuhan Ruiteng Management Consulting Partnership Enterprise (Limited Partnership) (as the case may be) held by the relevant Directors and Supervisor. Wuhan Ruitu Management Consulting Partnership Enterprise (Limited Partnership) and Wuhan Ruiteng Management Consulting Partnership Enterprise (Limited Partnership) were established under the PRC laws on 4 December 2015 and 7 December 2015, respectively, for the purpose of holding A Shares for the Directors, Supervisors and senior management members of the Company under the Employee Stock Ownership Scheme.

(2) As at 31 December 2018, the total number of issued shares of the Company was 757,905,108, among which 351,566,794 were H Shares and 406,338,314 were A Shares.

Save as disclosed above, as at 31 December 2018, none of the Directors, Supervisors nor the chief executive of the Company had any interests or short positions in any of the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or as otherwise be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

### 附註：

(1) 指相關董事及監事所持的武漢睿圖管理諮詢合夥企業（有限合夥）或武漢睿騰管理諮詢合夥企業（有限合夥）（視情況而定）的企業份額所代表的相關A股數目。武漢睿圖管理諮詢合夥企業（有限合夥）及武漢睿騰管理諮詢合夥企業（有限合夥）分別於二零一五年十二月四日及二零一五年十二月七日根據中國法律成立，成立目的為根據員工持股計劃為董事、監事及高級管理人員持有A股。

(2) 於二零一八年十二月三十一日，本公司已發行股份總數為757,905,108股，其中351,566,794股為H股及406,338,314股為A股。

除上文所披露者外，於二零一八年十二月三十一日，概無董事、監事或本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券證中擁有任何記錄於本公司根據證券及期貨條例第352條的規定須存置之登記冊的權益及淡倉；或須根據標準守則另外通知本公司及香港聯交所的權益及淡倉。



# Corporate Governance Report

## 企業管治報告

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

As at 31 December 2018, the following persons (other than Directors, Supervisors or chief executive of the Company) had interests and short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

### 主要股東及其他人士於股份及相關股份之權益及淡倉

於二零一八年十二月三十一日，下列人士(本公司董事、監事或最高行政人員除外)於本公司股份及相關股份中擁有本公司根據證券及期貨條例第336條須予存置的登記冊所記錄的權益及淡倉：

Name of Shareholder	Capacity	Class of Share	Number of Shares interested	Approximate percentage of interest in the Company	Approximate percentage of the relevant classes of Shares of the Company	Nature of interest
股東名稱	身份	股份類別	擁有權益之股份數目	佔本公司權益之概約百分比	佔本公司相關類別股份之概約百分比	權益性質
China Huaxin 中國華信	Beneficial owner 實益擁有人	A Share A股	179,827,794	23.73%	44.26%	Long position 好倉
China Reform Holdings Corporation Ltd <sup>(1)</sup> 中國國新控股有限責任公司 <sup>(1)</sup>	Interest of a controlled corporation 受控法團權益	A Share A股	179,827,794	23.73%	44.26%	Long position 好倉
Yangtze Communications 長江通信	Beneficial owner 實益擁有人	A Share A股	119,937,010	15.82%	29.52%	Long position 好倉
Draka	Beneficial owner 實益擁有人	H Share H股	179,827,794	23.73%	51.15%	Long position 好倉
Draka Holding B.V. <sup>(2)</sup>	Interest of a controlled corporation 受控法團權益	H Share H股	179,827,794	23.73%	51.15%	Long position 好倉
Prysmian S.p.A. <sup>(3)</sup>	Interest of a controlled corporation 受控法團權益	H Share H股	179,827,794	23.73%	51.15%	Long position 好倉
The Capital Group Companies, Inc. <sup>(4)</sup>	Interest of a controlled corporation 受控法團權益	H Share H股	17,609,000	2.32%	5.01%	Long position 好倉

# Corporate Governance Report

## 企業管治報告

### Notes:

- (1) China Huaxin is wholly-owned by China Reform Holdings Corporation Ltd. China Reform Holdings Corporation Ltd is therefore deemed to be interested in 179,827,794 A Shares held by China Huaxin.
- (2) Draka is a wholly-owned subsidiary of Draka Holding B.V.. Draka Holding B.V. is therefore deemed to be interested in 179,827,794 H Shares held by Draka.
- (3) Draka Holding B.V. is wholly-owned by Prysmian S.p.A.. As set out in note (2) above, Prysmian S.p.A. is therefore deemed to be interested in 179,827,794 H Shares held by Draka.
- (4) The Capital Group Companies, Inc. is deemed to be interested in 17,609,000 H Shares being held by Capital Research and Management Company, its wholly-owned subsidiary.
- (5) As at 31 December 2018, the total number of issued shares of the Company was 757,905,108, among which 351,566,794 were H Shares and 406,338,314 were A Shares.

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

The Company and its subsidiaries had not purchased, sold or redeemed any of the listed securities of the Company during the year ended 31 December 2018.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association of the Company or the Companies Law in the PRC, which would oblige the Company to offer new shares on a pro rata basis to the existing shareholders.

### SUFFICIENCY OF PUBLIC FLOAT

As at the latest practicable date prior to the issue of this annual report and based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the minimum public float of 25% as required under the Hong Kong Listing Rules.

### 附註：

- (1) 中國華信由中國國新控股有限責任公司全資擁有，中國國新控股有限責任公司因而被視為於中國華信持有之179,827,794股A股中擁有權益。
- (2) Draka為Draka Holding B.V.的全資附屬公司，Draka Holding B.V.因而被視為於Draka持有之179,827,794股H股中擁有權益。
- (3) Draka Holding B.V.為Prysmian S.p.A.的全資附屬公司。誠如上文附註(2)所載，Prysmian S.p.A.因而被視為於Draka持有的179,827,794股H股中擁有權益。
- (4) The Capital Group Companies, Inc.被視為於其全資附屬公司，Capital Research and Management Company持有的17,609,000股H股中擁有權益。
- (5) 於二零一八年十二月三十一日，本公司已發行股份總數為757,905,108股，其中351,566,794股為H股及406,338,314股為A股。

### 購回、出售或贖回本公司之上市證券

本公司及其附屬公司於截至二零一八年十二月三十一日止年度概無購回、出售或贖回本公司任何上市證券。

### 優先購買權

本公司章程或中國公司法概無有關優先購買權的條文，規定本公司必須按現有股東之持股比例向現有股東發售新股份。

### 公眾持股量

於刊發本年報前的最後實際可行日期，根據本公司公開可得之資料及據董事所知，本公司之公眾持股量維持於香港上市規則最低要求25%的水平。

# Corporate Governance Report

## 企業管治報告

### DIRECTORS' INTEREST IN COMPETING BUSINESS

During the year ended 31 December 2018, none of the Directors or their respective close associates had engaged in or had any interest in any business which competes or may compete, either directly or indirectly, with the businesses of the Group except for Mr. Philippe Claude Vanhille and Mr. Pier Francesco Facchini. Mr. Philippe Claude Vanhille has been serving as the senior vice-president of telecom business of the Prysmian group and primarily responsible for its global telecom business. Mr. Pier Francesco Facchini has been serving as the chief financial officer, the IT director and an executive director of Prysmian S.p.A., and he has been a member of the board of directors of Prysmian S.p.A. since February 2007. Mr. Vanhille and Mr. Facchini hold several positions in certain subsidiaries of Prysmian S.p.A. (together with its close associates, the "Prysmian Group") as more particularly described below. The Prysmian Group produces a complete range of optical fibres, optical and copper cables and accessories for connectivity systems. The Prysmian Group has similar business serving the telecom sector as the Company and therefore competes with the Company. In relation to the competing interest of Mr. Vanhille and Mr. Facchini, although they are involved in the high level decision making of the Company's important strategic and policy matters, they are not involved in the daily management and business operation of the Company. Further, the Board operates in accordance with the Company's Articles of Association which require Mr. Vanhille and Mr. Facchini not to be entitled to vote on (nor be counted in the quorum in relation to) any resolution of the Board in respect of any contract, transaction or arrangement in which Mr. Vanhille, Mr. Facchini or any of their close associates is materially interested. During the year, given their positions in the Prysmian Group, Mr. Vanhille and Mr. Facchini were required to abstain from voting on the board resolutions in relation to the renewal of the continuing connected transactions with the Prysmian Group and YOFC Shanghai, further details of which are set out in the section below headed "Connected Transactions".

### 董事於競爭業務的權益

截至二零一八年十二月三十一日止年度，董事或彼等各自的緊密聯繫人概無從事任何與本集團業務競爭或可能競爭（不論直接或間接）的業務或於有關業務中擁有任何權益，惟菲利普·范希爾先生及皮埃爾·法奇尼先生除外。菲利普·范希爾先生擔任普睿司曼集團電訊業務高級副總裁，主要負責其全球電訊業務。皮埃爾·法奇尼先生為Prysmian S.p.A.的財務總監、信息科技董事及執行董事，彼於二零零七年二月起為Prysmian S.p.A.董事會成員。范希爾先生及法奇尼先生於Prysmian S.p.A.（連同其緊密聯繫人統稱「普睿司曼集團」）旗下若干附屬公司擔任／曾擔任多個職位（更多詳情載於下文）。普睿司曼集團生產各類光纖、光纜及銅線電纜以及連接系統配件。普睿司曼集團與本公司有類似的電信業務，因此與本公司構成競爭。就范希爾先生及法奇尼先生的競爭權益而言，雖然彼參與本公司重大策略及政策事宜的高層決策，惟彼並非參與本公司的日常管理及業務營運。此外，董事會根據本公司章程行事，其中規定范希爾先生及法奇尼先生不得就其自身或其任何緊密聯繫人有重大權益的任何合約、交易或安排有關的任何董事會決議案投票（亦不計入相關法定人數）。年內，由於他們於普睿司曼集團的職位，范希爾先生及法奇尼先生須就有關重續與普睿司曼集團和長飛上海的持續關連交易上限的董事會決議案放棄投票，更多詳情載於下文「關連交易」一節。



# Corporate Governance Report

## 企業管治報告

Name of company 公司名稱	Nature of interests 權益性質
Prysmian S.p.A.	Mr. Philippe Claude Vanhille 菲利普 • 范希爾先生 Senior Vice-president of Telecom Business 電訊業務高級副總裁
Draka Comteq B.V.	Executive Director 執行董事
Draka Comteq Fibre B.V.	Non-executive Director 非執行董事
Draka Comteq France S.A.S.	Member of Comité de Contrôle Comité de Contrôle 成員
Fibre Ottiche Sud S.r.l.	Chairman of the Board of Directors 董事會主席
Prysmian Cables and Systems USA LLC	Non-executive Director 非執行董事
Precision Fibre Optics Ltd.	Non-executive Director 非執行董事
Prysmian S.p.A.	Mr. Pier Francesco Facchini 皮埃爾 • 法奇尼先生 Chief Financial Officer, IT Director and Executive Director 財務總監、信息科技董事及執行董事
Draka Comteq France S.A.S.	President of Comité de Contrôle Comité de Contrôle 主席
Prysmian Cables et Systemes France S.A.S.	President of Comité de Contrôle Comité de Contrôle 主席
P.T. Prysmian Cables Indonesia	Chairman of the Board of Commissioners 專員理事會主席
Prysmian Cavi e Sistemi S.r.l.	Member of the Board of Directors 董事會成員
Prysmian (China) Investment Company Ltd.	Member of the Board of Directors 董事會成員
Prysmian MKM Magyar Kabel Muvek KFT	Chairman of the Supervisory Board 監事會主席
Prysmian Treasury S.r.l.	Chairman of the Board of Directors 董事會主席
Silec Cable S.A.S.	President of Comité de Contrôle Comité de Contrôle 主席
Turk Prysmian Kablo Ve Sistemleri A.S.	Member of the Board of Directors 董事會成員

# Corporate Governance Report

## 企業管治報告

The independent non-executive Directors have reviewed the list of directorships provided by Mr. Vanhille and Mr. Facchini. The Company has put in place corporate governance measures to manage the conflict of interests arising from the competing interests of Mr. Vanhille and Mr. Facchini and to safeguard the interests of the Company, details of which are set out in the Corporate Governance Report on pages 62 to 99 of this annual report.

### COMPLIANCE WITH SANCTIONS UNDERTAKINGS

As disclosed in the Prospectus, the Company and the Directors have undertaken to the Hong Kong Stock Exchange that they will not use the proceeds from the Global Offering, as well as any other funds raised through the Hong Kong Stock Exchange, to finance or facilitate, directly or indirectly, activities or business with, or for the benefit of any sanction countries such as Cuba, Iran, North Korea, Sudan and Syria (collectively, "Sanctioned Countries") or certain targeted persons or entities, including, without limitation, those named on the US specially designated nationals list or the US foreign sanctions evaders list and any entity owned or controlled by any of the foregoing (collectively, "Sanctioned Persons" and together with Sanctioned Countries, "Sanctioned Targets"). The Company and the Directors have also undertaken to the Hong Kong Stock Exchange that they will not engage in any future business dealings with or relating to Sanctioned Targets, in each case except to the extent that economic sanctions are lifted against such Sanctioned Targets. The Directors confirmed that both the Company and the Directors were in compliance with the Sanctions Undertakings as at the date of this annual report. At the same time, the Company has already implemented internal control measures to ensure the compliance with the Sanction Undertakings. For details of the internal control measures, please refer to the section "Corporate Governance Report" in this annual report. In light of the small volume (both in terms of dollar volume and as a percentage of the Company's total sales) of the Company's past dealings with Sanctioned Targets and the above-mentioned undertakings made to the Hong Kong Stock Exchange, the Company is of the view that the Company's business activities and operations are very unlikely to subject any of the shareholders and investors, the Hong Kong Stock Exchange, the Listing Committee of the Hong Kong Stock Exchange, Hong Kong Exchange and Clearing Limited and HKSCC Nominees Limited to any liability under United States economic sanctions, European Union economic sanctions and United Nations economic sanctions.

獨立非執行董事已審閱范希爾先生及法奇尼先生提供的董事職位列表。本公司已採納若干企業管治措施，以處理范希爾先生及法奇尼先生的競爭權益所產生的利益衝突，以及保護本公司利益，有關詳情載於本年報第62至99頁之企業管治報告。

### 制裁承諾之合規情況

誠如招股章程所披露，本公司及董事已向香港聯交所承諾，不會動用全球發售所得款項及其他透過香港聯交所籌集的資金直接或間接資助或促進與任何受制裁國家(例如古巴、伊朗、朝鮮、蘇丹及敘利亞)(統稱「受制裁國家」)或若干目標人士或實體(包括但不限於美國指定國家名單或美國對外制裁逃稅名單所列的人士或實體，或由前述任何人士或實體擁有或控制的任何實體)(統稱「受制裁人士」，連同受制裁國家為「受制裁目標」)的任何活動或業務，或為彼等之利益行事。本公司及董事亦向香港聯交所承諾，除非對受制裁目標的經濟制裁解除，否則日後不會與受制裁目標進行或與之相關的任何業務交易。董事確認於本年報日期，本公司及董事均遵守制裁承諾。與此同時，本公司已實施內部監控措施，以確保遵守制裁承諾。有關內部監控措施的詳情，請參閱本年報「企業管治報告」一節。鑒於本公司與受制裁目標的過往交易額甚小(以成交金額及佔本公司總銷售百分比而言)及前述向香港聯交所作出的若干承諾，本公司認為本公司的業務活動及運營不大可能致令任何股東及投資者、香港聯交所、香港聯交所上市委員會、香港中央結算有限公司及香港中央結算(代理人)有限公司承擔美國經濟制裁、歐盟經濟制裁或聯合國經濟制裁的任何責任。

# Corporate Governance Report

## 企業管治報告

### CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

#### CONNECTED TRANSACTION

On 23 April 2018, the Company entered into an equity transfer agreement with Wuhan Yangtze Communications Industry Group Co., Ltd., a company which holds 17.58% of the total issued share capital of the Company, to purchase 20% equity interest in Wuhan YOFC Cables Co., Ltd. at a cash consideration of RMB25,350,000. For details, please refer to the announcement of the Company dated 23 April 2018. The above transaction was subject to the announcement and reporting requirements but was exempted from the independent shareholders' approval requirements under the Listing Rules.

#### NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

The continuing connected transactions of the Company are also related party transactions, which are disclosed in note X to the audited consolidated financial statements in accordance with International Accounting Standards 24 "Related Party Disclosure."

Summarised below are the nature of transactions, the annual caps and the transaction amount of the continuing connected transactions for 2018:

##### *Optical fibre technology cooperation agreement (the "TCA")*

Draka is a substantial shareholder of the Company and is therefore a connected person of the Company under the Hong Kong Listing Rules.

The Company entered into the TCA with Draka on 13 October 2008, which was further revised on 27 August 2013 and 30 May 2014. The TCA came into effect on 1 June 2008 and shall expire on 22 July 2024 unless terminated earlier by one party by written notice in case of breach of contract by other party, provided that in the case of any breach capable of being made good, the agreement shall not be terminated unless and until such breaching party has failed to make good the breach within sixty days after it has been served with a written notice specifying the breach and requiring it to make the breach good. The TCA sets out the terms and conditions of the cooperation between the Company and Draka in relation to the joint development of optical fibre technology, the grant of a license over Draka's patents, the geographical delineation of sales market and the provision of technical services. Further details of the terms and conditions of the cooperation between the Company and Draka are set out in the Prospectus.

As the TCA will not expire until July 22, 2024 and the Company will continue carrying out the transactions contemplated thereunder in the ordinary and usual course of business of the Group, the Board has approved to renew the annual caps for the three years ending December 31, 2017, 2018 and 2019. Details of such new annual caps are set out in the Company's announcement dated 11 November 2016.

### 關連交易與持續關連交易

#### 關連交易

於二零一八年四月二十三日，本公司與武漢長江通信產業集團股份有限公司訂立股權轉讓協議，購買其持有的武漢長飛通用電纜有限公司20%股權，轉讓價為現金人民幣25,350,000元，於協議日武漢長江通信產業集團股份有限公司持有本公司已發行股本的17.58%。有關詳情請見本公司日期為二零一八年四月二十三日的公告。以上基於公告和報告規定的交易無須遵守上市規則項下的獨立股東批註規定

#### 非豁免持續關聯交易

本公司的持續關連交易亦為關聯方交易，其已根據國際會計準則第24號「關聯方披露」於經審核合併財務報表之附註十披露。

下文概述二零一八年持續關連交易之交易性質、年度上限及交易金額：

##### *光纖技術合作協議（「光纖技術合作協議」）*

Draka為本公司主要股東，因而為本公司於香港上市規則下的關連人士。

本公司與Draka於二零零八年十月十三日訂立光纖技術合作協議，其後於二零一三年八月二十七日及二零一四年五月三十日進一步修訂。光纖技術合作協議於二零零八年六月一日生效，並將於二零二四年七月二十二日屆滿，除非一方違約，則另一方可發出書面通知提前終止協議，前提是屬可糾正的違約行為而違約方於收到說明其違約並要求糾正違約行為的書面通知後六十日內仍未糾正違約行為。光纖技術合作協議列載本公司與Draka就共同開發光纖技術，許可使用Draka專利，銷售市場的地區劃分，以及提供技術服務的合作條款及條件。本公司與Draka之合作條款及條件之更多詳情載於招股章程。

由於光纖技術合作協議將不會於二零二四年七月二十二日前屆滿，而本公司將繼續在本集團的一般日常業務中進行其項下擬進行之交易，董事會已批准重續截至二零一七年、二零一八年及二零一九年十二月三十一日止三個年度之年度上限。該等新年度上限之詳情載於本公司日期為二零一六年十一月十一日的公告內。



# Corporate Governance Report

## 企業管治報告

Pursuant to the TCA, with respect to the grant of license, the Company has agreed to pay to Draka semi-annual royalty fee equivalent to 1.3% of the net selling price of each optical fibre product manufactured under the licensed patents that the Company sells or disposes of. The Company is not required to pay any royalty fees if the relevant products are sold to Draka or its affiliates. If either party wishes to use any improvements, upgrades, modifications made in the working methods, manufacturing processes and manufacturing equipment that the other party applies or uses in its mass production of optical fibre products, then it may file a request with other party and, if the other party accepts such request, additional royalties shall be payable as agreed upon the parties.

During the year, the annual cap for the royalty fee paid or payable to Draka for 2018 was RMB45,000,000 and the actual transaction amount with Draka for 2018 was RMB37,194,245 and the annual cap has been kept.

The Company has obtained a waiver from the Hong Kong Stock Exchange from strict compliance with the requirement of limiting the term of the TCA to three years or less. For details of the waiver, please refer to the Prospectus.

*Sales and purchases of optical fibres, optical fibre cables, raw materials, equipment and components to and from Prysmian and its associates (the "Prysmian Group") and YOFC Shanghai*

Draka Comteq France S.A.S ("Draka France"), Draka Comteq Fibre B.V. ("Draka Fibre"), Singapore Cable Manufacturers Pte Ltd. ("Draka Singapore"), Prysmian Wuxi Cable Co., Ltd ("Prysmian Wuxi") and Prysmian Draka Brasil S.A. ("Prysmian Brazil") are indirect subsidiaries either of Draka Holding B.V. or Prysmian S.p.A. and thus they are all fellow subsidiaries of Draka, and is therefore an associate of Draka and are connected persons of the Company under the Hong Kong Listing Rules.

YOFC Shanghai is held as to 75% by the Company and 25% by Draka, the substantial shareholder of the Company and is therefore a connected person of the Company under the Hong Kong Listing Rules.

During the year, the Group sold and purchased optical fibres, optical fibre cables, raw materials, equipment and components to certain members of the Prysmian Group and YOFC Shanghai in the ordinary and usual course of business.

根據光纖技術合作協議，就授出許可而言，本公司同意向Draka每半年支付一次專利費，金額相當於本公司銷售或出售根據許可專利製造的各光纖產品的淨售價的1.3%。倘相關產品乃出售予Draka或其聯屬人士，則本公司毋須支付任何專利費。倘任何一方擬使用另一方已於光纖產品大量生產時運用或使用的任何工作方式、生產工藝及生產設備之改良、升級或調整項目，可向另一方提出要求，如該方接納該要求，則須支付雙方協定之額外專利費。

年內，向Draka支付或應付專利費的年度上限為人民幣45,000,000元，而於二零一八年與Draka之實際交易金額為人民幣37,194,245元，及年度上限保持不變。

本公司已向香港聯交所取得豁免，不須嚴格遵守有關光纖技術合作協議的期限為三年或以下的規定。有關豁免的詳情，請參閱招股章程。

與PRYSMIAN及其聯系入（「普睿司曼集團」）及長飛上海買賣光纖、光纜、原材料、設備及組件

Draka Comteq France S.A.S(「Draka France」)、Draka Comteq Fibre B.V.(「Draka Fibre」)、Singapore Cable Manufacturers Pte Ltd.(「Draka Singapore」)、Prysmian Wuxi Cable Co., Ltd(「無錫普睿司曼」)及Prysmian Draka Brasil S.A.(「Prysmian Brazil」)為Draka Holding B.V.或Prysmian S.p.A.的間接附屬公司，因此均為Draka的同系附屬公司，故根據香港上市規則為Draka的聯繫人及本公司的關連人士。

長飛上海由本公司及本公司主要股東Draka分別擁有75%及25%股權，故根據香港上市規則為本公司的關連人士。

年內，本集團在一般日常業務中向普睿司曼集團若干成員公司及長飛上海出售及向其購買光纖、光纜、原材料、設備及組件。

# Corporate Governance Report

## 企業管治報告

The Company entered into two framework agreements with Prysmian S.p.A. and two framework agreements with YOFC Shanghai, respectively, on 11 November 2016 to regulate each sales and purchases transaction with the Prysmian Group and YOFC Shanghai. Pursuant to the terms of these framework agreements, the pricing of each sales transaction shall be consistent with the following guidelines:

- (i) the prevailing tender price announced by local telecommunications operators at the place where the relevant purchaser is located (the "Local Tender Price"); or
- (ii) the latest average export (from China) price made available to public by the General Administration of Customs of the PRC, at the time of the relevant transaction (the "Export Price");

where neither the Local Tender Price nor the Export Price is available, the pricing terms shall be consistent with the prevailing tender price announced by the state-owned telecommunications operators in the PRC (the "PRC Tender Price") and where none of the Local Tender Price, the Export Price or the PRC Tender Price is available or applicable, the price shall be determined on a fair and reasonable basis which is equivalent or comparable to those offered to or quoted by third parties independent of the Company for similar products.

With respect to the pricing of each purchase transaction, it shall be consistent with the following guidelines:

- (i) the latest average import (into China) price made available to public by the General Administration of Customs of the PRC at the time of the relevant transaction; or
- (ii) the prevailing tender price announced by the state-owned telecommunications operators in the PRC;

where none of the above is available or applicable, the price shall be determined on a fair and reasonable basis which is equivalent or comparable to those offered to or quoted by third parties independent of the Company for similar products.

Each of the above mentioned framework agreements entered into between the Company and Prysmian S.p.A. or YOFC Shanghai became effective on 1 January 2017 and is valid either (i) until the expiry of a period of three years or (ii) the date on which Draka ceased to be a connected person of the Company, whichever comes earlier. The parties to these framework agreements may negotiate to extend the agreement for a further term of three years within two months before the expiry of the three-year term of the agreement unless the agreement is terminated earlier due to Draka ceasing to be our connected person.

本公司於二零一六年十一月十一日分別與Prysmian S.p.A.及長飛上海訂立兩份框架協議，以規管與普睿司曼集團及長飛上海的銷售。根據該等框架協議，各項銷售的定價條款須與以下指引相符：

- (i) 按相關買方所在的當地電信營運商公佈的當時投標價(「當地投標價」)定價；或
- (ii) 按相關交易進行時中國海關總署公開的最新中國平均出口價格(「出口價格」)定價；

倘並無當地投標價或出口價格，則按國有電信營運商公佈的當時投標價(「中國投標價」)定價，倘並無當地投標價、出口價格或中國投標價，則價格須公平合理釐定，而有關價格須相當於本公司獨立第三方就相似產品所付或所報的價格或與之相若。

各項採購的定價條款須與以下指引相符：

- (i) 按相關交易進行時中國海關總署公開的最新中國平均進口價格定價；或
- (ii) 按中國國有電信營運商公佈的現行投標價；

倘無法得悉上述各項或上述各項不適用，則價格須公平合理釐定，而有關價格須相當於本公司獨立第三方就相似產品所付或所報的價格或與之相若。

上述由本公司與Prysmian S.p.A.或長飛上海訂立的各框架協議將於二零一七年一月一日生效並於以下日期前有效(以較早者為準)：(i)三年期限屆滿或(ii)Draka不再屬本公司的關連人士當日。該等框架協議的訂約方可於有關協議三年期限屆滿前兩個月內磋商再續期三年，惟有關協議因Draka不再屬於我們的關連人士而提早終止則除外。

# Corporate Governance Report

## 企業管治報告

The continuing connected transactions as contemplated under these framework agreements as well as the annual caps relating thereto were approved by independent Shareholders at an extraordinary general meeting of the Company held on 24 January 2017. Details of the framework agreements and the annual caps relating thereto are set out in the Company's announcement dated 11 November 2016 and the Company's circular dated 9 December 2016.

The annual caps of the continuing connected transactions with respect to sales transactions with each of Prysmian Group and YOFC Shanghai for 2018 as approved by the independent shareholders of the Company were RMB254,000,000 and RMB448,000,000, respectively, and the actual transaction amount for 2018 with Prysmian Group and YOFC Shanghai was RMB140,970,589 and RMB378,874,728, respectively.

The annual caps of the continuing connected transactions with respect to purchases transactions with each of Prysmian Group and YOFC Shanghai for 2018 were RMB305,000,000 and RMB910,000,000, respectively, and the actual transaction amount for 2018 with Prysmian Group and YOFC Shanghai was RMB24,056,389 and RMB497,305,903, respectively.

The independent non-executive Directors have reviewed each of the above-mentioned continuing connected transactions and confirmed that the transactions have been entered into:

- (1) in the ordinary and usual course of business of the Group;
- (2) on normal commercial terms or better; and
- (3) according to the agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

Pursuant to Rule 14A.56 of the Hong Kong Listing Rules, the Board engaged the auditor of the Company to conduct a limited assurance engagement on the above continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has reported their conclusion to the Board stating that:

- a. nothing has come to the auditor's attention that causes the auditor to believe that the disclosed continuing connected transactions have not been approved by the Board;
- b. for transactions involving the provision of goods or services by the Group, nothing has come to the auditors' attention that causes the auditor to believe that the disclosed continuing connected transactions were not, in all material respects, in accordance with the pricing policies of the Group;

此等框架協議項下擬進行之持續關連交易以及相關年度上限已於本公司在二零一七年一月二十四日舉行的股東特別大會上獲獨立股東批准。框架協議及相關年度上限之詳情載於本公司日期為二零一六年十一月十一日的公告及本公司日期為二零一六年十二月九日的通函內。

與普睿司曼集團及長飛上海於二零一八年有關銷售的持續關連交易年度上限分別為人民幣254,000,000元及人民幣448,000,000元，而於二零一八年與普睿司曼集團及長飛上海的實際交易金額分別為人民幣140,970,589元及人民幣378,874,728元。

與普睿司曼集團及長飛上海於二零一八年有關採購的持續關連交易年度上限分別為人民幣305,000,000元及人民幣910,000,000元，而於二零一八年與普睿司曼集團及長飛上海的實際交易金額分別為人民幣24,056,389元及人民幣497,305,903元。

獨立非執行董事已審閱上述各項持續關連交易，並確認該等交易：

- (1) 在本集團一般及日常業務中訂立；
- (2) 按照一般或更佳商業條款進行；及
- (3) 乃根據規管該等交易的協議條款進行，而交易條款屬公平合理，並符合股東的整體利益。

根據香港上市規則第14A.56條，董事會已委聘本公司核數師按照香港會計師公會所頒佈的香港核證工作準則第3000號「歷史財務資料審計或審閱以外之核證工作」及參考實務說明第740號「關於上市規則所述持續關連交易的核數師函件」就上述持續關連交易履行有限核證工作。核數師已將彼等的結果向董事會匯報，當中指出：

- a. 核數師並無注意到任何事項令彼等相信上文所披露的持續關連交易未獲董事會批准；
- b. 就本集團提供貨品或服務所涉及的交易而言，核數師並無注意到任何事項令彼等相信上文所披露的持續關連交易在所有重大方面未有按照本集團的定價政策進行；



# Corporate Governance Report

## 企業管治報告

- c. nothing has come to the auditor's attention that causes the auditor to believe that the disclosed continuing connected transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- d. with respect to the aggregate amount of each of continuing connected transactions set out above, nothing has come to the auditor's attention that causes the auditor to believe that the disclosed continuing connected transactions have exceeded the 2018 annual caps as disclosed above.

The auditor has issued their unqualified letter containing their findings and conclusions in respect of the abovementioned transactions in accordance with Rule 14A.56 of the Hong Kong Listing Rules. The Company has provided a copy of the said letter to the Hong Kong Stock Exchange.

In respect of the above-mentioned continuing connected transactions, the Directors also confirmed that the Company was in compliance with the applicable requirements under Chapter 14A of the Hong Kong Listing Rules.

### AUDITORS AND THEIR REMUNERATION

KPMG Huazhen LLP had been appointed by the Company as the auditors of the Company for 2018. Their appointment shall expire upon the conclusion of the 2018 annual general meeting. The Board is authorised to determine the remuneration of the auditors which is in line with the market practice.

For the year ended 31 December 2018, the fees paid or payable to KPMG Huazhen LLP for annual audit services were RMB4.69 million. Besides, the fees paid or payable to KPMG Huazhen LLP in relation to non-audit services were RMB0.75 million in relation to the interim review services.

Save as disclosed above, for the year ended 31 December 2018, the Group did not pay any fee to KPMG Huazhen LLP for non-audit services.

### COMPANY SECRETARY

Mr. Liang Guanning, secretary of the Board is responsible for advising the Board on corporate governance matters and ensuring that the Board's policies and procedures, and the applicable laws, rules and regulations are followed. Mr. Liang Guanning was appointed as secretary of the Board to replace Ms. Zhou Lijing from 24 August 2018.

The Company has also appointed Ms. Cheng Pik Yuk of Tricor Services Limited, external service provider, as the Company's company secretary on 3 June 2014 as required under the Hong Kong Listing Rules. For the purpose of code provision F.1.1 of the CG Code, Ms. Cheng Pik Yuk keeps close contact with Mr. Liang Guanning and Ms. Zhou Lijing, being the person with sufficient seniority at the Company.

- c. 核數師並無注意到任何事項令彼等相信上文所披露的持續關連交易在所有重大方面未有按照規管該等交易的相關協議所進行；及

- d. 就各項非豁免持續關連交易之總金額而言，核數師並無注意到任何事項令彼等相信持續關連交易之金額超出上文披露的二零一八年度上限。

核數師已根據香港上市規則第14A.56條發出載有彼等對上述交易的調查結果與結論的無保留意見函件。本公司已向香港聯交所提供上述函件的副本。

就上述持續關連交易而言，董事亦確認本公司已遵循香港上市規則第14A章的適用規定。

### 核數師及其酬金

本公司委聘畢馬威華振會計師事務所(特殊普通合伙)為本公司二零一八年度核數師。彼等各自之聘用期至本公司二零一八年度股東週年大會結束時止，並授權董事會根據市場慣例確定核數師酬金。

截至二零一八年十二月三十一日止年度，就年度審計服務已付或應付畢馬威華振會計師事務所(特殊普通合伙)酬金為人民幣4.69百萬元。此外，就非審計服務已付或應付畢馬威華振會計師事務所(特殊普通合伙)的費用為人民幣0.75百萬元，其與中期審核服務有關。

除上述披露外，於截至二零一八年十二月三十一日止年度，本集團未向畢馬威華振會計師事務所(特殊普通合伙)支付其他非審計服務費用。

### 公司秘書

董事會秘書梁冠寧先生負責就企業管治事宜向董事會提出建議及確保董事會政策及程序以及符合適用法律、法規及規例。梁冠寧先生自二零一八年八月二十四日起接替周理晶女士擔任公司董事會秘書。

本公司根據香港上市規則的規定於二零一四年六月三日委任外部服務供應商卓佳專業商務有限公司之鄭碧玉女士為本公司的公司秘書，就企業管治守則之守則條文F.1.1的目的而言，鄭碧玉女士與梁冠寧先生及周理晶女士(為於本公司內具有足夠高職位的人士)維持緊密聯繫。

# Corporate Governance Report

## 企業管治報告

Particulars of Mr. Liang Guanning are set out in the section headed "Directors', Supervisors' and Senior Management's Profile" in this annual report.

Both Mr. Liang Guanning and Ms. Cheng Pik Yuk have confirmed that each of them has received not less than 15 hours of relevant professional training during the year ended 31 December 2018 as required under Rule 3.29 of the Hong Kong Listing Rules.

### SHAREHOLDERS' RIGHTS AND INVESTOR RELATIONSHIP CONVENING OF EXTRAORDINARY GENERAL MEETING

In accordance with the Articles of Association of the Company, the Shareholders of the Company may demand to convene, chair, attend (in person or by proxy) the general meeting of the Shareholders and exercise voting rights thereat.

Shareholder(s) individually or jointly holding 10% or more of the Company's shares with voting rights may request in writing to hold an extraordinary general meeting or a class shareholders' meeting. The Board shall convene such meeting as soon as practicable after receipt of the demand. The following procedures shall be followed when Shareholders demand the convening of an extraordinary general meeting or a class shareholders' meeting:

- (1) Shareholder(s), individually or jointly, holding 10% or more of the Company's shares carrying voting rights may sign one or more written requests of the same form stating the object of the meeting and demanding the Board to convene an extraordinary general meeting or a class shareholders' meeting. Upon receipt of the request, the Board shall convene the extraordinary general meeting or class shareholders' meeting as soon as practicable. The number of shares of the Company held by the abovementioned shareholder(s) shall be calculated as at the date when the Shareholder(s) put forward such written request.
- (2) In the event that the Board fails to issue a notice to convene a meeting within 30 days from the date of receipt of such request, the shareholder(s) shall be entitled to propose to the Board of Supervisors in writing for the purpose of convening an extraordinary general meeting or a class shareholders' meeting. The Board of Supervisors may convene such meeting on its own within 4 months upon receipt of such request by the Board; if the Board of Supervisors does not convene and chair such meeting, shareholder(s) individually or jointly holding 10% or more of the Company's shares carrying the right to vote for more than consecutive 90 days may convene such meeting on their own and in which case, the procedures for convening such meeting should follow those provided for convening a general meeting by the Board as closely as practicable.

梁冠寧先生的履歷詳情載列於本年報之「董事、監事及高級管理人員簡歷」一節。

時任公司秘書梁冠寧先生及鄭碧玉女士確認彼等各自於截至二零一八年十二月三十一日止年度已根據香港上市規則第3.29條的規定接受不少於15小時之相關專業培訓。

### 股東權利及投資者關係 股東召開臨時股東大會程序

按本公司章程規定，本公司股東可依法請求召集、主持、參加(親身或者委派代表)參加股東大會，並行使相應的表決權。

單獨或合計持有本公司的有表決權的股份10%或以上的股東以書面形式要求召開臨時股東大會或類別股東大會時，董事會應在收到書面要求後儘快召開有關股東大會。股東要求召集臨時股東大會或者類別股東大會，應當按照下列程序辦理：

- (一) 單獨或合計持有本公司的有表決權的股份10%或以上的股東，可以簽署一份或者數份同樣格式內容的書面要求，闡明會議的議題及提請董事會召集臨時股東大會或者類別股東大會。董事會在收到前述書面要求後應當儘快召集臨時股東大會或者類別股東大會。前述股東所持本公司股份數目按股東提出書面要求日計算。
- (二) 如果董事會在收到前述書面要求後三十日內沒有發出召集會議的通告，股東有權以書面形式向監事會提議召開臨時股東大會或者類別股東大會。監事會可以在董事會收到該要求後四個月內自行召集會議；監事會不召集和主持的，連續九十日以上單獨或合計持有本公司10%或以上股份的股東可以自行召集，召集的程序應當盡可能與董事會召集股東會議的程序相同。

# Corporate Governance Report

## 企業管治報告

If shareholders convene a meeting due to the failure by the Board to duly convene the same upon receiving the abovementioned written requests, all reasonable expenses so incurred shall be borne by the Company, by deducting from such sums owed by the Company to the Director who is in breach of his duty.

To safeguard shareholder interest and rights, separate resolutions are and will be proposed at general meetings on each substantial issue, including the election of individual Directors.

The procedures for shareholder to propose a person for election as director is available on the Company's website ([www.yofc.com](http://www.yofc.com)). Shareholders may lodge written proposal at the registered office of the Company, No. 9 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, the PRC, for the attention of the Company Secretary, provided that the minimum length of period, during which such written notice is given, shall be at least seven days and that the lodgement of such notice shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

In order to ensure that other shareholders would have sufficient time to receive and consider the information of the nominated candidate(s), shareholders are urged to submit their nominations as early as practicable in advance of the relevant general meeting and, in any case, not less than 12 business days (as defined in the Hong Kong Listing Rules, i.e. day(s) on which the Hong Kong Stock Exchange is open for business of dealing in securities) before the date scheduled for holding the relevant general meeting, so that the Company can complete the verification procedure with the Company's share registrar, and procure the publication of an announcement and/or the dispatch of a supplementary circular to shareholders in compliance with the applicable requirements under the Hong Kong Listing Rules. In the event that any such nomination is received by the Company later than the 12th business day before the date of holding the relevant general meeting, the Company will need to consider whether to adjourn the relevant meeting so as to give shareholders a notice of at least 10 business days of the proposal in accordance with the Hong Kong Listing Rules.

### ENQUIRIES TO THE BOARD

According to the Articles of Association of the Company, shareholders of the Company shall have access to the Articles of Association, the personal particulars of the Company's Directors, Supervisors and senior management, minutes of general meetings, and financial statements.

股東因董事會於收到前述書面要求後未能舉行會議而自行召開會議的，其所發生的合理費用，應當由本公司承擔，並從本公司應付失職董事的款項中扣除。

為保障股東權益及權利，會就各重大事項（包括選舉個別董事）而於股東大會上提呈單獨決議案。

股東提議董事人選的程序可於本公司網站 ([www.yofc.com](http://www.yofc.com)) 查閱。股東可在本公司註冊辦事處（地址為中國湖北省武漢市東湖高新技術開發區光谷大道9號）提交書面建議，以提呈予公司秘書注意，惟前提是發出有關書面通知的最短期間須不少於七天，且遞交有關通知的日期不得早於就有關選舉舉行的股東大會通告寄發日期的後一日及不得遲於有關股東大會日期前七天。

為確保其他股東將有充足時間收到及考慮提名人選的資料，股東應於相關股東大會前在可行情況下儘早提交其提名，無論如何須不少於計劃舉行相關股東大會的日期前12個營業日（定義見香港上市規則）（即香港聯交所開門進行證券買賣業務的日子），故此本公司可於本公司股份過戶登記處完成核實程序，及根據上市規則下適用規定刊發公告及／或向股東寄發補充通函。倘本公司於舉行相關股東大會日期前12個營業日後收到有關提名，本公司將需考慮是否延遲相關大會，以根據香港上市規則就該建議向股東發出至少10個工作日的提前通告。

### 向董事會提出查詢

按本公司章程規定，本公司股東可查閱包括章程、本公司董事、監事和高級管理人員的個人資料、股東大會的會議記錄及財務報表等資料。



# Corporate Governance Report

## 企業管治報告

Request for information, materials or enquiries to the Board shall be forwarded to the Company's board secretary or sent to the mail box [ir@yofc.com](mailto:ir@yofc.com). A shareholder is required to provide written proof of his/her holding of shares in the Company (including the class and number of Shares) for verification when submitting the enquiry.

### PROPOSAL AT THE GENERAL MEETING OF THE SHAREHOLDERS

Shareholder(s) holding an aggregate of 3% or more of the Company's shares with voting rights are entitled to propose ad hoc motions in writing to the Company and the ad hoc motions by the shareholders should be proposed 10 days prior to the holding of the general meeting and be submitted or delivered in writing to the Board.

Shareholders attending the general meeting are entitled to speak. Shareholders who require to speak shall make registration before voting.

### AMENDMENT OF CONSTITUTIONAL DOCUMENTS

As a result of one of the Company's promoters changed its name, the Board made certain amendments to the Articles of Association on 24 August 2018. These amendments were approved at the 1st extraordinary general meeting held on 19 October 2018. Details of the amendments to the Articles of Association are set out in the circular of the Company dated 3 September 2018.

### COMMUNICATION WITH INVESTORS AND INVESTOR RELATIONSHIP

Through non-deal roadshow presentations around the globe, its investor relations mailbox and frequent update of information on the Company's website and other communication channels, the Company maintains close relationship with investors worldwide in a timely and efficient manner. Moreover, through corporate visits and various other channels, the Company maintains proactive and frank exchanges with investors and analysts. The Company has attached great importance to listening and accepting reasonable suggestions and opinions from shareholders and investors. It strives to continuously enhance its operating results, present a true picture of the Company's financial and operational status to shareholders and investors, actively facilitate the internal communications in respect of the feedback from the capital market, and continuously perfect and enrich the system aiming to canvass information in relation to investor relations. The management over investor relations involves an all-faceted interactive communication process.

股東查閱有關信息、索取資料或者向董事會提出查詢請求，可向本公司之董事會秘書提出查詢，或電郵至 [ir@yofc.com](mailto:ir@yofc.com)。股東應當在提出請求時向本公司提供證明其持有本公司股份（包括股份種類以及持股數量）的書面文件以供本公司核實。

### 在股東大會提出提案的程序

單獨或合計持有本公司3%或以上有表決權股份的股東，有權以書面形式向本公司提出臨時提案，而股東應於舉行股東大會十日前提出臨時提案及以書面形式提交或遞交予董事會。

股東出席股東大會有關發言。要求發言的股東應當在表決前向本公司進行發言登記。

### 章程文件修訂

二零一八年八月二十四日，由於本公司發起人名稱變更，公司建議對公司章程做出若干修訂，該等修訂已在二零一八年十月十九日召開的二零一八年第一次臨時股東大會上批准通過。章程的建議修訂載於公司日期為二零一八年九月三日的股東通函。

### 與投資者的溝通及投資者關係

本公司透過於世界各地進行的非交易路演、其投資者關係信箱及頻繁更新本公司網站信息以及其他溝通渠道，本公司及時並有效維持與全球各地投資者的緊密聯繫。此外，本公司透過公司訪問及各類其他渠道，積極及真誠與投資者及分析師交流。本公司十分重視聆聽並接受股東及投資者的合理建議和意見，致力持續改善其營運業績、向股東及投資者呈列本公司的真實財務與營運狀況、積極促進有關來自資本市場的反饋意見的內部溝通，以及持續優化及加強系統，旨在宣揚有關投資者關係的數據。投資者關係管理涉及全面互動溝通程序。

# Corporate Governance Report

## 企業管治報告

The Company considers that effective communication with shareholders is essential for enhancing investor relations and understanding of the Group's business, performance and strategies. The Company also recognises the importance of timely and non-selective disclosure of information, which will enable Shareholders and investors to make the informed investment decisions. In 2019, the Company will further step up communications and exchanges with investors, in a bid to increase their understanding of the Company, whilst canvassing the support and attention from investors, so that they may provide more valuable opinions. The Company will also put great efforts on its investor relations management to bolster the Company's position in domestic and overseas capital markets.

The annual general meeting of the Company provides an opportunity for shareholders to communicate directly with the Directors. The Chairman of the Board, the president of the Company, the chairman of each of the Board Committees and the external auditor of the Company, KPMG Huazhen LLP, will attend the annual general meeting to answer shareholders' questions.

To promote effective communication, the Company adopted a shareholders' communication policy which aims at establishing a two-way relationship and communication between the Company and its shareholders and maintains a website at [www.yofc.com](http://www.yofc.com), where up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access. The Company also maintained frequent contacts with Shareholders and investors through various channels such as meetings, conference calls, roadshows and emails. For example, the Company has set up an investor relationship mail box [ir@yofc.com](mailto:ir@yofc.com) to collect constructive feedbacks and advice through emails and answer enquiries from Shareholders and investors. In addition, the Company has arranged on-site visits to the Group's projects and non-deal roadshows for investors and research analysts.

本公司認為與股東之有效溝通，對改善投資者關係及了解本集團業務、表現及戰略甚為重要。本公司亦確認適時及非選擇性披露數據之重要性，將有助股東及投資者作出知情投資決定。於二零一九年，本公司將進一步加強與投資者的溝通及交流，藉以提高彼等對本公司的了解，同時爭取投資者的支持及關注，使彼等向本公司提供寶貴意見。本公司亦將致力管理投資者關係，以提高本公司於國內及海外資本市場的地位。

本公司股東週年大會為股東提供直接與董事溝通的機會。董事會主席、本公司總裁、各董事委員會主席及本公司外聘核數師畢馬威華振會計師事務所(特殊普通合伙)將出席股東週年大會，以回答股東提問。

為推動有效溝通，本公司採納股東通訊政策，旨在建立本公司與其股東的雙向關係及溝通，並設有網站 [www.yofc.com](http://www.yofc.com)，以供公眾人士查閱有關本公司業務營運及發展、財務資料、企業管治常規及其他數據的最新消息。本公司亦透過會面、會議、路演及電郵等各種渠道與股東及投資者保持緊密聯繫，例如，本公司已設立投資者關係郵箱 [ir@yofc.com](mailto:ir@yofc.com) 以透過電子郵件收集建設性回饋及意見及回復股東及投資者的提問。此外，本公司為投資者及研究分析師安排本集團項目的實地考察及安排非交易路演。

# Corporate Governance Report

## 企業管治報告

### INFORMATION DISCLOSURES

The Company strictly complies with the legal disclosure requirement to allow local and overseas investors to have prompt and full access to information of the operation and development of the Company by organising various investor relationship activities. In the future, the Company will maintain regular communication with local and overseas investors through telephone, mail and personal interview. The Company will also voluntarily and promptly disclose information of the Company on the websites of the Hong Kong Stock Exchange and the Company in accordance with the requirements of the Hong Kong Listing Rules. The Company will maintain its good corporate governance reputation by enhancing the transparency of the Company.

The Company has an investor relationship department to strengthen and regulate the communication between the Company and its investors and potential investors as well as improve the understanding of the Company by the investors.

Corporate governance is a permanent strategic system of the Company. The Company will further improve its risk management and internal control in accordance with the regulatory requirements of the jurisdiction in which its shares are listed and the chances in the capital market as well as the expectation of investors. The Company will continue to review and improve its corporate governance and enhance the transparency of information disclosure to ensure the stable and healthy development of the Company and the increase in shareholders' value.

### 2018 ANNUAL GENERAL MEETING

All shareholders are encouraged to attend the forthcoming annual general meeting and exercise their rights to vote. Further details of business to be transacted at the annual general meeting are set out in the Company's circular which has been despatched to the Shareholders on 11 April 2019 and posted on the websites of the Hong Kong Stock Exchange and the Company.

### 資料披露

本公司在嚴格履行法定信息披露義務的基礎上，通過組織多種形式的投資者關係活動，使境內外投資者能夠及時和充分地獲取有關本公司的運營和發展狀況的資料。於未來的日子裏，本公司將通過電話、信件、私人會面等方式與境內外投資者保持日常聯繫，並通過香港聯交所及本公司網站根據香港上市規則的規定主動及時披露信息。通過增強本公司的信息透明度，本公司將維持良好的企業管治形象。

本公司設有投資者關係部門，以加強及規管本公司與其投資者及潛在投資者之間的通訊聯繫，讓投資者對本公司有所了解。

本公司歷來將公司治理作為一項長期的戰略體系，未來本公司將根據其股份上市地的規管要求、資本市場機遇及投資者的期望，強化風險管理和內部控制，不斷檢討和提高企業管治水平，增強信息披露透明度，以確保本公司的穩健發展及股東價值的持續提升。

### 二零一八股東週年大會

謹此鼓勵全體股東出席即將舉行的股東週年大會及行使彼等的投票權。載有更多有關股東週年大會事項的詳情的本公司通函，已於二零一九年四月十一日寄發予股東並刊載於香港聯交所及本公司網站。



# Report of the Board of Supervisors

## 監事會報告

Dear Shareholders,

During the reporting period, all members of the Board of Supervisors conscientiously performed their supervisory duties and earnestly safeguarded the interests of the shareholders and the Company in accordance with the requirements of the relevant laws and regulations such as the PRC Company Law and the Articles of Association of the Company.

During the reporting period, the information of the Board of Supervisors Meetings is as below:

尊敬的各位股東：

本報告期內，監事會全體成員按照《中華人民共和國公司法》和公司章程等有關規定，恪盡職守，認真履行監督職責，切實維護股東權益和企業利益。

本報告期內，監事會會議召開情況如下：

Meeting 會議屆次	Date 召開時間	Resolution 會議決議	Remark 備註
4 <sup>th</sup> meeting of 2 <sup>nd</sup> Term Board of Supervisors 第二屆監事會第四次會議	17 January, 2018 二零一八年一月十七日	Resolutions on 4 <sup>th</sup> meeting of 2 <sup>nd</sup> Term Board of Supervisors 第二屆監事會第四次會議決議	No 無
5 <sup>th</sup> meeting of 2 <sup>nd</sup> Term Board of Supervisors 第二屆監事會第五次會議	12 March, 2018 二零一八年三月十二日	Resolutions on 5 <sup>th</sup> meeting of 2 <sup>nd</sup> Term Board of Supervisors 第二屆監事會第五次會議決議	No 無
6 <sup>th</sup> meeting of 2 <sup>nd</sup> Term Board of Supervisors 第二屆監事會第六次會議	22 March, 2018 二零一八年三月二十二日	Resolutions on 6 <sup>th</sup> meeting of 2 <sup>nd</sup> Term Board of Supervisors 第二屆監事會第六次會議決議	No 無
7 <sup>th</sup> meeting of 2 <sup>nd</sup> Term Board of Supervisors 第二屆監事會第七次會議	27 April, 2018 二零一八年四月二十七日	Resolutions on 7 <sup>th</sup> meeting of 2 <sup>nd</sup> Term Board of Supervisors 第二屆監事會第七次會議決議	No 無
8 <sup>th</sup> meeting of 2 <sup>nd</sup> Term Board of Supervisors 第二屆監事會第八次會議	15 May, 2018 二零一八年五月十五日	Resolutions on 8 <sup>th</sup> meeting of 2 <sup>nd</sup> Term Board of Supervisors 第二屆監事會第八次會議決議	No 無
9 <sup>th</sup> meeting of 2 <sup>nd</sup> Term Board of Supervisors 第二屆監事會第九次會議	27 July, 2018 二零一八年七月二十七日	Resolutions on 9 <sup>th</sup> meeting of 2 <sup>nd</sup> Term Board of Supervisors 第二屆監事會第九次會議決議	No 無
10 <sup>th</sup> meeting of 2 <sup>nd</sup> Term Board of Supervisors 第二屆監事會第十次會議	24 August, 2018 二零一八年八月二十四日	Resolutions on 10 <sup>th</sup> meeting of 2 <sup>nd</sup> Term Board of Supervisors 第二屆監事會第十次會議決議	No 無
11 <sup>th</sup> meeting of 2 <sup>nd</sup> Term Board of Supervisors 第二屆監事會第十一次會議	26 October, 2018 二零一八年十月二十六日	Resolutions on 11 <sup>th</sup> meeting of 2 <sup>nd</sup> Term Board of Supervisors 第二屆監事會第十一次會議決議	No 無
12 <sup>th</sup> meeting of 2 <sup>nd</sup> Term Board of Supervisors 第二屆監事會第十二次會議	14 December, 2018 二零一八年十二月十四日	Resolutions on 12 <sup>th</sup> meeting of 2 <sup>nd</sup> Term Board of Supervisors 第二屆監事會第十二次會議決議	No 無

# Report of the Board of Supervisors

## 監事會報告

During the reporting period, the other issues that the Board of Supervisors has noticed are as below:

The Board of Supervisors is of the opinion that, all members of the Board of Directors and senior management of the Company have complied with the laws and regulations, and performed their duties in accordance with the Articles of Association of the Company in 2018. In addition, they have also safeguarded the interests of the shareholders, earnestly carried out various resolutions of the general meetings and the board meetings, and operated strictly in accordance with the regulatory requirements for a listed company. The Board of Supervisors was not aware of any violation of relevant national laws and regulations and the Articles of Association, or any acts which would violate the interests of the Company.

The Board of Supervisors carefully reviewed the financial statements of the Company for 2018 which were audited by external auditors who have issued an unqualified opinion, and is intended to be submitted by the Board of Directors to the general meeting, and other relevant information. The Board of Supervisors is of the opinion that the financial statements give an objective and true view of the Company's financial position and operating results.

In 2019, to safeguard the interests of the shareholders and the interests of the Company and emphasize the fulfillment of the promises made to the shareholders, the Board of Supervisors will continue to perform its supervisory duties diligently over the major decisions and key operating activities in accordance with the PRC Company Law and the Articles of Association of the Company.

By order of the Board of Supervisors  
**Wang Rui Chun**  
*Chairperson of the Board of Supervisors*

Wuhan, PRC  
22 March 2019

本報告期內，監事會關注到的其他事項如下：

本監事會認為，二零一八年度公司董事會全體成員及高級管理人員遵紀守法、履行公司章程規定的職責，維護股東權益，認真執行股東大會和董事會的各項決議，嚴格按照上市公司規範進行運作，未發現有違反國家法律、法規和公司章程以及損害公司利益的行為。

本監事會認真審核了董事會擬提交股東大會、按照相關規定編製並經外部審計師出具無保留意見的二零一八年度財務報告等資料，認為該報告客觀、真實地反映了公司財務狀況和經營成果。

二零一九年，本監事會將繼續嚴格依照《中華人民共和國公司法》和公司章程的有關規定，以維護股東權益和公司利益為己任，以監督公司落實對股東所作承諾為重點，進一步加強對重大決策和重要經營活動的監督檢查力度，認真履行好職責。

承監事會命  
**王瑞春**  
*監事會主席*

中國武漢  
二零一九年三月二十二日

# Auditor's Report

## 審計報告

KPMG Huazhen Shen Zi No. 1901552.

The Shareholders of Yangtze Optical Fibre and Cable Joint Stock Limited Company:

### OPINION

We have audited the accompanying financial statements of Yangtze Optical Fibre and Cable Joint Stock Limited Company ("YOFC"), which comprise the consolidated and company balance sheets as at 31 December 2018, the consolidated and company income statements, the consolidated and company cash flow statements, the consolidated and company statements of changes in shareholders' equity for the year then ended, and notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated and company financial position of YOFC as at 31 December 2018, and the consolidated and company financial performance and cash flows of YOFC for the year then ended in accordance with Accounting Standards for Business Enterprises ("CASBE") issued by the Ministry of Finance of the People's Republic of China.

### BASIS FOR OPINION

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

畢馬威華振審字第 1901552 號

長飛光纖光纜股份有限公司全體股東：

### 審計意見

我們審計了後附的長飛光纖光纜股份有限公司(以下簡稱「長飛公司」)財務報表，包括2018年12月31日的合併及母公司資產負債表，2018年度的合併及母公司利潤表、合併及母公司現金流量表、合併及母公司股東權益變動表以及相關財務報表附註。

我們認為，後附的財務報表在所有重大方面按照中華人民共和國財政部頒佈的企業會計準則(以下簡稱「企業會計準則」)的規定編製，公允反映了長飛公司2018年12月31日的合併及母公司財務狀況以及2018年度的合併及母公司經營成果和現金流量。

### 形成審計意見的基礎

我們按照中國註冊會計師審計準則(以下簡稱「審計準則」)的規定執行了審計工作。審計報告的「註冊會計師對財務報表審計的責任」部分進一步闡述了我們在這些準則下的責任。按照中國註冊會計師職業道德守則，我們獨立於長飛公司，並履行了職業道德方面的其他責任。我們相信，我們獲取的審計證據是充分、適當的，為發表審計意見提供了基礎。



### KEY AUDIT MATTERS

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

#### Valuation of trade receivables

Refer to Note III.8 of the significant accounting policies and accounting estimates and Note V.3 to the consolidated financial statements.

### 關鍵審計事項

關鍵審計事項是我們根據職業判斷，認為對本期財務報表審計最為重要的事項。這些事項的應對以對財務報表整體進行審計並形成審計意見為背景，我們不對這些事項單獨發表意見。

#### 應收賬款壞賬準備

請參閱財務報表附註「三、公司重要會計政策、會計估計」8所述的會計政策及「五、合併財務報表項目註釋」3。

#### The Key Audit Matter 關鍵審計事項

At 31 December 2018, the balance of trade receivables of YOFC and its subsidiaries ("YOFC Group") amounted to RMB3,070 million, against which loss allowances for expected credit loss of approximately RMB93 million were recorded. The balance of trade receivables of YOFC Group mainly comprised amounts due from the major state-owned telecommunications companies and independent third parties.

The recoverability of YOFC Group's trade receivables is very dependent on the financial condition of the telecommunications industry customers.

2018年12月31日，長飛公司及其子公司（以下簡稱「長飛集團」）的應收賬款餘額為人民幣3,070百萬元，已計提的應收賬款壞賬準備金額為人民幣93百萬元，主要包括應收中國電信網絡運營商及獨立第三方款項。

長飛集團應收賬款的可收回性主要取決於電信行業客戶的財務狀況。

#### How the matter was addressed in our audit 在審計中如何應對該事項

Our audit procedures to assess the valuation of trade receivables included the following:

- obtaining an understanding of and assessing the design, implementation and operating effectiveness of management's key internal controls relating to credit control, debt collection and making loss allowance for expected credit loss;
  - assessing the categorisation of items in the trade receivables ageing report by comparing the total amount in the ageing report with the general ledger and by comparing, on a sample basis, individual items in the ageing report with the underlying sales invoices;
- 與評價應收賬款壞賬準備相關的審計程序中包括以下程序：
- 了解並評價管理層與客戶授信額度、應收賬款收回及壞賬準備計提相關的關鍵財務報告內部控制的設計和運行有效性；
  - 將應收賬款賬齡分析報告中的合計餘額與總帳金額進行核對。選取樣本，將賬齡分析報告中的特定項目與相關簽收單進行核對，評價應收賬款賬齡分析報告中賬齡區間劃分是否恰當；

# Auditor's Report

## 審計報告

### Valuation of trade receivables

Refer to Note III.8 of the significant accounting policies and accounting estimates and Note V.3 to the consolidated financial statements.

### 應收賬款壞賬準備

請參閱財務報表附註「三、公司重要會計政策、會計估計」8所述的會計政策及「五、合併財務報表項目註釋」3。

### The Key Audit Matter

#### 關鍵審計事項

The management measures impairment losses for trade receivables at an amount equal to lifetime expected credit loss, which is calculated using a provision matrix. Expected loss rates are based on actual loss experience over the past five years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the group's view of economic conditions over the expected lives of the receivables. As the management's historical credit loss experience indicates different loss patterns for different customer segments, the loss allowance based on past due status is further distinguished between the group's different customer bases. All of these factors involve a significant degree of management judgement.

We identified the valuation of trade receivables as a key audit matter because of the significance of the balance of trade receivables to the consolidated financial statements and because of the inherent uncertainty in management's exercise of judgement in determining the level of loss allowance for expected credit loss.

管理層始終按照相當於整個存續期內預期信用損失的金額計量應收賬款的減值準備，並以逾期天數與違約損失率對照表為基礎計算其預期信用損失。違約損失率基於過去5年的實際信用損失經驗計算，並根據歷史數據收集期間的經濟狀況、當前的經濟狀況與本集團所認為的預計存續期內的經濟狀況三者之間的差異進行調整。在估計預期壞賬損失時，根據管理層的歷史經驗，不同細分客戶群體發生損失的情況存在差異，因此管理層根據歷史經驗區分不同的客戶群體根據逾期信息計算減值準備。以上這些因素均涉及重大的管理層判斷。

由於財務報表中應收賬款的金額重大，並且管理層在評估壞賬準備時進行的判斷存在固有不确定性，我們將應收賬款壞賬準備識別為關鍵審計事項。

### How the matter was addressed in our audit

#### 在審計中如何應對該事項

obtaining an understanding of the basis of management's judgements about the recoverability of individual material trade receivables balances and evaluating these judgements with reference to the debtors' financial condition, the ageing of overdue balances and the historical settlement experience;

assessing the assumptions and estimates made by the management for the provisions for doubtful debts calculated based on a collective assessment by performing a retrospective review of the historical accuracy of these estimates.

recalculating YOFC Group's provision with reference to YOFC Group's policy for collective assessment;

assessing the disclosures in the consolidated financial statements in respect of assessing impairment of trade receivables and credit risk management with reference to the requirements of the prevailing accounting standards.

- 了解管理層就個別重大應收賬款可收回性的判斷基礎，詢問並了解客戶財務狀況、逾期賬齡及過往結算情況，以評價管理層計提應收賬款壞賬準備所作判斷的合理性；
- 通過檢查過往已計提減值的應收賬款的後續實際核銷或轉回的情況，評價管理層評估應收賬款減值損失的歷史準確性；
- 根據長飛集團應收賬款壞賬準備計提政策，檢查應收賬款壞賬準備金額的計算；
- 評價財務報表的相關披露是否符合企業會計準則的要求。

# Auditor's Report

## 審計報告

### OTHER INFORMATION

YOFC's management is responsible for the other information. The other information comprises all the information included in 2018 annual report of YOFC, other than the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Accounting Standards for Business Enterprises, and for the design, implementation and maintenance of such internal control necessary to enable that the financial statements are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing YOFC's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate YOFC or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing YOFC's financial reporting process.

### 其他信息

長飛公司管理層對其他信息負責。其他信息包括長飛公司2018年年度報告中涵蓋的信息，但不包括財務報表和我們的審計報告。

我們對財務報表發表的審計意見不涵蓋其他信息，我們也不對其他信息發表任何形式的鑒證結論。

結合我們對財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與財務報表或我們在審計過程中了解到的情況存在重大不一致或者似乎存在重大錯報。

基於我們已執行的工作，如果我們確定其他信息存在重大錯報，我們應當報告該事實。在這方面，我們無任何事項需要報告。

### 管理層和治理層對財務報表的責任

管理層負責按照企業會計準則的規定編製財務報表，使其實現公允反映，並設計、執行和維護必要的內部控制，以使財務報表不存在由於舞弊或錯誤導致的重大錯報。

在編製財務報表時，管理層負責評估長飛公司的持續經營能力，披露與持續經營相關的事項（如適用），並運用持續經營假設，除非長飛公司計劃進行清算、終止運營或別無其他現實的選擇。

治理層負責監督長飛公司的財務報告過程。



# Auditor's Report

## 審計報告

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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with CSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with CSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of YOFC's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

### 註冊會計師對財務報表審計的責任

我們的目標是對財務報表整體是否不存在由於舞弊或錯誤導致的重大錯報獲取合理保證，並出具包含審計意見的審計報告。合理保證是高水平的保證，但並不能保證按照審計準則執行的審計在某一重大錯報存在時總能發現。錯報可能由於舞弊或錯誤導致，如果合理預期錯報單獨或匯總起來可能影響財務報表使用者依據財務報表作出的經濟決策，則通常認為錯報是重大的。

在按照審計準則執行審計工作的過程中，我們運用職業判斷，並保持職業懷疑。同時，我們也執行以下工作：

- 識別和評估由於舞弊或錯誤導致的財務報表重大錯報風險，設計和實施審計程序以應對這些風險，並獲取充分、適當的審計證據，作為發表審計意見的基礎。由於舞弊可能涉及串通、偽造、故意遺漏、虛假陳述或凌駕於內部控制之上，未能發現由於舞弊導致的重大錯報的風險高於未能發現由於錯誤導致的重大錯報的風險。
- 了解與審計相關的內部控制，以設計恰當的審計程序，但目的並非對內部控制的有效性發表意見。
- 評價管理層選用會計政策的恰當性和作出會計估計及相關披露的合理性。

# Auditor's Report

## 審計報告

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on YOFC's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause YOFC to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within YOFC to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 對管理層使用持續經營假設的恰當性得出結論。同時，根據獲取的審計證據，就可能導致對長飛公司持續經營能力產生重大疑慮的事項或情況是否存在重大不確定性得出結論。如果我們得出結論認為存在重大不確定性，審計準則要求我們在審計報告中提請報表使用者注意財務報表中的相關披露；如果披露不充分，我們應當發表非無保留意見。我們的結論基於截至審計報告日可獲得的信息。然而，未來的事項或情況可能導致長飛公司不能持續經營。
- 評價財務報表的總體列報、結構和內容(包括披露)，並評價財務報表是否公允反映相關交易和事項。
- 就長飛公司中實體或業務活動的財務信息獲取充分、適當的審計證據，以對財務報表發表審計意見。我們負責指導、監督和執行集團審計，並對審計意見承擔全部責任。

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.

我們與治理層就計劃的審計範圍、時間安排和重大審計發現等事項進行溝通，包括溝通我們在審計中識別出的值得關注的內部控制缺陷。

我們還就已遵守與獨立性相關的職業道德要求向治理層提供聲明，並與治理層溝通可能被合理認為影響我們獨立性的所有關係和其他事項，以及相關的防範措施(如適用)。

# Auditor's Report

## 審計報告

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

從與治理層溝通的事項中，我們確定哪些事項對本期財務報表審計最為重要，因而構成關鍵審計事項。我們在審計報告中描述這些事項，除非法律法規禁止公開披露這些事項，或在極少數情形下，如果合理預期在審計報告中溝通某事項造成的負面後果超過在公眾利益方面產生的益處，我們確定不應在審計報告中溝通該事項。

KPMG Huazhen LLP

Certified Public Accountants  
Registered in the People's  
Republic of China

畢馬威華振  
會計師事務所  
(特殊普通合伙)

中國註冊會計師

Wang Ting (Engagement Partner)

王婷(項目合夥人)

Beijing, China

Xu Weiran  
22 March 2019

中國北京

徐未然  
2019年3月22日



# Consolidated Balance Sheet

## 合併資產負債表

(Expressed in Renminbi "RMB")  
(除特別註明外，金額單位為人民幣元)

			31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
	Note 附註			
<b>ASSETS</b>		<b>資產</b>		
<b>Current assets:</b>		<b>流動資產：</b>		
Cash and cash equivalents	V.1 五、1	貨幣資金	2,684,163,417	1,799,513,559
Financial assets held for trading	V.2 五、2	交易性金融資產	32,913,367	—
Financial assets at fair value through profit or loss	V.2 五、2	以公允價值計量且其變動計入 當期損益的金融資產	—	4,599,225
Available-for-sale financial assets	V.8 五、8	可供出售金融資產	—	37,513,923
Trade and bills receivable	V.3 五、3	應收票據及應收賬款	3,417,463,236	2,423,203,876
Prepayments for raw materials	V.4 五、4	預付款項	92,445,336	74,833,629
Other receivables	V.5 五、5	其他應收款	135,603,164	111,722,888
Inventories	V.6 五、6	存貨	995,149,268	730,468,166
Other current assets	V.7 五、7	其他流動資產	130,323,468	47,040,053
<b>Total current assets</b>		<b>流動資產合計</b>	<b>7,488,061,256</b>	<b>5,228,895,319</b>
<b>Non-current assets:</b>		<b>非流動資產：</b>		
Available-for-sale financial assets	V.8 五、8	可供出售金融資產	—	101,234,501
Long-term receivables		長期應收款	—	20,000,000
Long-term equity investments	V.9 五、9	長期股權投資	1,626,151,304	1,241,866,472
Investments in other equity instruments	V.10 五、10	其他權益工具投資	64,829,201	—
Fixed assets	V.11 五、11	固定資產	2,016,583,574	1,921,458,636
Construction in progress	V.12 五、12	在建工程	1,170,820,370	164,473,273
Intangible assets	V.13 五、13	無形資產	291,972,356	328,050,231
Long-term deferred expenses		長期待攤費用	1,313,700	2,081,726
Deferred tax assets	V.14 五、14	遞延所得稅資產	84,664,986	55,242,983
Other non-current assets	V.15 五、15	其他非流動資產	141,485,562	104,460,862
<b>Total non-current assets</b>		<b>非流動資產合計</b>	<b>5,397,821,053</b>	<b>3,938,868,684</b>
<b>Total assets</b>		<b>資產總計</b>	<b>12,885,882,309</b>	<b>9,167,764,003</b>

Notes to financial statements set out on pages 128 to 339 form part of these financial statements.

刊載於第128頁至339頁的財務報表附註為本財務報表的組成部分。

# Consolidated Balance Sheet

## 合併資產負債表

(Expressed in Renminbi "RMB")

(除特別註明外，金額單位為人民幣元)

			31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
	Note 附註			
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>負債和股東權益</b>		
<b>Current liabilities:</b>		<b>流動負債：</b>		
Current bank loans	V.16 五、16	短期借款	276,645,808	495,013,000
Trade and bills payable	V.17 五、17	應付票據及應付賬款	1,508,113,413	1,345,760,112
Receipt in advance	V.18 五、18	預收款項	—	241,566,904
Employee benefits payable	V.19 五、19	應付職工薪酬	445,025,136	304,003,980
Taxes payable	V.20 五、20	應交稅費	166,438,867	188,455,821
Other payables	V.21 五、21	其他應付款	499,521,371	359,005,281
Contract liabilities	V.22 五、22	合同負債	179,060,964	—
Non-current liabilities due within one year	V.23 五、23	一年內到期的非流動負債	275,223,750	13,818,333
<b>Total current liabilities</b>		<b>流動負債合計</b>	<b>3,350,029,309</b>	<b>2,947,623,431</b>
<b>Non-current liabilities:</b>		<b>非流動負債：</b>		
Non-current bank loans	V.24 五、24	長期借款	817,000,000	481,290,000
Deferred income	V.25 五、25	遞延收益	79,900,611	83,223,111
Other non-current liabilities	V.26 五、26	其他非流動負債	262,623,183	169,799,283
<b>Total non-current liabilities</b>		<b>非流動負債合計</b>	<b>1,159,523,794</b>	<b>734,312,394</b>
<b>Total liabilities</b>		<b>負債合計</b>	<b>4,509,553,103</b>	<b>3,681,935,825</b>

Notes to financial statements set out on pages 128 to 339 form part of these financial statements.

刊載於第128頁至339頁的財務報表附註為本財務報表的組成部分。

# Consolidated Balance Sheet

## 合併資產負債表

(Expressed in Renminbi "RMB")  
(除特別註明外，金額單位為人民幣元)

	Note	31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
<b>LIABILITIES AND SHAREHOLDERS' EQUITY (Cont'd)</b>			
<b>Shareholders' equity:</b>			
Share capital	V.27 五、27	757,905,108	682,114,598
Capital reserve	V.28 五、28	3,353,543,988	1,551,725,933
Other comprehensive income	V.29 五、29	26,180,356	66,464,721
Surplus reserve	V.30 五、30	557,383,759	402,047,041
Retained earnings	V.31 五、31	3,493,020,983	2,535,966,730
<b>Total equity attributable to equity shareholders of the Company</b>		<b>8,188,034,194</b>	<b>5,238,319,023</b>
<b>Non-controlling interests</b>		<b>188,295,012</b>	<b>247,509,155</b>
<b>Total equity</b>		<b>8,376,329,206</b>	<b>5,485,828,178</b>
<b>Total liabilities and shareholders' equity</b>		<b>12,885,882,309</b>	<b>9,167,764,003</b>

The financial statements were approved by the Board of Directors on 22 March 2019.

此財務報表已於2019年3月22日獲董事會批准。

Legal representative  
of the Company:  
法定代表人：  
Ma Jie  
馬杰  
(Signature and Seal)  
(簽名和蓋章)

The person in charge  
of accounting affairs:  
主管會計工作的公司負責人：  
Zhuang Dan  
莊丹  
(Signature and Seal)  
(簽名和蓋章)

The head of the  
accounting department:  
會計機構負責人：  
Liang Guanning  
梁冠寧  
(Signature and Seal)  
(簽名和蓋章)

(Seal of the Company)  
(公司蓋章)

Notes to financial statements set out on pages 128 to 339 form part of these financial statements.

刊載於第128頁至339頁的財務報表附註為本財務報表的組成部分。



# Balance Sheet

## 母公司資產負債表

(Expressed in Renminbi "RMB")

(金額單位：人民幣元)

		Note	31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
		附註		
<b>ASSETS</b>	<b>資產</b>			
<b>Current assets:</b>	<b>流動資產：</b>			
Cash and cash equivalents	貨幣資金		2,206,124,328	1,430,201,714
Financial assets held for trading	交易性金融資產		4,641,987	—
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產		—	4,599,225
Trade and bills receivable	應收票據及應收賬款	XV.1 十五、1	3,618,173,316	2,382,983,152
Prepayment for raw materials	預付款項		75,598,848	60,504,029
Other receivables	其他應收款	XV.2 十五、2	984,888,122	270,847,125
Inventories	存貨		680,393,467	524,109,364
Other current assets	其他流動資產		—	—
<b>Total current assets</b>	<b>流動資產合計</b>		<b>7,569,820,068</b>	<b>4,673,244,609</b>
<b>Non-current assets:</b>	<b>非流動資產：</b>			
Available-for-sale financial assets	可供出售金融資產		—	101,024,501
Long-term receivables	長期應收款		498,400,000	359,000,000
Long-term equity investments	長期股權投資	XV.3 十五、3	2,597,918,844	2,060,065,163
Investments in other equity instruments	其他權益工具投資		64,619,201	—
Fixed assets	固定資產		983,410,606	992,648,685
Construction in progress	在建工程		105,872,190	31,448,673
Intangible assets	無形資產		106,711,179	109,140,798
Deferred tax assets	遞延所得稅資產		42,826,762	28,151,433
Other non-current assets	其他非流動資產		10,956,623	40,552,786
<b>Total non-current assets</b>	<b>非流動資產合計</b>		<b>4,410,715,405</b>	<b>3,722,032,039</b>
<b>Total assets</b>	<b>資產總計</b>		<b>11,980,535,473</b>	<b>8,395,276,648</b>

Notes to financial statements set out on pages 128 to 339 form part of these financial statements.

刊載於第128頁至339頁的財務報表附註為本財務報表的組成部分。

# Balance Sheet

## 母公司資產負債表

(Expressed in Renminbi "RMB")

(金額單位：人民幣元)

	Note	31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>Current liabilities:</b>			
Current bank loans		238,556,208	478,013,000
Trade and bills payable		2,096,084,468	1,595,692,522
Receipt in advance		—	134,778,345
Employee benefits payable		403,718,062	272,680,696
Taxes payable		139,388,988	173,338,541
Other payables		222,444,816	223,784,717
Contract liabilities		180,198,927	—
Non-current liabilities due within one year		269,110,467	10,923,800
<b>Total current liabilities</b>		<b>3,549,501,936</b>	<b>2,889,211,621</b>
<b>Non-current liabilities:</b>			
Non-current bank loans		817,000,000	462,590,000
Deferred income		31,209,940	36,700,407
Other non-current liabilities		94,093,183	93,199,283
<b>Total non-current liabilities</b>		<b>942,303,123</b>	<b>592,489,690</b>
<b>Total liabilities</b>		<b>4,491,805,059</b>	<b>3,481,701,311</b>

Notes to financial statements set out on pages 128 to 339 form part of these financial statements.

刊載於第128頁至339頁的財務報表附註為本財務報表的組成部分。

# Balance Sheet

## 母公司資產負債表

(Expressed in Renminbi "RMB")

(金額單位：人民幣元)

	Note	31 December 2018 2018年 12月31日	31 December 2017 2017年 12月31日
	附註		
<b>LIABILITIES AND SHAREHOLDERS' EQUITY (Cont'd)</b>			
<b>負債和股東權益(續)</b>			
<b>Shareholders' equity:</b>			
<b>股東權益：</b>			
Share capital		757,905,108	682,114,598
股本			
Capital reserve		3,368,644,794	1,550,098,130
資本公積			
Other comprehensive income		27,582,247	60,685,225
其他綜合收益			
Surplus reserve		557,383,759	402,047,041
盈餘公積			
Retained earnings		2,777,214,506	2,218,630,343
未分配利潤			
<b>Total equity</b>		<b>7,488,730,414</b>	<b>4,913,575,337</b>
<b>股東權益合計</b>			
<b>Total liabilities and shareholders' equity</b>		<b>11,980,535,473</b>	<b>8,395,276,648</b>
<b>負債和股東權益總計</b>			

The financial statements were approved by the Board of Directors on 22 March 2019.

此財務報表已於2019年3月22日獲董事會批准。

Legal representative  
of the Company:

法定代表人：

Ma Jie

馬杰

(Signature and Seal)

(簽名和蓋章)

The person in charge  
of accounting affairs:

主管會計工作的公司負責人：

Zhuang Dan

莊丹

(Signature and Seal)

(簽名和蓋章)

The head of the  
accounting department:

會計機構負責人：

Liang Guanning

梁冠寧

(Signature and Seal)

(簽名和蓋章)

(Seal of the Company)

(公司蓋章)

Notes to financial statements set out on pages 128 to 339 form part of these financial statements.

刊載於第128頁至339頁的財務報表附註為本財務報表的組成部分。



# Consolidated Income Statement

## 合併利潤表

(Expressed in Renminbi "RMB")

(金額單位：人民幣元)

		Note 附註	2018 2018年	2017 2017年
I. Revenue	一、營業收入	V.32 五、32	11,359,764,086	10,366,083,659
II. Less: Cost of sales	二、減：營業成本	V.32 五、32	8,131,340,393	7,576,882,915
Taxes and surcharges	税金及附加	V.33 五、33	61,749,553	63,717,191
Selling expenses	銷售費用	V.34 五、34	385,304,803	304,884,581
Administrative expenses	管理費用	V.35 五、35	646,920,902	565,267,682
R&D expenses	研發費用	V.36 五、36	516,757,100	402,799,706
Financial expenses	財務費用	V.37 五、37	40,148,836	78,156,390
Including: Interest expenses	其中：利息費用		44,799,968	56,989,336
Interest revenue	利息收入		27,871,149	14,568,237
Impairment losses	資產減值損失	V.38 五、38	38,615,213	117,329,577
Credit losses	信用減值損失	V.39 五、39	48,290,427	—
Add: Other income	加：其他收益	V.40 五、40	27,858,039	31,055,191
Investment income	投資收益	V.41 五、41	151,058,214	161,089,680
Including: Income from investment in associates and joint ventures	其中：對聯營企業和合營企業的投資收益		152,089,231	159,121,150
Gains from changes in fair value	公允價值變動收益	V.42 五、42	257,993	240,422
Losses from asset disposals	資產處置損失	V.43 五、43	(2,741,721)	(2,729,458)
III. Operating profit	三、營業利潤		1,667,069,384	1,446,701,452
Add: Non-operating income	加：營業外收入	V.44 五、44	3,514,740	1,703,021
Less: Non-operating expenses	減：營業外支出	V.44 五、44	1,059,066	1,530,284
IV. Profit before taxation	四、利潤總額		1,669,525,058	1,446,874,189
Less: Income tax	減：所得稅費用	V.45 五、45	181,494,174	212,295,105
V. Profit for the year	五、淨利潤		1,488,030,884	1,234,579,084
Profit for the year attributable to equity shareholders of the Company	歸屬於母公司股東的淨利潤		1,489,185,053	1,268,353,170
Non-controlling interests	少數股東損益		(1,154,169)	(33,774,086)

Notes to financial statements set out on pages 128 to 339 form part of these financial statements.

刊載於第128頁至339頁的財務報表附註為本財務報表的組成部分。

# Consolidated Income Statement

## 合併利潤表

(Expressed in Renminbi "RMB")

(金額單位：人民幣元)

	Note 附註	2018 2018年	2017 2017年
<b>VI. Other comprehensive income, net of tax</b>	<b>六·其他綜合收益的稅後淨額</b>		
Other comprehensive income (net of tax) attributable to shareholders of the Company	歸屬母公司股東的其他綜合收益的稅後淨額：	<b>(38,125,893)</b>	(21,977,923)
(1) Items that can not be reclassified subsequently to profit or loss	(一) 不能重分類進損益的其他綜合收益		
Changes in fair value of investments in other equity instruments	其他權益工具投資公允價值變動	<b>(31,142,485)</b>	—
(2) Items that may be reclassified subsequently to profit or loss	(二) 將重分類進損益的其他綜合收益		
1. Gains or losses arising from changes in fair value of available-for-sale financial assets	1. 可供出售金融資產公允價值變動損益	—	(15,010,600)
2. Exchange differences on translation of financial statements of overseas subsidiaries	2. 外幣財務報表折算差額	<b>(6,983,408)</b>	(6,967,323)
Other comprehensive income (net of tax) attributable to non-controlling interests	歸屬於少數股東的其他綜合收益的稅後淨額：	<b>(5,393,685)</b>	(3,021,381)
<b>VII. Total comprehensive income for the year</b>	<b>七·綜合收益總額</b>	<b>1,444,511,306</b>	1,209,579,780
Total comprehensive income attributable to equity shareholders of the Company	歸屬於母公司股東的綜合收益總額	<b>1,451,059,160</b>	1,246,375,247
Total comprehensive income attributable to non-controlling interests	歸屬於少數股東的綜合收益總額	<b>(6,547,854)</b>	(36,795,467)
<b>VIII. Earnings per share:</b>	<b>八·每股收益：</b>		
(1) Basic earnings per share	(一) 基本每股收益	V.46 五、46	2.09
(2) Diluted earnings per share	(二) 稀釋每股收益	V.46 五、46	2.09

The financial statements were approved by the Board of Directors on 22 March 2019.

此財務報表已於2019年3月22日獲董事會批准。

Legal representative  
of the Company:

法定代表人：

Ma Jie

馬杰

(Signature and Seal)

(簽名和蓋章)

The person in charge

of accounting affairs:

主管會計工作的公司負責人：

Zhuang Dan

莊丹

(Signature and Seal)

(簽名和蓋章)

The head of the

accounting department:

會計機構負責人：

Liang Guanning

梁冠寧

(Signature and Seal)

(簽名和蓋章)

(Seal of the Company)

(公司蓋章)

Notes to financial statements set out on pages 128 to 339 form part of these financial statements.

刊載於第128頁至339頁的財務報表附註為本財務報表的組成部分。

# Income Statement

## 母公司利潤表

(Expressed in Renminbi "RMB")

(金額單位：人民幣元)

		Note 附註	2018 2018年	2017 2017年
<b>I. Revenue</b>	<b>一、營業收入</b>	XV.4十五、4	<b>12,410,538,144</b>	<b>11,316,121,982</b>
Less: Cost of sales	減：營業成本	XV.4十五、4	<b>10,039,844,684</b>	<b>9,131,872,358</b>
Taxes and surcharges	稅金及附加		<b>52,977,599</b>	<b>55,524,185</b>
Selling expenses	銷售費用		<b>311,170,183</b>	<b>246,397,446</b>
Administrative expenses	管理費用		<b>502,791,211</b>	<b>439,676,140</b>
R&D expenses	研發費用		<b>372,489,793</b>	<b>292,493,901</b>
Financial expenses	財務費用		<b>27,288,596</b>	<b>60,096,106</b>
Including: Interest expenses	其中：利息費用		<b>58,268,239</b>	<b>58,062,869</b>
Interest revenue	利息收入		<b>55,582,087</b>	<b>27,642,271</b>
Impairment losses	資產減值損失		<b>17,045,252</b>	<b>194,718,033</b>
Credit losses	信用減值損失		<b>41,022,309</b>	<b>—</b>
Add: Other income	加：其他收益		<b>18,453,960</b>	<b>24,481,378</b>
Investment income	投資收益	XV.5十五、5	<b>155,783,736</b>	<b>159,611,732</b>
Including: Income from investment in associates and joint ventures	其中：對聯營企業和合營企業的投資收益		<b>152,089,231</b>	<b>159,121,150</b>
(Losses)/gains from changes in fair value	公允價值變動（損失）／收益		<b>(13,387)</b>	<b>240,422</b>
Losses from asset disposals	資產處置損失		<b>(2,305,181)</b>	<b>(3,053,879)</b>
<b>II. Operating profit</b>	<b>二、營業利潤</b>		<b>1,217,827,645</b>	<b>1,076,623,466</b>
Add: Non-operating income	加：營業外收入		<b>519,282</b>	<b>88,072</b>
Less: Non-operating expenses	減：營業外支出		<b>109,843</b>	<b>103,268</b>
<b>III. Profit before taxation</b>	<b>三、利潤總額</b>		<b>1,218,237,084</b>	<b>1,076,608,270</b>
Less: Income tax	減：所得稅費用		<b>127,522,121</b>	<b>149,478,779</b>
<b>IV. Profit for the year</b>	<b>四、淨利潤</b>		<b>1,090,714,963</b>	<b>927,129,491</b>

Notes to financial statements set out on pages 128 to 339 form part of these financial statements.

刊載於第128頁至339頁的財務報表附註為本財務報表的組成部分。



# Income Statement

## 母公司利潤表

(Expressed in Renminbi "RMB")

(金額單位：人民幣元)

	Note 附註	2018 2018年	2017 2017年
<b>V. Other comprehensive income, net of tax</b>	<b>五、其他綜合收益的稅後淨額</b>		
(1) Items that can not be reclassified subsequently to profit or loss	(一)不能重分類進損益的其他綜合收益		
Changes in fair value of investments in other equity instruments	其他權益工具投資公允價值變動	(30,944,506)	—
(2) Items that may be reclassified subsequently to profit or loss	(二)以後將重分類進損益的其他綜合收益		
Gains or losses arising from changes in fair value of available-for-sale financial assets	可供出售金融資產公允價值變動損益	—	(15,446,315)
<b>VI. Total comprehensive income for the year</b>	<b>六、綜合收益總額</b>	<b>1,059,770,457</b>	<b>911,683,176</b>

The financial statements were approved by the Board of Directors on 22 March 2019.

此財務報表已於2019年3月22日獲董事會批准。

Legal representative  
of the Company:  
法定代表人：  
Ma Jie  
馬杰  
(Signature and Seal)  
(簽名和蓋章)

The person in charge  
of accounting affairs:  
主管會計工作的公司負責人：  
Zhuang Dan  
莊丹  
(Signature and Seal)  
(簽名和蓋章)

The head of the  
accounting department:  
會計機構負責人：  
Liang Guanning  
梁冠寧  
(Signature and Seal)  
(簽名和蓋章)

(Seal of the Company)  
(公司蓋章)

Notes to financial statements set out on pages 128 to 339 form part of these financial statements.

刊載於第128頁至339頁的財務報表附註為本財務報表的組成部分。

# Consolidated Statement of Cash Flow

## 合併現金流量表

(Expressed in Renminbi "RMB")

(金額單位：人民幣元)

		Note 附註	2018 2018年	2017 2017年
<b>I. Cash flows from operating activities:</b>	<b>一、經營活動產生的現金流量：</b>			
Proceeds from sale of goods and rendering of services	銷售商品、提供勞務收到的現金		8,636,267,403	8,538,517,363
Proceeds from other operating activities	收到其他與經營活動有關的現金	V.48(1) 五、48(1)	49,454,215	126,871,017
Sub-total of cash inflows	經營活動現金流入小計		8,685,721,618	8,665,388,380
Payment for goods and services	購買商品、接受勞務支付的現金		(6,369,117,775)	(5,432,119,618)
Payment to and for employees	支付給職工以及為職工支付的現金		(889,905,499)	(815,870,476)
Payment of various taxes	支付的各項稅費		(464,659,493)	(417,547,554)
Payment for other operating activities	支付其他與經營活動有關的現金	V.48(2) 五、48(2)	(396,687,906)	(261,980,791)
Sub-total of cash outflows	經營活動現金流出小計		(8,120,370,673)	(6,927,518,439)
Net cash inflow from operating activities	經營活動產生的現金流量淨額	V.49(1) 五、49(1)	565,350,945	1,737,869,941
<b>II. Cash flows from investing activities:</b>	<b>二、投資活動產生的現金流量：</b>			
Proceeds from disposal of investments	收回投資收到的現金		670,868,205	592,235,491
Investment returns received	取得投資收益收到的現金		90,436,223	79,266,562
Proceeds from disposal of property, plant and equipment	處置固定資產收回的現金淨額		16,534,005	1,381,888
Sub-total of cash inflows	投資活動現金流入小計		777,838,433	672,883,941

Notes to financial statements set out on pages 128 to 339 form part of these financial statements.

刊載於第128頁至339頁的財務報表附註為本財務報表的組成部分。

# Consolidated Statement of Cash Flow

## 合併現金流量表

(Expressed in Renminbi "RMB")

(金額單位：人民幣元)

		Note 附註	2018 2018年	2017 2017年
Payment for acquisition of fixed assets and intangible assets	購建固定資產和無形資產支付的現金		(1,359,340,005)	(618,899,620)
Payment for acquisition of investments	投資支付的現金		(923,006,206)	(434,948,000)
Payment for disposal of a subsidiary	處置子公司支付的現金淨額		(18,043,545)	—
Payment for other operating activities	支付其他與投資活動有關的現金	V.48(3) 五、48(3)	(7,544,924)	—
Sub-total of cash outflows	投資活動現金流出小計		(2,307,934,680)	(1,053,847,620)
Net cash outflow from investing activities	投資活動使用的現金流量淨額		(1,530,096,247)	(380,963,679)
<b>III. Cash flow from financing activities:</b>	<b>三、籌資活動產生的現金流量：</b>			
Proceeds from absorbing in investments	吸收投資收到的現金		1,905,310,399	26,639,536
Including: Proceeds for non-controlling shareholders	其中：子公司吸收少數股東投資收到的現金		10,973,225	26,639,536
Proceeds from new bank loans	取得借款收到的現金		1,517,095,319	1,164,360,000
Sub-total of cash inflows	籌資活動現金流入小計		3,422,405,718	1,190,999,536
Repayments of bank loans	償還債務支付的現金		(1,147,362,652)	(1,938,789,363)
Payment for dividends, profit distributions or interest	分配股利、利潤或償付利息支付的現金		(434,827,804)	(232,792,783)
Including: Dividends and profits paid to non-controlling shareholders of subsidiaries	其中：子公司支付給少數股東的股利、利潤		(1,157,047)	
Payment for other financing activities	支付其他與籌資活動有關的現金	V.48(4) 五、48(4)	(56,685,566)	—
Sub-total of cash outflows	籌資活動現金流出小計		(1,638,876,022)	(2,171,582,146)

Notes to financial statements set out on pages 128 to 339 form part of these financial statements.

刊載於第128頁至339頁的財務報表附註為本財務報表的組成部分。



# Consolidated Statement of Cash Flow

## 合併現金流量表

(Expressed in Renminbi "RMB")

(金額單位：人民幣元)

	Note 附註	2018 2018年	2017 2017年
Net cash inflow/(outflow) from financing activities	籌資活動產生／(使用)的現金流量淨額	1,783,529,696	(980,582,610)
IV. Effect of exchange rate changes on cash and cash equivalents	四、匯率變動對現金及現金等價物的影響	9,678,488	(4,385,119)
V. Net increase in cash and cash equivalents	五、現金及現金等價物淨增加額	828,462,882	371,938,533
Add: Cash and cash equivalents at the beginning of the year	加：年初現金及現金等價物餘額	1,799,513,559	1,427,575,026
VI. Cash and cash equivalents at the end of the year	六、年末現金及現金等價物餘額	2,627,976,441	1,799,513,559

The financial statements were approved by the Board of Directors on 22 March 2019.

此財務報表已於2019年3月22日獲董事會批准。

Legal representative  
of the Company:  
法定代表人：  
Ma Jie  
馬杰  
(Signature and Seal)  
(簽名和蓋章)

The person in charge  
of accounting affairs:  
主管會計工作的公司負責人：  
Zhuang Dan  
莊丹  
(Signature and Seal)  
(簽名和蓋章)

The head of the  
accounting department:  
會計機構負責人：  
Liang Guanning  
梁冠寧  
(Signature and Seal)  
(簽名和蓋章)

(Seal of the Company)  
(公司蓋章)

Notes to financial statements set out on pages 128 to 339 form part of these financial statements.

刊載於第128頁至339頁的財務報表附註為本財務報表的組成部分。

# Statement of Cash Flow

## 母公司現金流量表

(Expressed in Renminbi "RMB")

(金額單位：人民幣元)

		2018 2018年	2017 2017年
<b>I. Cash flows from operating activities:</b>	<b>一、經營活動產生的現金流量：</b>		
Proceeds from sale of goods and rendering of services	銷售商品、提供勞務收到的現金	9,290,109,693	8,804,277,441
Proceeds for other operating activities	收到其他與經營活動有關的現金	59,576,731	90,985,173
Sub-total of cash inflows	經營活動現金流入小計	9,349,686,424	8,895,262,614
Payment for goods and services	購買商品、接受勞務支付的現金	(7,765,223,289)	(6,174,500,448)
Payment to and for employees	支付給職工以及為職工支付的現金	(677,094,910)	(658,684,635)
Payment of various taxes	支付的各項稅費	(331,651,212)	(336,651,784)
Payment for other operating activities	支付其他與經營活動有關的現金	(298,625,032)	(237,086,138)
Sub-total of cash outflows	經營活動現金流出小計	(9,072,594,443)	(7,406,923,005)
Net cash inflow from operating activities	經營活動產生的現金流量淨額	277,091,981	1,488,339,609
<b>II. Cash flows from investing activities:</b>	<b>二、投資活動產生的現金流量：</b>		
Proceeds from disposal of investments	收回投資收到的現金	312,018,138	369,244,336
Investment returns received	取得投資收益收到的現金	102,792,454	170,724,785
Proceeds from disposal of property, plant and equipment	處置固定資產收回的現金淨額	79,051,074	914,677
Sub-total of cash inflows	投資活動現金流入小計	493,861,666	540,883,798
Payment for acquisition of fixed assets and intangible assets	購建固定資產和無形資產支付的現金	(275,546,156)	(182,729,915)
Payment for acquisition of investments	投資支付的現金	(1,588,868,448)	(532,524,512)
Sub-total of cash outflows	投資活動現金流出小計	(1,864,414,604)	(715,254,427)
Net cash outflow from investing activities	投資活動產生的現金流量淨額	(1,370,552,938)	(174,370,629)

Notes to financial statements set out on pages 128 to 339 form part of these financial statements.

刊載於第128頁至339頁的財務報表附註為本財務報表的組成部分。

# Statement of Cash Flow

## 母公司現金流量表

(Expressed in Renminbi "RMB")

(金額單位：人民幣元)

		2018 2018年	2017 2017年
<b>III. Cash flow from financing activities:</b>	<b>三、籌資活動產生的現金流量：</b>		
Proceeds from absorbing in investments	吸收投資收到的現金	1,894,337,174	—
Proceeds from new bank loans	取得借款收到的現金	1,479,693,944	1,144,360,000
Sub-total of cash inflows	籌資活動現金流入小計	3,374,031,118	1,144,360,000
Repayments on bank loans	償還債務支付的現金	(1,111,662,652)	(1,900,401,563)
Payment for dividends, profit distributions or interest	分配股利或償付利息支付的現金	(431,991,121)	(232,323,118)
Sub-total of cash outflows	籌資活動現金流出小計	(1,543,653,773)	(2,132,724,681)
Net cash inflow/(outflow) from financing activities	籌資活動產生/(使用)的現金流量淨額	1,830,377,345	(988,364,681)
<b>V. Effect of exchange rate changes on cash and cash equivalents</b>	<b>四、匯率變動對現金及現金等價物的影響</b>	4,926,923	(3,788,187)
<b>V. Net increase in cash and cash equivalents</b>	<b>五、現金及現金等價物淨增加額</b>	741,843,311	321,816,112
Add: Cash and cash equivalents at the beginning of the year	加：年初現金及現金等價物餘額	1,430,201,714	1,108,385,602
<b>VI. Cash and cash equivalents at the end of the year</b>	<b>六、年末現金及現金等價物餘額</b>	2,172,045,025	1,430,201,714

The financial statements were approved by the Board of Directors on 22 March 2019.

此財務報表已於2019年3月22日獲董事會批准。

Legal representative  
of the Company:  
法定代表人：  
Ma Jie  
馬杰  
(Signature and Seal)  
(簽名和蓋章)

The person in charge  
of accounting affairs:  
主管會計工作的公司負責人：  
Zhuang Dan  
莊丹  
(Signature and Seal)  
(簽名和蓋章)

The head of the  
accounting department:  
會計機構負責人：  
Liang Guanning  
梁冠寧  
(Signature and Seal)  
(簽名和蓋章)

(Seal of the Company)  
(公司蓋章)

Notes to financial statements set out on pages 128 to 339 form part of these financial statements.

刊載於第128頁至339頁的財務報表附註為本財務報表的組成部分。



# Consolidated Statement of Changes in Shareholders' Equity

## 合併股東權益變動表

For the year ended 31 December 2018  
截至二零一八年十二月三十一日止年度  
(Expressed in Renminbi "RMB")  
(金額單位：人民幣元)

		Attributable to equity shareholders of the Company 歸屬於母公司股東權益						Non-controlling interests 少數股東權益		Total equity 股東權益合計
	Note 附註	Share capital 股本	Capital reserve 資本公積	Other comprehensive income 其他綜合收益	Surplus reserve 盈餘公積	Retained earnings 未分配利潤	Sub-total 小計			
I. Balance at the beginning of the year		682,114,598	1,551,725,933	66,464,721	402,047,041	2,535,966,730	5,238,319,023	247,509,155		5,485,828,178
Add: Change of accounting policy	III.30 三、30	—	—	(2,158,472)	—	2,158,472	—	—		—
Adjusted balance at the beginning of the year		682,114,598	1,551,725,933	64,306,249	402,047,041	2,538,125,202	5,238,319,023	247,509,155		5,485,828,178
II. Changes in equity during the year										
(I) Total comprehensive income		—	—	(38,125,893)	—	1,489,185,053	1,451,059,160	(6,547,854)		1,444,511,306
(II) Capital contributed or reduced by shareholders										
1. Capital contributed by shareholders		75,790,510	1,818,546,664	—	—	—	1,894,337,174	—		1,894,337,174
2. Capital contributed by non-controlling interests		—	—	—	—	—	—	21,789,344		21,789,344
3. Acquisition of non-controlling interests	V.28 五、28	—	(5,912,490)	—	—	—	(5,912,490)	(67,414,086)		(73,326,576)
4. Disposal of subsidiaries		—	(10,816,119)	—	—	—	(10,816,119)	(5,884,500)		(16,700,619)
(III) Appropriation of profit	V.31 五、31									
1. Appropriation for surplus reserve		—	—	—	155,336,718	(155,336,718)	—	—		—
2. Distribution to shareholders		—	—	—	—	(378,952,554)	(378,952,554)	(1,157,047)		(380,109,601)
III. Balance at the end of the year		757,905,108	3,353,543,988	26,180,356	557,383,759	3,493,020,983	8,188,034,194	188,295,012		8,376,329,206

The financial statements were approved by the Board of Directors on 22 March 2019.

此財務報表已於2019年3月22日獲董事會批准。

Legal representative  
of the Company:  
法定代表人：  
Ma Jie  
馬杰  
(Signature and Seal)  
(簽名和蓋章)

The person in charge  
of accounting affairs:  
主管會計工作的公司負責人：  
Zhuang Dan  
莊丹  
(Signature and Seal)  
(簽名和蓋章)

The head of the  
accounting department:  
會計機構負責人：  
Liang Guanning  
梁冠寧  
(Signature and Seal)  
(簽名和蓋章)  
(Seal of the Company)  
(公司蓋章)

Notes to financial statements set out on pages 128 to 339 form part of these financial statements.

刊載於第128頁至339頁的財務報表附註為本財務報表的組成部分。

# Consolidated Statement of Changes in Shareholders' Equity

## 合併股東權益變動表

For the year ended 31 December 2017  
截至二零一七年十二月三十一日止年度  
(Expressed in Renminbi "RMB")  
(金額單位：人民幣元)

		Attributable to equity shareholders of the Company 歸屬於母公司股東權益						Non-controlling interests 少數股東權益		Total equity 股東權益合計
Note 附註		Share capital 股本	Capital reserve 資本公積	Other comprehensive income 其他綜合收益	Surplus reserve 盈餘公積	Retained earnings 未分配利潤	Sub-total 小計			
I. Balance at the beginning of the year	一、本年年初餘額	682,114,598	1,551,725,933	88,442,644	269,944,893	1,573,654,930	4,165,882,998	257,665,086		4,423,548,084
II. Changes in equity during the year	二、本年增減變動金額									
(I) Total comprehensive income	(一)綜合收益總額	—	—	(21,977,923)	—	1,268,353,170	1,246,375,247	(36,795,467)		1,209,579,780
(II) Capital contributed by shareholders	(二)股東投入資本									
1. Capital contributed by non-controlling interests	1.少數股東投入資本	—	—	—	—	—	—	26,639,536		26,639,536
(III) Appropriation of profit	(三)利潤分配	V.34 五、31								
1. Appropriation for surplus reserve	1.提取盈餘公積	—	—	—	132,102,148	(132,102,148)	—	—		—
2. Distribution to shareholders	2.對股東的分配	—	—	—	—	(173,939,222)	(173,939,222)	—		(173,939,222)
III. Balance at the end of the year	三、本年年末餘額	682,114,598	1,551,725,933	66,464,721	402,047,041	2,535,966,730	5,238,319,023	247,509,155		5,485,828,178

The financial statements were approved by the Board of Directors on 22 March 2019.

此財務報表已於2019年3月22日獲董事會批准。

Legal representative  
of the Company:  
法定代表人：  
Ma Jie  
馬杰  
(Signature and Seal)  
(簽名和蓋章)

The person in charge  
of accounting affairs:  
主管會計工作的公司負責人：  
Zhuang Dan  
莊丹  
(Signature and Seal)  
(簽名和蓋章)

The head of the  
accounting department:  
會計機構負責人：  
Liang Guanning  
梁冠寧  
(Signature and Seal)  
(簽名和蓋章)

(Seal of the Company)  
(公司蓋章)

Notes to financial statements set out on pages 128 to 339 form part of these financial statements.

刊載於第128頁至339頁的財務報表附註為本財務報表的組成部分。

# Statement of Changes in Shareholders' Equity

## 母公司股東權益變動表

For the year ended 31 December 2018 (Expressed in RMB)

截至二零一八年十二月三十一日止年度(以人民幣列示)

			Share capital	Capital reserve	Other comprehensive income	Surplus reserve	Retained earnings	Total equity
		附註	股本	資本公積	其他綜合收益	盈餘公積	未分配利潤	股東權益合計
I. Balance at the beginning of the year	一、本年年初餘額		682,114,598	1,550,098,130	60,685,225	402,047,041	2,218,630,343	4,913,575,337
Add: Change of accounting policy	加：會計政策變更	三、30	—	—	(2,158,472))	—	2,158,472	—
Adjusted balance at the beginning of the year	本年年初經調整餘額		682,114,598	1,550,098,130	58,526,753	402,047,041	2,220,788,815	4,913,575,337
II. Changes in equity during the year	二、本年增減變動金額							
(I) Total comprehensive income	(一)綜合收益總額		—	—	(30,944,506)	—	1,090,714,963	1,059,770,457
(II) Capital contributed by shareholders	(二)股東投入資本							
1. Capital contributed by shareholders	1. 股東投入的普通股		75,790,510	1,818,546,664	—	—	—	1,894,337,174
(III) Appropriation of profits	(三)利潤分配							
1. Appropriation for surplus reserve	1. 提取盈餘公積		—	—	—	155,336,718	(155,336,718)	—
2. Distribution to shareholders	2. 對股東的分配		—	—	—	—	(378,952,554)	(378,952,554)
III. Balance at the end of the year	三、本年年末餘額		757,905,108	3,368,644,794	27,582,247	557,383,759	2,777,214,506	7,488,730,414

The financial statements were approved by the Board of Directors on 22 March 2019.

此財務報表已於2019年3月22日獲董事會批准。

Legal representative  
of the Company:  
法定代表人：  
Ma Jie  
馬杰  
(Signature and Seal)  
(簽名和蓋章)

The person in charge  
of accounting affairs:  
主管會計工作的公司負責人：  
Zhuang Dan  
莊丹  
(Signature and Seal)  
(簽名和蓋章)

The head of the  
accounting department:  
會計機構負責人：  
Liang Guanning  
梁冠寧  
(Signature and Seal)  
(簽名和蓋章)  
(Seal of the Company)  
(公司蓋章)

Notes to financial statements set out on pages 128 to 339 form part of these financial statements.

刊載於第128頁至339頁的財務報表附註為本財務報表的組成部分。



# Statement of Changes in Shareholders' Equity

## 母公司權益變動表

For the year ended 31 December 2017 (Expressed in RMB)

截至二零一七年十二月三十一日止年度(以人民幣列示)

		Share capital 股本	Capital reserve 資本公積	Other comprehensive income 其他綜合收益	Surplus reserve 盈餘公積	Retained earnings 未分配利潤	Total equity 股東權益合計
I. Balance at the beginning of the year	一、本年年初餘額	682,114,598	1,550,098,130	76,131,540	269,944,893	1,597,542,222	4,175,831,383
II. Changes in equity during the year	二、本年增減變動金額						
(I) Total comprehensive income	(一)綜合收益總額	—	—	(15,446,315)	—	927,129,491	911,683,176
(II) Appropriation of profits	(二)利潤分配						
1. Appropriation for surplus reserve	1.提取盈餘公積	—	—	—	132,102,148	(132,102,148)	—
2. Distribution to shareholders	2.對股東的分配	—	—	—	—	(173,939,222)	(173,939,222)
III. Balance at the end of the year	三、本年年末餘額	682,114,598	1,550,098,130	60,685,225	402,047,041	2,218,630,343	4,913,575,337

The financial statements were approved by the Board of Directors on 22 March 2019.

此財務報表已於2019年3月22日獲董事會批准。

Legal representative  
of the Company:  
法定代表人：  
Ma Jie  
馬杰  
(Signature and Seal)  
(簽名和蓋章)

The person in charge  
of accounting affairs:  
主管會計工作的公司負責人：  
Zhuang Dan  
莊丹  
(Signature and Seal)  
(簽名和蓋章)

The head of the  
accounting department:  
會計機構負責人：  
Liang Guanning  
梁冠寧  
(Signature and Seal)  
(簽名和蓋章)  
(Seal of the Company)  
(公司蓋章)

Notes to financial statements set out on pages 128 to 339 form part of these financial statements.

刊載於第128頁至339頁的財務報表附註為本財務報表的組成部分。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### I. CORPORATE INFORMATION

Yangtze Optical Fibre and Cable Joint Stock Limited Company (hereinafter referred to as the “Company”) is a sino-foreign joint venture company established in Wuhan, Hubei Province, the People’s Republic of China, with its headquarter in Wuhan. The Company issued 159,870,000 H shares at HK\$7.39 per share (at a nominal value of RMB1.00 per share) in December 2014 and was listed on the Hong Kong Stock Exchange. On 20 July 2018, The Company issued 75,790,510 A shares to the public at the issue price of RMB26.71 per A share on the Shanghai Stock Exchange. As of 31 December 2018, the percentage of shareholdings in the Company were held by China Huaxin Posts and Telecom Technologies Co., Ltd., Wuhan Yangtze Communications Industry Group Co., Ltd. and Draka Comteq B.V. as to 23.73%, 15.82% and 23.73%, respectively.

The Company and its subsidiaries (hereinafter referred to as the “Group”) are principally engaged in the research, development, production and sale of optical fiber preforms, optical fibers, optical cables and related products. Please see Note VII for related information of the subsidiaries of the Company.

### II. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the Company have been prepared on a going concern basis.

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

#### I. Statement of compliance with the corporate accounting standards

The financial statements have been prepared in accordance with the requirements of “Accounting Standards for Business Enterprises” issued by the Ministry of Finance. These financial statements provide a true and complete presentation of the consolidated financial position and financial position as at 31 December 2018, the consolidated results of operations and results of operations and the consolidated cash flows and cash flows of the Company for the year 2018.

Furthermore, the financial statements of the Company also comply with the disclosure requirements of “Compilation Rules for Information Disclosure by Companies Offering Securities to the Public No.15: General Provisions on Financial Reports” in respect of financial statements and the notes thereof as revised by the China Securities Regulatory Commission (hereinafter referred to as “CSRC”) in 2014.

### 一、公司基本情況

長飛光纖光纜股份有限公司(以下簡稱「本公司」)是在中華人民共和國湖北省武漢市成立的中外合資股份有限公司，總部位於武漢市。本公司於2014年12月以每股港幣7.39元(每股面值人民幣1.00元)發行H股159,870,000股並在香港聯合交易所上市，於2018年7月20日以每股人民幣26.71元(每股面值人民幣1.00元)發行A股75,790,510股並在上海證券交易所上市。截止2018年12月31日，本公司主要投資者中國華信郵電科技有限公司、武漢長江通信產業集團股份有限公司和Draka Comteq B.V.的持股比例分別為23.73%、15.82%和23.73%。

本公司及子公司(以下簡稱「本集團」)主要從事研究、開發、生產和銷售光纖預製棒、光纖、光纜及相關產品。本公司子公司的相關信息參見附註七。

### 二、財務報表的編製基礎

本公司以持續經營為基礎編製財務報表。

### 三、公司重要會計政策、會計估計

#### I、遵循企業會計準則的聲明

本財務報表符合中華人民共和國財政部(以下簡稱「財政部」)頒佈的企業會計準則的要求，真實、完整地反映了本公司2018年12月31日的合併財務狀況和財務狀況、2018年度合併經營成果和經營成果及合併現金流量和現金流量。

此外，本公司的財務報表同時符合中國證券監督管理委員會(以下簡稱「證監會」)2014年修訂的《公開發行證券的公司資訊披露編報規則第15號——財務報告的一般規定》有關財務報表及其附註的披露要求。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 2. Accounting period

The accounting period commences on 1 January and ends on 31 December each year.

#### 3. Operating cycle

The Company takes the period from the acquisition of assets for processing to the realization of cash or cash equivalents as a normal operating cycle. The operating cycles of the Company are shorter than one year. Where the normal operating cycle is shorter than one year, the assets realised within one year from the balance sheet date or the liabilities due for settlement within one year from the balance sheet date are categorized as current assets or current liabilities

#### 4. Functional currency

The functional currency of the Company is Renminbi ("RMB"). The Company presents the financial statements in RMB. The functional currency is determined by the Company and its subsidiaries on the basis of the currency in which major income and costs are denominated and settled. Certain subsidiaries of the Company use currency other than the functional currency of the Company as their functional currencies. When preparing this financial statement, the foreign currency financial statements of these subsidiaries were translated in accordance with Notes III. 7.

#### 5. Accounting treatment for business combination under common control

##### (1) General principles

The scope of consolidated financial statements is based on control and the consolidated financial statements comprise the Company and its subsidiaries. Control exists when the investor has all of following: power over the investee; exposure, or rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered. The financial position, financial performance and cash flows of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

### 三、公司重要會計政策、會計估計(續)

#### 2、會計期間

會計年度自公曆1月1日起至12月31日止。

#### 3、營業週期

本公司將從購買用於加工的資產起至實現現金或現金等價物的期間作為正常營業週期。本公司營業週期短於一年。正常營業週期短於一年的，自資產負債表日起一年內變現的資產或自資產負債表日起一年內到期應予以清償的負債歸類為流動資產或流動負債。

#### 4、記帳本位幣

本公司的記帳本位幣為人民幣，編製財務報表採用的貨幣為人民幣。本公司及子公司選定記帳本位幣的依據是主要業務收支的計價和結算幣種。本公司的部分子公司採用本公司記帳本位幣以外的貨幣作為記帳本位幣，在編製本財務報表時，這些子公司的外幣財務報表按照附註三、7進行了折算。

#### 5、非同一控制下企業合併的會計處理方法

##### (1) 總體原則

合併財務報表的合併範圍以控制為基礎予以確定，包括本公司及本公司控制的子公司。控制，是指本集團擁有對被投資方的權力，通過參與被投資方的相關活動而享有可變回報，並且有能力運用對被投資方的權力影響其回報金額。在判斷本集團是否擁有對被投資方的權力時，本集團僅考慮與被投資方相關的實質性權利(包括本集團自身所享有的及其他方所享有的實質性權利)。子公司的財務狀況、經營成果和現金流量由控制開始日起至控制結束日止包含於合併財務報表中。



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 5. Accounting treatment for business combination under common control (Cont'd)

##### (1) General principles (Cont'd)

Non-controlling interests are presented separately in the consolidated balance sheet within shareholders' equity. Net profit or loss attributable to non-controlling shareholders is presented separately in the consolidated income statement below the net profit line item. Total comprehensive income attributable to non-controlling shareholders is presented separately in the consolidated income statement below the total comprehensive income line item.

When the amount of loss for the period attributable to the non-controlling shareholders of a subsidiary exceeds the non-controlling shareholders' portion of the opening balance of owners' equity of the subsidiary, the excess is still allocated against the non-controlling interests.

When the accounting period or accounting policies of a subsidiary are different from those of the Company, the Company makes necessary adjustments to the financial statements of the subsidiary based on the Company's own accounting period or accounting policies. Intra-group balances and transactions, and any unrealised profit or loss arising from intra-group transactions, are eliminated when preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains, unless they represent impairment losses that are recognised in the financial statements.

##### (2) Disposal of subsidiaries

When the Group loses control of a subsidiary, any gains or losses arising from the disposal are included in the investment gains for the period in which control was lost. The remaining equity investment is remeasured at its fair value at the date when control is lost. Any resulting gains or losses are recognized as investment income of the period when control is lost.

### 三、公司重要會計政策、會計估計(續)

#### 5、非同一控制下企業合併的會計處理方法(續)

##### (1) 總體原則(續)

子公司少數股東應佔的權益、損益和綜合收益總額分別在合併資產負債表的股東權益中和合併利潤表的淨利潤及綜合收益總額項目後單獨列示。

如果子公司少數股東分擔的當期虧損超過了少數股東在該子公司年初所有者權益中所享有的份額的，其餘額仍沖減少數股東權益。

當子公司所採用的會計期間或會計政策與本公司不一致時，合併時已按照本公司的會計期間或會計政策對子公司財務報表進行必要的調整。合併時所有集團內部交易及餘額，包括未實現內部交易損益均已抵銷。集團內部交易發生的未實現損失，有證據表明該損失是相關資產減值損失的，則全額確認該損失。

##### (2) 處置子公司

本集團喪失對原有子公司控制權時，由此產生的任何處置收益或損失，計入喪失控制權當期的投資收益。對於剩餘股權投資，本集團按照其在喪失控制權日的公允價值進行重新計量，由此產生的任何收益或損失，也計入喪失控制權當期的投資收益。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 5. Accounting treatment for business combination under common control (Cont'd)

##### (3) Change in non-controlling interests

Where the Company acquires a non-controlling interest from a subsidiary's non-controlling shareholders or disposes of a portion of an interest in a subsidiary without a change in control, the difference between the investment cost of newly acquired long-term equity investment and the Company's share of its subsidiary's identifiable net assets and the difference between the consideration received for disposal of long-term equity investment and the Company's share of subsidiary's identifiable net assets are adjusted to the capital reserve (share premium) in the consolidated balance sheet. If the credit balance of capital reserve (share premium) is insufficient, any excess is adjusted to retained earnings.

#### 6. Determination of cash and cash equivalents

Cash and cash equivalents comprise cash on hand, demand deposits, and short-term, highly liquid investments, which are readily convertible into known amounts of cash and are subject to an insignificant risk of change in value.

#### 7. Foreign currency transactions and translation of financial statements

When the Group receives capital in foreign currencies from investors, the capital is translated to Renminbi at the spot exchange rate at the date of the receipt. Other foreign currency transactions are, on initial recognition, translated to Renminbi at the approximate exchange rates of the spot exchange rate on the dates of the transactions. The approximate exchange rate of the spot exchange rate is the average exchange rate of the period determined by the system in a reasonable way and similar to the spot exchange rate on the transaction date.

Monetary items denominated in foreign currencies are translated to Renminbi at the spot exchange rate at the balance sheet date. The resulting exchange differences are recognized in profit or loss, except those arising from the principals and interests on foreign currency borrowings specifically for the purpose of acquisition, construction of qualifying assets for capitalization (see Note III.13). Non-monetary items denominated in foreign currencies that are measured at historical cost are translated using the foreign exchange rate resulting from transactions.

### 三、公司重要會計政策、會計估計(續)

#### 5、非同一控制下企業合併的會計處理方法(續)

##### (3) 少數股東權益變動

本公司因購買少數股權新取得的長期股權投資成本與按照新增持股比例計算應享有子公司的淨資產份額之間的差額，以及在不喪失控制權的情況下因部分處置對子公司的股權投資而取得的處置價款與處置長期股權投資相對應享有子公司淨資產的差額，均調整合併資產負債表中的資本公積(股本溢價)，資本公積(股本溢價)不足沖減的，調整留存收益。

#### 6、現金及現金等價物的確定標準

現金和現金等價物包括庫存現金、可以隨時用於支付的存款以及持有期限短、流動性強、易於轉換為已知金額現金、價值變動風險很小的投資。

#### 7、外幣業務和外幣報表折算

本集團收到投資者以外幣投入資本時按當日即期匯率折合為人民幣，其他外幣交易在初始確認時按交易發生日的即期匯率的近似匯率折合為人民幣。即期匯率的近似匯率是按照系統合理的方法確定的、與交易發生日即期匯率近似的當期平均匯率。

於資產負債表日，外幣貨幣性項目採用該日的即期匯率折算。除與購建符合資本化條件資產有關的專門借款本金和利息的匯兌差額(參見附註三、13)外，其他匯兌差額計入當期損益。以歷史成本計量的外幣非貨幣性項目，仍採用交易發生日的即期匯率折算。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 7. Foreign currency transactions and translation of financial statements (Cont'd)

When translating the financial statements of overseas operations, the assets and liabilities items in the balance sheet are translated at the spot exchange rate on the balance sheet date. Other than "undistributed profits" and "other comprehensive income - foreign currency translation differences", other items under shareholders' equity are converted using the spot exchange rate at the time of occurrence. Income and expense items in the income statement are translated using the approximate exchange rate of the spot exchange rate on the transaction date. The translation difference in the foreign currency financial statements resulting from the above conversion is shown in other comprehensive income. When disposing overseas operations, the foreign currency translation differences should be transferred from other comprehensive income to gains or losses of disposal.

#### 8. Financial instruments

Financial instruments of the Group comprise of Cash and cash equivalent, equity investment except for long-term equity investment (see Note III. 10), receivables, payables, loans, and share capital, etc.

##### (1) Recognition and initial measurement of financial assets and financial liabilities

A financial asset or financial liability is recognized in the balance sheet when the Group becomes a party to the contractual provisions of a financial instrument.

Financial assets (unless it is a trade receivable without a significant financing component) and financial liabilities are measured initially at fair value. For financial assets and financial liabilities at fair value through profit or loss, any related directly attributable transaction costs are charged to profit or loss; for other categories of financial assets and financial liabilities, any related directly attributable transaction costs are included in their initial costs. A trade receivable without a significant financing component is initially measured at the transaction price according to Note III.20.

### 三、公司重要會計政策、會計估計(續)

#### 7、外幣業務和外幣報表折算(續)

對境外經營的財務報表進行折算時，資產負債表中的資產和負債項目，採用資產負債表日的即期匯率折算，股東權益項目除未分配利潤及其他綜合收益－外幣報表折算差額項目外，其他項目採用發生時的即期匯率折算。利潤表中的收入和費用項目，採用交易發生日的即期匯率的近似匯率折算。按照上述折算產生的外幣財務報表折算差額，在其他綜合收益中列示。處置境外經營時，相關的外幣報表折算差額自其他綜合收益轉入處置當期損益。

#### 8、金融工具

本集團的金融工具包括貨幣資金、除長期股權投資(參見附註三、10)以外的股權投資、應收款項、應付款項、借款及股本等。

##### (1) 金融資產及金融負債的確認和計量

金融資產和金融負債在本集團成為相關金融工具合同條款的一方時，於資產負債表內確認。

除不具有重大融資成分的應收賬款外，在初始確認時，金融資產及金融負債均以公允價值計量。對於以公允價值計量且其變動計入當期損益的金融資產或金融負債，相關交易費用直接計入當期損益；對於其他類別的金融資產或金融負債，相關交易費用計入初始確認金額。對於不具有重大融資成分的應收賬款，本集團按照根據附註三、20的會計政策確定的交易價格進行初始計量。



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 8. Financial instruments (Cont'd)

##### (2) Classification and subsequent measurement of financial assets

###### (a) Classification of financial assets

According to the business model under which the financial asset is managed and the contractual cash flow characteristics, the financial assets are classified to three categories: measured at amortised cost, at fair value through other comprehensive income (FVOCI) and at fair value through profit or loss FVTPL

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows;
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### 三、公司重要會計政策、會計估計(續)

#### 8、金融工具(續)

##### (2) 金融資產的分類和後續計量

###### (a) 本集團金融資產的分類

本集團通常根據管理金融資產的業務模式和金融資產的合同現金流量特徵，在初始確認時將金融資產分為不同類別：以攤余成本計量的金融資產、以公允價值計量且其變動計入其他綜合收益的金融資產及以公允價值計量且其變動計入當期損益的金融資產。

除非本集團改變管理金融資產的業務模式，在此情形下，所有受影響的相關金融資產在業務模式發生變更後的首個報告期間的第一天進行重分類，否則金融資產在初始確認後不得進行重分類。

本集團將同時符合下列條件且未被指定為以公允價值計量且其變動計入當期損益的金融資產，分類為以攤余成本計量的金融資產：

- 本集團管理該金融資產的業務模式是以收取合同現金流量為目標；
- 該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 8. Financial instruments (Cont'd)

##### (2) Classification and subsequent measurement of financial assets (Cont'd)

###### (a) Classification of financial assets (Cont'd)

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets;
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

### 三、公司重要會計政策、會計估計(續)

#### 8、金融工具(續)

##### (2) 金融資產的分類和後續計量(續)

###### (a) 本集團金融資產的分類(續)

本集團將同時符合下列條件且未被指定為以公允價值計量且其變動計入當期損益的金融資產，分類為以公允價值計量且其變動計入其他綜合收益的金融資產：

- 本集團管理該金融資產的業務模式既以收取合同現金流量為目標又以出售該金融資產為目標；
- 該金融資產的合同條款規定，在特定日期產生的現金流量，僅為對本金和以未償付本金金額為基礎的利息的支付。

對於非交易性權益工具投資，本集團可在初始確認時將其不可撤銷地指定為以公允價值計量且其變動計入其他綜合收益的金融資產。該指定在單項投資的基礎上作出，且相關投資從發行者的角度符合權益工具的定義。

除上述以攤余成本計量和以公允價值計量且其變動計入其他綜合收益的金融資產外，本集團將其餘所有的金融資產分類為以公允價值計量且其變動計入當期損益的金融資產。在初始確認時，如果能夠消除或顯著減少會計錯配，本集團可以將本應以攤余成本計量或以公允價值計量且其變動計入其他綜合收益的金融資產不可撤銷地指定為以公允價值計量且其變動計入當期損益的金融資產。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 8. Financial instruments (Cont'd)

##### (2) Classification and subsequent measurement of financial assets (Cont'd)

###### (a) Classification of financial assets (Cont'd)

The business model refers to how the Group manages its financial assets in order to generate cash flows. That is, the Group's business model determines whether cash flows will result from collecting contractual cash flows, selling financial assets or both. The Group determines the business model for managing the financial assets according to the facts and based on the specific business objective for managing the financial assets determined by the Group's key management personnel.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as a profit margin. The Group also assesses whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition.

###### (b) Subsequent measurement of financial assets

###### — Financial assets at FVTPL

These financial assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss unless the financial assets are part of a hedging relationship.

### 三、公司重要會計政策、會計估計(續)

#### 8、金融工具(續)

##### (2) 金融資產的分類和後續計量(續)

###### (a) 本集團金融資產的分類(續)

管理金融資產的業務模式，是指本集團如何管理金融資產以產生現金流量。業務模式決定本集團所管理金融資產現金流量的來源是收取合同現金流量、出售金融資產還是兩者兼有。本集團以客觀事實為依據、以關鍵管理人員決定的對金融資產進行管理的特定業務目標為基礎，確定管理金融資產的業務模式。

本集團對金融資產的合同現金流量特徵進行評估，以確定相關金融資產在特定日期產生的合同現金流量是否僅為對本金和以未償付本金金額為基礎的利息的支付。其中，本金是指金融資產在初始確認時的公允價值；利息包括對貨幣時間價值、與特定時期未償付本金金額相關的信用風險、以及其他基本借貸風險、成本和利潤的對價。此外，本集團對可能導致金融資產合同現金流量的時間分佈或金額發生變更的合同條款進行評估，以確定其是否滿足上述合同現金流量特徵的要求。

###### (b) 本集團金融資產的後續計量

###### — 以公允價值計量且其變動計入當期損益的金融資產

初始確認後，對於該類金融資產以公允價值進行後續計量，產生的利得或損失(包括利息和股利收入)計入當期損益。



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 8. Financial instruments (Cont'd)

##### (2) Classification and subsequent measurement of financial assets (Cont'd)

###### (b) Subsequent measurement of financial assets (Cont'd)

###### — Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. A gain or loss on a financial asset that is measured at amortised cost and is not part of a hedging relationship shall be recognised in profit or loss when the financial asset is derecognised, through the amortisation process or in order to recognise impairment gains or losses.

###### — Debt investments at FVOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, impairment and foreign exchange gains and losses are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive income. On derecognition, gains and losses accumulated in other comprehensive income are reclassified to profit or loss.

### 三、公司重要會計政策、會計估計(續)

#### 8、金融工具(續)

##### (2) 金融資產的分類和後續計量(續)

###### (b) 本集團金融資產的後續計量(續)

###### — 以攤余成本計量的金融資產

初始確認後，對於該類金融資產採用實際利率法以攤余成本計量。以攤余成本計量的金融資產所產生的利得或損失，在終止確認、按照實際利率法攤銷或確認減值時，計入當期損益。

###### — 以公允價值計量且其變動計入其他綜合收益的債權投資

初始確認後，對於該類金融資產以公允價值進行後續計量。採用實際利率法計算的利息、減值損失或利得及匯兌損益計入當期損益，其他利得或損失計入其他綜合收益。終止確認時，將之前計入其他綜合收益的累計利得或損失從其他綜合收益中轉出，計入當期損益。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 8. Financial instruments (Cont'd)

##### (2) Classification and subsequent measurement of financial assets (Cont'd)

###### (b) Subsequent measurement of financial assets (Cont'd)

- Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss. Other net gains and losses are recognised in other comprehensive income. On derecognition, gains and losses accumulated in other comprehensive income are reclassified to retained earnings.

##### (3) Classification and subsequent measurement of financial liabilities

Financial liabilities are classified as measured at FVTPL or amortised cost.

- Financial liabilities at FVTPL

A financial liability is classified as at FVTPL if it is classified as held-for-trading (including derivative financial liability) or it is designated as such on initial recognition.

Financial liabilities at FVTPL are subsequently measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss, unless the financial liabilities are part of a hedging relationship.

### 三、公司重要會計政策、會計估計(續)

#### 8、金融工具(續)

##### (2) 金融資產的分類和後續計量(續)

###### (b) 本集團金融資產的後續計量(續)

- 以公允價值計量且其變動計入其他綜合收益的權益工具投資

初始確認後，對於該類金融資產以公允價值進行後續計量。股利收入計入損益，其他利得或損失計入其他綜合收益。終止確認時，將之前計入其他綜合收益的累計利得或損失從其他綜合收益中轉出，計入留存收益。

##### (3) 金融負債的分類和後續計量

本集團將金融負債分類為以公允價值計量且其變動計入當期損益的金融負債及以攤余成本計量的金融負債。

- 以公允價值計量且其變動計入當期損益的金融負債

該類金融負債包括交易性金融負債(含屬於金融負債的衍生工具)和指定為以公允價值計量且其變動計入當期損益的金融負債。

初始確認後，對於該類金融負債以公允價值進行後續計量，產生的利得或損失(包括利息費用)計入當期損益。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 8. Financial instruments (Cont'd)

##### (3) Classification and subsequent measurement of financial liabilities (Cont'd)

- Financial liabilities at amortised cost

Other financial liabilities are subsequently measured at amortised cost using the effective interest method.

##### (4) Offset

Financial assets and financial liabilities are generally presented separately in the balance sheet, and are not offset. However, a financial asset and a financial liability are offset and the net amount is presented in the balance sheet when both of the following conditions are satisfied:

- the Group currently has a legally enforceable right to set off the recognised amounts;
- the Group intends either to settle on a net basis, or to realise the financial asset and settle the financial liability simultaneously.

##### (5) Derecognition of financial assets and financial liabilities

Financial asset is derecognised when one of the following conditions is met:

- the Group's contractual rights to the cash flows from the financial asset expire;
- the financial asset has been transferred and the Group transfers substantially all of the risks and rewards of ownership of the financial asset;
- the financial asset has been transferred, although the Group neither transfers nor retains substantially all of the risks and rewards of ownership of the financial asset, it does not retain control over the transferred asset.

### 三、公司重要會計政策、會計估計(續)

#### 8、金融工具(續)

##### (3) 金融負債的分類和後續計量(續)

- 以攤余成本計量的金融負債

初始確認後，對其他金融負債採用實際利率法以攤余成本計量。

##### (4) 抵消

金融資產和金融負債在資產負債表內分別列示，沒有相互抵銷。但是，同時滿足下列條件的，以相互抵銷後的淨額在資產負債表內列示：

- 本集團具有抵銷已確認金額的法定權利，且該種法定權利是當前可執行的；
- 本集團計畫以淨額結算，或同時變現該金融資產和清償該金融負債。

##### (5) 金融資產和金融負債的終止確認

滿足下列條件之一時，本集團終止確認該金融資產：

- 收取該金融資產現金流量的合同權利終止；
- 該金融資產已轉移，且本集團將金融資產所有權上幾乎所有的風險和報酬轉移給轉入方；
- 該金融資產已轉移，雖然本集團既沒有轉移也沒有保留金融資產所有權上幾乎所有的風險和報酬，但是未保留對該金融資產的控制。



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 8. Financial instruments (Cont'd)

##### (5) Derecognition of financial assets and financial liabilities (Cont'd)

Where a transfer of a financial asset in its entirety meets the criteria of the derecognition, the difference between the two amounts below is recognized in profit or loss

- carrying amount of the financial asset transferred measured at the date of derecognition;
- the sum of the consideration received from the transfer when the transferred financial asset is a debt investment at FVOCI, any cumulative gain or loss that has been recognised directly in other comprehensive income for the part derecognised.

A financial asset is derecognized if the Group's contractual rights to the cash flows from the financial asset expire or if the Group transfers substantially all the risks and rewards of ownership of the financial asset to another party.

The Group derecognizes a financial liability (or part of it) only when the underlying present obligation (or part of it) is discharged.

##### (6) Impairment

The Group recognises loss allowances for expected credit loss (ECL) on:

- financial assets measured at amortised cost.

Financial assets measured at fair value, including debt investments or equity securities at FVTPL, equity securities designated at FVOCI, are not subject to the ECL assessment.

### 三、公司重要會計政策、會計估計(續)

#### 8、金融工具(續)

##### (5) 金融資產和金融負債的終止確認(續)

金融資產轉移整體滿足終止確認條件的，本集團將下列兩項金額的差額計入當期損益：

- 被轉移金融資產在終止確認日的帳面價值；
- 因轉移金融資產而收到的對價，與原直接計入其他綜合收益的公允價值變動累計額中對應終止確認部分的金額(涉及轉移的金融資產為以公允價值計量且其變動計入其他綜合收益的債權投資)之和。

當收取某項金融資產的現金流量的合同權利終止或將有權益幾乎所有的風險和報酬轉移時，本集團終止確認該金融資產。

金融負債(或其一部分)的現時義務已經解除的，本集團終止確認該金融負債(或該部分金融負債)。

##### (6) 減值

本集團以預期信用損失為基礎，對下列項目進行減值會計處理並確認損失準備：

- 以攤余成本計量的金融資產。

本集團持有的其他以公允價值計量的金融資產不適用預期信用損失模型，包括以公允價值計量且其變動計入當期損益的債券投資或權益工具投資，以及指定為以公允價值計量且其變動計入其他綜合收益的權益工具投資。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 8. Financial instruments (Cont'd)

##### (6) Impairment (Cont'd)

##### Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive).

The maximum period considered when estimating ECLs is the maximum contractual period (including extension options) over which the group is exposed to credit risk.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the balance sheet date (or a shorter period if the expected life of the instrument is less than 12 months).

Loss allowances for accounts receivable and contract assets are always measured at an amount equal to lifetime ECL. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the borrowers and an assessment of both the current and forecast general economic conditions at the balance sheet date.

Except for accounts receivable and contract assets, the Group measures loss allowance at an amount equal to 12-month ECL for the following financial instruments, and at an amount equal to lifetime ECL for all other financial instruments.

- If the financial instrument is determined to have low credit risk at the balance sheet date; or
- If the credit risk on a financial instrument has not increased significantly since initial recognition.

### 三、公司重要會計政策、會計估計(續)

#### 8、金融工具(續)

##### (6) 減值(續)

##### 預期信用損失的計量

預期信用損失，是指以發生違約的風險為權重的金融工具信用損失的加權平均值。信用損失，是指本集團按照原實際利率折現的、根據合同應收的所有合同現金流量與預期收取的所有現金流量之間的差額，即全部現金短缺的現值。

在計量預期信用損失時，本集團需考慮的最長期限為企業面臨信用風險的最長合同期限(包括考慮續約選擇權)。

整個存續期預期信用損失，是指因金融工具整個預計存續期內所有可能發生的違約事件而導致的預期信用損失。

未來12個月內預期信用損失，是指因資產負債表日後12個月內(若金融工具的預計存續期少於12個月，則為預計存續期)可能發生的金融工具違約事件而導致的預期信用損失，是整個存續期預期信用損失的一部分。

對於應收賬款，本集團始終按照相當於整個存續期內預期信用損失的金額計量其損失準備。本集團基於歷史信用損失經驗、使用準備矩陣計算上述金融資產的預期信用損失，相關歷史經驗根據資產負債表日借款人的特定因素、以及對當前狀況和未來經濟狀況預測的評估進行調整。

除應收賬款外，本集團對滿足下列情形的金融工具按照相當於未來12個月內預期信用損失的金額計量其損失準備，對其他金融工具按照相當於整個存續期內預期信用損失的金額計量其損失準備：

- 該金融工具在資產負債表日只具有較低的信用風險；或
- 該金融工具的信用風險自初始確認後並未顯著增加。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 8. Financial instruments (Cont'd)

##### (6) Impairment (Cont'd)

##### *Financial instruments that have low credit risk*

The credit risk on a financial instrument is considered low if the financial instrument has a low risk of default, the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

##### *Significant increases in credit risk*

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the balance sheet date with that assessed at the date of initial recognition.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort, including forward-looking information. In particular, the following information is taken into account:

- failure to make payments of principal or interest on debtors' contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor;
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

### 三、公司重要會計政策、會計估計(續)

#### 8、金融工具(續)

##### (6) 減值(續)

##### *具有較低的信用風險*

如果金融工具的違約風險較低，借款人在短期內履行其合同現金流量義務的能力很強，並且即便較長時期內經濟形勢和經營環境存在不利變化但未必一定降低借款人履行其合同現金流量義務的能力，該金融工具被視為具有較低的信用風險。

##### *信用風險顯著增加*

本集團通過比較金融工具在資產負債表日發生違約的風險與在初始確認日發生違約的風險，以確定金融工具預計存續期內發生違約風險的相對變化，以評估金融工具的信用風險自初始確認後是否已顯著增加。

在確定信用風險自初始確認後是否顯著增加時，本集團考慮無須付出不必要的額外成本或努力即可獲得的合理且有依據的資訊，包括前瞻性資訊。本集團考慮的資訊包括：

- 債務人未能按合同到期日支付本金和利息的情況；
- 已發生的或預期的金融工具的外部或內部信用評級(如有)的嚴重惡化；
- 已發生的或預期的債務人經營成果的嚴重惡化；
- 現存的或預期的技術、市場、經濟或法律環境變化，並將對債務人對本集團的還款能力產生重大不利影響。



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 8. Financial instruments (Cont'd)

##### (6) Impairment (Cont'd)

##### *Significant increases in credit risk (Cont'd)*

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

Generally, the Group assumes that the credit risk on a financial asset has increased significantly if it is more than 90 days past due. Unless the group has reasonable and supportable information that is available without undue cost or effort, that demonstrates that the credit risk has not increased significantly since initial recognition even though the contractual payments are more than 90 days past due.

The Group considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held).

##### *Credit-impaired financial assets*

At each balance sheet date, the Group assesses whether financial assets carried at amortised cost and debt investments at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the issuer or debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- for economic or contractual reasons relating to the debtor's financial difficulty, the Group having granted to the debtor a concession that would not otherwise consider;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation;
- the disappearance of an active market for that financial asset because of financial difficulties.

### 三、公司重要會計政策、會計估計(續)

#### 8、金融工具(續)

##### (6) 減值(續)

##### *信用風險顯著增加(續)*

根據金融工具的性質，本集團以單項金融工具或金融工具組合為基礎評估信用風險是否顯著增加。以金融工具組合為基礎進行評估時，本集團可基於共同信用風險特徵對金融工具進行分類，例如逾期資訊和信用風險評級。

通常情況下，如果逾期超過90天，本集團確定金融工具的信用風險已經顯著增加。除非本集團無需付出過多成本或努力即可獲得合理且有依據的信息，證明雖然超過合同約定的付款期限90天，但信用風險自初始確認以來並未顯著增加。

本集團認為金融資產在借款人不大大可能全額支付其對本集團的欠款(該評估不考慮本集團採取例如變現抵押品(如果持有)等追索行動)的情況下發生違約。

##### *已發生信用減值的金融資產*

本集團在資產負債表日評估以攤余成本計量的金融資產和以公允價值計量且其變動計入其他綜合收益的債權投資是否已發生信用減值。當對金融資產預期未來現金流量具有不利影響的一項或多項事件發生時，該金融資產成為已發生信用減值的金融資產。金融資產已發生信用減值的證據包括下列可觀察資訊：

- 發行方或債務人發生重大財務困難；
- 債務人違反合同，如償付利息或本金違約或逾期等；
- 本集團出於與債務人財務困難有關的經濟或合同考慮，給予債務人在任何其他情況下都不會做出的讓步；
- 債務人很可能破產或進行其他財務重組；
- 發行方或債務人財務困難導致該金融資產的活躍市場消失。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 8. Financial instruments (Cont'd)

##### (6) Impairment (Cont'd)

###### *Presentation of allowance for ECL*

ECLs are remeasured at each balance sheet date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gains or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account; for debt investments at FVOCI, the Company recognises its loss provision in other comprehensive income and does not offset against the carrying amount of financial assets.

###### *Write-off*

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. A write-off constitutes a derecognition event. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, according to the Group's procedure for recovering due amounts, financial assets that are written off could still be subject to enforcement activities.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

##### (7) Equity instruments

The consideration received from the issuance of equity instruments net of transaction costs is recognized in shareholders' equity.

### 三、公司重要會計政策、會計估計(續)

#### 8、金融工具(續)

##### (6) 減值(續)

###### *預期信用損失準備的列報*

為反映金融工具的信用風險自初始確認後的變化，本集團在每個資產負債表日重新計量預期信用損失，由此形成的損失準備的增加或轉回金額，應當作為減值損失或利得計入當期損益。對於以攤余成本計量的金融資產，損失準備抵減該金融資產在資產負債表中列示的帳面價值；對於以公允價值計量且其變動計入其他綜合收益的債權投資，本集團在其他綜合收益中確認其損失準備，不抵減該金融資產的帳面價值。

###### *核銷*

如果本集團不再合理預期金融資產合同現金流量能夠全部或部分收回，則直接減記該金融資產的帳面餘額。這種減記構成相關金融資產的終止確認。這種情況通常發生在本集團確定債務人沒有資產或收入來源可產生足夠的現金流量以償還將被減記的金額。但是，被減記的金融資產仍可能受到本集團催收到期款項相關執行活動的影響。

已減記的金融資產以後又收回的，作為減值損失的轉回計入收回當期的損益。

##### (7) 權益工具

本公司發行權益工具收到的對價扣除交易費用後，計入股東權益。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 9. Inventories

##### (1) Classification and cost

Inventories include raw material, work in process, semi-finished goods and finished good.

Inventories are initially measured at cost. Cost of inventories comprises all costs of purchase, costs of conversion and other expenses that to help deliver the inventories to the current location and situation. In addition to the purchasing cost of raw materials, work in progress and finished goods include direct labour costs and an appropriate allocation of production overheads.

##### (2) Determination of cost of inventories

The actual cost of inventories is calculated using the weighted average method.

Consumables including low-value consumables and packaging materials are amortized in full when received for use. The amounts of the amortization are included in the cost of the related assets or profit or loss.

##### (3) The underlying factors in the determination of net realizable value of inventories and the basis of provision for diminution in value of inventories

Inventories are measured at the lower of cost and net realizable value at the balance sheet date.

### 三、公司重要會計政策、會計估計(續)

#### 9、存貨

##### (1) 存貨的分類和成本

存貨包括原材料、在產品、半成品、產成品。

存貨按成本進行初始計量。存貨成本包括採購成本、加工成本和使存貨達到目前場所和狀態所發生的其他支出。除原材料採購成本外，在產品及產成品還包括直接人工和按照適當比例分配的生產製造費用。

##### (2) 發出存貨的計價方法

發出存貨的實際成本採用加權平均法計量。

低值易耗品及包裝物等周轉材料採用一次轉銷法進行攤銷，計入相關資產的成本或者當期損益。

##### (3) 存貨可變現淨值的確定依據及存貨跌價準備的計提方法

資產負債表日，存貨按照成本與可變現淨值孰低計量。



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 9. Inventories (Cont'd)

- (3) *The underlying factors in the determination of net realizable value of inventories and the basis of provision for diminution in value of inventories (Cont'd)*

Net realizable value is the estimated selling price in the normal course of business less the estimated costs to completion and the estimated expenses and the related taxes necessary to make the sale. The net realizable value of materials held for use in the production of inventories is measured based on the net realizable value of the finished goods in which they will be incorporated. The net realizable value of the quantity of inventory held to satisfy sales or service contracts is based on the contract price. If the quantities of inventories specified in sales contracts are less than the quantities held by the Group, the net realizable value of the excess portion of inventories shall be based on general selling prices.

Any excess of the cost over the net realizable value of each item of inventories is recognized as a provision for diminution in the value of inventories and charged to profit or loss.

- (4) *Inventory system*

The Group maintains a perpetual inventory system.

#### 10. Long-term equity investments

- (1) *Investment cost of long-term equity investments*

- (a) *Long-term equity investments acquired through a business combination*

- For a long-term equity investment obtained through a business combination not involving enterprises under common control, the initial cost comprises the aggregate of the fair value of assets transferred, liabilities incurred or assumed, and equity securities issued by the Company, in exchange for control of the acquiree.

### 三、公司重要會計政策、會計估計(續)

#### 9、存貨(續)

- (3) *存貨可變現淨值的確定依據及存貨跌價準備的計提方法(續)*

可變現淨值，是指在日常活動中，存貨的估計售價減去至完工時估計將要發生的成本、估計的銷售費用以及相關稅費後的金額。為生產而持有的原材料，其可變現淨值根據其生產的產成品的可變現淨值為基礎確定。為執行銷售合同或者勞務合同而持有的存貨，其可變現淨值以合同價格為基礎計算。當持有存貨的數量多於相關合同訂購數量的，超出部分的存貨的可變現淨值以一般銷售價格為基礎計算。

按存貨類別計算的成本高於其可變現淨值的差額，計提存貨跌價準備，計入當期損益。

- (4) *存貨的盤存制度*

本集團存貨盤存制度為永續盤存制。

#### 10、長期股權投資

- (1) *長期股權投資投資成本確定*

- (a) *通過企業合併形成的長期股權投資*

- 對於非同一控制下企業合併形成的對子公司的長期股權投資，本公司按照購買日取得對被購買方的控制權而付出的資產、發生或承擔的負債以及發行的權益性證券的公允價值，作為該投資的初始投資成本。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 10. Long-term equity investments (Cont'd)

- (1) *Investment cost of long-term equity investments (Cont'd)*
- (b) *Long-term equity investments acquired other than through a business combination*

- A long-term equity investment acquired other than through a business combination is initially recognised at the amount of cash paid if the Group acquires the investment by cash, or at the fair value of the equity securities issued if an investment is acquired by issuing equity securities. For the long-term equity investment obtained by issuing equity securities, the Group uses the fair value of the issuing equity securities as the initial investment cost.

#### (2) *Subsequent measurement of long-term equity investment*

##### (a) *Investments in subsidiaries*

Unless the investment meets the conditions for holding for sale, in the Company's separate financial statements, long-term equity investments in subsidiaries are accounted for using the cost method for subsequent measurement. Except for cash dividends or profit distributions declared but not yet distributed that have been included in the price or consideration paid in obtaining the investments, the Company recognises its share of the cash dividends or profit distributions declared by the investee as investment income in the current period.

The investments in subsidiaries are stated in the balance sheet at cost less accumulated impairment losses.

For the impairment of the investments in subsidiaries, refer to Note III.16.

In the Group's consolidated financial statements, investments in subsidiaries are accounted for in accordance with the policies described in Note III.5.

### 三、公司重要會計政策、會計估計(續)

#### 10、長期股權投資(續)

- (1) 長期股權投資投資成本確定(續)
- (b) 其他方式取得的長期股權投資

- 對於通過企業合併以外的其他方式取得的長期股權投資，在初始確認時，對於以支付現金取得的長期股權投資，本集團按照實際支付的購買價款作為初始投資成本；對於發行權益性證券取得的長期股權投資，本集團按照發行權益性證券的公允價值作為初始投資成本。

#### (2) 長期股權投資後續計量及損益確認方法

##### (a) 對子公司的投資

在本公司個別財務報表中，本公司採用成本法對子公司的長期股權投資進行後續計量，除非投資符合持有待售的條件。對被投資單位宣告分派的現金股利或利潤由本公司享有的部分確認為當期投資收益，但取得投資時實際支付的價款或對價中包含的已宣告但尚未發放的現金股利或利潤除外。

對子公司的投資按照成本減去減值準備後在資產負債表內列示。

對子公司投資的減值測試方法及減值準備計提方法參見附註三、16。

在本集團合併財務報表中，對子公司按附註三、5進行處理。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 10. Long-term equity investments (Cont'd)

##### (2) Subsequent measurement of long-term equity investment (Cont'd)

##### (b) Investment in joint ventures and associates

A joint venture is an arrangement whereby the Group and other parties have joint control (see Note III.10(3)) and rights to the net assets of the arrangement.

An associate is an enterprise over which the Group has significant influence (see Note III.10(3)).

An investment in a joint venture or an associate is accounted for using the equity method for subsequent measurement, unless the investment meets the conditions for holding for sale, an investment in a joint venture or an associate is accounted for using the equity method for subsequent measurement.

Under the equity method:

- Where the initial cost of a long-term equity investment exceeds the Group's interest in the fair value of the investee's identifiable net assets at the date of acquisition, the investment is initially recognised at cost. Where the initial investment cost is less than the Group's interest in the fair value of the investee's identifiable net assets at the date of acquisition, the investment is initially recognised at the investor's share of the fair value of the investee's identifiable net assets, and the difference is recognised in profit or loss.

### 三、公司重要會計政策、會計估計(續)

#### 10、長期股權投資(續)

##### (2) 長期股權投資後續計量及損益確認方法(續)

##### (b) 對合營企業和聯營企業的投資

合營企業指本集團與其他合營方共同控制(參見附註三、10(3))且僅對其淨資產享有權利的一項安排。

聯營企業指本集團能夠對其施加重大影響(參見附註三、10(3))的企業。

後續計量時，對合營企業和聯營企業的長期股權投資採用權益法核算，除非投資符合持有待售的條件。

本集團在採用權益法核算時的具體會計處理包括：

- 對於長期股權投資的初始投資成本大於投資時應享有被投資單位可辨認淨資產公允價值份額的，以前者作為長期股權投資的成本；對於長期股權投資的初始投資成本小於投資時應享有被投資單位可辨認淨資產公允價值份額的，以後者作為長期股權投資的成本，長期股權投資的成本與初始投資成本的差額計入當期損益。



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 10. Long-term equity investments (Cont'd)

##### (2) Subsequent measurement of long-term equity investment (Cont'd)

##### (b) Investment in joint ventures and associates (Cont'd)

- After the acquisition of the investment, the Group recognises its share of the investee's profit or loss and other comprehensive income as investment income or losses and other comprehensive income respectively, and adjusts the carrying amount of the investment accordingly. Once the investee declares any cash dividends or profit distributions, the carrying amount of the investment is reduced by that amount attributable to the Group. Changes in the Group's share of the investee's owners' equity, other than those arising from the investee's net profit or loss, other comprehensive income or profit distribution ("other changes in owners' equity"), is recognised directly in the Group's equity, and the carrying amount of the investment is adjusted accordingly.
- In calculating its share of the investee's net profits or losses, other comprehensive income and other changes in owners' equity, the Group recognises investment income and other comprehensive income after making appropriate adjustments to align the accounting policies or accounting periods with those of the Group based on the fair value of the investee's identifiable net assets at the date of acquisition. Unrealised profits and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's interest in the associates or joint ventures. Unrealised losses resulting from transactions between the Group and its associates or joint ventures are eliminated in the same way as unrealised gains but only to the extent that there is no impairment.

### 三、公司重要會計政策、會計估計(續)

#### 10、長期股權投資(續)

##### (2) 長期股權投資後續計量及損益確認方法(續)

##### (b) 對合營企業和聯營企業的投資(續)

- 取得對合營企業和聯營企業投資後，本集團按照應享有或應分擔的被投資單位實現的淨損益和其他綜合收益的份額，分別確認投資損益和其他綜合收益並調整長期股權投資的賬面價值；按照被投資單位宣告分派的利潤或現金股利計算應分得的部分，相應減少長期股權投資的賬面價值。對合營企業或聯營企業除淨損益、其他綜合收益和利潤分配以外所有者權益的其他變動(以下簡稱「其他所有者權益變動」)，本集團按照應享有或應分擔的份額計入股東權益，並同時調整長期股權投資的賬面價值。
- 在計算應享有或應分擔的被投資單位實現的淨損益、其他綜合收益及其他所有者權益變動的份額時，本集團以取得投資時被投資單位可辨認淨資產公允價值為基礎，按照本集團的會計政策或會計期間進行必要調整後確認投資收益和其他綜合收益等。本集團與聯營企業及合營企業之間內部交易產生的未實現損益按照應享有的比例計算歸屬於本集團的部分，在權益法核算時予以抵銷。內部交易產生的未實現損失，有證據表明該損失是相關資產減值損失的，則全額確認該損失。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 10. Long-term equity investments (Cont'd)

##### (2) Subsequent measurement of long-term equity investment (Cont'd)

##### (b) Investment in joint ventures and associates (Cont'd)

- The Group discontinues recognising its share of further losses of the investee after the carrying amount of the long-term equity investment and any long-term interest that in substance forms part of the Group's net investment in the joint venture or associate is reduced to zero, except to the extent that the Group has an obligation to assume additional losses. If the joint venture or associate subsequently reports net profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

For the impairment of the investments in joint ventures and associates, refer to Note III.16.

##### (3) Criteria for determining the existence of joint control or significant influence over an investee

Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities (activities with significant impact on the returns of the arrangement) require the unanimous consent of the parties sharing control.

The following factors are usually considered when assessing whether the Group can exercise joint control over an investee:

- Whether no single participant party is in a position to control the investee's related activities unilaterally;
- Whether strategic decisions relating to the investee's related activities require the unanimous consent of all participant parties that sharing of control.

Significant influence is the power to participate in the financial and operating policy decisions of an investee but does not have control or joint control over those policies.

### 三、公司重要會計政策、會計估計(續)

#### 10、長期股權投資(續)

##### (2) 長期股權投資後續計量及損益確認方法(續)

##### (b) 對合營企業和聯營企業的投資(續)

- 本集團對合營企業或聯營企業發生的淨虧損，除本集團負有承擔額外損失義務外，以長期股權投資的賬面價值以及其他實質上構成對合營企業或聯營企業淨投資的長期權益減記至零為限。合營企業或聯營企業以後實現淨利潤的，本集團在收益分享額彌補未確認的虧損分擔額後，恢復確認收益分享額。

本集團對合營企業和聯營企業投資的減值測試方法及減值準備計提方法參見附註三、16。

##### (3) 確定對被投資單位具有共同控制、重大影響的判斷標準

共同控制指按照相關約定對某項安排所共有的控制，並且該安排的相關活動(即對安排的回報產生重大影響的活動)必須經過分享控制權的參與方一致同意後才能決策。

本集團在判斷對被投資單位是否存在共同控制時，通常考慮下述事項：

- 是否任何一個參與方均不能單獨控制被投資單位的相關活動；
- 涉及被投資單位相關活動的決策是否需要分享控制權參與方一致同意。

重大影響指本集團對被投資單位的財務和經營政策有參與決策的權力，但並不能夠控制或者與其他方一起共同控制這些政策的制定。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 11. Fixed assets

##### (1) Recognition criteria for fixed assets

Fixed assets represent the tangible assets held by the Group for use in the production of goods, rendering of services or for operation and administrative purposes with useful lives over one accounting year.

The initial cost of a purchased fixed asset comprises the purchase price, related taxes, and any directly attributable expenditure for bringing the asset to working condition for its intended use. The initial cost of self-constructed assets is measured in accordance with the policy set out in Note III.12.

Where parts of an item of fixed asset have different useful lives or provide benefits to the Group in different patterns thus necessitating use of different depreciation rates or methods, each part is recognized as a separate fixed asset.

The subsequent costs including the cost of replacing part of an item of fixed assets are recognized in the carrying amount of the item if the recognition criteria are satisfied. When capital expenditure related to expenditure is likely to flow into the Group, capitalization is included in the cost of fixed assets, and the carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of fixed assets are recognized in profit or loss of the period as incurred.

Fixed assets are stated in the balance sheet at cost less accumulated depreciation and impairment losses.

### 三、公司重要會計政策、會計估計(續)

#### 11、固定資產

##### (1) 固定資產確認條件

固定資產指本集團為生產商品或經營管理而持有的，使用壽命超過一個會計年度的有形資產。

外購固定資產的初始成本包括購買價款、相關稅費以及使該資產達到預定可使用狀態前所發生的可歸屬於該項資產的支出。自行建造固定資產按附註三、12確定初始成本。

對於構成固定資產的各組成部分，如果各自具有不同使用壽命或者以不同方式為本集團提供經濟利益，適用不同折舊率或折舊方法的，本集團分別將各組成部分確認為單項固定資產。

對於固定資產的後續支出，包括與更換固定資產某組成部分相關的支出，在與支出相關的經濟利益很可能流入本集團時資本化計入固定資產成本，同時將被替換部分的賬面價值扣除；與固定資產日常維護相關的支出在發生時計入當期損益。

固定資產以成本減累計折舊及減值準備後在資產負債表內列示。



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 11. Fixed assets (Cont'd)

##### (2) Depreciation method for fixed assets

Fixed assets are depreciated using the straight-line method over their estimated useful lives on the basis of cost less estimated net residual value and accumulated impairment loss.

The depreciation period, residual value rate and annual depreciation rate of each type of fixed assets are as follows:

Type	類別	Useful life (year) 使用壽命(年)	Residual value rate (%) 殘值率(%)	Annual depreciation rate (%) 年折舊率(%)
Buildings and structures	房屋及建築物	10 - 20 years 年	10%	4.50% - 9.00%
Machinery equipment	機器設備	3 - 20 years 年	0%	5.00% - 33.33%
Office equipment and other equipment	辦公設備及其他設備	4 - 8 years 年	0%	12.50% - 25.00%
Transportation equipment	運輸工具	4 - 8 years 年	10%	11.25% - 22.50%

No depreciation is provided for the land permanently held by the Group.

Useful lives, estimated residual values and depreciation methods are reviewed at least each year-end.

##### (3) For the method of impairment testing and provision for impairment, refer to Note III.16.

##### (4) Disposal of fixed assets

The carrying amount of a fixed asset shall be derecognized if one of the following requirements is met:

- on disposal;
- when no future economic benefits are expected to be generated from its use or disposal.

Gains or losses arising from the retirement or disposal of an item of fixed asset are determined as the difference between the net disposal proceeds and the carrying amount of the item, and are recognized in profit or loss on the date of retirement or disposal.

### 三、公司重要會計政策、會計估計(續)

#### 11、固定資產(續)

##### (2) 固定資產的折舊方法

本集團將固定資產的成本扣除預計淨殘值和累計減值準備後在其使用壽命內按年限平均法計提折舊。

各類固定資產的使用壽命、殘值率和年折舊率分別為：

Useful life (year) 使用壽命(年)	Residual value rate (%) 殘值率(%)	Annual depreciation rate (%) 年折舊率(%)
10 - 20 years 年	10%	4.50% - 9.00%
3 - 20 years 年	0%	5.00% - 33.33%
4 - 8 years 年	0%	12.50% - 25.00%
4 - 8 years 年	10%	11.25% - 22.50%

本集團永久持有的土地不計提折舊。

本集團至少在每年年度終了對固定資產的使用壽命、預計淨殘值和折舊方法進行覆核。

##### (3) 減值測試方法及減值準備計提方法參見附註三、16。

##### (4) 固定資產處置

固定資產滿足下述條件之一時，本集團會予以終止確認。

- 固定資產處於處置狀態；
- 該固定資產預期通過使用或處置不能產生經濟利益。

報廢或處置固定資產項目所產生的損益為處置所得款項淨額與項目賬面金額之間的差額，並於報廢或處置日在損益中確認。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 12. Construction in progress

The cost of self-constructed fixed assets includes the cost of materials, direct labour, borrowing costs that meet the criteria for capitalization (see Note III.13), and any other costs directly attributable to bringing the asset to working condition for its intended use.

A self-constructed fixed asset is included in construction in progress before it is transferred to fixed assets when it is ready for its intended use. No depreciation is provided against construction in progress.

Construction in progress is stated in the balance sheet at cost less provision for impairment (see Note III.16).

#### 13. Borrowing costs

Borrowing costs incurred directly attributable to the acquisition, construction of a qualifying asset are capitalized as part of the cost of the asset. Other borrowing costs are recognized as financial expenses in the income statement when incurred.

During the capitalization period, the amount of interest (including amortization of any discount or premium on borrowing) to be capitalized in each accounting period is determined as follows:

- Where funds are borrowed specifically for the acquisition, construction of a qualifying asset, the amount of interest to be capitalized is the interest expense calculated using effective interest rates during the period less any interest income earned from depositing the borrowed funds or any investment income on the temporary investment of those funds before being used on the asset.
- Where funds are borrowed generally and used for the acquisition, construction of a qualifying asset, the amount of interest to be capitalized on such borrowings is determined by applying a capitalization rate to the weighted average of the excess amounts of cumulative expenditures on the asset over the above amounts of specific borrowings. The capitalization rate is the weighted average of the interest rates applicable to the general-purpose borrowings.

### 三、公司重要會計政策、會計估計(續)

#### 12、在建工程

自行建造的固定資產的成本包括工程用物資、直接人工、符合資本化條件的借款費用(參見附註三、13)和使該項資產達到預定可使用狀態前所發生的必要支出。

自行建造的固定資產於達到預定可使用狀態時轉入固定資產，此前列於在建工程，且不計提折舊。

在建工程以成本減減值準備(參見附註三、16)在資產負債表內列示。

#### 13、借款費用

本集團發生的可直接歸屬於符合資本化條件的資產的購建的借款費用，予以資本化並計入相關資產的成本，其他借款費用均於發生當期確認為財務費用。

在資本化期間內，本集團按照下列方法確定每一會計期間的利息資本化金額(包括折價或溢價的攤銷)：

- 對於為購建符合資本化條件的資產而借入的專門借款，本集團以專門借款按實際利率計算的當期利息費用，減去將尚未動用的借款資金存入銀行取得的利息收入或進行暫時性投資取得的投資收益後的金額確定專門借款應予資本化的利息金額。
- 對於為購建符合資本化條件的資產而佔用的一般借款，本集團根據累計資產支出超過專門借款部分的資產支出的加權平均數乘以所佔用一般借款的資本化率，計算確定一般借款應予資本化的利息金額。資本化率是根據一般借款加權平均的實際利率計算確定。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 13. Borrowing costs (Cont'd)

The effective interest rate is determined as the rate that exactly discounts estimated future cash flow through the expected life of the borrowing or, when appropriate, a shorter period to the initially recognized amount of the borrowings.

During the capitalization period, exchange differences related to the principal and interest on a specific purpose borrowing denominated in foreign currency are capitalized as part of the cost of the qualifying asset. The exchange differences related to the principal and interest on foreign currency borrowings other than a specific-purpose borrowing are recognized as a financial expense in profit and loss in the period they are incurred.

The capitalization period is the period from the date of commencement of capitalization of borrowing costs to the date of cessation of capitalization, excluding any period over which capitalization is suspended. Capitalization of borrowing costs commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities of acquisition that are necessary to prepare the asset for its intended use are in progress, and ceases when the assets become ready for their intended use. Capitalization of borrowing costs is suspended when the acquisition, construction activities are interrupted abnormally and the interruption lasts for over three months.

#### 14. Intangible assets

Intangible assets are stated in the balance sheet at cost less accumulated amortization (limited to intangible assets with finite useful life) and impairment losses (see Note III.16). For intangible assets with finite useful life, intangible asset's cost less estimated net residual value and accumulated impairment losses is amortized on the straight-line method over its estimated useful life.

### 三、公司重要會計政策、會計估計(續)

#### 13、借款費用(續)

本集團確定借款的實際利率時，是將借款在預期存續期間或適用的更短期間內的未來現金流量，折現為該借款初始確認時確定的金額所使用的利率。

在資本化期間內，外幣專門借款本金及其利息的匯兌差額，予以資本化，計入符合資本化條件的資產的成本。而除外幣專門借款之外的其他外幣借款本金及其利息所產生的匯兌差額作為財務費用，計入當期損益。

資本化期間是指本集團從借款費用開始資本化時點到停止資本化時點的期間，借款費用暫停資本化的期間不包括在內。當資本支出和借款費用已經發生及為使資產達到預定可使用狀態所必要的購建活動已經開始時，借款費用開始資本化。當購建符合資本化條件的資產達到預定可使用狀態時，借款費用停止資本化。對於符合資本化條件的資產在購建過程中發生非正常中斷、且中斷時間連續超過3個月的，本集團暫停借款費用的資本化。

#### 14、無形資產

無形資產以成本減累計攤銷(僅限於使用壽命有限的無形資產)及減值準備(參見附註三、16)後在資產負債表內列示。對於使用壽命有限的無形資產，本集團將無形資產的成本扣除預計淨殘值和累計減值準備後按直線法在預計使用壽命期內攤銷。



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 14. Intangible assets (Cont'd)

The respective amortization periods for such intangible assets are as follows:

Item	項目	Amortization period 攤銷年限(年)
Land use rights	土地使用權	50 years 年
Unpatented technology	非專利技術	20 years 年
Trademark rights	商標權	10 years 年
Patents	專利權	8 years 年

An intangible asset is regarded as having an indefinite useful life and is not amortised when there is no foreseeable limit to the period over which the asset is expected to generate economic benefits for the Group. As at the balance sheet date, the Group did not have any intangible assets with indefinite useful lives.

Expenditures on an internal research and development project are classified into expenditures on the research phase and expenditures on the development phase. Expenditures on research phase are recognized in profit or loss when incurred. Expenditures on development phase are capitalized if development costs can be measured reliably, the product or process is technically and commercially feasible, and the Group intends to and has sufficient resources to complete development. Capitalized development costs are stated at cost less impairment losses in the balance sheet (see Note III.16). Other development expenditures are recognized as expenses in the period in which they are incurred.

#### 15. Long-term deferred expenses

Long-term deferred expenses are amortized in equal installments over the period that it enjoys benefits. Amortization periods for expenditures are:

Item	項目	Amortization period 攤銷期限
Operating lease rental improvement expenditure	經營租入固定資產改良支出	3-5 years 年

### 三、公司重要會計政策、會計估計(續)

#### 14、無形資產(續)

各項無形資產的攤銷年限為：

Amortization period 攤銷年限(年)
50 years 年
20 years 年
10 years 年
8 years 年

本集團將無法預見未來經濟利益期限的無形資產視為使用壽命不確定的無形資產，並對這類無形資產不予攤銷。截至資產負債表日，本集團沒有使用壽命不確定的無形資產。

本集團內部研究開發項目的支出分為研究階段支出和開發階段支出。研究階段的支出，於發生時計入當期損益。開發階段的支出，如果開發形成的某項產品或工序等在技術和商業上可行，而且本集團有充足的資源和意向完成開發工作，並且開發階段支出能夠可靠計量，則開發階段的支出便會予以資本化。資本化開發支出按成本減減值準備(參見附註三、16)在資產負債表內列示。其他開發費用則在其產生的期間內確認為費用。

#### 15、長期待攤費用

長期待攤費用在受益期限內分期平均攤銷。各項費用的攤銷期限分別為：

Amortization period 攤銷期限
3-5 years 年

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 16. Impairment of assets other than inventories and financial assets

The carrying amounts of the following assets are reviewed at each balance sheet date based on the internal and external sources of information to determine whether there is any indication of impairment:

- Fixed assets
- Construction in progress
- Intangible assets
- Long-term equity investment
- Long-term deferred expenses
- Other non-current assets, etc.

If any indication exists that an asset may be impaired, the recoverable amount of the asset is estimated. In addition, whether impairment evidence exists, the Group estimates the recoverable amount of intangible assets that have not reached the usable status at least once a year, and estimates the recoverable amount of intangible assets with useful life at the end of each year.

The recoverable amount of an asset, asset group or set of asset groups is the higher of its fair value (see Note III.17) less costs to sell and its present value of expected future cash flows.

An asset group is composed of assets directly relating to cash-generation, which is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or asset groups.

### 三、公司重要會計政策、會計估計(續)

#### 16、除存貨及金融資產外的其他資產減值

本集團在資產負債表日根據內部及外部信息以確定下列資產是否存在減值的跡象，包括：

- 固定資產
- 在建工程
- 無形資產
- 長期股權投資
- 長期待攤費用
- 其他非流動資產等

本集團對存在減值跡象的資產進行減值測試，估計資產的可收回金額。此外，無論是否存在減值跡象，本集團至少每年對尚未達到可使用狀態的無形資產估計其可收回金額，於每年年度終了對使用壽命不確定的無形資產估計其可收回金額。

可收回金額是指資產(或資產組、資產組組合，下同)的公允價值(參見附註三、17)減去處置費用後的淨額與資產預計未來現金流量的現值兩者之間較高者。

資產組由創造現金流入相關的資產組成，是可以認定的最小資產組合，其產生的現金流入基本上獨立於其他資產或者資產組。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 16. Impairment of assets other than inventories and financial assets (Cont'd)

The present value of expected future cash flows of an asset is determined by discounting the future cash flows, estimated to be derived from continuing use of the asset and from its ultimate disposal, to their present value using a pre-tax discount rate.

If the result of the recoverable amount estimation indicates the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. That reduction is recognized as an impairment loss and charged to profit or loss for the current period. A provision for impairment loss of the asset is recognized accordingly. For impairment losses related to an asset group or a set of asset groups, reduce the carrying amount of the other assets in the asset group or set of asset groups on a pro rata basis. However, the carrying amount of an impaired asset will not be reduced below the highest of its individual fair value less costs to sell (if determinable), the present value of expected future cash flows (if determinable) and zero.

Once an impairment loss is recognized, it is not reversed in a subsequent period.

#### 17. Fair value measurement

Unless otherwise stated, the Group measures the fair value according to the following principles:

Fair value is the price which the market participants can receive from sale of an asset or shall pay for the transfer a liability in an orderly transaction occurring on the measurement date.

When estimating fair value, the Group considers the characteristics (including status and location of assets, restrictions on the sale or use of assets, etc.) considered by market participants when they determine the price of relevant assets or liabilities on the measurement date, and adopts valuation techniques which are applicable in the current situation and supported by sufficient available data and other information. The valuation techniques mainly include market approach, income approach and cost approach.

### 三、公司重要會計政策、會計估計(續)

#### 16、除存貨及金融資產外的其他資產減值(續)

資產預計未來現金流量的現值，按照資產在持續使用過程中和最終處置時所產生的預計未來現金流量，選擇恰當的稅前折現率對其進行折現後的金額加以確定。

可收回金額的估計結果表明，資產的可收回金額低於其賬面價值的，資產的賬面價值會減記至可收回金額，減記的金額確認為資產減值損失，計入當期損益，同時計提相應的資產減值準備。與資產組或者資產組組合相關的減值損失，根據資產組或者資產組組合中除商譽之外的其他各項資產的賬面價值所佔比重，按比例抵減其他各項資產的賬面價值，但抵減後的各資產的賬面價值不得低於該資產的公允價值減去處置費用後的淨額(如可確定的)、該資產預計未來現金流量的現值(如可確定的)和零三者之中最高者。

資產減值損失一經確認，在以後會計期間不會轉回。

#### 17、公允價值的計量

除特別聲明外，本集團按下述原則計量公允價值：

公允價值是指市場參與者在計量日發生的有序交易中，出售一項資產所能收到或者轉移一項負債所需支付的價格。

本集團估計公允價值時，考慮市場參與者在計量日對相關資產或負債進行定價時考慮的特徵(包括資產狀況及所在位置、對資產出售或者使用的限制等)，並採用在當前情況下適用並且有足夠可利用數據和其他信息支持的估值技術。使用的估值技術主要包括市場法、收益法和成本法。



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 18. Provisions

A provision is recognized for an obligation related to a contingency if the Group has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

A provision is initially measured at the best estimate of the expenditure required to settle the related present obligation. Where the effect of time value of money is material, provisions are determined by discounting the expected future cash flows. Factors pertaining to a contingency such as the risks, uncertainties and time value of money are taken into account as a whole in reaching the best estimate. Where there is a continuous range of possible outcomes for the expenditure required, and each possible outcome in that range is as likely as any other, the best estimate is the mid-point of that range. Otherwise, the best estimate is determined based on the following circumstances:

- Where the contingency involves a single item, the best estimate is the most likely outcome.
- Where the contingency involves multiple items, the best estimate is determined by weighting all possible outcomes by their associated probabilities.

The Group reviewed the carrying amount of a provision at the balance sheet date and adjusted the carrying amount to the current best estimate.

### 三、公司重要會計政策、會計估計(續)

#### 18、預計負債

如果與或有事項相關的義務是本集團承擔的現時義務，且該義務的履行很可能會導致經濟利益流出本集團，以及有關金額能夠可靠地計量，則本集團會確認預計負債。

預計負債按照履行相關現時義務所需支出的最佳估計數進行初始計量。對於貨幣時間價值影響重大的，預計負債以預計未來現金流量折現後的金額確定。在確定最佳估計數時，本集團綜合考慮了與或有事項有關的風險、不確定性和貨幣時間價值等因素。所需支出存在一個連續範圍，且該範圍內各種結果發生的可能性相同的，最佳估計數按照該範圍內的中間值確定；在其他情況下，最佳估計數分別下列情況處理：

- 或有事項涉及單個項目的，按照最可能發生金額確定。
- 或有事項涉及多個項目的，按照各種可能結果及相關概率計算確定。

本集團在資產負債表日對預計負債的賬面價值進行覆核，並按照當前最佳估計數對該賬面價值進行調整。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 19. Share-based payments

##### (1) Classification of share-based payments

Share-based payment transactions in the Group are equity-settled share-based payments.

##### (2) Accounting treatment of share-based payments

###### — Equity-settled share-based payments

Where the Group uses shares or other equity instruments as consideration for services received from the employees, the payment is measured at the fair value of the equity instruments granted to the employees at the grant date. If the equity instruments granted to employees vest immediately, the fair value of the equity instruments granted is fully recognised as costs or expenses on the grant date, with a corresponding increase in capital reserve.

When the Group receives services, but has no obligation to settle the transaction because the relevant equity instruments are issued by the Company's ultimate parent or its subsidiaries outside the Group, the Group also classifies the transaction as equity-settled.

#### 20. Revenue

Revenue is the gross inflow of economic benefits arising in the course of the Group's ordinary activities when the inflows result in increase in shareholder's equity, other than increase relating to contributions from shareholders.

Revenue is recognised when the Group satisfies the performance obligation in the contract by transferring the control over relevant goods or services to the customers.

Where a contract has two or more performance obligations, the Group determines the stand-alone selling price at contract inception of the distinct good or service underlying each performance obligation in the contract and allocates the transaction price in proportion to those stand-alone selling prices.

### 三、公司重要會計政策、會計估計(續)

#### 19、股份支付

##### (1) 股份支付的種類

本集團的股份支付為以權益結算的股份支付。

##### (2) 實施股份支付計畫的相關會計處理

###### — 以權益結算的股份支付

本集團以股份或其他權益工具作為對價換取職工提供服務時，以授予職工權益工具在授予日公允價值計量。對於授予後立即可行權的股份支付交易，本集團在授予日按照權益工具的公允價值計入相關成本或費用，相應增加資本公積。

當本集團接受服務但沒有結算義務，並且授予職工的是本公司最終控制方或其控制的除本集團外的子公司的權益工具時，本集團將此股份支付計畫作為權益結算的股份支付處理。

#### 20、收入

收入是本集團在日常活動中形成的、會導致股東權益增加且與股東投入資本無關的經濟利益的總流入。

本集團在履行了合同中的履約義務，即在客戶取得相關商品或服務的控制權時，確認收入。

合同中包含兩項或多項履約義務的，本集團在合同開始日，按照各單項履約義務所承諾商品或服務的單獨售價的相對比例，將交易價格分攤至各單項履約義務，按照分攤至各單項履約義務的交易價格計量收入。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 20. Revenue (Cont'd)

The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties. The Group recognises the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved. The consideration which the Group expects to refund to the customer is recognised as refund liabilities and excluded from transaction price. Where the contract contains a significant financing component, the Group recognises the transaction price at an amount that reflects the price that a customer would have paid for the promised goods or services if the customer had paid cash for those goods or services when (or as) they transfer to the customer. The difference between the amount of promised consideration and the cash selling price is amortised using an effective interest method over the contract term. The Group does not adjust the consideration for any effects of a significant financing component if it expects, at contract inception, that the period between when the Group transfers a promised good or service to a customer and when the customer pays for that good or service will be one year or less.

The Group satisfies a performance obligation over time if one of the following criteria is met; or otherwise, a performance obligation is satisfied at a point in time:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the customer can control the asset created or enhanced during the Group's performance;
- the Group's performance does not create an asset with an alternative use to it and the Group has an enforceable right to payment for performance completed to date.

### 三、公司重要會計政策、會計估計(續)

#### 20、收入(續)

交易價格是本集團因向客戶轉讓商品或服務而預期有權收取的對價金額，不包括代第三方收取的款項。本集團確認的交易價格不超過在相關不確定性消除時累計已確認收入極可能不會發生重大轉回的金額。預期將退還給客戶的款項作為退貨負債，不計入交易價格。合同中存在重大融資成分的，本集團按照假定客戶在取得商品或服務控制權時即以現金支付的應付金額確定交易價格。該交易價格與合同對價之間的差額，在合同期間內採用實際利率法攤銷。合同開始日，本集團預計客戶取得商品或服務控制權與客戶支付價款間隔不超過一年的，不考慮合同中存在的重大融資成分。

滿足下列條件之一時，本集團屬於在某一段時間內履行履約義務，否則，屬於在某一點點履行履約義務：

- 客戶在本集團履約的同時即取得並消耗本集團履約所帶來的經濟利益；
- 客戶能夠控制本集團履約過程中在建的商品；
- 本集團履約過程中所產出的商品具有不可替代用途，且本集團在整個合同期間內有權就累計至今已完成的履約部分收取款項。



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 20. Revenue (Cont'd)

For performance obligation satisfied over time, the Group recognises revenue over time by measuring the progress towards complete satisfaction of that performance obligation. When the outcome of that performance obligation cannot be measured reasonably, but the Group expects to recover the costs incurred in satisfying the performance obligation, the Group recognises revenue only to the extent of the costs incurred until such time that it can reasonably measure the outcome of the performance obligation.

For performance obligation satisfied at a point in time, the Group recognises revenue at the point in time at which the customer obtains control of relevant goods or services. To determine whether a customer has obtained control of goods or services, the Group considers the following indicators:

- the Group has a present right to payment for the goods or services;
- the Group has transferred physical possession of the goods to the customer;
- the Group has transferred the legal title of the goods or the significant risks and rewards of ownership of the goods to the customer;
- the customer has accepted the goods or services.

A contract asset is the Group's right to consideration in exchange for goods or services that it has transferred to a customer when that right is conditional on something other than the passage of time. The Group recognises loss allowances for expected credit loss on contract assets (see Note III.8 (6)). Accounts receivable is the Group's right to consideration that is unconditional (only the passage of time is required). A contract liability is the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

Specific accounting policies which related to the Group's main activities to generate revenue are described below:

### 三、公司重要會計政策、會計估計(續)

#### 20、收入(續)

對於在某一時段內履行的履約義務，本集團在該段時間內按照履約進度確認收入。履約進度不能合理確定時，本集團已經發生的成本預計能夠得到補償的，按照已經發生的成本金額確認收入，直到履約進度能夠合理確定為止。

對於在某一時點履行的履約義務，本集團在客戶取得相關商品或服務控制權時點確認收入。在判斷客戶是否已取得商品或服務控制權時，本集團會考慮下列跡象：

- 本集團就該商品或服務享有現時收款權利；
- 本集團已將該商品的實物轉移給客戶；
- 本集團已將該商品的法定所有權或所有權上的主要風險和報酬轉移給客戶；
- 客戶已接受該商品或服務等。

本集團已向客戶轉讓商品或服務而有權收取對價的權利(且該權利取決於時間流逝之外的其他因素)作為合同資產列示，合同資產以預期信用損失為基礎計提減值(參見附註三、8(6))。本集團擁有的、無條件(僅取決於時間流逝)向客戶收取對價的權利作為應收款項列示。本集團已收或應收客戶對價而應向客戶轉讓商品或服務的義務作為合同負債列示。

與本集團取得收入的主要活動相關的具體會計政策描述如下：

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 20. Revenue (Cont'd)

##### (1) Sale of goods

The Group's merchandise sales are mainly direct sales.

##### (a) Domestic product sales

The Group's domestic merchandise sales are mainly sales of optical fiber preforms, optical fibers, optical cables and related products. The Group is generally responsible for the delivery of the goods to the designated place of delivery. After the goods are delivered to the customer for acceptance and a receipt is obtained, customers obtain control of products. The Group confirms the income from sales of goods.

##### (b) Overseas sales

The overseas sales of the Group's products mainly consisted of sales of optical fiber preforms, optical fibres, optical fibre cables and related products to overseas exports. The Group generally enters into offshore price terms with its customers, and the purchasers obtain control of products at the time of offshore declaration. The Group confirms the income from sales of goods.

##### (2) Rendering of labour services

The Group provides labor services mainly to provide short-term technical services. After the Group completes technical service contents and obtains customer acceptance orders, it provides income from labor services based on the fair value of the contract or agreement price received or receivable.

Where the outcome cannot be estimated reliably, revenues are recognised to the extent of the costs incurred that are expected to be recoverable, and an equivalent amount is charged to profit or loss as service cost; otherwise, the costs incurred are recognised in profit or loss and no service revenue is recognised.

### 三、公司重要會計政策、會計估計(續)

#### 20、收入(續)

##### (1) 銷售商品

本集團的商品銷售類型主要為直接銷售。

##### (a) 境內商品銷售

本集團境內商品銷售主要為光纖預製棒、光纖、光纜及相關產品的銷售。本集團一般負責將貨物運送至指定交貨地點，將貨物交付客戶驗收並取得簽收單後，客戶取得貨物控制權，本集團確認銷售商品收入。

##### (b) 境外商品銷售

本集團境外商品銷售主要為向境外出口銷售光纖預製棒、光纖、光纜及相關產品。本集團與客戶根據合同在貨物離岸報關時由購貨方取得貨物控制權，本集團確認銷售商品收入。

##### (2) 提供勞務收入

本集團按已收或應收的合同或協議價款的公允價值確定提供勞務收入金額。本集團在完成技術服務內容，取得客戶驗收單後確定提供勞務收入。

勞務交易的結果不能可靠估計的，如果已經發生的勞務成本預計能夠得到補償的，則按照已經發生的勞務成本金額確認提供勞務收入，並按相同金額結轉勞務成本；如果已經發生的勞務成本預計不能夠得到補償的，則將已經發生的勞務成本計入當期損益，不確認提供勞務收入。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 21. Contract cost

Contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer.

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained e.g. an incremental sales commission. The Group recognises as an asset the incremental costs of obtaining a contract with a customer if it expects to recover those costs. Other costs of obtaining a contract are expensed when incurred.

If the costs to fulfil a contract with a customer are not within the scope of inventories or other accounting standards, the Group recognises an asset from the costs incurred to fulfil a contract only if those costs meet all of the following criteria:

- the costs relate directly to an existing contract or to a specifically identifiable anticipated contract, including direct labour, direct materials, allocations of overheads (or similar costs), costs that are explicitly chargeable to the customer and other costs that are incurred only because the Group entered into the contract;
- the costs generate or enhance resources of the Group that will be used in satisfying (or in continuing to satisfy) performance obligations in the future;
- the costs are expected to be recovered.

Assets recognised for the incremental costs of obtaining a contract and assets recognised for the costs to fulfil a contract (the “assets related to contract costs”) are amortised on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate and recognised in profit or loss for the current period. The Group recognises the incremental costs of obtaining a contract as an expense when incurred if the amortisation period of the asset that the entity otherwise would have recognised is one year or less.

### 三、公司重要會計政策、會計估計(續)

#### 21、合同成本

合同成本包括為取得合同發生的增量成本及合同履約成本。

為取得合同發生的增量成本是指本集團不取得合同就不會發生的成本(如銷售佣金等)。該成本預期能夠收回的，本集團將其作為合同取得成本確認為一項資產。本集團為取得合同發生的、除預期能夠收回的增量成本之外的其他支出於發生時計入當期損益。

為履行合同發生的成本，不屬於存貨等其他企業會計準則規範範圍且同時滿足下列條件的，本集團將其作為合同履約成本確認為一項資產：

- 該成本與一份當前或預期取得的合同直接相關，包括直接人工、直接材料、製造費用(或類似費用)、明確由客戶承擔的成本以及僅因該合同而發生的其他成本；
- 該成本增加了本集團未來用於履行履約義務的資源；
- 該成本預期能夠收回。

合同取得成本確認為資產和合同履約成本確認為資產(以下簡稱「與合同成本有關的資產」)採用與該資產相關的商品或服務收入確認相同的基礎進行攤銷，計入當期損益。攤銷期限不超過一年則在發生時計入當期損益。



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 21. Contract cost (Cont'd)

The Group recognise an impairment loss in profit or loss to the extent that the carrying amount of an asset related to contract costs exceeds:

- remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the asset relates;
- the costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

#### 22. Employee benefits

##### (1) Short-term employee benefits

Employee wages or salaries, bonuses, social security contributions such as medical insurance, work injury insurance, maternity insurance and housing fund, measured at the amount incurred or at the applicable benchmarks and rates, are recognised as a liability as the employee provides services, with a corresponding charge to profit or loss or included in the cost of assets where appropriate.

##### (2) Post-employment benefits – defined contribution plans

Pursuant to the relevant laws and regulations of the People's Republic of China, the Group participated in a defined contribution basic pension insurance in the social insurance system established and managed by government organisations. The Group makes contributions to basic pension insurance plans based on the applicable benchmarks and rates stipulated by the government. Basic pension insurance contributions are recognised as part of the cost of assets or charged to profit or loss as the related services are rendered by the employees.

### 三、公司重要會計政策、會計估計(續)

#### 21、合同成本(續)

當與合同成本有關的資產的帳面價值高於下列兩項的差額時，本集團對超出部分計提減值準備，並確認為資產減值損失：

- 本集團因轉讓與該資產相關的商品或服務預期能夠取得的剩餘對價；
- 為轉讓該相關商品或服務估計將要發生的成本。

#### 22、職工薪酬

##### (1) 短期薪酬

本集團在職工提供服務的會計期間，將實際發生或按規定的基準和比例計提的職工工資、獎金、醫療保險費、工傷保險費和生育保險費等社會保險費和住房公積金，確認為負債，並計入當期損益或相關資產成本。

##### (2) 離職後福利—設定提存計劃

本集團所參與的設定提存計劃是按照中國有關法規要求，本集團職工參加的由政府機構設立管理的社會保障體系中的基本養老保險。基本養老保險的繳費金額按國家規定的基準和比例計算。本集團在職工提供服務的會計期間，將應繳存的金額確認為負債，並計入當期損益或相關資產成本。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 22. Employee benefits (Cont'd)

##### (3) Termination benefits

When the Group terminates the employment with employees before the employment contracts expire, or provides compensation under an offer to encourage employees to accept voluntary redundancy, a provision is recognised with a corresponding expense in profit or loss at the earlier of the following dates:

- When the Group cannot unilaterally withdraw the offer of termination benefits because of an employee termination plan or a curtailment proposal;
- When the Group has a formal detailed restructuring plan involving the payment of termination benefits and has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement that plan or announcing its main features to those affected by it.

#### 23. Government grants

Government grants are transfers of monetary assets or non-monetary assets from the government to the Group at no consideration except for the capital contribution from the government as an investor in the Group.

A government grant is recognized when there is reasonable assurance that the grant will be received and that the Group will comply with the conditions attaching to the grant.

If a government grant is in the form of a transfer of a monetary asset, it is measured at the amount that is received or receivable. If a government grant is in the form of a transfer of a non-monetary asset, it is measured at its fair value.

### 三、公司重要會計政策、會計估計(續)

#### 22、職工薪酬(續)

##### (3) 辭退福利

本集團在職工勞動合同到期之前解除與職工的勞動關係，或者為鼓勵職工自願接受裁減而提出給予補償的建議，在下列兩者孰早日，確認辭退福利產生的負債，同時計入當期損益：

- 本集團不能單方面撤回因解除勞動關係計劃或裁減建議所提供的辭退福利時；
- 本集團有詳細、正式的涉及支付辭退福利的重組計劃；並且，該重組計劃已開始實施，或已向受其影響的各方通告了該計劃的主要內容，從而使各方形成了對本集團將實施重組的合理預期時。

#### 23、政府補助

政府補助是本集團從政府無償取得的貨幣性資產或非貨幣性資產，但不包括政府以投資者身份向本集團投入的資本。

政府補助在能夠滿足政府補助所附條件，並能夠收到時，予以確認。

政府補助為貨幣性資產的，按照收到或應收的金額計量。政府補助為非貨幣性資產的，按照公允價值計量。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 23. Government grants (Cont'd)

In addition to the government subsidy for the following policy-based discount, a government grant obtained by the Group for acquisition or construction or in the form of long-term asset is deemed to be related to an asset. A government grant obtained by the Group other than asset-related government grants is deemed to be related to income. A government grant related to an asset is recognized initially as deferred income and amortized to profit or loss in the same period according to a reasonable, systematic approach by instalments over the useful life of the asset. A government grant related to income that compensates the Group for expenses or losses to be incurred in the subsequent periods is recognized initially as deferred income and recognized in profit or loss in the same period in which the cost expenses or losses are recognized. A government grant that compensates the Group for cost expenses or losses incurred is recognized in profit or loss immediately.

The accounting treatment for the policy-based concessional loan discounts obtained by the Group was as follows:

- The finance department allocated the interest-subsidy funds to the loan bank. If the lending bank provides loans to the Company at a policy-based preferential interest rate, the borrowing amount actually received was used as the book value of the loan, and the relevant loan was calculated according to the loan principal and the policy preferential interest rate. cost.
- If the finance department directly distributed the discount interest funds to the Group, the corresponding discount would be used to offset the relevant borrowing costs.

#### 24. Income tax

Current and deferred tax is recognised in profit or loss except to the extent that they relate to business combinations or items recognised directly in equity (including other comprehensive income).

Current tax is the expected income tax payable calculated at the applicable tax rate on taxable income for the year, plus any adjustment to income tax payable in respect of previous years.

At the balance sheet date, current tax assets and liabilities are offset if the Group has a legally enforceable right to set them off and also intends either to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

### 三、公司重要會計政策、會計估計(續)

#### 23、政府補助(續)

本集團取得的、除下述政策性貼息的政府補助外、用於購建或以其他方式形成長期資產的政府補助作為與資產相關的政府補助。本集團取得的與資產相關之外的其他政府補助作為與收益相關的政府補助。與資產相關的政府補助，本集團將其確認為遞延收益，並在相關資產使用壽命內按照合理、系統的方法分期計入當期損益。與收益相關的政府補助，如果用於補償本集團以後期間的相關成本費用或損失的，本集團將其確認為遞延收益，並在確認相關成本費用或損失的期間，計入當期損益；如果用於補償本集團已發生的相關成本費用或損失的，則直接計入當期損益。

本集團取得政策性優惠貸款貼息的會計處理方法為：

- 財政將貼息資金撥付給貸款銀行，由貸款銀行以政策性優惠利率向公司提供貸款的，以實際收到的借款金額作為借款的入帳價值，按照借款本金和該政策性優惠利率計算相關借款費用。
- 財政將貼息資金直接撥付給本集團的，將對應的貼息沖減相關借款費用。

#### 24、所得稅

除因企業合併和直接計入所有者權益(包括其他綜合收益)的交易或者事項產生的所得稅外，本集團將當期所得稅和遞延所得稅計入當期損益。

當期所得稅是按本年度應稅所得額，根據稅法規定的稅率計算的預期應交所得稅，加上以往年度應付所得稅的調整。

資產負債表日，如果本集團擁有以淨額結算的法定權利並且意圖以淨額結算或取得資產、清償負債同時進行時，那麼當期所得稅資產及當期所得稅負債以抵銷後的淨額列示。



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 24. Income tax (Cont'd)

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities and their tax bases, which include the deductible tax losses and tax credits carried forward to subsequent years. Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilized.

Deferred tax is not recognized for the temporary differences arising from the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting profit nor taxable profit (or deductible loss). Deferred tax is not recognised for taxable temporary differences arising from the initial recognition of goodwill.

At the balance sheet date, the carrying amount of deferred tax assets and liabilities are measured based on the expected manner of recovery or settlement of the carrying amount of the assets and liabilities, using tax rates that are expected to be applied in the period when the asset is recovered or the liability is settled in accordance with tax laws.

The carrying amount of a deferred tax asset is reviewed at each balance sheet date. The carrying amount of a deferred tax asset is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefits of the deferred tax asset to be utilized. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

At the balance sheet date, deferred tax assets and liabilities are offset if all the following conditions are met:

- the taxable entity has the legal rights to settle the income tax assets and income tax liabilities for the current period by net amount;
- they relate to income taxes levied by the same tax authority on either the taxable entity has a legally enforceable right or set off current income tax assets against current income tax liabilities, and different taxable entities which either intend to settle the current income tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

### 三、公司重要會計政策、會計估計(續)

#### 24、所得稅(續)

遞延所得稅資產與遞延所得稅負債分別根據可抵扣暫時性差異和應納稅暫時性差異確定。暫時性差異是指資產或負債的賬面價值與其計稅基礎之間的差額，包括能夠轉以後年度的可抵扣虧損和稅款抵減。遞延所得稅資產的確認以很可能取得用來抵扣可抵扣暫時性差異的應納稅所得額為限。

如果不屬於企業合併交易且交易發生時既不影響會計利潤也不影響應納稅所得額(或可抵扣虧損)，則該項交易中產生的暫時性差異不會產生遞延所得稅。

資產負債表日，本集團根據遞延所得稅資產和負債的預期收回或結算方式，依據已頒佈的稅法規定，按照預期收回該資產或清償該負債期間的適用稅率計量該遞延所得稅資產和負債的賬面金額。

資產負債表日，本集團對遞延所得稅資產的賬面價值進行覆核。如果未來期間很可能無法獲得足夠的應納稅所得額用以抵扣遞延所得稅資產的利益，則減記遞延所得稅資產的賬面價值。在很可能獲得足夠的應納稅所得額時，減記的金額予以轉回。

資產負債表日，遞延所得稅資產及遞延所得稅負債在同時滿足以下條件時以抵銷後的淨額列示：

- 納稅主體擁有以淨額結算當期所得稅資產及當期所得稅負債的法定權利；
- 遞延所得稅資產及遞延所得稅負債是與同一稅收徵管部門對同一納稅主體徵收的所得稅相關或者是對不同的納稅主體相關，但在未來每一具有重要性的遞延所得稅資產及負債轉回的期間內，涉及的納稅主體意圖以淨額結算當期所得稅資產和負債或是同時取得資產、清償負債。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 25. Operating and finance leases

A lease is classified as either a finance lease or an operating lease. A finance lease is a lease that transfers substantially all the risks and rewards incidental to ownership of a leased asset to the lessee, irrespective of whether the legal title to the asset is eventually transferred or not. An operating lease is a lease other than a finance lease.

##### (1) Operating lease charges

Rental payments under operating leases are recognized as costs or expenses on a straight-line basis over the lease term.

##### (2) Assets leased out under operating leases

The fixed assets leased out under operating leases are depreciated in accordance with the depreciation policies described in Note III.11(2), and impairment provisions are made in accordance with the accounting policies described in Note III.16. Rental income from operating leases is recognised as income on a straight-line basis over the lease term. The initial direct costs incurred for assets leased out under operating leases are capitalized, and when the amount is large, it is charged to profit or loss for the period on the same basis as the rental income is recognized over the entire lease term. When the amount is small, it is directly charged to profit or loss for the period.

#### 26. Profit distributions to shareholders

Dividends or distributions of profits proposed in the profit appropriation plan which will be considered and approved after the balance sheet date, are not recognized as a liability at the balance sheet date but disclosed in the notes separately.

#### 27. Related parties

If a party has the power to control, jointly control or exercise significant influence over another party, or where two or more parties are subject to common control, joint control or significant influence from another party, they are considered to be related parties. Related parties may be individuals or enterprises. Enterprises which is under common control only from the State and that have no other related party relationships are not regarded as related parties.

In addition, the Company also determines the related parties of the Group or the Company in accordance with the Measures for the Administration of Information Disclosure of Listed Companies promulgated by the Securities Regulatory Commission.

### 三、公司重要會計政策、會計估計(續)

#### 25、經營租賃、融資租賃

租賃分為融資租賃和經營租賃。融資租賃是指無論所有權最終是否轉移但實質上轉移了與資產所有權有關的全部風險和報酬的租賃。經營租賃是指除融資租賃以外的其他租賃。

##### (1) 經營租賃租入資產

經營租賃租入資產的租金費用在租賃期內按直線法確認為相關資產成本或費用。

##### (2) 經營租賃租出資產

經營租賃租出的固定資產按附註三、11(2)所述的折舊政策計提折舊，按附註三、16所述的會計政策計提減值準備。經營租賃的租金收入在租賃期內按直線法確認為收入。經營租賃租出資產發生的初始直接費用，金額較大時予以資本化，在整個租賃期內按照與確認租金收入相同的基礎分期計入當期損益；金額較小時，直接計入當期損益。

#### 26、股利分配

資產負債表日後，經審議批准的利潤分配方案中擬分配的股利或利潤，不確認為資產負債表日的負債，在附註中單獨披露。

#### 27、關聯方

一方控制、共同控制另一方或對另一方施加重大影響，以及兩方或兩方以上同受一方控制、共同控制的，構成關聯方。關聯方可為個人或企業。僅僅同受國家控制而不存在其他關聯方關係的企業，不構成關聯方。

此外，本公司同時根據證監會頒佈的《上市公司信息披露管理辦法》確定本集團或本公司的關聯方。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 28. Segment reporting

The Group determines the operating segments on the basis of internal structure, management requirements and internal reporting system. If two or more operating segments having similar economic characteristics, and at the same time the nature of each product and service, the nature of production process, the type or class of customers for their products and services, the methods used to distribute their products or provide their services; the influence brought by law, administrative regulations on production of products and provision of services of each of the individual operating segment have the same or similar nature can be merged into one operating segment. The Group determines the reporting segment after considering the principle of materiality based on operating segments.

Inter-segment revenues are measured on the basis of actual transaction price for such transactions for segment reporting, and segment accounting policies are consistent with those used for the preparation of financial statements of the Group.

#### 29. Significant accounting estimates and judgments

The preparation of financial statements requires management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Key assumptions and judgments on uncertainties related to estimates are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

##### (1) Estimates

Aparting from the information of risk factors and fair value assumption of the Depreciation and amortization of assets other than fixed assets and intangible assets (see Note III, 11 and 14) and impairment of various types of assets (see notes V.3, 6, 9, 11, 12 and 13 and note XV.1 and 3), other key sources of estimation uncertainty are as follows:

- (i) Note V.14 - Confirmation of deferred tax assets.
- (ii) Note IX -Fair value measurements of financial instruments.

### 三、公司重要會計政策、會計估計(續)

#### 28、分部報告

本集團以內部組織結構、管理要求、內部報告制度為依據確定經營分部。如果兩個或多個經營分部存在相似經濟特徵且同時在各單項產品或勞務的性質、生產過程的性質、產品或勞務的客戶類型、銷售產品或提供勞務的方式、生產產品及提供勞務受法律及行政法規的影響等方面具有相同或相似性的，可以合併為一個經營分部。本集團以經營分部為基礎考慮重要性原則後確定報告分部。

本集團在編製分部報告時，分部間交易收入按實際交易價格為基礎計量。編製分部報告所採用的會計政策與編製本集團財務報表所採用的會計政策一致。

#### 29、主要會計估計及判斷

編製財務報表時，本集團管理層需要運用估計和假設，這些估計和假設會對會計政策的應用及資產、負債、收入及費用的金額產生影響。實際情況可能與這些估計不同。本集團管理層對估計涉及的關鍵假設和不確定因素的判斷進行持續評估，會計估計變更的影響在變更當期和未來期間予以確認。

##### (1) 主要會計估計

除固定資產及無形資產等資產的折舊及攤銷(參見附註三、11和14)和各類資產減值(參見附註五、3、6、9、11、12和13以及附註十五、1和3)涉及的會計估計外，其他主要估計金額的不確定因素如下：

- (i) 附註五、14 — 遞延所得稅資產的確認；
- (ii) 附註九—金融工具公允價值估值；



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 29. Significant accounting estimates and judgments (Cont'd)

##### (2) Judgments

In preparing this financial statement, management used significant accounting judgments made by the Group's accounting policies. For the accounting policy judgments made by the management that have the most significant influence on the amounts recognized in the financial statements, refer to Note III. 8(5) Termination of Recognition of Financial Assets and Financial Liabilities and Note V.3 Trade and bills receivable.

#### 30. Changes of accounting policies

##### (1) Description and reasons for changes in accounting policies

The Ministry of Finance (MOF) issued the following revised accounting standards and interpretations in 2017 and 2018:

- CAS No.14 – Revenue (Revised) ("new revenue standard")
- CAS No.22 – Financial Instruments: Recognition and Measurement (Revised), CAS No.23 Transfer of Financial Assets (Revised), CAS No.24 – Hedge Accounting (Revised) and CAS No.37 – Presentation and Disclosures of Financial Instruments (Revised) (collectively the "new financial instruments standards")
- CAS Bulletin No.9 - Accounting of Net Investment Losses under Equity Method, CAS Bulletin No.10 - Applying Revenue-based Depreciation Method on Fixed Assets, CAS Bulletin No.11 - Applying Revenue-based Amortisation Method on Intangible Assets and CAS Bulletin No.12- Determination of Whether the Provider and Receiver of Key Management Personnel Services are Related Parties (collectively the "CAS Bulletins No.9-12")
- Notice on Revision of the 2018 Illustrative Financial Statements (Caikuai [2018] No.15)

The Group has applied the above revised accounting standards and interpretations since 1 January 2018 and adjusted the related accounting policies.

### 三、公司重要會計政策、會計估計(續)

#### 29、主要會計估計及判斷(續)

##### (2) 主要會計判斷

在編製本財務報表時，管理層就採用本集團的會計政策作出重大會計判斷。管理層作出的對財務報表內確認金額構成最重大影響的會計政策判斷參見附註三、8(5)金融資產和金融負債的終止確認及附註五、3應收票據及應收賬款。

#### 30、主要會計政策的變更

##### (1) 變更的內容及原因

財政部於2017年及2018年頒佈了以下企業會計準則修訂及解釋：

- 《企業會計準則第14號——收入(修訂)》(「新收入準則」)
- 《企業會計準則第22號——金融工具確認和計量(修訂)》、《企業會計準則第23號——金融資產轉移(修訂)》、《企業會計準則第24號——套期會計(修訂)》及《企業會計準則第37號——金融工具列報(修訂)》(統稱「新金融工具準則」)
- 《企業會計準則解釋第9號——關於權益法下投資淨損失的會計處理》、《企業會計準則解釋第10號——關於以使用固定資產產生的收入為基礎的折舊方法》、《企業會計準則解釋第11號——關於以使用無形資產產生的收入為基礎的攤銷方法》及《企業會計準則解釋第12號——關於關鍵管理人員服務的提供方與接受方是否為關聯方》(統稱「解釋第9-12號」)
- 《關於修訂印發2018年度一般企業財務報表格式的通知》(財會[2018] 15號)

本集團自2018年1月1日起執行上述企業會計準則修訂及解釋，對會計政策相關內容進行調整。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 30. Changes of accounting policies (Cont'd)

##### (2) Major impact of changes in accounting policies

##### (a) New revenue standard

The new revenue standard replaces CAS No.14 – Revenue and CAS No.15 – Construction Contracts issued by the MOF in 2006 (the “old revenue standard”).

Under previous revenue standard, the Group recognised revenue when the risks and rewards had passed to the customers. The Group's revenue from sales of goods was recognised when the following conditions were met: the significant risks and rewards of ownership of the goods had been transferred to the customer, the amount of revenue and related costs could be reliably measured, the relevant economic benefits would probably flow to the Group and the Group retained neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold. Revenue from rendering of services was recognized by reference to the stage of completion of the transaction at the balance sheet date.

Under new revenue standard, revenue is recognised when the customer obtains control of the promised goods or services in the contract:

### 三、公司重要會計政策、會計估計(續)

#### 30、主要會計政策的變更(續)

##### (2) 變更的主要影響

##### (a) 新收入準則

新收入準則取代了財政部於2006年頒佈的《企業會計準則第14號——收入》及《企業會計準則第15號——建造合同》(統稱「原收入準則」)。

在原收入準則下，本集團以風險報酬轉移作為收入確認時點的判斷標準。本集團銷售商品收入在同時滿足下列條件時予以確認，即：商品所有權上的主要風險和報酬已轉移給購貨方，收入的金額及相關成本能夠可靠計量，相關的經濟利益很可能流入本集團，本集團既沒有保留通常與所有權相聯繫的繼續管理權，也沒有對已售出的商品實施有效控制。提供勞務收入按照資產負債表日的完工百分比法進行確認。

在新收入準則下，本集團以控制權轉移作為收入確認時點的判斷標準：

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 30. Changes of accounting policies (Cont'd)

##### (2) Major impact of changes in accounting policies (Cont'd)

##### (a) New revenue standard (Cont'd)

- Revenue is recognised when the Group satisfies the performance obligation in the contract by transferring the control over relevant goods or services to the customers. The Group satisfies a performance obligation over time if certain criteria is met; or otherwise, a performance obligation is satisfied at a point in time. Where a contract has two or more performance obligations, the Group determines the stand alone selling price at contract inception of the distinct good or service underlying each performance obligation in the contract and allocates the transaction price in proportion to those stand-alone selling prices. The Group recognizes as revenue the amount of the transaction price that is allocated to each performance obligation. The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties. The Group recognises the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved. Where the contract contains a significant financing component, the Group recognises the transaction price at an amount that reflects the price that a customer would have paid for the promised goods or services if the customer had paid cash for those goods or services when (or as) they transfer to the customer. The difference between the amount of promised consideration and the cash selling price is amortised using an effective interest method over the contract term.

### 三、公司重要會計政策、會計估計(續)

#### 30、主要會計政策的變更(續)

##### (2) 變更的主要影響(續)

##### (a) 新收入準則(續)

- 本集團在履行了合同中的履約義務，即在客戶取得相關商品或服務的控制權時，確認收入。在滿足一定條件時，本集團屬於在某一段時間內履行履約義務，否則，屬於在某一時點履行履約義務。合同中包含兩項或多項履約義務的，本集團在合同開始日，按照各單項履約義務所承諾商品或服務的單獨售價的相對比例，將交易價格分攤至各單項履約義務，按照分攤至各單項履約義務的交易價格計量收入。交易價格是本集團因向客戶轉讓商品或服務而預期有權收取的對價金額，不包括代協力廠商收取的款項。本集團確認的交易價格不超過在相關不確定性消除時累計已確認收入極可能不會發生重大轉回的金額。合同中存在重大融資成分的，本集團按照假定客戶在取得商品或服務控制權時即以現金支付的應付金額確定交易價格。該交易價格與合同對價之間的差額，在合同期間內採用實際利率法攤銷。



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 30. Changes of accounting policies (Cont'd)

##### (2) Major impact of changes in accounting policies (Cont'd)

##### (a) New revenue standard (Cont'd)

- The Group have adjusted the relevant accounting policies in accordance with the specific provisions on specific matters or transactions under new revenue standard, such as contract costs, warranties, principal versus agent considerations, licensing, and receipt in advance.
- Under new revenue standard, the Group presents a contract liability in the balance sheet based on the relationship between the Group's performance and the customer's payment.

The effect of adopting new revenue standard on the Group's accounting policies are as follows:

For the receivables in advance received from customers for the transfer of goods (or service provision), the Group refers to them as "receipt in advance" under the previous revenue standard. Under the new revenue standard, based on the relationship between the performance of obligations by the enterprise and the payment from customers, the Group's obligation to transfer goods to customers after receiving the consideration from them shall be presented as "contract liabilities" on the balance sheet from 1 January 2018, and no adjustments will be made to the comparative financial statements.

### 三、公司重要會計政策、會計估計(續)

#### 30、主要會計政策的變更(續)

##### (2) 變更的主要影響(續)

##### (a) 新收入準則(續)

- 本集團依據新收入準則有關特定事項或交易的具體規定調整了相關會計政策。例如：合同成本、質保金、主要責任人和代理人的區分、知識產權許可、預收款的處理等。
- 本集團依據新收入準則的規定，根據履行履約義務與客戶付款之間的關係在資產負債表中列示合同資產或合同負債。

採用新收入準則對本集團會計政策的具體影響如下：

對於因轉讓商品(或提供服務)向客戶收取的預收款，在原收入準則下，本集團將其計入「預收賬款」科目。在新收入準則下，本集團根據本企業履行義務與客戶付款之間的關係，將已收客戶對價而應向客戶轉讓商品的義務自2018年1月1日起作為「合同負債」在資產負債表中列示，未對比較財務報表資料進行調整。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 30. Changes of accounting policies (Cont'd)

##### (2) Major impact of changes in accounting policies (Cont'd)

##### (b) New financial instruments standards

The new financial instruments standards revise CAS No.22 – Financial instruments: Recognition and measurement, CAS No.23 – Transfer of Financial assets and CAS No.24 – Hedging issued by the MOF in 2006 and CAS No.37 – Presentation and Disclosures of Financial Instruments (collecting the “old financial instruments standards”).

The new financial instruments standards classify financial assets into three basic categories: (1) financial assets measured at amortised cost; (2) financial assets measured at FVOCI; and (3) financial assets measured at FVTPL. The classification of financial assets under the new financial instruments standards is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. The new financial instruments standards cancel the previous categories of held to maturity investments, loans and receivables and available for sale financial assets under the old financial instruments standards. Under the new financial instruments standards, derivatives embedded in contracts where the host is a financial asset are never separated. Instead, the hybrid financial instrument as a whole is assessed for classification.

### 三、公司重要會計政策、會計估計(續)

#### 30、主要會計政策的變更(續)

##### (2) 變更的主要影響(續)

##### (b) 新金融工具準則

新金融工具準則修訂了財政部於2006年頒佈的《企業會計準則第22號——金融工具確認和計量》、《企業會計準則第23號——金融資產轉移》和《企業會計準則第24號——套期保值》以及財政部於2014年修訂的《企業會計準則第37號——金融工具列報》(統稱「原金融工具準則」)。

新金融工具準則將金融資產劃分為三個基本分類：(1)以攤余成本計量的金融資產；(2)以公允價值計量且其變動計入其他綜合收益的金融資產；及(3)以公允價值計量且其變動計入當期損益的金融資產。在新金融工具準則下，金融資產的分類是基於本集團管理金融資產的業務模式及該資產的合同現金流量特徵而確定。新金融工具準則取消了原金融工具準則中規定的持有至到期投資、貸款和應收款項及可供出售金融資產三個分類類別。根據新金融工具準則，嵌入衍生工具不再從金融資產的主合同中分拆出來，而是將混合金融工具整體適用關於金融資產分類的相關規定。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 30. Changes of accounting policies (Cont'd)

##### (2) Major impact of changes in accounting policies (Cont'd)

##### (b) New financial instruments standards (Cont'd)

The adoption of new financial instruments standards does not have a significant impact on the Group's accounting policies for financial liabilities.

The Group did not designate or de-designated any financial assets or financial liabilities at FVTPL at 1 January 2018.

The new financial instruments standards replace the "incurred loss" model in the old financial instruments standards with the ECL model. The ECL model requires an ongoing measurement of credit risk associated with a financial asset and therefore recognises ECLs earlier than under the "incurred loss" accounting model in the old financial instruments standards.

The ECL model applies to the following item:

- Financial assets measured at amortised cost;

The ECL model does not apply to investments in equity instruments.

The Group has applied the classification and measurement requirements (including impairment) of new financial instruments standards retrospectively. The Group recognised any difference between the previous carrying amount under previous financial instruments standards and the carrying amount at the beginning of the annual reporting period that includes the date of initial application (on 1 January 2018) in the opening retained earnings or other comprehensive income. Comparative information has not been restated.

### 三、公司重要會計政策、會計估計(續)

#### 30、主要會計政策的變更(續)

##### (2) 變更的主要影響(續)

##### (b) 新金融工具準則(續)

採用新金融工具準則對本集團金融負債的會計政策並無重大影響。

2018年1月1日，本集團沒有將任何金融資產或金融負債指定為以公允價值計量且其變動計入當期損益的金融資產或金融負債，也沒有撤銷之前的指定。

新金融工具準則以「預期信用損失」模型替代了原金融工具準則中的「已發生損失」模型。「預期信用損失」模型要求持續評估金融資產的信用風險，因此在新金融工具準則下，本集團信用損失的確認時點早於原金融工具準則。

「預期信用損失」模型適用於下列項目：

- 以攤余成本計量的金融資產；

「預期信用損失」模型不適用於權益工具投資。

本集團按照新金融工具準則的銜接規定，對新金融工具準則施行日(即2018年1月1日)未終止確認的金融工具的分類和計量(含減值)進行追溯調整。本集團未調整比較財務報表資料，將金融工具原帳面價值和在新金融工具準則施行日的新帳面價值之間的差額計入2018年年初留存收益或其他綜合收益。



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 30. Changes of accounting policies (Cont'd)

##### (2) Major impact of changes in accounting policies (Cont'd)

##### (c) CAS Bulletins No. 9 – 12

The Group adjusted the relevant accounting policies based on requirements under CAS Bulletins No. 9 – 12 relating to the accounting treatments on net investment losses under equity method, the depreciation and amortisation methods of fixed assets and intangible assets and recognition and disclosure of related-party recipient of key management personnel service.

For the accounting treatments on net investment losses under equity method, comparative figures have been adjusted retrospectively. For the depreciation and amortisation method of fixed assets and intangible assets and recognition and disclosure of associates of key management personnel service, the Group adopted prospective approach and did not adjust the comparative figures.

The adoption of CAS Bulletins No. 9 – 12 does not have any material impact on the financial position and operating results of the Group.

##### (d) Presentation of Financial Statements

The Group prepared its 2018 annual financial statements in accordance with the format for financial statements specified by CaiKuai [2018] No.15 and retrospectively adjusted the presentation of the related financial statements.

The impacts of the relevant presentation adjustments are as follows:

### 三、公司重要會計政策、會計估計(續)

#### 30、主要會計政策的變更(續)

##### (2) 變更的主要影響(續)

##### (c) 解釋第9-12號

本集團按照解釋第9-12號有關權益法下有關投資淨損失的會計處理，固定資產和無形資產的折舊和攤銷方法以及關鍵管理人員服務的關聯方認定及披露的規定對相關的會計政策進行了調整。

對於權益法下有關投資淨損失的會計處理，本集團採用追溯調整法對比較財務報表的相關專案進行了調整。對於固定資產和無形資產的折舊和攤銷方法以及關鍵管理人員服務的關聯方認定及披露，本集團採用未來適用法，未對比較財務報表資料進行調整。

採用解釋第9-12號未對本集團財務狀況和經營成果產生重大影響。

##### (d) 財務報表列報

本集團根據財會[2018] 15號規定的財務報表格式編製2018年度財務報表，並採用追溯調整法變更了相關財務報表列報。

相關列報調整影響如下：

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 30. Changes of accounting policies (Cont'd)

(2) Major impact of changes in accounting policies (Cont'd)

(d) Presentation of Financial Statements

Items affected in the consolidated and the parent company balance sheet as at 31 December 2017:

### 三、公司重要會計政策、會計估計(續)

#### 30、主要會計政策的變更(續)

(2) 變更的主要影響(續)

(d) 財務報表列報

2017年12月31日受影響的合併資產負債表和母公司資產負債表項目：

		Before adjustment 調整前	The Group 本集團 Adjustment 調整數	After adjustment 調整後
Bills receivable	應收票據	588,546,632	(588,546,632)	—
Trade receivables	應收賬款	1,834,657,244	(1,834,657,244)	—
Trade and bills receivable	應收票據及應收賬款	—	2,423,203,876	2,423,203,876
Dividends receivable	應收股利	13,373,336	(13,373,336)	—
Other receivables	其他應收款	98,349,552	13,373,336	111,722,888
Bills payable	應付票據	293,832,710	(293,832,710)	—
Trade payables	應付賬款	1,051,927,402	(1,051,927,402)	—
Trade and bills payable	應付票據及應付賬款	—	1,345,760,112	1,345,760,112
Interests payable	應付利息	8,189,813	(8,189,813)	—
Other payables	其他應付款	350,815,468	8,189,813	359,005,281
Total	合計		—	

		Before adjustment 調整前	The Company 本公司 Adjustment 調整數	After adjustment 調整後
Bills receivable	應收票據	582,931,872	(582,931,872)	—
Trade receivables	應收賬款	1,800,051,280	(1,800,051,280)	—
Trade and bills receivable	應收票據及應收賬款	—	2,382,983,152	2,382,983,152
Dividends receivable	應收股利	13,373,336	(13,373,336)	—
Other receivables	其他應收款	257,473,789	13,373,336	270,847,125
Bills payable	應付票據	308,832,446	(308,832,446)	—
Trade payables	應付賬款	1,286,860,076	(1,286,860,076)	—
Trade and bills payable	應付票據及應付賬款	—	1,595,692,522	1,595,692,522
Interests payable	應付利息	8,163,676	(8,163,676)	—
Other payables	其他應付款	215,621,041	8,163,676	223,784,717
Total	合計		—	

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 30. Changes of accounting policies (Cont'd)

(2) Major impact of changes in accounting policies (Cont'd)

(d) Presentation of Financial Statements (Cont'd)

Items affected in the consolidated income statement and company income statement for the year ended 31 December 2017

### 三、公司重要會計政策、會計估計(續)

#### 30、主要會計政策的變更(續)

(2) 變更的主要影響(續)

(d) 財務報表列報(續)

2017年受影響的合併利潤表和母公司利潤表項目：

		Before adjustment 調整前	The Group 本集團 Adjustment 調整數	After adjustment 調整後
Administrative expenses	管理費用	968,067,388	(402,799,706)	565,267,682
R&D expenses	研發費用	—	402,799,706	402,799,706
Total	合計		—	

		Before adjustment 調整前	The Company 本公司 Adjustment 調整數	After adjustment 調整後
Administrative expenses	管理費用	732,170,041	(292,493,901)	439,676,140
R&D expenses	研發費用	—	292,493,901	292,493,901
Total	合計		—	



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 30. Changes of accounting policies (Cont'd)

(3) Based on the comparative financial statement after retrospective adjustment (Note III.30(2) (d)) in accordance with the requirements of Cai Kuai [2018] No.15, the Group summarized the impacts on the combined balance sheet and the items of the parent company as at 1 January 2018 due to changes in accounting policies without retrospective adjustment under the aforementioned Note III.30(2) (a)-(c) as follows:

### 三、公司重要會計政策、會計估計(續)

#### 30、主要會計政策的變更(續)

(3) 本集團以按照財會[2018] 15號規定追溯調整(附註三、30(2)(d))後的比較財務報表為基礎，對上述附註三、30(2)(a)-(c)中不追溯調整比較財務報表數據的會計政策變更對2018年1月1日合併資產負債表及母公司資產負債表各項目的影響匯總如下：

		The Group 本集團				
Carrying amount at 1 January 2018 before adjustment 調整前 2018年1月1日 賬面金額		Reclassification 重分類		Remeasurement 重新計量	Carrying amount at 1 January 2018 after adjustment 調整後 2018年1月1日 賬面金額	
		Effect of new revenue standard 新收入 準則影響	Effect of new financial instruments standards 新金融工具 準則影響	Effect of new financial instruments standards 新金融工具 準則影響		
<b>Assets:</b>	<b>資產：</b>					
Financial assets at fair value through profit or loss	以公允價值計量且其變動 計入當期損益的金融資產	4,599,225	—	(4,599,225)	—	—
Financial assets held for trading*	交易性金融資產*	—	—	42,113,148	—	42,113,148
Available-for-sale financial assets	可供出售金融資產	138,748,424	—	(138,748,424)	—	—
Investments in other equity instruments**	其他權益工具投資**	—	—	101,234,501	—	101,234,501

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 30. Changes of accounting policies (Cont'd)

(3) Based on the comparative financial statement after retrospective adjustment (Note III.30(2) (d)) in accordance with the requirements of Cai Kuai [2018] No.15, the Group summarized the impacts on the combined balance sheet and the items of the parent company as at 1 January 2018 due to changes in accounting policies without retrospective adjustment under the aforementioned Note III.30(2) (a)-(c) as follows: (Cont'd)

### 三、公司重要會計政策、會計估計(續)

#### 30、主要會計政策的變更(續)

(3) 本集團以按照財會[2018] 15號規定追溯調整(附註三、30(2)(d))後的比較財務報表為基礎，對上述附註三、30(2)(a)-(c)中不追溯調整比較財務報表資料的會計政策變更對2018年1月1日合併資產負債表及母公司資產負債表各項目的影響匯總如下：(續)

		The Group 本集團				
		Carrying amount at 1 January 2018 before adjustment 調整前 2018年1月1日 賬面金額	Reclassification 重分類 Effect of Effect of new revenue standard 新收入 準則影響	Remeasurement 重新計量 Effect of Effect of new financial instruments standards 新金融工具 準則影響	Carrying amount at 1 January 2018 after adjustment 調整後 2018年1月1日 賬面金額	
<b>Liabilities:</b>	<b>負債：</b>					
Receipt in advance	預收款項	241,566,904	(149,136,904)	—	92,430,000	
Contract liabilities	合同負債	—	149,136,904	—	149,136,904	
<b>Shareholders' equity:</b>	<b>股東權益：</b>					
Other comprehensive income	其他綜合收益	66,464,721	—	(2,158,472)	64,306,249	
Retained earnings	未分配利潤	2,535,966,730	—	2,158,472	2,538,125,202	

Note\*: This category is financial assets measured at fair value through profit or loss;

注\*：此類為以公允價值計量且其變動計入當期損益的金融資產；

Note\*\*: This category is financial assets measured at fair value through other comprehensive income.

注\*\*：此類為以公允價值計量且其變動計入其他綜合收益的金融資產。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 30. Changes of accounting policies (Cont'd)

(3) Based on the comparative financial statement after retrospective adjustment (Note III.30(2) (d)) in accordance with the requirements of Cai Kuai [2018] No.15, the Group summarized the impacts on the combined balance sheet and the items of the parent company as at 1 January 2018 due to changes in accounting policies without retrospective adjustment under the aforementioned Note III.30(2) (a)-(c) as follows: (Cont'd)

### 三、公司重要會計政策、會計估計(續)

#### 30、主要會計政策的變更(續)

(3) 本集團以按照財會[2018] 15號規定追溯調整(附註三、30(2)(d))後的比較財務報表為基礎，對上述附註三、30(2)(a)-(c)中不追溯調整比較財務報表資料的會計政策變更對2018年1月1日合併資產負債表及母公司資產負債表各項目的影響匯總如下：(續)

		The Company 本公司				
		Carrying amount at 1 January 2018 before adjustment 調整前 2018年1月1日 賬面金額	Reclassification	Remeasurement	Carrying amount at 1 January 2018 after adjustment 調整後 2018年1月1日 賬面金額	
			重分類	重新計量		
			Effect of new revenue standard 新收入 準則影響	Effect of new financial instruments standards 新金融工具 準則影響	Effect of new financial instruments standards 新金融工具 準則影響	
<b>Assets:</b>		<b>資產：</b>				
Financial assets at fair value through profit or loss	以公允價值計量且其變動 計入當期損益的金融資產	4,599,225	—	(4,599,225)	—	—
Financial assets held for trading*	交易性金融資產*	—	—	4,599,225	—	4,599,225
Available-for-sale financial assets	可供出售金融資產	101,024,501	—	(101,024,501)	—	—
Investments in other equity instruments**	其他權益工具投資**	—	—	101,024,501	—	101,024,501



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### III. SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (Cont'd)

#### 30. Changes of accounting policies (Cont'd)

(3) Based on the comparative financial statement after retrospective adjustment (Note III.30(2) (d)) in accordance with the requirements of Cai Kuai [2018] No.15, the Group summarized the impacts on the combined balance sheet and the items of the parent company as at 1 January 2018 due to changes in accounting policies without retrospective adjustment under the aforementioned Note III.30(2) (a)-(c) as follows: (Cont'd)

### 三、公司重要會計政策、會計估計(續)

#### 30、主要會計政策的變更(續)

(3) 本集團以按照財會[2018] 15號規定追溯調整(附註三、30(2)(d))後的比較財務報表為基礎，對上述附註三、30(2)(a)-(c)中不追溯調整比較財務報表資料的會計政策變更對2018年1月1日合併資產負債表及母公司資產負債表各項目的影響匯總如下：(續)

		The Company 本公司				
		Carrying amount at 1 January 2018 before adjustment 調整前 2018年1月1日 賬面金額	Reclassification 重分類 Effect of Effect of new revenue standard 新收入 準則影響	Remeasurement 重新計量 Effect of Effect of new financial instruments standards 新金融工具 準則影響		Carrying amount at 1 January 2018 after adjustment 調整後 2018年1月1日 賬面金額
<b>Liabilities:</b>	<b>負債：</b>					
Receipt in advance	預收款項	134,778,345	(134,778,345)	—	—	—
Contract liabilities	合同負債	—	134,778,345	—	—	134,778,345
<b>Shareholders' equity:</b>	<b>股東權益：</b>					
Other comprehensive income	其他綜合收益	60,685,225	—	—	(2,158,472)	58,526,753
Retained earnings	未分配利潤	2,218,630,343	—	—	2,158,472	2,220,788,815

Note\*: This category is financial assets measured at fair value through profit or loss;

注\*：此類為以公允價值計量且其變動計入當期損益的金融資產；

Note\*\*: This category is financial assets measured at fair value through other comprehensive income.

注\*\*：此類為以公允價值計量且其變動計入其他綜合收益的金融資產。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### IV. TAXATION

#### I. Major taxes and tax rates

Types 稅種	Tax basis 計稅依據	Tax rates 稅率
Value added tax	The amount of output tax calculated on the basis of sales revenue and taxable service income calculated in accordance with the tax law, after deducting the amount of input tax that can be deducted in the current period, the difference is the value-added tax payable.	6%、16% or 17% (Note1)
增值稅	按稅法規定計算的銷售貨物和應稅勞務收入為基礎計算銷項稅額，在扣除當期允許抵扣的進項稅額後，差額部分為應交增值稅	6%、16% or 17% (註1)
Enterprise income tax 企業所得稅	Calculated according to taxable income 按應納稅所得額計徵	(Note2) (註2)

Note1: According to [Cai Shui (2018) No.32] issued by the Ministry of Financial and State Administration of Taxation, from 1 May 2018, where the original tax rate is 17%, the tax rate shall be adjusted to 16% when taxpayer's taxable behavior of value-added vat happens.

Note2: The income tax rates applicable to the Company and subsidiaries located in Mainland China in 2018 are 25% (2017:25%). The statutory tax rate of the subsidiaries established by the Company in Hong Kong in 2018 is 16.5% (2017:16.5%). The statutory tax rate for the subsidiaries of the Company established in the Republic of Indonesia in 2018 is 25% (2017:25%). The statutory tax rate for subsidiaries of the Company established in the Republic of South Africa in 2018 is 28% (2017:28%). The statutory tax rate of the subsidiary established by the Company in the Kingdom of Thailand in 2018 is 20% (2017:20%). The statutory tax rate of the company's subsidiary in the Republic of the Philippines in 2018 is 30% (2017:30%). The statutory tax rate for the subsidiaries of the Company established in the State of Israel in 2018 is 23% (2017: 24%). The statutory tax rate for the subsidiaries of the Company established in Singapore in 2018 is 17%. The statutory tax rate for the subsidiaries of the Company established in Peru in 2018 is 29.5%.

### 四、稅項

#### I、主要稅種及稅率

註1：根據財政部及國家稅務總局發佈的財稅[2018]32號文，自2018年5月1日起，納稅人發生增值稅應稅銷售行為，原適用17%稅率的，稅率調整為16%。

註2：本公司及位於中國大陸的各子公司本年度適用的所得稅稅率為25%(2017年：25%)。本公司於香港設立的子公司本年度的法定稅率為16.5%(2017年：16.5%)。本公司於印度尼西亞共和國設立的子公司本年度的法定稅率為25%(2017年：25%)。本公司於南非共和國設立的子公司本年度的法定稅率為28%(2017年：28%)。本公司於泰國設立的子公司本年度的法定稅率為20%(2017年：20%)。本公司於菲律賓共和國設立的子公司本年度的法定稅率為30%(2017年：30%)。本公司於以色列國設立的子公司本年度的法定稅率為23%(2017年：24%)。本公司於新加坡共和國設立的子公司本年度的法定稅率為17%。本公司於秘魯共和國設立的子公司本年度的法定稅率為29.5%。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### IV. TAXATION (Cont'd)

#### 2. Tax incentives

According to the High-tech Enterprise Certificate No. GR201442000078 issued by the Hubei Provincial Department of Science and Technology, Hubei Provincial Department of Finance, Hubei Provincial State Revenue and Hubei Provincial Local Taxation Bureau, the Company was entitled to High Tech Enterprise qualification from 14 October 2014 to 1 November 2017, and enjoyed a preferential tax rate of 15% with preferential tax treatments in deductions from research and development costs. According to the High-tech Enterprise Certificate No. GR201742002234 issued by Hubei Provincial Department of Science and Technology, Hubei Provincial Department of Finance, Hubei Provincial State Revenue and Hubei Provincial Local Taxation Bureau, from 30 November 2017 to 30 November 2020, the Company would be entitled to High Tech Enterprise qualification, and enjoyed a preferential tax rate of 15% with preferential tax treatments in deductions from research and development costs. Therefore, the Company was entitled to a preferential tax rate of 15% in 2017 and 2018.

According to the High-tech Enterprise Certificate No. GR201542000605 issued by Hubei Provincial Department of Science and Technology, Hubei Provincial Department of Finance, Hubei Provincial State Revenue and Hubei Provincial Local Taxation Bureau, EverPro Technologies Company Limited, a subsidiary of the Company, was entitled to High Tech Enterprise qualification and enjoyed a preferential tax rate of 15% from 28 October 2015 to 28 October 2018. According to the High-tech Enterprise Certificate No. GR201842002475 issued by Hubei Provincial Department of Science and Technology, Hubei Provincial Department of Finance, Hubei Provincial State Revenue and Hubei Provincial Local Taxation Bureau, EverPro Technologies Company Limited, a subsidiary of the Company, was entitled to High Tech Enterprise qualification and enjoyed a preferential tax rate of 15% from 30 November 2018 to 30 November 2021.

According to Article 2 of Notice on Issues Concerning Tax Policies on Further Implementing the Strategy of Western Development issued by the Ministry of Finance, General Administration of Customs and State Administration of Taxation [Cai Shui (2011) No.58], Yangtze Optical Fibre and Cable Lanzhou Co., Ltd., a subsidiary of the Company, is an enterprise under the preferred industry set up in the western region, which was entitled to a preferential tax rate of 15% from 1 January 2016 to 31 December 2018.

### 四、稅項(續)

#### 2、稅收優惠

根據湖北省科學技術廳、湖北省財政廳、湖北省國家稅務局和湖北省地方稅務局核發的第 GR201442000078 號高新技術企業證書，自 2014 年 10 月 14 日至 2017 年 11 月 1 日，本公司享有高新技術企業資格，並享受 15% 的稅收優惠稅率及研發費用加計扣除的稅收優惠。根據湖北省科學技術廳、湖北省財政廳、湖北省國家稅務局和湖北省地方稅務局核發的第 GR201742002234 號高新技術企業證書，自 2017 年 11 月 30 日至 2020 年 11 月 30 日，本公司享有高新技術企業資格，並享受 15% 的稅收優惠稅率及研發費用加計扣除的稅收優惠，因此，本公司 2017 年度及 2018 年度按優惠稅率 15% 執行。

根據湖北省科學技術廳、湖北省財政廳、湖北省國家稅務局和湖北省地方稅務局核發的第 GR201542000605 號高新技術企業證書，自 2015 年 10 月 28 日至 2018 年 10 月 28 日，本公司的子公司長芯盛(武漢)科技有限公司享有高新技術企業資格，並享受 15% 的稅收優惠稅率。根據湖北省科學技術廳、湖北省財政廳和國家稅務總局湖北省稅務局核發的第 GR201842002475 號高新技術企業證書，自 2018 年 11 月 30 日至 2021 年 11 月 30 日，本公司的子公司長芯盛(武漢)科技有限公司享有高新技術企業資格，並享受 15% 的稅收優惠稅率。

根據《財政部、海關總署、國家稅務總局關於深入實施西部大開發戰略有關稅收政策問題的通知》財稅(2011) 58 號第二條，自 2016 年 1 月 1 日至 2018 年 12 月 31 日，本公司的子公司長飛光纖光纜蘭州有限公司屬於設在西部地區的鼓勵類產業企業，享受 15% 的稅收優惠稅率。



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### IV. TAXATION (Cont'd)

#### 2. Tax incentives (Cont'd)

According to the High-tech Enterprise Certificate No. GR201744200547 issued by Shenzhen Science and Technology Innovation Committee, Shenzhen Finance Committee, Shenzhen State Administration of Taxation and Shenzhen Local Taxation Bureau, Shenzhen YOFC Connectivity Technologies Co., Ltd., a subsidiary of the Company, was entitled to High Tech Enterprise qualification, and enjoyed the preferential tax rate of 15% from 17 August 2017 to 17 August 2020.

According to the High-tech Enterprise Certificate No. GR201742000482 issued by Hubei Provincial Department of Science and Technology, Hubei Provincial Department of Finance, Hubei Provincial State Revenue and Hubei Provincial Local Taxation Bureau, Yangtze Optical Fibre (Qianjiang) Co., Ltd., a subsidiary of the Company, was entitled to High Tech Enterprise qualification and, and enjoyed the preferential tax rate of 15% from 28 November 2017 to 28 November 2020.

According to the High-tech Enterprise Certificate No. GR201742001399 issued by Hubei Provincial Department of Science and Technology, Hubei Provincial Department of Finance, Hubei Provincial State Revenue and Hubei Provincial Local Taxation Bureau, Wuhan E3cloud Information Technologies Co., Ltd. (former named "Wuhan E3cloud Information Technology Co., Ltd."), a subsidiary of the Company, was entitled to High Tech Enterprise qualification, and enjoyed the preferential tax rate of 15% from 28 November 2017 to 28 November 2020.

According to the High-tech Enterprise Certificate No. GR201721000823 issued by Liaoning Science and Technology Department, Liaoning Provincial Department of Finance, Liaoning Provincial State Revenue Agency and Liaoning Provincial Local Taxation Bureau, Yangtze Optical Fibre and Cable Shenyang Co., Ltd., a subsidiary of the Company, was entitled to High Tech Enterprise qualification, and enjoyed the preferential tax rate of 15% from 1 December 2017 to 1 December 2020.

According to the High-tech Enterprise Certificate No. GR201833000494 issued by Zhejiang Science and Technology Department, Zhejiang Provincial Department of Finance, Zhejiang Provincial Tax Service and State Taxation Administration, Ally First Optical Fibre and Cable Co., Ltd., a subsidiary of the Company, was entitled to High Tech Enterprise qualification, and enjoyed the preferential tax rate of 15% from 30 November 2018 to 30 November 2021.

### 四、稅項(續)

#### 2、稅收優惠(續)

根據深圳市科技創新委員會、深圳市財政委員會、深圳市國家稅務局和深圳市地方稅務局核發的第GR201744200547號高新技術企業證書，自2017年8月17日至2020年8月17日，本公司的子公司深圳長飛智連技術有限公司享有高新技術企業資格，並享受15%的稅收優惠稅率。

根據湖北省科學技術廳、湖北省財政廳、湖北省國家稅務局和湖北省地方稅務局核發的第GR201742000482號高新技術企業證書，自2017年11月28日至2020年11月28日，本公司的子公司長飛光纖潛江有限公司享有高新技術企業資格，並享受15%的稅收優惠稅率。

根據湖北省科學技術廳、湖北省財政廳、湖北省國家稅務局和湖北省地方稅務局核發的第GR201742001399號高新技術企業證書，自2017年11月28日至2020年11月28日，本公司的子公司中標易雲信息技術有限公司(原名「武漢芯光雲信息技術有限責任公司」)享有高新技術企業資格，並享受15%的稅收優惠稅率。

根據遼寧省科學技術廳、遼寧省財政廳、遼寧省國家稅務局和遼寧省地方稅務局核發的第GR201721000823號高新技術企業證書，自2017年12月1日至2020年12月1日，本公司的子公司長飛光纖光纜瀋陽有限公司享有高新技術企業資格，並享受15%的稅收優惠稅率。

根據浙江省科學技術廳、浙江省財政廳、國家稅務總局浙江省稅務局核發的第GR201833000494號高新技術企業證書，自2018年11月30日至2021年11月30日，本公司的子公司浙江聯飛光纖光纜有限公司享有高新技術企業資格，並享受15%的稅收優惠稅率。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

#### I. Cash and cash equivalents

### 五、合併財務報表項目註釋

#### 1、貨幣資金

Item	項目	2018 2018年	2017 2017年
Cash in hand	庫存現金	816,233	556,518
Cash at bank	銀行存款	2,683,347,184	1,798,957,041
Total	合計	2,684,163,417	1,799,513,559
Including: total amount deposited overseas	其中：存放在境外的款項總額	20,215,956	42,384,736

As at 31 December 2018, the funds deposited with restrictions were RMB56,186,976 and there were no restrictions on repatriation of funds deposited overseas by the Group.

於2018年12月31日，本集團限制性存款為人民幣56,186,976元。本集團存放在境外的資金無匯回限制。

#### 2. Financial assets held for trading/Financial assets at fair value through profit or loss

##### (1) Financial assets held for trading

#### 2、交易性金融資產／以公允價值計量且其變動計入當期損益的金融資產

##### (1) 交易性金融資產

Type	種類	2018 2018年
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產	
Of which: Debt instrument investments	其中：債務工具投資	28,271,380
Equity instrument investments	權益工具投資	4,641,987
Total	合計	32,913,367

##### (2) Financial assets at fair value through profit or loss

##### (2) 以公允價值計量且其變動計入當期損益的金融資產

Type	種類	2017 2017年
Financial assets held for trading	交易性金融資產－權益工具投資	
- Equity instrument investments		4,599,225
Total	合計	4,599,225

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 3. Trade and bills receivable

Type	種類	Note 註	2018 2018 年	2017 2017 年
Bills receivable	應收票據	(1)	440,706,252	588,546,632
Trade receivables	應收賬款	(2)	2,976,756,984	1,834,657,244
Total	合計		3,417,463,236	2,423,203,876

(1) Bills receivable

(a) Classification of bills receivable

Type	種類	2018 2018 年	2017 2017 年
Bank acceptance bills	銀行承兌匯票	326,444,787	579,044,400
Commercial acceptance bills	商業承兌匯票	114,261,465	9,502,232
Total	合計	440,706,252	588,546,632

The aforementioned bills were due within one year.

(b) Bills receivable endorsed or discounted at the end of the year and undue at the balance sheet date:

Type	種類	Amount derecognized at the end of 2018 年末終止 確認金額	Amount not derecognized at the end of 2018 年末未終止 確認金額
Bank acceptance bills	銀行承兌匯票	152,374,712	100,148,385

### 五、合併財務報表項目註釋(續)

#### 3、應收票據及應收賬款

(1) 應收票據

(a) 應收票據分類

上述應收票據均為一年內到期。

(b) 年末本集團已背書或已貼現且在資產負債表日尚未到期的應收票據：



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 3. Trade and bills receivable (Cont'd)

(1) Bills receivable (Cont'd)

(b) Bills receivable endorsed or discounted at the end of the year and undue at the balance sheet date: (Cont'd)

- (i) Undue discounted or endorsed bank acceptance bills with full amount derecognised

In 2018, the Group discounted certain bank bills receivable from certain banks in China or endorsed them to the Group's suppliers ("Derecognized Bills") and derecognized them on 31 December 2018. The carrying amounts of undue bills receivable that have been discounted and derecognized on 31 December 2018 and 31 December 2017 are RMB32,211,733 and nil respectively. As at 31 December 2018 and 31 December 2017, the carrying amounts of undue bills receivable that have been endorsed are RMB120,162,979 and RMB225,113,959 respectively. As at 31 December 2018, the remaining period of the derecognized bills was 1 to 10 months.

According to the Bill Law of the People's Republic of China, if the acceptance bank of bills receivable that is discounted or endorsed by the Group refuses to pay, the holder has recourse to the Group. The Board believed that for the endorsed bills that were derecognized, the Group had substantially transferred almost all the risks and rewards of the bills. Therefore, the Group had derecognized these bills in full.

Due to the recourse rights of the bearer, the Group continued to be involved in the derecognition of the notes, and the continued exposure to the maximum risk exposure resulting in the loss of the Group amounted to its full amount.

### 五、合併財務報表項目註釋(續)

#### 3、應收票據及應收賬款(續)

(1) 應收票據(續)

(b) 年末本集團已背書或已貼現且在資產負債表日尚未到期的應收票據：

(續)

- (i) 全額終止確認的未到期已貼現或已背書銀行承兌匯票

於2018年，本集團將若干應收銀行票據貼現於中國的若干銀行或背書於本集團供應商(「終止確認票據」)，並於2018年12月31日將其終止確認。於2018年12月31日，已貼現並已終止確認的未到期應收票據的賬面金額為人民幣32,211,733元(2017年：人民幣零元)。已背書並已終止確認的未到期應收票據的賬面金額為人民幣120,162,979元(2017年：人民幣225,113,959元)。於2018年12月31日，終止確認票據剩餘期限為1至10個月。

根據中華人民共和國票據法，如本集團貼現或背書的應收票據的承兌銀行拒絕付款，持票人對本集團擁有追索權。董事會認為，對於終止確認的已貼現或已背書票據，本集團已實質上轉移了該等票據幾乎所有的風險和報酬，因此，本集團全額終止確認這些票據。

因持票人的追索權本集團繼續涉入終止確認票據，繼續涉入導致本集團發生損失的最大風險敞口相當於其全部金額。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 3. Trade and bills receivable (Cont'd)

(1) Bills receivable (Cont'd)

(b) Bills receivable endorsed or discounted at the end of the year and undue at the balance sheet date: (Cont'd)

- (ii) Undue discounted or endorsed bank acceptance bills with full amount not derecognized

As at 31 December 2018, apart from the the derecognized bills disclosed in note above, the Group continued to recognize discounted bills and endorsed bills of RMB18,696,208 and RMB81,452,177 respectively (31 December 2017: RMB nil and RMB18,822,252). With respect to this portion of discounted bills or endorsed bills, the Board believed that the Group still retains virtually all its risks and rewards, including the risk of default on discounted and endorsed bills. Therefore, the Group continued to fully recognised this portion of the discounted and endorsed instruments. The bills, at the same time, confirmed the related payment due to the bank borrowings generated by discounting and the settlement of the the endorsed bills. After discounts and endorsements were transferred, the Group no longer retained any right to use discounted and endorsed bills, including the sale, transfer or pledge of discounted and endorsed bills to the third party. As at 31 December 2018, the carrying amounts of the bills settled by the discounted and endorsed bills that continue to be recognized were RMB18,696,208 and RMB81,452,177 respectively (31 December 2017: RMB nil and RMB18,822,252). The Board believed that there is no significant difference in the fair value of the transferred assets and related liabilities.

### 五、合併財務報表項目註釋(續)

#### 3、應收票據及應收賬款(續)

(1) 應收票據(續)

(b) 年末本集團已背書或已貼現且在資產負債表日尚未到期的應收票據：

(續)

- (ii) 未全額終止確認的未到期已貼現或已背書銀行承兌匯票

於2018年12月31日，本集團除上述附註五、3(1)(b)(i)中披露的終止確認票據外，繼續確認的已貼現票據和已背書票據的帳面金額分別為人民幣18,696,208元和人民幣81,452,177元(2017年：人民幣零元和人民幣18,822,252元)。針對這部分已貼現或背書票據，董事會認為本集團實質上依然保留其幾乎所有的風險和報酬，包括承擔貼現及背書票據的違約風險，因此本集團繼續全額確認這部分已貼現和背書票據，同時確認相關由於貼現產生的銀行借款和背書票據結算的應付款項。於貼現和背書轉讓後，本集團不再保留已貼現和背書票據的任何使用權，包括將貼現和背書票據銷售、轉讓或質押給其他協力廠商。於2018年12月31日，繼續確認的已貼現票據和已背書票據結算的應付款項的帳面金額分別為人民幣18,696,208元和人民幣81,452,177元(2017年：人民幣零元和人民幣18,822,252元)。董事會認為，已轉移資產及相關負債的公允價值差異不重大。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 3. Trade and bills receivable (Cont'd)

##### (2) Trade receivables

##### (a) Analysis of trade receivables by the type of customers:

Type	種類	2018 2018 年	2017 2017 年
Due from related parties	應收關聯公司	333,868,828	111,065,716
Due from third parties	應收第三方客戶	2,736,179,854	1,776,966,338
Sub-total	小計	3,070,048,682	1,888,032,054
Less: allowance for doubtful debts	減：壞賬準備	93,291,698	53,374,810
Total	合計	2,976,756,984	1,834,657,244

##### (b) Ageing analysis of trade receivables:

Ageing	賬齡	2018 2018 年	2017 2017 年
Within 1 year (1 year inclusive)	1 年以內(含 1 年)	2,842,042,694	1,668,732,868
1-2 years (2 years inclusive)	1 年至 2 年(含 2 年)	150,794,871	173,307,893
2-3 years (3 years inclusive)	2 年至 3 年(含 3 年)	40,270,048	23,718,969
3-4 years (4 years inclusive)	3 至 4 年(含 4 年)	16,416,134	8,474,785
4-5 years (5 years inclusive)	4 至 5 年(含 5 年)	8,131,261	6,503,837
Over 5 years	5 年以上	12,393,674	7,293,702
Sub-total	小計	3,070,048,682	1,888,032,054
Less: allowance for doubtful debts	減：壞賬準備	93,291,698	53,374,810
Total	合計	2,976,756,984	1,834,657,244

The ageing of trade receivables is calculated from the date of recognition.

##### (b) 應收賬款按賬齡分析如下：

賬齡自應收賬款確認日起開始計算。

### 五、合併財務報表項目註釋(續)

#### 3、應收票據及應收賬款(續)

##### (2) 應收賬款

##### (a) 應收賬款按客戶類別分析如下：



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 3. Trade and bills receivable (Cont'd)

(2) Trade receivables (Cont'd)

(c) Analysis of trade receivables by category

### 五、合併財務報表項目註釋(續)

#### 3、應收票據及應收賬款(續)

(2) 應收賬款(續)

(c) 應收賬款分類披露

31 December 2018

2018年12月31日

Type	類別	Book value		Allowance for doubtful debts		
		賬面餘額		壞賬準備		
			Proportion		Proportion	Carrying
		Amount	(%)	Amount	(%)	amount
		金額	比例 (%)	金額	計提比例 (%)	賬面價值
Individually assessed for Customers in default	按單項計提壞賬準備發生違約的客戶群體	13,369,169	0%	13,369,169	100%	—
Collectively assessed for impairment by group	按組合計提壞賬準備					
Group 1	群體 1	333,868,828	11%	10,770,196	3%	323,098,632
Group 2	群體 2	1,704,184,801	56%	28,763,801	2%	1,675,421,000
Group 3	群體 3	1,018,625,884	33%	40,388,532	4%	978,237,352
Total	合計	3,070,048,682	100%	93,291,698	3%	2,976,756,984

31 December 2017

2017年12月31日

		Book value		Allowance for doubtful debts		
		賬面餘額		壞賬準備		
		Amount	Proportion (%)	Amount	Proportion (%)	Carrying amount
類別		金額	比例 (%)	金額	計提比例 (%)	賬面價值
Individually assessed for Customers in default	按單項計提壞賬準備發生違約的客戶群體	7,522,105	0%	7,522,105	100%	—
Collectively assessed for impairment by group	按組合計提壞賬準備					
Group 1	群體 1	111,065,716	6%	3,537,485	3%	107,528,231
Group 2	群體 2	1,215,227,123	64%	19,842,884	2%	1,195,384,239
Group 3	群體 3	554,217,110	29%	22,472,336	4%	531,744,774
Total	合計	1,888,032,054	100%	53,374,810	3%	1,834,657,244

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 3. Trade and bills receivable (Cont'd)

##### (2) Trade receivables (Cont'd)

##### (c) Analysis of trade receivables by category (Cont'd)

- (i) Reasons for making doubtful debts provisions with single trade receivables in 2018

In the event of default by a customer, the Group makes doubtful debts provisions with single trade receivables in respect of that customer group.

- (ii) Standard and explanation of making doubtful debts provisions by group in 2018

According to the historical experience of the Company, there are differences in the losses of different segmented customer groups. Therefore, the Group divided our customers into the following groups:

- Group 1: Related parties;
- Group 2: Operators under China Telecom network and other companies with good credit records;
- Group 3: Other customers outside of the above groups.

- (iii) Expected credit loss assessment for trade receivables in 2018:

The management measures loss allowances for trade receivables at an amount equal to lifetime expected credit loss, which is calculated using a provision matrix. As the Group's historical credit loss experience indicates different loss patterns for different customer segments, the loss allowance based on past due status is further distinguished between the group's different customer bases.

### 五、合併財務報表項目註釋(續)

#### 3、應收票據及應收賬款(續)

##### (2) 應收賬款(續)

##### (c) 應收賬款分類披露(續)

- (i) 2018年按單項計提壞賬準備的計提理由：

由於該類客戶發生違約行為，本集團對該類客戶群體按單項計提壞賬準備。

- (ii) 2018年按組合計提壞賬準備的確認標準及說明：

根據本集團歷史經驗，不同細分客戶群體發生損失的情況存在差異，因此將本集團客戶細分為以下群體：

- 群體1：關聯方；
- 群體2：中國電信網路運營商及其他信用記錄良好的企業；
- 群體3：除上述群體以外的其他客戶。

- (iii) 2018年應收賬款預期信用損失的評估：

本集團始終按照相當於整個存續期內預期信用損失的金額計量應收賬款的減值準備，並以逾期天數與違約損失率對照表為基礎計算其預期信用損失。根據本集團的歷史經驗，不同細分客戶群體發生損失的情況存在差異，因此本集團根據歷史經驗區分不同的客戶群體根據逾期資訊計算減值準備。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 3. Trade and bills receivable (Cont'd)

(2) Trade receivables (Cont'd)

(c) Analysis of trade receivables by category (Cont'd)

(iii) Expected credit loss assessment for trade receivables in 2018 (Cont'd):

Group1	客戶群體1	Expected loss rate 違約損失率	Book value 年末帳面餘額	Allowance for doubtful debts 年末減值準備
Within 1 year (1 year inclusive)	1年以內(含1年)	3%	330,669,098	9,920,073
1-2 years (2 years inclusive)	1至2年(含2年)	10%	548,980	54,898
2-3 years (3 years inclusive)	2至3年(含3年)	30%	2,650,750	795,225
3-4 years (4 years inclusive)	3至4年(含4年)	100%	—	—
4-5 years (5 years inclusive)	4至5年(含5年)	100%	—	—
Over 5 years	5年以上	100%	—	—
Total	合計		333,868,828	10,770,196

Group2	客戶群體2	Expected loss rate 違約損失率	Book value 年末帳面餘額	Allowance for doubtful debts 年末減值準備
Within 1 year (1 year inclusive)	1年以內(含1年)	1%	1,638,079,552	16,380,795
1-2 years (2 years inclusive)	1至2年(含2年)	5%	37,230,824	1,861,541
2-3 years (3 years inclusive)	2至3年(含3年)	10%	12,411,377	1,241,138
3-4 years (4 years inclusive)	3至4年(含4年)	30%	4,428,828	1,328,648
4-5 years (5 years inclusive)	4至5年(含5年)	50%	8,165,083	4,082,542
Over 5 years	5年以上	100%	3,869,137	3,869,137
Total	合計		1,704,184,801	28,763,801

### 五、合併財務報表項目註釋(續)

#### 3、應收票據及應收賬款(續)

(2) 應收賬款(續)

(c) 應收賬款分類披露(續)

(iii) 2018年應收賬款預期信用損失的評估:(續)



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 3. Trade and bills receivable (Cont'd)

(2) Trade receivables (Cont'd)

(c) Analysis of trade receivables by category (Cont'd)

- (iii) Expected credit loss assessment for trade receivables in 2018 (Cont'd):

Group3	客戶群體3	Expected loss rate 違約損失率	Book value 年末帳面餘額	Allowance for doubtful debts 年末減值準備
Within 1 year (1 year inclusive)	1年以內(含1年)	3%	989,577,828	29,687,336
1-2 years (2 years inclusive)	1至2年(含2年)	10%	16,066,591	1,606,659
2-3 years (3 years inclusive)	2至3年(含3年)	30%	5,552,753	1,665,825
3-4 years (4 years inclusive)	3至4年(含4年)	100%	2,594,510	2,594,510
4-5 years (5 years inclusive)	4至5年(含5年)	100%	1,242,630	1,242,630
Over 5 years	5年以上	100%	3,591,572	3,591,572
Total	合計		1,018,625,884	40,388,532

Expected loss rates are calculated based on the actual credit loss experiences in the past 5 years and is adjusted based on the differences among the economic conditions of the period of historic data collection, the current economic conditions and the Group's view of economic conditions over the expected lives.

- (iv) Doubtful debts provision for trade receivables in 2017

Under the standards of the original financial instruments, provision for impairment of assets is prepared only when there is objective evidence for impairment.

As at 31 December 2017, the Group had no trade receivable that was past due but not impaired and assessed individually or according to groups.

### 五、合併財務報表項目註釋(續)

#### 3、應收票據及應收賬款(續)

(2) 應收賬款(續)

(c) 應收賬款分類披露(續)

- (iii) 2018年應收賬款預期信用損失的評估：(續)

違約損失率基於過去5年的實際信用損失經驗計算，並根據歷史數據收集期間的經濟狀況、當前的經濟狀況與本集團所認為的預計存續期內的經濟狀況三者之間的差異進行調整。

- (iv) 2017年應收賬款的減值

在原金融工具準則下，有客觀證明表明發生減值時才計提減值準備。

本集團於2017年12月31日無已逾期但經個別方式和組合方式評估後均未減值的應收賬款。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 3. Trade and bills receivable (Cont'd)

##### (2) Trade receivables (Cont'd)

(d) Additions and recoveries or reversals of allowance for doubtful debts during the year:

		31 December 2018 2018年	31 December 2017 2017年
Balance under the previous standard for Financial Instruments	原金融工具準則下的餘額	53,374,810	43,964,275
Adjusted amount under the newly applied standard for Financial Instruments	首次執行新金融工具準則的調整金額	—	—
Adjusted balance at the beginning of the year	調整後的年初餘額	53,374,810	43,964,275
Addition during the year	本年計提	48,290,427	11,304,765
Written-off during the year	本年核銷	(8,373,539)	(1,894,230)
Balance at the end of the year	年末餘額	93,291,698	53,374,810

During the reporting period, the Group did not have significant recoveries or reversals for trade receivables that had been fully impaired or provided with a relatively large proportion of allowance provolones debt collected or reversed.

(e) Five largest trade receivables by debtors at the end of the year

As at 31 December 2017 and 31 December 2018, the subtotal of five largest trade receivables of the Group is RMB1,162,479,792 and RMB1,433,488,094, respectively, representing 62% and 47% of the total balance of trade receivables respectively. The corresponding allowance for doubtful debts is RMB23,872,307 and RMB27,872,704, respectively.

### 五、合併財務報表項目註釋(續)

#### 3、應收票據及應收賬款(續)

##### (2) 應收賬款(續)

(d) 壞賬準備的變動情況：

		31 December 2018 2018年	31 December 2017 2017年
Balance under the previous standard for Financial Instruments	原金融工具準則下的餘額	53,374,810	43,964,275
Adjusted amount under the newly applied standard for Financial Instruments	首次執行新金融工具準則的調整金額	—	—
Adjusted balance at the beginning of the year	調整後的年初餘額	53,374,810	43,964,275
Addition during the year	本年計提	48,290,427	11,304,765
Written-off during the year	本年核銷	(8,373,539)	(1,894,230)
Balance at the end of the year	年末餘額	93,291,698	53,374,810

本集團在報告期內不存在已全額計提或計提較大比例壞賬準備的應收賬款發生金額重大的收回或轉回的情況。

(e) 按欠款方歸集的年末餘額前五名的應收賬款情況

截至2018年12月31日，本集團餘額前五名的應收賬款合計為人民幣1,433,488,094元(2017年：人民幣1,162,479,792元)，佔應收賬款年末餘額合計數的47%(2017年：62%)，相應計提的壞賬準備年末餘額合計為人民幣27,872,704元(2017年：人民幣23,872,307元)。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 4. Prepayments for raw materials

(1) Prepayments for raw materials by category:

Item	項目	2018 2018年	2017 2017年
Related parties	預付關聯方	—	482,670
Third parties	預付第三方	92,445,336	74,350,959
Total	合計	92,445,336	74,833,629

As at 31 December 2018, the balance of prepayments for raw materials were mainly for purchasing raw materials.

於2018年12月31日，預付款項餘額主要為預付材料款。

(2) Ageing analysis of prepayments for raw materials:

Ageing	賬齡	2018 2018		2017 2017	
		Amount 金額	Percentage (%) 比例 (%)	Amount 金額	Percentage (%) 比例 (%)
Within 1 year (1 year inclusive)	1年以內(含1年)	84,806,491	92%	73,867,013	99%
1 to 2 years (2 years inclusive)	1至2年(含2年)	7,581,925	8%	897,612	1%
2 to 3 years (3 years inclusive)	2至3年(含3年)	6,396	0%	67,324	0%
Over 3 years	3年以上	50,524	0%	1,680	0%
Total	合計	92,445,336	100%	74,833,629	100%

The ageing of prepayments for raw materials is calculated from the date of recognition.

賬齡自預付款項確認日起開始計算。

(3) Top five balances of prepayments for raw materials by prepaid item as at the end of the year

As at the end of 31 December 2018 and 31 December 2017, the Group's top five balances of prepayments for raw materials for the year totalled RMB38,962,282 and RMB35,040,599, respectively, accounting for 42% and 47% of the Group's total balance of prepayments for raw materials as at the end of the year.

(3) 按預付對象歸集的年末餘額前五名的預付款項情況

本集團年末餘額前五名的預付款項合計為人民幣38,962,282元(2017年：人民幣35,040,599元)，佔預付款項年末餘額合計數的42%(2017年：47%)。



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 5. Other receivables

### 五、合併財務報表項目註釋(續)

#### 5、其他應收款

Item	款項性質	Note 註	2018 2018年	2017 2017年
Dividends receivable	應收股利	(1)	13,795,698	13,373,336
Others	其他	(2)	121,807,466	98,349,552
Total	合計		135,603,164	111,722,888

(1) Dividends receivable:

(1) 應收股利

Invested company	被投資單位	2018 2018年	2017 2017年
Yangtze Optical Fibre and Cable (Shanghai) Company Ltd.	長飛光纖光纜(上海)有限公司	13,273,485	12,851,123
Wuhan Guangyuan Electronic Technology Co., Ltd.	武漢光源電子科技有限公司	522,213	522,213
Total	合計	13,795,698	13,373,336

(a) Analysis by the type of customers:

(a) 按客戶類別分析如下：

Type of customer	客戶類別	2018 2018年	2017 2017年
Related companies	應收關聯公司	31,458,151	40,558,109
Non-related companies	應收非關聯公司	90,349,315	57,791,443
Sub-total	小計	121,807,466	98,349,552
Less: Allowance for doubtful debts	減：壞賬準備	—	—
Total	合計	121,807,466	98,349,552

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 5. Other receivables (Cont'd)

(2) Others (Cont'd)

(b) Ageing analysis:

### 五、合併財務報表項目註釋(續)

#### 5、其他應收款(續)

(2) 其他(續)

(b) 按賬齡分析如下：

Ageing	賬齡	2018 2018年	2017 2017年
Within 1 year (1 year inclusive)	1年以內(含1年)	114,692,666	92,100,774
1 to 2 years (2 years inclusive)	1年至2年(含2年)	4,255,359	3,953,932
2 to 3 years (3 years inclusive)	2年至3年(含3年)	2,523,078	1,988,702
Over 3 years	3年以上	336,363	306,144
Sub-total	小計	121,807,466	98,349,552
Less: Allowance for doubtful debts	減：壞賬準備	—	—
Total	合計	121,807,466	98,349,552

The ageing of other receivables is calculated starting from the date of recognition.

賬齡自其他應收賬款確認日起開始計算。

(c) Analysis by nature of amounts:

(c) 按款項性質分類情況

Nature of amounts	款項性質	2018 2018年	2017 2017年
Amount due from related companies	應收關聯公司	31,458,151	40,558,109
Amount due from loans of non-controlling interests	應收少數股東借款	4,005,345	12,906,155
Security deposits for tender	保證金	35,237,028	16,799,209
Mortgage deposits	押金	5,055,921	2,186,912
Petty cash	備用金	7,717,825	3,226,605
Others	其他	38,333,196	22,672,562
Sub-total	小計	121,807,466	98,349,552
Less: allowance for doubtful debts	減：壞賬準備	—	—
Total	合計	121,807,466	98,349,552

Note As at 31 December 2018 and 31 December 2017, the Group provided principal entrusted loan principal of RMB30,000,000 and RMB40,000,000 respectively to the Group's joint venture, Sichuan Lefei Optoelectric Technology Company Limited (Formerly known as "Yangtze Optical Fibre and Cable Sichuan Company Limited"), and the loan interest rate range was 4.10%-4.1325% and 4.002% - 4.75% respectively.

註 於2018年12月31日，本集團向本集團的合營企業四川樂飛光電科技有限公司(原名「長飛光纖光纜四川有限公司」)提供委託貸款本金合計為人民幣30,000,000元(2017年：人民幣40,000,000元)，貸款利率範圍為4.10%-4.1325%(2017年：4.002% - 4.75%)。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 5. Other receivables (Cont'd)

(2) Others (Cont'd)

(d) Top five other receivables by debtor as at the end of the year

As at the end of 31 December 2018 and 31 December 2017, the Group's top five balances of other receivables for the year totalled RMB60,215,751 and RMB67,836,960, respectively, accounting for 49% and 69% of the Group's total balance of other receivables as at the end of the year.

#### 6. Inventories

(1) Inventories by category

Inventories by categories	存貨種類	Book value 賬面餘額	2018 2018 Provision for diminution in value 跌價準備	Carrying amount 賬面價值
Raw materials and spare parts	原材料及備件	509,388,288	(28,101,489)	481,286,799
Work in progress	在產品	98,955,019	(167,771)	98,787,248
Finished goods in stock	庫存商品	422,428,471	(7,353,250)	415,075,221
Total	合計	1,030,771,778	(35,622,510)	995,149,268

Inventories by categories	存貨種類	Book value 賬面餘額	31 December 2017 2017 Provision for diminution in value 跌價準備	Carrying amount 賬面價值
Raw materials and spare parts	原材料及備件	330,431,263	(22,399,006)	308,032,257
Work in progress	在產品	85,671,988	(230,360)	85,441,628
Finished goods in stock	庫存商品	343,766,407	(6,772,126)	336,994,281
Total	合計	759,869,658	(29,401,492)	730,468,166

### 五、合併財務報表項目註釋(續)

#### 5、其他應收款(續)

(2) 其他(續)

(d) 按欠款方歸集的年末餘額前五名的其他應收款情況

截至2018年12月31日，本集團餘額前五名的其他應收賬合計為人民幣60,215,751元(2017年：人民幣67,836,960元)，佔其他應收款年末餘額合計數的49%(2017年：69%)。

#### 6、存貨

(1) 存貨分類

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 6. Inventories

(2) Provision for decline in inventories

### 五、合併財務報表項目註釋(續)

#### 6、存貨

(2) 存貨跌價準備

Inventories by category	存貨種類	Opening balance on 1 January 2018 年初餘額	Charge for 本年計提	Reversal or written off during 本年轉銷	Closing balance on 31 December 2018 年末餘額
Raw materials and spare parts	原材料及備件	22,399,006	12,861,040	(7,158,557)	28,101,489
Work in progress	在產品	230,360	109,091	(171,680)	167,771
Finished goods in stock	庫存商品	6,772,126	8,575,825	(7,994,701)	7,353,250
Total	合計	29,401,492	21,545,956	(15,324,938)	35,622,510

The provision for decline in inventories mainly due to the obsolescence of the inventory or the decline in the sales price. Reversal or written off during the year was due to the fact that part of the inventory that had been provided for decline in previous years was transferred out of the corresponding provision for decline for sale this year.

The Group used the net realizable value and cost reduction method as the basis for accruing the provision for decline in inventories.

存貨跌價準備的計提主要是因為存貨陳舊過時或銷售價格下降。本年轉銷是由於部分在以前年度已計提跌價準備的存貨於本年因出售而轉出相應已計提的跌價準備。

本集團按照可變現淨值與成本孰低法作為計提存貨跌價準備的依據。

#### 7. Other current assets

#### 7、其他流動資產

Item	項目	2018 2018	2017 2017年
Deductible VAT input tax (Note)	待抵扣增值稅進項稅	111,656,978	46,152,301
Pre-paid income tax	預交所得稅	13,887,617	887,752
Others	其他	4,778,873	—
Total	合計	130,323,468	47,040,053



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 8. Available-for-sale financial assets

(1) Information of available-for-sale financial assets:

		31 December 2017		
		2017年		
		Provision for		
		diminution		
		in value		
Item	項目	Book value	跌價準備	Carrying amount
		賬面餘額		賬面價值
Available-for-sale debt instrument	可供出售債務工具	37,513,923	—	37,513,923
Available-for-sale equity instrument	可供出售權益工具			
– measured at fair value	– 按公允價值計量的	96,684,388	—	96,684,388
– measured at cost	– 按成本計量的	7,089,492	(2,539,379)	4,550,113
Total	合計	141,287,803	(2,539,379)	138,748,424

(2) Available-for-sale financial assets measured at fair value as at 31 December 2017:

### 五、合併財務報表項目註釋(續)

#### 8、可供出售金融資產

(1) 可供出售金融資產情況

		31 December 2017		
		2017年		
		Provision for		
		diminution		
		in value		
Item	項目	Book value	跌價準備	Carrying amount
		賬面餘額		賬面價值
Available-for-sale debt instrument	可供出售債務工具	37,513,923	—	37,513,923
Available-for-sale equity instrument	可供出售權益工具			
– measured at fair value	– 按公允價值計量的	96,684,388	—	96,684,388
– measured at cost	– 按成本計量的	7,089,492	(2,539,379)	4,550,113
Total	合計	141,287,803	(2,539,379)	138,748,424

(2) 2017年年末按公允價值計量的可供出售金融資產：

		Available-for-sale equity instrument	Available-for-sale debt instrument	Total
		可供出售權益工具	可供出售債務工具	合計
Cost of equity instrument and debt instrument	權益工具及債務工具的成本	9,727,032	37,000,000	46,727,032
Fair value	公允價值	96,684,388	37,513,923	134,198,311
Of which:	其中：			
Accumulated amount of fair value changes accrued to other comprehensive income	累計計入其他綜合收益的公允價值變動金額	86,957,356	513,923	87,471,279
Amount of impairment has been accrued	已計提減值金額	—	—	—

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### 五、合併財務報表項目註釋(續)

#### 8、可供出售金融資產(續)

(3) 2017年年末按成本計量的可供出售金融資產：

#### 8. Available-for-sale financial assets (Cont'd)

(3) Available-for-sale financial assets measured by cost as at 31 December 2017:

Invested company	被投資單位	Carrying amount 賬面餘額			Impairment provision 減值準備			Proportion of shares held in the invested company (%) 在被投資 單位持股 比例 (%)	Cash dividend for the year 本年現金 紅利
		I January 2017	Addition during the year	Decrease during the year	I January 2017	Addition during the year	Decrease during the year		
		年初	本年增加	本年減少	年初	本年增加	本年減少	年末	
Wuhan Steel Corporation	武漢鋼鐵股份有限公司	2,230,000	—	—	—	—	—	—	156,100
Wuhan Changguang Technology Co., Ltd.	武漢長光科技 有限公司	4,649,492	—	—	(2,539,379)	—	—	(2,539,379)	—
Wuhan Zhuxin Consulting Co., Ltd.	武漢市築芯諮詢 有限公司	210,000	—	—	—	—	—	—	—
Total	合計	7,089,492	—	—	(2,539,379)	—	—	(2,539,379)	156,100

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 8. Available-for-sale financial assets (Cont'd)

(4) Changes in the impairment of available-for-sale financial assets as at 31 December 2017:

Impairment provision	減值準備	Available-for-sale equity instrument 可供出售權益工具
Balance as at 1 January 2017 and 31 December 2017	年初及年末	(2,539,379)

#### 9. Long-term equity investments

(1) Long-term equity investments by category:

Item	項目	2018 2018年	2017 2017年
Investments in joint ventures	對合營企業的投資	1,311,088,150	1,234,462,447
Investments in associates	對聯營企業的投資	319,193,154	11,534,025
Sub-total	小計	1,630,281,304	1,245,996,472
Less: impairment provision	減：減值準備		
– joint ventures	– 合營企業	4,130,000	4,130,000
– associates	– 聯營企業	—	—
Total	合計	1,626,151,304	1,241,866,472

### 五、合併財務報表項目註釋(續)

#### 8、可供出售金融資產(續)

(4) 2017年可供出售金融資產減值變動情況如下：

#### 9、長期股權投資

(1) 長期股權投資分類如下：

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 9. Long-term equity investments (Cont'd)

(2) The analysis of changes in long-term equity investments at the end the year is as follows:

### 五、合併財務報表項目註釋(續)

#### 9、長期股權投資(續)

(2) 長期股權投資本年的變動情況分析如下：

		Changes during the year 本年增減變動							
		Balance on 1 January 2018	Additional ninvestment	Decrease in ninvestment	Share of net profit/(net loss) of the invested companies per shareholding ratio 按持股比例 享有的被投資 單位淨利潤/ (淨虧損) (Note)	Cash dividends or profits declared to be distributed 宣告發放 現金股利 或利潤	Unrealized downstream transactions 未實現 順流交易	Balance on 31 December 2018	Balance of impairment provision at the end of the year 減值準備 年末餘額
Invested companies	被投資單位	年初餘額	追加投資	減少投資				年末餘額	年末餘額
Joint ventures	合營企業								
Shantou Hi-Tech Zone Ao Xing Optical Communication Equipment Co., Ltd	汕頭高新區奧星光通信設備有限公司	95,561,044	—	—	12,197,595	—	(11,926,709)	95,831,930	—
Yangtze Optical Fibre and Cable Sichuan Co., Ltd	四川樂飛光電科技有限公司	71,640,083	—	(4,433,241)	12,917,312	(5,916,000)	(3,008,709)	71,199,445	—
Shenzhen SDGI Optical Fibre Co., Ltd.	深圳特發信息光纖有限公司	168,690,356	—	—	12,265,678	(4,322,537)	708,814	177,342,311	—
Yangtze Zhongli Optical Fibre and Cable (Jiangsu) Co., Ltd.	江蘇長飛中利光纖光纜有限公司	140,951,488	—	(8,918,148)	22,966,951	(10,781,988)	788,983	145,007,286	—
Yangtze Optical Fibre and Cable (Shanghai) Co., Ltd.	長飛光纖光纜（上海）有限公司	216,835,440	—	—	30,813,633	(13,273,485)	816,547	235,192,135	—
Wuhan Guangyuan Electronic Technology Co., Ltd.	武漢光源電子科技有限公司	1,841,427	—	—	59,023	—	—	1,900,450	—
Yangtze (Wuhan) Optical System Corporation.	長飛（武漢）光系統股份有限公司	37,297,102	—	—	1,765,932	—	68,507	39,131,541	—
Tianjin YOFC XMKJ Optical Communication Co., Ltd.	天津長飛鑫茂光通信有限公司	217,372,372	—	—	44,898,650	(23,201,500)	(16,510,255)	222,559,267	—
Tianjin YOFC XMKJ Communication Optical Cable Co., Ltd.	天津長飛鑫茂光纖有限公司	4,130,000	—	—	—	—	—	4,130,000	4,130,000
Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd.	長飛信越（湖北）光棒有限公司	266,108,472	—	—	44,274,565	(2,842,000)	—	307,541,037	—
YOFC - Yadanarbon Fibre Company Limited	YOFC - Yadanarbon Fibre Company Limited	14,034,663	—	—	(2,781,915)	—	—	11,252,748	—
Sub-total	小計	1,234,462,447	—	(13,351,389)	179,377,424	(60,337,510)	(29,062,822)	1,311,088,150	4,130,000



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 9. Long-term equity investments (Cont'd)

(2) The analysis of changes in long-term equity investments at the end the year is as follows: (Cont'd)

Invested companies	被投資單位	Balance on 1 January 2018	Additional investment	Decrease in investment	Share of net profit/(net loss) of the invested companies per shareholding ratio	Cash dividends or profits declared to be distributed	Unrealized downstream transactions	Balance on 31 December 2018	Balance of impairment provision at the end of the year
		年初餘額	追加投資	減少投資	按持股比例享有的被投資單位淨利潤/(淨虧損)	宣告發放現金股利或利潤	未實現順流交易	年末餘額	減值準備年末餘額
Associates	聯營企業								
Wuhan Yunjingfei Optical Fibre Material Co., Ltd.	武漢雲晶飛光纖材料有限公司	11,534,025	—	—	848,095	—	—	12,382,120	—
AVIC Baosheng Ocean Engineering Cable Company	中航寶勝海洋工程電纜有限公司	—	300,000,000	—	926,534	—	—	300,926,534	—
RiT Tech (Intelligence Solutions) Ltd.	RiT Tech (Intelligence Solutions) Ltd.	—	5,884,500	—	—	—	—	5,884,500	—
Sub-total	小計	11,534,025	305,884,500	—	1,774,629	—	(29,062,822)	319,193,154	—
Total	合計	1,245,996,472	305,884,500	(13,351,389)	181,152,053	(60,337,510)	(29,062,822)	1,630,281,304	4,130,000

### 五、合併財務報表項目註釋(續)

#### 9、長期股權投資(續)

(2) 長期股權投資本年的變動情況分析如下：  
(續)

#### 10. Investments in other equity instruments

#### 10、其他權益工具投資

Type	項目	2018 2018年
Listed company	上市公司	62,389,201
Unlisted companies	非上市公司	2,440,000
Total	小計	64,829,201

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 10. Investments in other equity instruments (Cont'd)

Analysis of investments in other equity instruments during 2018:

### 五、合併財務報表項目註釋(續)

#### 10、其他權益工具投資

2018年其他權益工具投資的情況：

Invested company	Reasons for designated financial assets at FVOCI on initial recognition	Dividends revenue	Gain or loss charged to other comprehensive income	Other comprehensive income transferred into retained earnings	Reasons for other comprehensive income transferred into retained earnings
項目	指定為以公允價值計量且其變動計入其他綜合收益的原因	本年確認的股利收入	其他綜合收益的累計利得或(損失)	其他綜合收益轉入留存收益的金額	其他綜合收益轉入留存收益的原因
Sichuan Huiyuan Optical Communication Stock Limited Company	Long-term holding for strategic purposes	—	37,402,479	—	Unapplied
四川匯源光通信股份有限公司	出於戰略目的而計畫長期持有				不適用
Wuhan Steel Corporation	Long-term holding for strategic purposes	133,800	—	—	Unapplied
武漢鋼電股份有限公司	出於戰略目的而計畫長期持有				不適用
Wuhan Changguang Technology Co.,Ltd	Long-term holding for strategic purposes	—	(4,550,113)	—	Unapplied
武漢長光科技有限公司	出於戰略目的而計畫長期持有				不適用
Wuhan Zhuxin Consulting Co.,Ltd	Long-term holding for strategic purposes	—	—	—	Unapplied
武漢市築芯諮詢有限公司	出於戰略目的而計畫長期持有)				不適用
Total		133,800	32,852,366	—	
合計					

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### II. Fixed assets

(1) Information on fixed assets

### 五、合併財務報表項目註釋(續)

#### II、固定資產

(1) 固定資產情況

Item	項目	Land, building and structures 土地、房屋及建築物	Machinery and equipment 機器設備	Office equipment and other equipment 辦公設備及其他設備	Transportation equipment 運輸工具	Total 合計
Cost	原值					
Opening balance on 1 January 2018	年初餘額	874,842,792	2,543,721,698	143,380,268	14,394,940	3,576,339,698
Addition during the year	本年增加					
– Purchase	—購置	7,821,218	159,563,808	61,799,974	4,614,845	233,799,845
– Transfer from construction in progress	—在建工程轉入	21,954,428	64,131,552	1,227,235	—	87,313,215
Disposal or scrapped during the year	本年處置或報廢	(15,842,639)	(60,769,838)	(2,301,183)	(2,186,956)	(81,100,616)
Disposal of a subsidiary (Note VI.1)	處置子公司轉出(附註六、1)	—	(352,036)	—	—	(352,036)
Foreign exchange translation differences	外幣折算差額	(2,201,211)	(4,246,886)	(324,837)	(67,691)	(6,840,625)
Closing balance on 31 December 2018	年末餘額	886,574,588	2,702,048,298	203,781,457	16,755,138	3,809,159,481

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### II. Fixed assets (Cont'd)

##### (1) Information on fixed assets (Cont'd)

### 五、合併財務報表項目註釋(續)

#### II、固定資產(續)

##### (1) 固定資產情況(續)

Item	項目	Land, building and structures 土地、房屋及建築物	Machinery and equipment 機器設備	Office equipment and other equipment 辦公設備及其他設備	Transportation equipment 運輸工具	Total 合計
Accumulated depreciation	累計折舊					
Opening balance on 1 January 2018	年初餘額	196,588,668	1,382,677,103	68,869,457	6,335,385	1,654,470,613
Charge for the year	本年計提	37,239,408	137,882,505	23,724,995	2,270,746	201,117,654
Disposal or scrapped during the year	本年處置或報廢	(4,778,874)	(55,712,925)	(1,450,751)	(1,766,154)	(63,708,704)
Disposal of a subsidiary (Note VI.1)	處置子公司轉出(附註六、1)	—	(70,866)	—	—	(70,866)
Foreign exchange translation differences	外幣折算差額	5,350	281,346	63,763	6,302	356,761
Closing balance on 31 December 2018	年末餘額	229,054,552	1,465,057,163	91,207,464	6,846,279	1,792,165,458
<hr/>						
Impairment provision	減值準備					
Opening balance/Closing balance during the year	年初/年末餘額	—	410,449	—	—	410,449
Carrying amount	賬面價值					
Carrying amount as at 31 December 2018	年末賬面價值	657,520,036	1,236,580,686	112,573,993	9,908,859	2,016,583,574
Carrying amount as at 1 January 2018	年初賬面價值	678,254,124	1,160,634,146	74,510,811	8,059,555	1,921,458,636

As at 31 December 2018, the Group secured loans with buildings and land use rights as collateral(see Note V.50).

於2018年12月31日，本集團將部分房屋及建築物和土地使用權抵押予銀行以擔保本集團信用額度(參見附註五、50)。



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 11. Fixed assets (Cont'd)

(2) Fixed assets acquired under operating leases

Item	項目	31 December 2018 年末賬面價值
Buildings and structures	房屋建築物	5,969,868
Machinery and equipment	機器設備	24,565,919
Total	合計	30,535,787

(3) Fixed assets with pending certificates of ownership

Item 項目	Book value 賬面價值	Remarks 備註
Yangtze Optic Fibre Qianjiang Co., Ltd. - industrial park factory 長飛光纖潛江有限公司工業園廠房	25,842,292	In progress 正在辦理中
Yangtze Optical Fibre and Cable Shenyang Co., Ltd. - auxiliary room 長飛光纖光纜瀋陽有限公司輔助用房	2,069,592	Obtained proof from related departments on continued use 已取得相關部門允許繼續使用的證明
Yangtze Optical Fibre and Cable Joint Stock Limited Company - science park 6a excipient library 長飛光纖光纜股份有限公司科技園 6a 輔料庫	1,050,670	Has little effect on business activities 對經營活動影響不重大
Wuhan YOFC Universal Cable Co., Ltd. - hydrogen station 武漢長飛通用電纜有限公司氫氣站	566,698	Has little effect on business activities 對經營活動影響不重大
Yangtze Optical Fibre and Cable Joint Stock Limited Company - science park 12# guard room 長飛光纖光纜股份有限公司科技園 12# 門衛房	48,005	Has little effect on business activities 對經營活動影響不重大

### 五、合併財務報表項目註釋(續)

#### 11、固定資產(續)

(2) 通過經營租賃租出的固定資產

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 12. Construction in progress

(1) Information on construction in progress

### 五、合併財務報表項目註釋(續)

#### 12、在建工程

(1) 在建工程情況

Item	項目	31 December 2018		
		Book value	Impairment	Carrying
		賬面餘額	provision	amount
			減值準備	賬面價值
YOFC Optic Fibre Qianjiang Co., Ltd. - plant and equipment construction project	長飛光纖潛江有限公司 廠房及設備建設項目	1,014,117,552	—	1,014,117,552
Yangtze Optical Fibre and Cable Joint Stock Limited Company - Phase II project of YOFC Science & Technology Park	長飛光纖光纜股份 有限公司科技園二期	82,671,638	—	82,671,638
Hubei Flying Optical Fibre Material Co., Ltd. - plant and equipment construction project	湖北飛菱光纖材料有限公司 廠房及設備建設項目	25,949,145	—	25,949,145
Ally First Optical Fibre and Cable Co., Ltd. - plant and equipment construction project	浙江聯飛光纖光纜有限公司 廠房及設備建設項目	3,910,397	—	3,910,397
Yangtze Optics Africa Holding (Pty) Ltd. - plant and equipment construction project	Yangtze Optics Africa Holding (Pty) Ltd. 廠房及設備建設項目	9,189,419	—	9,189,419
PT YANGTZE OPTICAL FIBRE INDONESIA - plant and equipment construction project	PT YANGTZE OPTICAL FIBRE INDONESIA 廠房及設備建設項目	6,310,028	—	6,310,028
Yangtze Optical Fibre and Cable Joint Stock Limited - headquarter building	長飛光纖光纜股份有限公司 總部大樓	6,199,125	—	6,199,125
Shenzhen YOFC Connectivity Technologies Co., Ltd. - plant and equipment construction project	深圳長飛智連技術有限公司 廠房及設備建設項目	3,938,890	—	3,938,890
Yangtze Optical Fibre and Cable Joint Stock Limited Company - preform ramp equipment	長飛光纖光纜股份有限公司 預製棒擴產設備	3,490,610	—	3,490,610
Others	其他	15,043,566	—	15,043,566
Total	合計	1,170,820,370	—	1,170,820,370

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 12. Construction in progress

(1) Information on construction in progress

### 五、合併財務報表項目註釋(續)

#### 12、在建工程

(1) 在建工程情況

Item	項目	31 December 2017		
		2017年	Impairment	Carrying
		Book value	provision	amount
		賬面餘額	減值準備	賬面價值
Hubei Flying Optical Fibre Material Co., Ltd.	湖北飛菱光纖材料有限公司			
– plant and equipment construction project	廠房及設備建設項目	20,226,415	—	20,226,415
YOFC Optic Fibre Qianjiang Co., Ltd.	長飛光纖潛江有限公司			
– plant and equipment construction project	廠房及設備建設項目	51,260,025	—	51,260,025
Yangtze Optical Fibre and Cable Joint Stock Limited Company	長飛光纖光纜股份有限公司			
VAD/OVD - R&D project	VAD/OVD 研發項目	21,732,175	—	21,732,175
Yangtze Optical Fibre and Cable Shenyang Co., Ltd.	長飛光纖光纜瀋陽有限公司			
– plant and equipment construction project	廠房及設備建設項目	2,417,094	—	2,417,094
Yangtze Optics Africa Holding (Pty) Ltd.	Yangtze Optics Africa Holding (Pty) Ltd.			
– plant and equipment construction project	廠房及設備建設項目	10,229,380	—	10,229,380
Yangtze Optical Fibre and Cable Joint Stock Limited Company	長飛光纖光纜股份有限公司			
– preform ramp equipment	預製棒擴產設備	4,921,922	—	4,921,922
PT YANGTZE OPTICS INDONESIA	PT YANGTZE OPTICS			
– plant and equipment construction project	INDONESIA 廠房及設備建設項目	43,178,138	—	43,178,138
YANGTZE OPTICAL FIBRE INDONESIA PT	YANGTZE OPTICAL FIBRE INDONESIA PT			
– plant and equipment construction project	廠房及設備建設項目	5,713,548	—	5,713,548
Others	其他	4,794,576	—	4,794,576
Total	合計	164,473,273	—	164,473,273

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 12. Construction in progress (Cont'd)

(2) Changes in major construction in progress projects during the year:

### 五、合併財務報表項目註釋(續)

#### 12、在建工程(續)

(2) 重大在建工程項目本年變動情況：

Item	項目	Opening balance on 1 January 2018	Addition during the year	Transfer to fixed assets during the year	Foreign exchange translation differences	Closing balance on 31 December 2018	Accumulated amount of interests capitalised	Of which: amount of interests capitalized during the year 其中： 本年利息 資本化金額	Interest capitalization rate of the year (%) 本年利息 資本化率(%)	Source of the fund 資金來源
		年初餘額	本年增加	本年轉入 固定資產	外幣 折算差額	年末餘額	累計金額	資本化金額	資本化率(%)	資金來源
Yangtze Optic Fibre (Qianjiang) Co., Ltd. – plant and equipment construction project	長飛光纖潛江有限公司 廠房及設備建設項目	51,260,025	969,714,614	(6,857,087)	—	1,014,117,552	16,312,347	14,842,497	3.98%	自有資金、貸款及 募集資金
Yangtze Optical Fibre and Cable Joint Stock Limited Company - Phase II project of YOF Science & Technology Park	長飛光纖光纜股份有限 公司科技園二期	113,208	82,558,430	—	—	82,671,638	—	—	—	—
Hubei Flying Optical Fibre Material Co., Ltd. – plant and equipment construction project	湖北飛菱光纖材料有限公司 廠房及設備建設項目	20,226,415	5,722,730	—	—	25,949,145	387,919	—	—	—
Ally First Optical Fiber and Cable Co., Ltd. – plant and equipment construction project	浙江聯飛光纖光纜有限公司 廠房及設備建設項目	—	4,418,089	(507,692)	—	3,910,397	—	—	—	—
Yangtze Optics Africa Holding (Pty) Ltd. – plant and equipment construction project	Yangtze Optics Africa Holding (Pty) Ltd. 廠房及 設備建設項目	10,229,380	1,119,484	(1,108,787)	(1,050,658)	9,189,419	—	—	—	—
YANGTZE OPTICAL FIBRE INDONESIA PT – plant and equipment construction project	PT YANGTZE OPTICAL FIBRE INDONESIA 廠房及 設備建設項目	5,713,548	732,347	—	(135,867)	6,310,028	—	—	—	—
Yangtze Optical Fibre and Cable Joint Stock Limited—headquarter building	長飛光纖光纜股份 有限公司總部大樓	—	6,199,125	—	—	6,199,125	—	—	—	—
Shenzhen YOF Connectivity Technologies Co., Ltd. – plant and equipment construction project	深圳長飛智達技術有限公司 廠房及設備建設項目	—	3,938,890	—	—	3,938,890	—	—	—	—
Yangtze Optical Fibre and Cable Joint Stock Limited Company - preform ramp equipment	長飛光纖光纜股份有限公司 預製棒擴產設備	4,921,922	5,411,411	(6,842,723)	—	3,490,610	—	—	—	—
Yangtze Optical Fibre and Cable Shenyang Co., Ltd. – plant and equipment construction project	長飛光纖光纜瀋陽有限公司 廠房及設備建設項目	2,417,094	—	(2,417,094)	—	—	—	—	—	—
Yangtze Optical Fibre and Cable Joint Stock Limited Company VAD/OVD - R&D Projects	長飛光纖光纜股份有限公司 VAD/OVD 研發項目	21,732,176	350,422	(22,082,598)	—	—	—	—	—	—



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 12. Construction in progress (Cont'd)

(2) Changes in major construction in progress projects during the year: (Cont'd)

### 五、合併財務報表項目註釋(續)

#### 12、在建工程(續)

(2) 重大在建工程項目本年變動情況：(續)

Item	項目	Opening balance on 1 January 2018	Addition during the year	Transfer to fixed assets during the year	Foreign exchange translation differences	Closing balance on 31 December 2018	Accumulated amount of interests capitalised	Of which: amount of interests capitalized during the year 其中： 本年利息 資本化金額	Interest capitalization rate of the year (%) 本年利息 資本化率(%)	Source of the fund
		年初餘額	本年增加	本年轉入 固定資產	外幣 折算差額	年末餘額	利息資本化 累計金額	本年利息 資本化金額	本年利息 資本化率(%)	資金來源
PT YANGTZE OPTICS INDONESIA – plant and equipment construction project	PT. YANGTZE OPTICS INDONESIA 廠房及 設備建設項目	43,178,138	—	(41,951,868)	(1,226,270)	—	—	—	—	
Others	其他	4,681,367	15,907,565	(5,545,366)	—	15,043,566	—	—	—	
Total	合計	164,473,273	1,096,073,107	(87,313,215)	(2,412,795)	1,170,820,370	16,700,266	14,842,497		

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 五、合併財務報表項目註釋(續)

(Cont'd)

#### 13. Intangible assets

#### 13、無形資產

Item	項目	Land use rights 土地使用權	Patents 專利權	Unpatented technologies 非專利技術	Trademarks 商標權	Total 合計
Cost	賬面原值					
Opening balance on 1 January 2018	年初餘額	264,602,301	172,641,686	58,000,000	12,081,100	507,325,087
Addition during the year	本年增加					
– Purchase	– 購置	340,000	3,167,845	—	—	3,507,845
Disposal of a subsidiary (Note VI.1)	處置子公司轉出(附註六、1)	—	(7,941,506)	—	—	(7,941,506)
Closing balance on 31 December 2018	年末餘額	264,942,301	167,868,025	58,000,000	12,081,100	502,891,426
Accumulated amortization	累計攤銷					
Opening balance on 1 January 2018	年初餘額	39,496,418	42,920,408	5,800,000	1,208,110	89,424,936
Charge for the year	本年計提	5,754,370	6,566,429	2,900,000	1,208,110	16,428,909
Disposal of a subsidiary (Note VI.1)	處置子公司轉出(附註六、1)	—	(1,853,952)	—	—	(1,853,952)
Closing balance on 31 December 2018	年末餘額	45,250,788	47,632,885	8,700,000	2,416,220	103,999,893
Impairment provision	減值準備					
Opening balance on 1 January 2018	年初餘額	—	89,849,920	—	—	89,849,920
Addition during the year	本年增加	—	17,069,257	—	—	17,069,257
Closing balance on 31 December 2018	年末餘額	—	106,919,177	—	—	106,919,177
Carrying amount	賬面價值					
Carrying amount as at 31 December 2018	年末賬面價值	219,691,513	13,315,963	49,300,000	9,664,880	291,972,356
Carrying amount as at 1 January 2018	年初賬面價值	225,105,883	39,871,358	52,200,000	10,872,990	328,050,231

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 13. Intangible assets (Cont'd)

As at 31 December 2018, the Group secured loans with buildings and land use rights as collateral (see Note V.50).

The Group does not have intangible assets formed through internal research and development.

Due to technological progress and reduced market demand, the management believed that the AOC chip patent technology held by Wuhan E3cloud information Technologies Co., Ltd., a subsidiary of the Group, showed signs of impairment. Based on the management's estimate of the recoverable amount of this intangible asset, the recoverable amount of this intangible asset was zero, which was lower than its carrying amount. Therefore, the Group made an impairment provision of RMB17,069,257 for this intangible asset. The estimated recoverable amount was determined based on the higher one between the fair value of the intangible asset minus the disposal expenses and the present value of the estimated future cash flow of the asset. The present value of the future cash flow was based on an estimated discount rate of 10%, which referred to the financial forecast prepared by the management within the remaining service life of the intangible asset.

As at 31 December 2018, the Group did not have land use rights for property rights certificates not yet applied.

### 五、合併財務報表項目註釋(續)

#### 13、無形資產(續)

於2018年12月31日，本集團將部分房屋及建築物和土地使用權抵押予銀行以擔保本集團信用額度(參見附註五、50)。

本集團沒有通過內部研發形成的無形資產。

由於技術進步和市場需求減少的影響，管理層認為本集團的子公司中標易雲資訊技術有限公司持有的晶片專利技術存在減值跡象。根據管理層對該無形資產的可回收金額的預估，該無形資產的可回收金額為零，低於其帳面價值，故本集團對該無形資產計提減值人民幣17,069,257元。估計可收回金額是基於該無形資產的公允價值減去處置費用與預計未來現金流量的現值兩者之間較高者確定。其中預計未來現金流量的現值是以10%的估計折現率參照管理層編製的於該無形資產剩餘使用年限內的財務預測取得的。

於2018年12月31日，本集團無未辦產權證書的土地使用權。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 14. Deferred tax assets

(1) Deferred tax assets

### 五、合併財務報表項目註釋(續)

#### 14、遞延所得稅資產

(1) 遞延所得稅資產

Item	項目	2018 2018年		2017 2017年	
		Deductible temporary difference 可抵扣 暫時性差異	Deferred tax assets 可抵扣 暫時性差異	Deductible temporary difference 可抵扣 暫時性差異	Deferred tax assets 遞延 所得稅資產
Deferred tax assets:	遞延所得稅資產：				
Provision for impairment of assets	資產減值準備	121,697,025	19,282,633	77,086,409	11,947,120
Unrealized internal profits	內部交易未實現利潤	226,994,587	34,049,188	146,915,800	22,037,370
Other non-current liabilities	其他非流動負債	156,581,034	23,487,155	166,660,266	24,999,040
Deductible tax losses	可抵扣虧損	60,090,607	15,674,274	54,834,163	10,672,671
Others	其他	16,654,827	2,556,374	13,458,047	2,118,708
Sub-total	小計	582,018,080	95,049,624	458,954,685	71,774,909
Eliminations	互抵金額		(10,384,638)		(16,531,926)
Amount after eliminations	互抵後的金額		84,664,986		55,242,983



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 14. Deferred tax assets (Cont'd)

(1) Deferred tax assets (Cont'd)

### 五、合併財務報表項目註釋(續)

#### 14、遞延所得稅資產(續)

(1) 遞延所得稅資產(續)

Item	項目	2018 2018年		2017 2017年	
		Deductible temporary difference 可抵扣 暫時性差異	Deferred tax liabilities 遞延 所得稅資產	Deductible temporary difference 可抵扣 暫時性差異	Deferred tax liabilities 遞延 所得稅資產
Deferred tax liabilities:	遞延所得稅負債：				
Available-for-sale financial assets/Other equity instruments	可供出售金融資產/ 其他權益工具				
Changes in fair value	公允價值變動	(50,552,056)	(7,582,809)	(87,471,279)	(13,170,951)
Temporary differences arising from the adjustment of fair value of assets under enterprise mergers not in same control	非同一控制企業合併 中資產公允價值調整 產生的暫時性差異	(11,207,316)	(2,801,829)	(13,443,902)	(3,360,975)
Sub-total	小計	(61,759,372)	(10,384,638)	(100,915,181)	(16,531,926)
Eliminations	互抵金額		10,384,638		16,531,926
Amount after eliminations	互抵後的金額		—		—

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 14. Deferred tax assets (Cont'd)

(2) Breakdown of unrecognized deferred tax assets

Item	項目	2018 2018年	2017 2017年
Deductible temporary difference	可抵扣暫時性差異	159,965,456	125,049,641
Deductible tax losses	可抵扣虧損	205,884,866	151,684,381
Total	合計	365,850,322	276,734,022

(3) Expiration of deductible tax losses for unrecognized deferred tax assets

Year	年份	2018 2018年	2017 2017年
2019	2019年	2,037,900	2,037,900
2020	2020年	31,327,817	31,327,817
2021	2021年	11,852,667	7,821,831
2022	2022年	100,528,904	105,666,892
2023	2023年	54,943,910	—
Without deadline	無到期期限	5,193,668	4,829,941
Total	合計	205,884,866	151,684,381

(3) 未確認遞延所得稅資產的可抵扣虧損的到期情況

#### 15. Others non-current assets

#### 15、其他非流動資產

Item	項目	2018 2018年	2017 2017年
Prepayments for equipment and intangible assets	預付設備款項	136,034,278	99,857,205
Deductible VAT input tax	待抵扣增值稅進項稅	5,451,284	4,603,657
Total	合計	141,485,562	104,460,862

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 16. Current bank loans

Item	項目	2018 2018年	2017 2017年
Unsecured loans	信用借款	276,645,808	495,013,000

As at 31 December 2018 and 31 December 2017, the guaranteed loans tendered by the intercompany of the Group included in the above unsecured loans were RMB20,589,600 and Nil respectively.

As at 31 December 2018, the Group did not have any overdue loans not yet paid.

### 五、合併財務報表項目註釋(續)

#### 16、短期借款

於2018年12月31日，信用借款中包含本集團內部單位互相提供擔保的借款，金額為人民幣20,589,600元(2017年：人民幣零元)。

於2018年12月31日，本集團沒有已逾期未償還的借款。

#### 17. Trade and bills payable

Item	種類	Note 註	2018 2018年	2017 2017年
bills payable	應付票據	(1)	232,494,030	293,832,710
trade payables	應付賬款	(2)	1,275,619,383	1,051,927,402
Total	合計		1,508,113,413	1,345,760,112

(1) Bills payable

Item	項目	2018 2018年	2017 2017年
Commercial acceptance bills	商業承兌匯票	58,170,615	147,838,562
Bank acceptance bills	銀行承兌匯票	174,323,415	145,994,148
Total	合計	232,494,030	293,832,710

The Group did not have bills payable that were due and not yet paid.

The above amounts were bills payable due within one year.

#### 17、應付票據及應付賬款

(1) 應付票據

本集團沒有已到期未支付的應付票據。

上述金額均為一年內到期的應付票據。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 17. Trade and bills payable (Cont'd)

##### (2) Trade payables

### 五、合併財務報表項目註釋(續)

#### 17、應付票據及應付賬款(續)

##### (2) 應付賬款

Item	項目	2018 2018年	2017 2017年
Due to related parties	應付關聯公司	236,218,411	232,189,978
Due to third parties	應付第三方供應商	1,039,400,972	819,737,424
Total	合計	1,275,619,383	1,051,927,402

The ageing analysis of trade payables of the Group, based on invoice date, is as follows:

本集團的應付賬款按發票日的賬齡分析如下：

Ageing	賬齡	2018 2018年	2017 2017年
Within 1 year (1 year inclusive)	1年以內(含1年)	1,241,706,923	1,035,259,869
1 to 2 years (2 years inclusive)	1年至2年(含2年)	24,711,186	12,661,078
2 to 3 years (3 years inclusive)	2年至3年(含3年)	5,449,720	1,073,742
Over 3 years	3至以上	3,751,554	2,932,713
Sub-total	小計	1,275,619,383	1,051,927,402

##### (2) Trade payables

Trade payables over 1 year are paid for goods, constructions and equipments, and the Group continue to trading with the responding parties.

##### (2) 應付賬款

賬齡超過1年的應付賬款主要為應付貨款和應付工程款及設備款，本集團與對方繼續發生業務往來。

#### 18. Receipt in advance

#### 18、預收款項

Item	項目	2017 2017年
Advances from sales of optical fibre and optical fibre preform	光纖及光纖預製棒銷售預收款	26,696,670
Advances from sales of optical fibre cable	光纜銷售預收款	98,349,813
Other advances from customers	其他預收款項	116,520,421
Total	合計	241,566,904



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 19. Employee benefits payable

(1) Employee benefits payable are as follows:

		Balance at 1 January 2018 年初餘額	Addition 本年增加	Paid 本年減少	Balance at 31 December 2018 年末餘額
Short-term employee benefits	短期薪酬	303,875,340	965,528,208	(824,443,461)	444,960,087
Termination benefits – Defined contribution plan	離職後福利 – 設定提存計劃	128,640	65,398,447	(65,462,038)	65,049
Total	合計	304,003,980	1,030,926,655	(889,905,499)	445,025,136

(2) Short-term employee benefits

		Balance at 1 January 2018 年初餘額	Addition 本年增加	Paid 本年減少	Balance at 31 December 2018 年末餘額
Salary, bonus, subsidy and grants	工資、獎金、津貼和補貼	297,396,960	841,076,350	(700,385,798)	438,087,512
Staff welfare	職工福利費	3,739,777	48,776,483	(48,042,198)	4,474,062
Social insurance	社會保險費				
Medical insurance	醫療保險費	74,033	24,218,126	(24,262,798)	29,361
Work injury	工傷保險費	5,655	2,024,390	(2,028,036)	2,009
Maternity insurance	生育保險費	4,207	1,586,741	(1,588,807)	2,141
Housing fund	住房公積金	115,028	32,843,815	(32,855,627)	103,216
Union expenses and employees education expenses	工會經費和職工教育經費	2,539,680	15,002,303	(15,280,197)	2,261,786
Total	合計	303,875,340	965,528,208	(824,443,461)	444,960,087

(3) Termination benefits – Defined contribution plan

		Balance at 1 January 2018 年初餘額	Addition 本年增加	Paid 本年減少	Balance at 31 December 2018 年末餘額
Basic retirement insurance premiums	基本養老保險	122,751	63,257,169	(63,317,186)	62,734
Unemployment insurance	失業保險費	5,889	2,141,278	(2,144,852)	2,315
Total	合計	128,640	65,398,447	(65,462,038)	65,049

### 五、合併財務報表項目註釋(續)

#### 19、應付職工薪酬

(1) 應付職工薪酬列示：

(2) 短期薪酬

(3) 離職後福利—設定提存計劃

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 20. Taxes payable

### 五、合併財務報表項目註釋(續)

#### 20、應交稅費

Item	項目	2018 2018年	2017 2017年
Value added tax	增值稅	36,740,275	32,290,726
Enterprise income tax	企業所得稅	80,862,388	91,341,432
Personal income tax	個人所得稅	6,487,273	7,839,765
Urban maintenance and construction tax	城市維護建設稅	11,313,532	10,942,144
Education fee surcharge	教育費附加	16,003,448	15,816,670
Others	其他	15,031,951	30,225,084
Total	合計	166,438,867	188,455,821

#### 21. Other payables

#### 21、其他應付款

Item	Note	2018 2018年	2017 2017年
Interests payable	(1)	13,860,075	8,189,813
Others	(2)	485,661,296	350,815,468
Total		499,521,371	359,005,281

(1) Interests payable

(1) 應付利息

Item	項目	2018 2018年	2017 2017年
Interests payable from non-current bank loans	長期借款應付利息	13,234,466	7,065,922
Interests payable from current bank loans	短期借款應付利息	625,609	1,123,891
Total	合計	13,860,075	8,189,813

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 21. Other payables (Cont'd)

(2) Others

(a) Others payables by nature of payments are as follows:

Item	項目	2018 2018年	2017 2017年
Payments for equipment and intangible assets	應付設備款項	306,675,480	174,481,794
Payment for technical royalty fee	應付技術提成費	41,323,161	42,637,251
Payment for intermediaries fees	應付專業服務費	17,657,976	25,069,219
Payment for sales commission	應付銷售佣金	23,230,143	23,295,635
Estimated liabilities	預計負債	15,000,000	15,000,000
Deposits	押金	9,155,111	7,147,826
Payable personal income tax return	應付個人所得稅返還	6,103,810	6,031,542
Others	其他	66,515,615	57,152,201
Total	合計	485,661,296	350,815,468

(b) Significant others payables with ageing over 1 year:

Item 項目	2018 2018年	Reason for outstanding 未償還的原因
Estimated liabilities 預計負債	15,000,000	Quality guarantee 質量保證金

### 五、合併財務報表項目註釋(續)

#### 21、其他應付款(續)

(2) 其他

(a) 按款項性質列示：

(b) 賬齡超過1年的重要其他應付款：

#### 22. Contract liabilities

#### 22、合同負債

Item	項目	2018 2018年
Advances from sales of optical fibre and optical fibre preform	光纖及光纖預製棒銷售預收款	18,714,589
Advances from sales of optical fibre cable	光纜銷售預收款	80,223,412
Other advances from customers	其他預收款項	80,122,963
Total	合計	179,060,964

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 23. Non-current liabilities due within one year

Information on non-current liabilities due within one year was as follows:

Item	項目	Note 附註	2018 2018年	2017 2017年
Non-current bank loans due within one year	一年內到期的長期借款	V.24 五、24	263,620,000	2,000,000
Deferred income amortized within one year	一年內攤銷的遞延收益		11,603,750	11,818,333
Total	合計		275,223,750	13,818,333

#### 24. Non-current bank loans

Classification of non-current bank loans

#### 24. 長期借款

長期借款分類

Item	項目	Note 附註	2018 2018年	2017 2017年
Loans secured by mortgages	抵押借款		—	18,700,000
Unsecured loans	信用借款		1,080,620,000	464,590,000
Less: non-current bank loans due within one year	減：一年內到期的長期借款	V.23 五、23	263,620,000	2,000,000
Total	合計		817,000,000	481,290,000

As at 31 December 2018, there was no overdue non-current bank loans. The above borrowings bear floating interest rate and fixed interest rate. The interest rate ranged from 1.20% - 5.70% in 2018 (2017: 1.20% - 4.90%).

The Group's bank loans (including current bank loans and non-current bank loans) by repayment time were listed as follows:

於2018年12月31日本集團無已逾期未償還的長期借款。上述借款有浮動利率和固定利率借款。利率區間為1.20% - 5.70%(2017年度：1.20% - 4.90%)。

本集團的銀行借款(包含短期借款和長期借款)按還款時間列示如下：

Item	項目	2018 2018年	2017 2017年
Within 1 year (1 year inclusive)	1年以內(含1年)	540,265,808	497,013,000
1 to 2 years (2 years inclusive)	1年至2年(含2年)	510,000,000	289,590,000
2 to 5 years (5 years inclusive)	2年至5年(含5年)	266,000,000	39,700,000
Over 5 years	5年以上	41,000,000	152,000,000
Sub-total	小計	1,357,265,808	978,303,000



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 25. Deferred income

### 五、合併財務報表項目註釋(續)

#### 25、遞延收益

Item 項目	Opening balance on 1 January 2018 年初餘額	Addition during the year 本年增加	Decrease during the year 本年減少	Closing balance on 31 December 2018 年末餘額	Causes 形成原因
Government grants 政府補助	76,868,444	9,500,000	(9,923,833)	76,444,611	Engineering construction project government subsidy 工程建設項目政府補助
Technology usage fees 技術使用費	2,466,667	—	(2,466,667)	—	Prepay technology usage fees 預收技術使用費
Rental fees 租賃費	3,888,000	—	(432,000)	3,456,000	Pre-paid rental fees 預收租賃費
Total 合計	83,223,111	9,500,000	(12,822,500)	79,900,611	

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 25. Deferred income (Cont'd)

Details of government grants (Cont'd)

### 五、合併財務報表項目註釋(續)

#### 25、遞延收益(續)

涉及政府補助的項目：(續)

Item	Opening balance on 1 January 2018	Addition during the year	Amount to non- operating income	Amount to other comprehensive income	Closing balance on 31 December 2018	Expect related to assets/income
補助項目	年初餘額	本年新增 補助金額	本年計入 營業外收入金額	本年計入其他 綜合收益金額	年末餘額	與資產相關 與收益相關
RIC+PCVD fiber production technological R&D and renovation project	11,000,000	—	—	(1,000,000)	10,000,000	Relate to assets 與資產相關
RIC+PCVD 光纖生產技術研發改造項目						
IOGSFP+ High Speed Communication Chip Implementation project	35,920,000	—	—	(2,000,000)	33,920,000	Relate to assets 與資產相關
IOGSFP+ 高速通信晶片實施方案項目						
Yangtze Optical Fibre and Cable Lanzhou Co., Ltd. - Phase 2 expansion project	27,836,777	—	—	(2,049,333)	25,787,444	Relate to assets 與資產相關
長飛光纖光纜蘭州有限公司二期擴產項目						
Large diameter low water peak optical fiber preform industrialization project	4,898,000	—	—	(612,000)	4,286,000	Relate to assets 與資產相關
大直徑低水峰光纖預製棒產業化項目補貼						
Key Technology Development and Transformation of New Generation Optical Fiber Preform Equipment project	2,700,000	—	—	(225,000)	2,475,000	Relate to assets 與資產相關
新一代光纖預製棒設備關鍵技術研發與轉化項目補貼						
Ally First Optical Fibre and Cable Co.,Ltd major industry technological renovation project	—	6,000,000	—	(600,000)	5,400,000	Relate to assets 與資產相關
浙江聯飛重點工業投資(技術改造)財政專項資金						
Yangtze Optical Fibre (Qianjiang) Co., Ltd. - Phase 2 expansion project	—	3,500,000	—	(218,750)	3,281,250	Relate to assets 與資產相關
長飛光纖光纜瀋陽有限公司二期擴產工程政府補助						
Sub-total	82,354,777	9,500,000	—	(6,705,083)	85,149,694	
小計						
Less: government grants amortized within one year	(5,486,333)				(8,705,083)	
減：一年以內攤銷的政府補助						
Total	76,868,444				76,444,611	
合計						

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 26. Other non-current liabilities

Item	項目	2018 2018年	2017 2017年
Government grant	政府補助	170,193,183	169,799,283
Others	其他	92,430,000	—
Total	合計	262,623,183	169,799,283

The balance of other non-current liabilities is the government grant of the Group's projects that have been received but not inspected.

### 五、合併財務報表項目註釋(續)

#### 26、其他非流動負債

其他非流動負債餘額均為本集團已收取但未驗收項目的政府補助款。

#### 27. Share capital

		Opening balance in 2018 年初餘額	Changes during the year 本年變動增減	Closing balance in 2018 年末餘額
China Huaxin Post and Telecom Technologies Co., Ltd.	中國華信郵電科技 有限公司	179,827,794	—	179,827,794
Draka Comteq B.V.	Draka Comteq B.V.	179,827,794	—	179,827,794
Wuhan Yangtze Communications Industry Group Co., Ltd.	武漢長江通信產業集團 股份有限公司	119,937,010	—	119,937,010
Other domestic shareholders	其他內資股股東	30,783,000	—	30,783,000
Other H shareholders	其他H股股東	171,739,000	—	171,739,000
A share public shareholders	A股公眾股東	—	75,790,510	75,790,510
Total number of shares	股份總數	682,114,598	75,790,510	757,905,108

The Company completed the initial public offering of A shares in 2018. The new shares of 75,790,510 shares, with a nominal value of RMB1.00 per share were issued at the price of RMB26.71 per share. The proceeds from the issues of the A shares amounted to RMB2,024,364,522. After the initial public offering, the registered capital rose to RMB757,905,108, the proceeds exceeding the newly capital were accrued to capital reserve (premium on capital stock) after deducting the listing fees and amounted to RMB1,818,546,664 (See NoteV.28).

#### 27、股本

本公司於2018年完成A股公開發售，共發行A股75,790,510股，每股面值人民幣1.00元，發行價格為每股人民幣26.71元。上述發行募集資金總額為人民幣2,024,364,522元。本次發行結束後，本公司的股本增至人民幣757,905,108元，募集資金超過新增股本的部分在扣除可抵減發行溢價的上市費用後計入資本公積(股本溢價)，金額為人民幣1,818,546,664元(參見附註五、28)。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 28. Capital reserve

### 五、合併財務報表項目註釋(續)

#### 28、資本公積

Item	項目	Opening balance on 1 January 2018 年初餘額	Addition During (Note V.27) 本年增加	Decrease during 本年減少	Closing balance on 31 December 2018 年末餘額
Share premium	股本溢價	1,551,725,933	1,818,546,664	(16,728,609)	3,353,543,988

#### 29. Other comprehensive income

#### 29、其他綜合收益

		Amount incurred in 2018 本年發生額							
		Opening balance of other comprehensive income attributable to the shareholders of the Company 歸屬於 母公司股東 的其他綜合 收益年初餘額	Changes on Accounting polocies 會計 政策變更	Amount incurrnd during the year before income tax 本年所得稅 前發生額	Less: income tax 減： 所得稅費用	Less: Disposal of a subsidiary 減：處置 子公司轉出	After tax attributable to the Company 稅後歸屬 於母公司	After tax attributable to non-controlling interests 稅後歸屬 於少數股東	Closing balance of other comprehensive income attributable to the shareholders of the Company 歸屬於 母公司股東 的其他綜 合收益年末餘額
Item	項目								
Other comprehensive income that may not be reclassified subsequently to profit or loss	不能重分類進損益的其他綜合收益								
Changes in fair value of investments in other equity instrument	其他權益工具投資公允價值變動	61,225,468	(2,158,472)	(36,919,223)	(5,588,142)	—	(31,142,485)	(188,596)	27,924,511
Other comprehensive income that may be reclassified subsequently to profit or loss	將重分類進損益的其他綜合收益								
Exchange differences on translation of financial statements of overseas subsidiaries	外幣財務報表折算差額	5,239,253	—	(15,830,868)	—	(3,642,371)	(6,983,408)	(5,205,089)	(1,744,155)
Total	合計	66,464,721	(2,158,472)	(52,750,091)	(5,588,142)	(3,642,371)	(38,125,893)	(5,393,685)	26,180,356



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 30. Surplus reserve

Item	項目	Opening balance on 1 January 2018 年初餘額	Addition during the year 本年增加	Decrease during the year 本年減少	Closing balance on 31 December 2018 年末餘額
Statutory surplus reserve	法定盈餘公積	269,972,311	108,980,243	—	378,952,554
Discretionary surplus reserve	任意盈餘公積	88,629,682	46,356,475	—	134,986,157
Reserve fund	儲備基金	21,722,524	—	—	21,722,524
Enterprise development fund	企業發展基金	21,722,524	—	—	21,722,524
Total	合計	402,047,041	155,336,718	—	557,383,759

### 五、合併財務報表項目註釋(續)

#### 30、盈餘公積

#### 31. Retained earnings

#### 31、未分配利潤

Item	項目	Note 附註／註	2018 2018年	2017 2017年
Retained earnings at the beginning of the period before adjustment	調整前年初未分配利潤		2,535,966,730	1,573,654,930
Influence by changes in accounting policies	會計政策變更調整	III.30(3) 三、30(3)	2,158,472	—
Retained earnings at the beginning of the period after adjustment	調整後年初未分配利潤		2,538,125,202	1,573,654,930
Add: profit for the year attributable to the equity shareholders of the Company	加：本年歸屬於母公司股東 的淨利潤		1,489,185,053	1,268,353,170
Less: Transfer to statutory surplus reserve	減：提取法定盈餘公積		108,980,243	92,712,949
Transfer to discretionary surplus reserve	提取任意盈餘公積		46,356,475	39,389,199
Dividends payable on ordinary share	應付普通股股利	(1)	378,952,554	173,939,222
Retained earnings at the end of the year	年末未分配利潤	(2)	3,493,020,983	2,535,966,730

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 31. Retained earnings

##### (1) Dividends on ordinary shares

On 12 December 2018, upon the approval of the shareholders' meeting of the Company held on 19 October 2018, the Company distributed cash dividends to shareholders, with a cash dividend of RMB0.5 per share (2017: RMB0.255 per share), amounted to RMB378,952,554 (2017: RMB173,939,222) in total.

##### (2) Explanation of retained earnings at the end of the year

As at 31 December 2018 and 31 December 2017, the retained earnings attributable to the parent company of the Group included the surplus reserve of RMB23,672,861 and RMB12,109,362 transferred from the subsidiaries of the Company.

#### 32. Revenue and cost of sales

##### (1) Revenue and cost of sales

### 五、合併財務報表項目註釋(續)

#### 31、未分配利潤

##### (1) 本年內分配普通股股利

根據2018年10月19日股東大會的批准，本公司於2018年12月12日向普通股股東派發現金股利，每股人民幣0.5元(2017年：每股人民幣0.255元)，共人民幣378,952,554元(2017年：人民幣173,939,222元)。

##### (2) 年末未分配利潤的說明

截至2018年12月31日，本集團歸屬於母公司的未分配利潤中包含了本公司的子公司提取的盈餘公積人民幣23,672,861元(2017年：人民幣12,109,362元)。

#### 32、營業收入、營業成本

##### (1) 營業收入、營業成本

Item	項目	2018 2018年		2017 2017年	
		Revenue 收入	Cost 成本	Revenue 收入	Cost 成本
Principal activities	主營業務	11,061,853,761	7,875,108,914	10,223,510,120	7,461,680,074
Other operating activities	其他業務	297,910,325	256,231,479	142,573,539	115,202,841
Total	合計	11,359,764,086	8,131,340,393	10,366,083,659	7,576,882,915
Including: Revenue generated from contract	其中：合同產生的收入	11,359,764,086	8,131,340,393	10,366,083,659	7,576,882,915

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 32. Revenue and cost of sales (Cont'd)

(2) Details of revenue

### 五、合併財務報表項目註釋(續)

#### 32、營業收入、營業成本(續)

(2) 營業收入明細

Item	項目	2018 2018年	2017 2017年
Revenue from principal activities	主營業務收入		
– Optical fibres and optical fibre preforms	– 光纖及光纖預製棒銷售收入	4,691,213,906	4,702,946,373
– Optical fibre cables	– 光纖銷售收入	5,726,732,615	5,034,896,658
– Other sales	– 其他銷售收入	643,907,240	485,667,089
Sub-total	小計	11,061,853,761	10,223,510,120
Revenue from other operating activities	其他業務收入		
– Materials	– 材料銷售收入	217,046,012	114,674,434
– Commission processing	– 受託加工收入	61,678,026	—
– Technology license fees and services	– 技術使用和服務收入	13,850,304	22,753,672
– Others	– 其他	5,335,983	5,145,433
Total	合計	11,359,764,086	10,366,083,659

#### 33. Taxes and surcharges

#### 33、税金及附加

Item	項目	2018 2018年	2017 2017年
Urban maintenance and construction tax	城市維護建設稅	26,063,451	28,164,493
Education fee surcharge	教育費附加	16,954,789	18,210,420
Stamp tax	印花稅	9,011,040	7,534,545
Property tax	房產稅	6,726,093	6,362,240
Others	其他	2,994,180	3,445,493
Total	合計	61,749,553	63,717,191

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 34. Selling expenses

### 五、合併財務報表項目註釋(續)

#### 34、銷售費用

Item	項目	2018 2018年	2017 2017年
Salaries and benefits	工資及獎金	141,897,267	114,170,936
Social insurance and housing fund	社保及住房公積金	22,239,150	16,772,379
Transportation fee	運輸費	75,045,504	60,968,217
Travelling expenses	差旅招待費	95,913,040	75,325,775
Tender fee	投標費	15,354,227	1,756,370
Packaging fee	包裝費	9,586,246	6,717,516
Selling commissions	銷售佣金	5,422,646	12,494,175
Depreciation	折舊	1,585,943	847,250
Others	其他	18,260,780	15,831,963
Total	合計	385,304,803	304,884,581

#### 35. Administrative expenses

#### 35、管理費用

Item	項目	2018 2018年	2017 2017年
Salaries and benefits	工資及獎金	246,722,896	193,691,589
Social insurance and housing fund	社保及住房公積金	27,189,611	19,686,184
Employee welfare costs	員工福利費	44,192,665	44,088,795
Depreciation and amortization	折舊和攤銷	51,729,351	46,420,854
Intermediary fees	專業服務費用	60,662,611	87,256,362
Travelling expenses	差旅招待費	32,946,921	31,905,863
Maintenance and repair fees	維護修理費	45,933,816	39,717,773
Exhibition promotion expenses	會務宣傳費	37,317,291	26,557,277
Rental expenses	租賃費	16,699,102	6,389,989
Directors' fees	董事袍金	5,041,354	5,032,590
Certification test fees	認證測試費	8,901,355	10,644,636
Others	其他	69,583,929	53,875,770
Total	合計	646,920,902	565,267,682



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 36. R&D expenses

### 五、合併財務報表項目註釋(續)

#### 36、研發費用

Item	項目	2018 2018年	2017 2017年
Materials, fuel and power	材料燃料動力	243,338,084	199,084,407
Salaries and benefits	工資及獎金	119,013,199	101,424,330
Social insurance and housing fund	社保及住房公積金	29,843,051	21,017,178
Depreciation and amortization	折舊和攤銷	21,042,740	17,547,721
Technology usage fees	技術使用費	39,304,369	42,006,718
Others	其他	64,215,657	21,719,352
Total	合計	516,757,100	402,799,706

#### 37. Financial expenses

#### 37、財務費用

Item	項目	2018 2018年	2017 2017年
Interest expenses on loans and payables	貸款及應付款項的利息支出	60,388,465	59,199,586
Less: Borrowing costs capitalized	減：資本化的利息支出	14,842,497	1,469,850
Less: Financial discount to offset financial expenses	減：財政貼息沖減財務費用	746,000	740,400
Interest income from deposits and receivables	存款及應收款項的利息收入	(27,871,149)	(14,568,237)
Net exchange loss	淨匯兌虧損	12,379,648	28,173,581
Other financial expenses	其他財務費用	10,840,369	7,561,710
Total	合計	40,148,836	78,156,390

The interest rate per annum, at which the borrowing costs were capitalized for the 2017 and 2018 by the Company was 4.10% and 3.98% respectively.

本集團本年度用於確定借款費用資本化金額的資本化率為3.98%(2017年：4.10%)。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 38. Impairment losses

### 五、合併財務報表項目註釋(續)

#### 38、資產減值損失

Item	項目	Note 附註	2018 2018年	2017 2017年
Trade and bills receivable	應收票據及應收賬款		—	11,304,765
Intangible assets	無形資產	V.13 五、13	17,069,257	89,849,920
Inventories	存貨	V.6(2) 五、6(2)	21,545,956	16,174,892
Total	合計		38,615,213	117,329,577

#### 39. Credit losses

#### 39、信用減值損失

Item	項目	Note 附註	2018 2018年
Trade and bills receivable	應收票據及應收賬款	V.3(2) (d) 五、3(2)(d)	48,290,427

The disposal loss of assets in the reporting period has been included in non-recurring profit and loss.

報告期內各年資產處置損失已計入非經常性損益。

#### 40. Other income

#### 40、其他收益

Item	項目	Note 附註	2018 2018年	2017 2017年
Government grants related to assets	與資產相關的政府補助	V.25 五、25	6,705,083	4,851,333
Government grants related to income	與收益相關的政府補助	Note 註	21,152,956	26,203,858
Total	合計		27,858,039	31,055,191

Note: Details of government grants related to income were set out as below:

註：與收益相關的政府補助分項目情況如下：

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

### 五、合併財務報表項目註釋(續)

Item	項目	Amount occurred during the year 2018年 發生金額	Amount charged to other comprehensive income 計入其他 綜合收益金額	Amount charged to non- operating revenue 計入營業外 收入金額
Foreign Economic and Trade Development Fund	外經貿發展資金	6,683,300	6,683,300	
Refinancing incentives	再融資獎勵	3,000,00	3,000,00	
Wuhan role stabilisation subsidy	武漢市穩崗補貼	2,501,500	2,501,500	
Technical Reform subsidy	企業技術改造資助	1,850,000	1,850,000	
The R&D and industrialisation of large-core specialty optical fibre products	大芯徑特種光纖產品開發及其產業化	1,200,000	1,200,000	
Quality improvement subsidy	質量提升補貼	900,000	900,000	
Talent grant funds	人才補助資金	796,600	796,600	
Funds from the excellent awards from evaluation of scientific innovation platform	科技創新平台績效考核優秀獎勵資金	750,000	750,000	
Intellectual property rights incentives	知識財產權獎勵	560,000	560,000	
Storage company award funds	入庫企業獎勵資金	500,000	500,000	
Finance grants in Lanzhou new district	蘭州新區財政獎勵金	469,122	469,122	
Postdoctoral Research Station Funding Fee	博士後科研站資助費	400,000	400,000	
Patent Application Funding	專利申請資助	331,520	331,520	
Commercialization of research findings incentives	科技成果轉化獎勵補助	200,000	200,000	
R&D input subsidies	研發投入補貼	180,000	180,000	
Others	其他	830,914	830,914	
Total	合計	21,152,956	21,152,956	

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 五、合併財務報表項目註釋(續)

(Cont'd)

#### 41. Investment income

Information on projects with investment income

#### 41、投資收益

投資收益分項目情況

Item	項目	Note 附註	2018 2018年	2017 2017年
Income from long-term equity investments under equity method	權益法核算的長期股權投資收益		152,089,231	159,121,150
Investment gains on disposal of financial assets held for trading	處置交易性金融資產取得的投資收益	XVI. (3) 十六、(3)	2,477,554	—
Investment income from holding available-for-sale financial assets	可供出售金融資產在持有期間的投資收益		—	156,100
Investment gains on disposal of available-for-sale financial assets	處置可供出售金融資產取得的投資收益		—	1,812,430
Dividend income from other equity instrument investments	其他權益工具投資的股利收入		133,800	—
Including: Dividend income from other equity instrument investments held as at the balance sheet date	其中：與資產負債表日仍持有的其他權益工具投資相關的股利收入		133,800	—
Net losses from disposal of subsidiaries	處置子公司淨損失		(3,642,371)	—
Total	合計		151,058,214	161,089,680

#### 42. Gain from changes in fair value

#### 42、公允價值變動收益

Item	項目	Note 附註	2018 2018年	2017 2017年
financial assets held for trading	交易性金融資產	XVI. (3) 十六、(3)	257,993	—
Financial assets at fair value through profit or loss	以公允價值計量且其變動計入當期損益的金融資產		—	240,422
Total	合計		257,993	240,422

#### 43. Losses from asset disposals

#### 43、資產處置損失

Item	項目	2018 2018年	2017 2017年
Loss from disposal of fixed assets	固定資產處置損失	2,741,721	(2,729,458)
Total	合計	2,741,721	(2,729,458)



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 44. Non-operating income and expenses

(1) Information on non-operating income items as follows:

Item	項目	2018 2018年	2017 2017年
Revenue from sales of scraps	廢品銷售收入	2,319,991	939,935
Others	其他	1,194,749	763,086
Total	合計	3,514,740	1,703,021

(2) Information on non-operating expenses items as follows:

Item	項目	2018 2018年	2017 2017年
Loss from sales of scraps	廢品銷售損失	471,062	724,761
Others	其他	588,004	805,523
Total	合計	1,059,066	1,530,284

#### 45. Income tax

		Note 註	2018 2018年	2017 2017年
Income tax for the year based on the laws and regulations	按稅法及相關規定計算的當年所得稅		207,488,382	207,697,129
Changes in deferred income tax	遞延所得稅的變動	(1)	(23,833,861)	5,369,428
Tax filing differences	匯算清繳差異調整		(2,160,347)	(771,452)
Total	合計		181,494,174	212,295,105

(1) The analysis of changes in deferred income tax is as follows:

Item	項目	2018 2018年	2017 2017年
Originations and reversals of temporary differences	暫時性差異的產生和轉回	(23,833,861)	5,369,428
Total	合計	(23,833,861)	5,369,428

### 五、合併財務報表項目註釋(續)

#### 44、營業外收支

(1) 營業外收入分項目情況如下：

Item	項目	2018 2018年	2017 2017年
Revenue from sales of scraps	廢品銷售收入	2,319,991	939,935
Others	其他	1,194,749	763,086
Total	合計	3,514,740	1,703,021

(2) 營業外支出分項目情況如下：

Item	項目	2018 2018年	2017 2017年
Loss from sales of scraps	廢品銷售損失	471,062	724,761
Others	其他	588,004	805,523
Total	合計	1,059,066	1,530,284

#### 45、所得稅費用

		Note 註	2018 2018年	2017 2017年
Income tax for the year based on the laws and regulations	按稅法及相關規定計算的當年所得稅		207,488,382	207,697,129
Changes in deferred income tax	遞延所得稅的變動	(1)	(23,833,861)	5,369,428
Tax filing differences	匯算清繳差異調整		(2,160,347)	(771,452)
Total	合計		181,494,174	212,295,105

(1) 遞延所得稅的變動分析如下：

Item	項目	2018 2018年	2017 2017年
Originations and reversals of temporary differences	暫時性差異的產生和轉回	(23,833,861)	5,369,428
Total	合計	(23,833,861)	5,369,428

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 45. Income tax (Cont'd)

(2) Reconciliation between income tax expense and accounting profit is as follows:

### 五、合併財務報表項目註釋(續)

#### 45、所得稅費用(續)

(2) 所得稅費用與會計利潤的關係如下：

Item	項目	2018 2018年	2017 2017年
Profit before taxation	稅前利潤	1,669,525,058	1,446,874,189
Expected income tax calculated at tax rate of 25%	按稅率 25% 計算的預期所得稅	417,381,265	361,718,547
Effect of tax rate differences	適用不同稅率的影響	(146,681,878)	(124,672,607)
Effect of tax filing difference	匯算清繳差異調整的影響	(2,160,347)	(771,452)
Effect of non-taxable income	非應稅收入的影響	(50,079,646)	(41,328,650)
Effect of non-deductible cost, expense and loss	不可抵扣的成本、費用和損失的影響	8,285,343	6,810,426
Additional qualified tax deduction relating to research and development costs	研發費加計扣除	(71,933,679)	(31,310,898)
Effect of deductible temporary differences or deductible tax losses for which no deferred tax asset was recognized during the year	本年未確認遞延所得稅資產的可抵扣暫時性差異或可抵扣虧損的影響	26,683,116	41,849,739
Income tax for the year	本年所得稅費用	181,494,174	212,295,105

#### 46. Calculations for earnings per share

(1) Basic earnings per share

Basic earnings per share was calculated by dividing the consolidated profit for the year attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding:

#### 46、每股收益的計算過程

(1) 基本每股收益

基本每股收益以歸屬於本公司普通股股東的合併淨利潤除以本公司發行在外普通股的加權平均數計算：

Item	項目	2018 2018年	2017 2017年
Consolidated profit for the year attributable to ordinary shareholders of the Company	歸屬於本公司普通股股東的合併淨利潤	1,489,185,053	1,268,353,170
Weighted average number of ordinary shares outstanding of the Company	本公司發行在外普通股的加權平均數	713,693,977	682,114,598
Basic earnings per share (RMB/share)	基本每股收益(人民幣元/股)	2.09	1.86

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 46. Calculations for earnings per share (Cont'd)

##### (1) Basic earnings per share (Cont'd)

The weighted average number of ordinary shares is calculated as follows:

		2018 2018年	2017 2017年
Number of issued ordinary shares at the beginning of the year	年初已發行普通股股數	682,114,598	682,114,598
Effect from initial public offering of A shares	公開發行新股的影響	31,579,379	—
Weighted average number of ordinary shares at the end of the year	年末普通股的加權平均數	713,693,977	682,114,598

##### (2) Diluted earnings per share

There is no dilutive potential share during both the current and prior years. Accordingly, the diluted earnings per share are the same as basic earnings per share.

### 五、合併財務報表項目註釋(續)

#### 46、每股收益的計算過程(續)

##### (1) 基本每股收益(續)

普通股的加權平均數計算過程如下：

##### (2) 稀釋每股收益

本公司不具有稀釋性的潛在普通股，因此稀釋每股收益等於基本每股收益。

#### 47. Income statement supplementary information

Classification of expenses in the income statement by nature:

#### 47、利潤表補充資料

對利潤表中的費用按性質分類：

Item	項目	2018 2018年	2017 2017年
Revenue	營業收入	11,359,764,086	10,366,083,659
Less: Changes in inventories of finished goods and work in progress	減：產成品及在產品的存貨變動	(91,945,095)	(19,278,832)
Raw materials consumed	耗用的原材料	7,432,144,541	6,840,349,735
Employee benefits expenses	職工薪酬費用	1,030,926,655	890,618,874
Depreciation and amortization expenses	折舊和攤銷費用	217,546,563	203,315,129
Impairment losses	資產減值損失	38,615,213	117,329,577
Credit losses	信用減值損失	48,290,427	—
Financial expenses	財務費用	40,148,836	78,156,390
Packaging and transaction fees	包裝費及運費	159,747,009	140,224,346
Utility expenses	水電氣費	150,386,588	143,654,925
R&D expenses (excluding employee benefits, depreciation and amortization and technology usage fees)	研發費(不含職工薪酬及折舊和攤銷及技術使用費)	307,553,741	220,803,759
Technology usage fees	技術使用費	39,304,369	42,006,718
Other expenses	其他費用	319,975,855	262,201,586
Operating profit	營業利潤	1,667,069,384	1,446,701,452

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 48. Items of cash flow statement

(1) Proceeds received relating to other operating activities

Item	項目	2018 2018年	2017 2017年
Government grants	政府補助	28,574,107	103,099,200
Technology services fees	技術服務費	7,950,303	16,853,672
Rental income	租賃收入	4,844,746	4,861,099
Anti-dumping duties paid for another	代墊反傾銷稅	2,813,957	—
Related party transactions	關聯方往來款	133,862	1,949,786
Disposal of scraps	廢品處置收入	3,951,847	—
Others	其他	1,185,393	107,260
Total	合計	49,454,215	126,871,017

(2) Payment relating to other operating activities

Item	項目	2018 2018年	2017 2017年
Travelling expenses	差旅招待費	115,062,771	109,035,715
Net increase of cash at bank with restriction	限制性銀行存款淨增加	56,186,976	—
Consultation fees	諮詢費	44,947,272	40,268,468
Exhibition promotion expenses	會務宣傳費	35,164,705	22,952,918
Tender fees	投標費	34,550,308	7,363,592
Certification test fees	認證測試費	8,901,355	10,644,636
Storage fees	倉儲保管費	7,836,300	3,033,398
Board fees	董事會費	1,584,143	1,111,583
Others	其他	92,454,076	67,570,481
Total	合計	396,687,906	261,980,791

(3) Payment relating to other investing activities

Item	項目	2018 2018年	2017 2017年
Bank loans borrowed by non-controlling intersts	少數股東借款	7,544,924	—

### 五、合併財務報表項目註釋(續)

#### 48、現金流量表項目

(1) 收到的其他與經營活動有關的現金

(2) 支付的其他與經營活動有關的現金

(3) 支付的其他與投資活動有關的現金



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 48. Items of cash flow statement (Cont'd)

(4) Payment relating to other financing activities

Item	項目	2018 2018年	2017 2017年
Purchasing equity held by non-controlling interests	購買少數股東權益	56,685,566	—

#### 49. Related information of cash flow statement

(1) Supplementary information on cash flow statement

a. Reconciliation of profit for the year to cash flows from operating activities:

Item	項目	Note 附註	2018 2018年	2017 2017年
Profit for the year	淨利潤		1,488,030,884	1,234,579,084
Add: Provision for impairment of assets	加：資產減值準備	V.38 五、38	38,615,213	117,329,577
Credit losses	信用減值損失	V.39 五、39	48,290,427	—
Depreciation of fixed assets	固定資產折舊	V.11 五、11	201,117,654	173,255,563
Amortization of Intangible assets	無形資產攤銷	V.13 五、13	16,428,909	30,059,566
Losses on disposal of fixed assets, intangible assets and other long-term assets	處置固定資產、無形資產和其他長期資產的損失	V.43 五、43	2,741,721	2,729,458
Gain from changes in fair value	公允價值變動收益	V.42 五、42	(257,993)	(240,422)
Financial expenses	財務費用		17,390,938	47,988,952
Investment income	投資收益		(151,058,214)	(161,089,680)
Decrease/(increase) in deferred tax assets	遞延所得稅資產減少/(增加)		(23,833,861)	5,369,428
(Increase)/decrease in inventories	存貨的(增加)/減少		(288,560,484)	(102,265,503)
Increase in operating receivables	經營性應收項目的增加		(1,197,516,656)	(388,834,618)
Increase in operating payables	經營性應付項目的增加		413,962,407	778,988,536
Net cash flows from operating activities	經營活動產生的現金流量淨額		565,350,945	1,737,869,941

### 五、合併財務報表項目註釋(續)

#### 48、現金流量表項目(續)

(4) 支付的其他與籌資活動有關的現金

#### 49、現金流量表相關情況

(1) 現金流量表補充資料

a. 將淨利潤調節為經營活動現金流量：

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 49. Related information of cash flow statement (Cont'd)

(1) Supplementary information on cash flow statement (Cont'd)

- b. Major business activities that do not involve cash receipts and payments:

### 五、合併財務報表項目註釋(續)

#### 49、現金流量表相關情況(續)

(1) 現金流量表補充資料(續)

- b. 不涉及現金收支的重大經營活動：

Item	項目	2018 2018年	2017 2017年
Bank acceptance bills received from sales of goods, provision of labor services are endorsed by the Group's suppliers	銷售商品、提供勞務收到的銀行承兌匯票背書於本集團供應商	811,251,978	713,570,353
Purchasing equity held by non-controlling interests (Note)	購買少數股東權益(註)	16,641,010	—

Note: The Group had purchased 30% shares of the Group's subsidiary PT. Yangtze Optical Fibre Indonesia ("YOFC Indonesia") from the minority shareholder PT MONASPERMAATA PERSADA ("MMP"). Part of the consideration, RMB12,741,688 was deducted from the liabilities of MMP to the Group, thus no cash was involved in the transaction

The Group had purchased 24% shares of the Group's subsidiary GMC-YOFC CONECTA S.A. from the minority shareholder GMC Engineering Solutions, S.A.C.. Part of the consideration, RMB3,899,322 was deducted from the liabilities of GMC Engineering Solutions, S.A.C. to the Group, thus no cash was involved in the transaction

註：本集團於2018年向本公司子公司 PT.Yangtze Optical Fibre Indonesia ("YOFC Indonesia") 少數股東 PT MONASPERMAATA PERSADA ("MMP") 購買其持有的 YOFC Indonesia 30% 股權。收購對價中人民幣 12,741,688 元的部分以本集團對 MMP 的債權予以抵消，不涉及現金交易。

本集團於2018年向本公司子公司 GMC-YOFC CONECTA S.A. 少數股東 GMC Engineering Solutions, S.A.C. 購買其持有的 GMC-YOFC CONECTA S.A. 24% 股權。收購對價中人民幣 3,899,322 元的部分以本集團對 GMC Engineering Solutions, S.A.C. 的債權予以抵消，不涉及現金交易。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 49. Related information of cash flow statement (Cont'd)

(1) Supplementary information on cash flow statement (Cont'd)

c. Net changes in cash and cash equivalents:

Item	項目	2018 2018年	2017 2017年
Cash at the end of the year	現金的年末餘額	2,627,976,441	1,799,513,559
Less: cash at the beginning of the year	減：現金的年初餘額	1,799,513,559	1,422,575,026
Less: cash equivalent at the beginning of the year	減：現金等價物的年初餘額	—	5,000,000
Net increase in cash and cash equivalents	現金及現金等價物淨增加額	828,462,882	371,938,533

(2) Information about disposal of subsidiaries  
Information about disposal of a subsidiary

(2) 本年處置子公司的相關資訊  
本年處置子公司的相關資訊：

		2018 2018年
Price of disposal of a subsidiary	處置子公司的價格	11,769,000

		2018 2018年
Proceeds from disposal of a subsidiary	本年處置子公司於本年收到的現金和現金等價物	—
Less: Cash and cash equivalents held by the subsidiary	減：子公司持有的現金和現金等價物	18,043,545
Cash used in disposal of a subsidiary	處置子公司使用的現金淨額	(18,043,545)

Non-cash assets and liabilities relating to disposal of a subsidiary	處置子公司的非現金資產和負債	2018 2018年
— Current assets	— 流動資產	7,380,697
— Non-current assets	— 非流動資產	7,820,139
— Current liabilities	— 流動負債	(9,706,381)
— Non-current liabilities	— 非流動負債	—

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### V. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Cont'd)

#### 49. Related information of cash flow statement (Cont'd)

(3) Composition of cash and cash equivalents

### 五、合併財務報表項目註釋(續)

#### 49、現金流量表相關情況(續)

(3) 現金和現金等價物的構成

Item	項目	2018 2018年	2017 2017年
Cash	現金	2,684,163,417	1,799,513,559
Of which: Cash in hand	其中：庫存現金	816,233	556,518
Cash at bank available on demand	銀行存款	2,683,347,184	1,798,957,041
Less: Cash at bank with restrictions	減：受到限制的銀行存款	56,186,976	—
Cash and cash equivalents at the end of the year	年末現金及現金等價物餘額	2,627,976,441	1,799,513,559

#### 50. Assets with ownership or use right restrictions

#### 50、所有權或使用權受到限制的資產

Item	項目	2018 2018年	2017 2017年	Reasons of restrictions 受限原因
Cash and cash equivalent	貨幣資金	56,186,976	—	Pledged for loans 保證金
Fixed assets-Cost	固定資產—原值	51,276,467	51,276,467	Charged for loans 信用額度抵押
Intangible assets-Cost	無形資產—原值	27,147,834	27,147,834	Charged for loans 信用額度抵押
Total	合計	134,611,277	78,424,301	



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VI. CHANGE IN SCOPE OF CONSOLIDATION

#### I. Disposal of the subsidiary

Entity name	Consideration	Shareholding being disposed(%)	Date of losing control	Net assets of the entity on the date of disposal	Non-controlling interest	Difference between consideration received and the related share of net assets in consolidated financial statements	Proportion of remaining shareholding on the date of losing control	Carrying amount of remaining equity interests on the date of losing control	Fair value of remaining equity interests on the date of losing control	Gain or loss from remeasurement of remaining equity interests to fair value	Investment income or loss transferred from other comprehensive income related to previous equity investments in subsidiaries
單位名稱	股權處置價款	股權處置比例(%)	喪失控制權的時點	於處置日該子公司淨資產	其中：少數股東權益	處置價款與處置投資對應的合併財務報表層面享有該子公司淨資產份額的差額	喪失控制權之日剩餘股權的比例	喪失控制權之日剩餘股權的帳面價值	喪失控制權之日剩餘股權的公允價值	按照公允價值重新計量剩餘股權產生的利得或損失	與原子公司股權投資相關的其他綜合收益轉入投資損益的金額
RiT Tech (Intelligence Solutions) Ltd. (原名“Y.O.F.C Investment Ltd.”)	11,769,000	50.00%	2018年12月31日	23,538,000	5,884,500	—	25.00%	5,884,500	5,884,500	—	(3,642,371)

The Group has a loss of RMB3,642,371 on the loss of its control over RiT Tech (Intelligence Solutions) Ltd, which has been included in investment income of consolidated financial statements.

本集團由於喪失對RiT Tech (Intelligence Solutions) Ltd.的控制權而產生的損失為人民幣3,642,371元，列示在合併財務報表的投資收益項目中。

#### 2. Changes in the scope of merger caused by new subsidiaries

Details of changes in the scope of merger caused by new subsidiaries see NoteVII.1

### 六、合併範圍的變更

#### 1、處置子公司

#### 2、新設子公司導致的合併範圍變動

本集團本年新設子公司的詳細信息於附註七、1中列示。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VII. INTERESTS IN OTHER ENTITIES

#### I. Interests in subsidiaries

(1) The constitution of the Group

### 七、在其他主體中的權益

#### I、在子公司中的權益

(1) 企業集團的構成

Name of subsidiary 主要子公司名稱	Principal place of business 主要經營地	Place of registration 註冊地	Nature of business 業務性質	Registered capital 註冊資本	Percentage of shareholding (%) (or percentage of similar interests)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					31 eember 2018			
					持股比例(%)			
					(或類似權益比例)			
2018年12月31日								
Directly 直接	Indirectly 間接							
Wuhan YOFC Cable Co., Ltd.	Wuhan, Hubei Province	Wuhan, Hubei Province	Production and sales of copper wire and related products	RMB 73,351,200	100.00%	—	Business merger	1 December 1999
武漢長飛通用電纜有限公司	湖北省武漢市	湖北省武漢市	銅線及相關產品的生產及銷售	人民幣 73,351,200 元			非同一控制下	1999 年 12 月 1 日
Yangtze Optical Fibre and Cable Company (Hong Kong) Limited	Hong Kong	Hong Kong	Trading of raw materials	HK\$80,000	100.00%	—	Incorporation	17 July 2013
長飛光纖光纜(香港)有限公司	香港	香港	原材料貿易	80,000 港幣			設立	2013 年 7 月 17 日
Everpro Technologies Company Limited	Wuhan, Hubei Province	Wuhan, Hubei Province	Production and sales of fiber optic cables and related products	RMB325,000,000	69.23%	—	Incorporation	9 December 2013
長芯盛(武漢)科技有限公司	湖北省武漢市	湖北省武漢市	光纖光纜及相關產品的生產 及銷售	人民幣 325,000,000 元			設立	2013 年 12 月 9 日
EverProsper Technologies Company Limited	Wuhan, Hubei Province	Hong Kong	Trading of raw materials	RMB26,194,466	—	69.23%	Incorporation	6 June 2014
長芯盛(香港)科技有限公司	湖北省武漢市	香港	原材料貿易	人民幣 26,194,466 元			設立	2014 年 6 月 6 日
Shenzhen YOFC Connectivity Technologies Co., Ltd.	Shenzhen, Guangdong Province	Shenzhen, Guangdong Province	Integrated wiring system production and sales	RMB30,000,000	75.00%	—	Incorporation	15 April 2015
深圳長飛智連技術有限公司	廣東省深圳市	廣東省深圳市	綜合佈線系統生產及銷售	人民幣 30,000,000 元			設立	2015 年 4 月 15 日
PT.Yangtze Optical Fibre Indonesia	Indonesia	Indonesia	Production and sales of optical fiber and related products	US\$21,000,000	70.00%	30%	Incorporation	22 May 2015
PT.Yangtze Optical Fibre Indonesia	印度尼西亞	印度尼西亞	光纖及相關產品的生產及銷售	21,000,000 美元			設立	2015 年 5 月 22 日
Yangtze Optical Fibre and Cable Shenyang Co., Ltd.	Tieling, Liaoning Province	Tieling, Liaoning Province	Production and sales of fiber optic cables and related products	RMB40,000,000	100.00%	—	Incorporation	16 June 2015
長飛光纖光纜瀋陽有限公司	遼寧省鐵嶺市	遼寧省鐵嶺市	光纖及相關產品的生產及銷售	人民幣 40,000,000 元			設立	2015 年 6 月 16 日
Yangtze Optical Fibre and Cable Lanzhou Co., Ltd.	Lanzhou, Gansu Province	Lanzhou, Gansu Province	Production and sales of fiber optic cables and related products	RMB30,000,000	100.00%	—	Incorporation	13 July 2015
長飛光纖光纜蘭州有限公司	甘肅省蘭州市	甘肅省蘭州市	光纖及相關產品的生產及銷售	人民幣 30,000,000 元			設立	2015 年 7 月 13 日
Yangtze Optic Fibre (Qianjiang) Co., Ltd.	Qianjiang, Hubei Province	Qianjiang, Hubei Province	Production and sales of optical fibers, optical fiber preforms and related products	RMB404,000,000	100.00%	—	Incorporation	28 July 2015
長飛光纖潛江有限公司	湖北省潛江市	湖北省潛江市	光纖、光纖預製棒及相關產品的生 產及銷售	人民幣 404,000,000 元			設立	2015 年 7 月 28 日

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VII. INTERESTS IN OTHER ENTITIES (Cont'd)

#### I. Interests in subsidiaries (Cont'd)

##### (1) The constitution of the Group (Cont'd)

### 七、在其他主體中的權益(續)

#### 1、在子公司中的權益(續)

##### (1) 企業集團的構成(續)

					Percentage of shareholding (%) (or percentage of similar interests)			
					31 eember 2018 持股比例(%) (或類似權益比例)			
					2018年12月31日			
Name of subsidiary 主要子公司名稱	Principal place of business 主要經營地	Place of registration 註冊地	Nature of business 業務性質	Registered capital 註冊資本	Directly 直接	Indirectly 間接	Method of Acquisition 取得方式	Date of Incorporation 設立時間
Hubei Flying Optical Fibre Material Co., Ltd. 湖北飛菱光纖材料有限公司	Qianjiang, Hubei Province 湖北省潛江市	Qianjiang, Hubei Province 湖北省潛江市	Production and sales of high-purity germanium tetrachloride for optical fiber 光纖用高純四氯化矽的生產及銷售	RMB60,000,000 人民幣 60,000,000 元	87.00%	—	Incorporation 設立	12 August 2015 2015年8月12日
Ally First Optical Fiber and Cable Co., Ltd 浙江聯飛光纖光纜有限公司	Lin'an, Zhejiang Province 浙江省臨安市	Lin'an, Zhejiang Province 浙江省臨安市	Production and sales of fiber optic cables and related products 光纖光纜及相關產品的生產及銷售	RMB186,000,000 人民幣 186,000,000 元	51.00%	—	Incorporation 設立	8 December 2015 2015年12月8日
Yangtze Optics Africa Cable Proprietary Limited	South Africa	South Africa	Production and sales of fiber optic cables and related products 光纜及相關產品的生產及銷售	US\$8,000,000 8,000,000 美元	—	74.90%	Incorporation 設立	14 January 2016 2016年1月14日
Yangtze Optics Africa Cable Proprietary Limited	South Africa	South Africa	Trading	US\$10,000,000 10,000,000 美元	51.00%	23.90%	Incorporation 設立	14 January 2016 2016年1月14日
Wuhan E3cloud Information Technologies Co., Ltd. (Formerly known as "Wuhan E3cloud Information Technologies Co., Ltd.") 中標易雲信息技術有限公司 (原名「武漢芯光雲信息技術 有限責任公司」)	Wuhan, Hubei Province 湖北省武漢市	Wuhan, Hubei Province 湖北省武漢市	Technical development consulting services for computer hardware and software and ancillary equipment 計算機軟硬件及附屬設備的技術開 發諮詢服務等	RMB111,375,000 人民幣 111,375,000 元	26.94%	32.63%	Incorporation 設立	2 March 2016 2016年3月2日
YOFC International (Thailand) Co., Ltd.	Thailand	Thailand	Import and Export of Optical Fiber Cables and Related Products 光纖光纜及相關產品的進出口	THB10,000,000 10,000,000 泰銖	—	100.00%	Incorporation 設立	26 October 2016 2016年10月26日
PT.Yangtze Optics Indonesia	Indonesia	Indonesia	Production and sales of fiber optic cables and related products 光纖光纜及相關產品的生產及銷售	US\$14,000,000 14,000,000 美元	70%	—	Incorporation 設立	13 April 2017 2017年4月13日

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VII. INTERESTS IN OTHER ENTITIES (Cont'd)

#### I. Interests in subsidiaries (Cont'd)

##### (1) The constitution of the Group (Cont'd)

### 七、在其他主體中的權益(續)

#### 1、在子公司中的權益(續)

##### (1) 企業集團的構成(續)

Name of subsidiary 主要子公司名稱	Principal place of business 主要經營地	Place of registration 註冊地	Nature of business 業務性質	Registered capital 註冊資本	Percentage of shareholding (%) (or percentage of similar interests)		Method of Acquisition 取得方式	Date of Incorporation 設立時間
					31 eember 2018			
					持股比例(%)			
					(或類似權益比例)			
		2018年12月31日						
Directly 直接	Indirectly 間接							
YOFC International (Philippines) Corporation	Philippines	Philippines	Fiber optic cable sales and related general contracting engineering services	Peso 10,200,000	—	100.00%	Incorporation	5 December 2017
YOFC International(Philippines) Corporation	菲律賓	菲律賓	光纖光纜銷售及相關總包工程服務	10,200,000 菲律賓比索			設立	2017年12月5日
YOFC INTERNATIONAL (SINGAPORE) PTE. LTD.	Singapore	Singapore	General import and export wholesale trade (import and export of telecommunications equipment for trade purposes) and other telecommunication related business activities not classified	US\$8,000,000	—	100.00%	Incorporation	28 Febraury 2018
YOFC INTERNATIONAL (SINGAPORE) PTE. LTD.	新加坡	新加坡	一般性進出口批發貿易和其他電信相關經營活動	8,000,000 美元			設立	2018年2月28日
YOFC Gas (Qianjiang) Co.,Ltd.	Qianjiang, Hubei Province	Qianjiang, Hubei Province	Production and sales of vapour,chemical raw materials	RMB80,000,000	—	100%	Incorporation	21 March 2018
長飛氣體潛江有限公司	湖北省潛江市	湖北省潛江市	蒸氣的生產銷售、化工原料的銷售及相關技術服務	人民幣 80,000,000 元			設立	2018年3月21日
GMC-YOFC CONECTA S.A.	Peru	Peru	Communication engineering package and other related services	PEN 10,000,000	—	75%	Incorporation	30 April 2018
GMC-YOFC CONECTA S.A.	秘魯	秘魯	通信工程總包等相關業務服務	10,000,000 新索爾			設立	2018年4月30日
PT. YOFC INTERNATIONAL INDONESIA	Indonesia	Indonesia	Sales of optical fiber and related products and engineering service	IDR4,000,000,000	—	100.00%	Incorporation	4 August 2018
PT. YOFC INTERNATIONAL INDONESIA	印度尼西亞	印度尼西亞	光纖光纜相關產品的貿易及工程服務	4,000,000,000 印尼盧比			設立	2018年5月4日
Baosheng YOFC Marine Engineering Company Ltd.	Yangzhou, Jiangsu Province	Yangzhou, Jiangsu Province	Sales of submarine cables, optical cables and other power cables and their accessories; the installment of cables, accessories and systems related to various submarine projects	RMB100,000,000	—	51%	Incorporation	1 June 2018
寶勝長飛海洋工程有限公司	江蘇省揚州市	江蘇省揚州市	海底電纜、海底光纜等電線電纜及其附件的銷售，海洋工程相關電纜與元件及系統的安装	人民幣 100,000,000 元			設立	2018年6月1日



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VII. INTERESTS IN OTHER ENTITIES (Cont'd)

#### 2. Transactions that cause changes in the Group's interests in subsidiaries that do not result in loss of control

Changes in the interests of the subsidiaries:

### 七、在其他主體中的權益(續)

#### 2、在子公司的所有者權益份額發生變化且仍控制子公司的交易

在子公司的所有者權益份額發生變化的情況說明：

Name of company 企業名稱	Capital increasing party/ Capital contributing party 增資方／出資方	Date of change 變更時間	before change Shareholding proportion 變更前持股比例		Shareholding proportion after change 變更後持股比例	
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接
PT.Yangtze Optical Fibre Indonesia	Yangtze Optical Fibre and Cable Company (Hong Kong) Limited	1 March 2018	70%	—	70%	30%
PT.Yangtze Optical Fibre Indonesia	長飛光纖光纜(香港)有限公司	2018年3月1日				
Wuhan YOFC Cable Co., Ltd.	The Company	21 May 2018	80%	—	100%	—
武漢長飛通用電纜有限公司	本公司	2018年5月21日				
GMC-YOFC CONECTA S.A.	Yangtze Optical Fibre and Cable Company (Hong Kong) Limited	10 August 2018	—	51%	—	75%
GMC-YOFC CONECTA S.A.	長飛光纖光纜(香港)有限公司	2018年8月10日				

Effects in the interests of shareholders and non-controlling interests caused by transactions

交易對於少數股東權益及歸屬於母公司股東權益的影響：

		Total 合計
Consideration	購買成本	
– Cash	– 現金	56,685,566
– Price	– 債權	16,641,010
Total	合計	73,326,576
Less: Share of net assets calculated in proportion to shareholding	減：按取得的股權比例計算的子公司淨資產份額	67,414,086
Net balance	差額	5,912,490
Of which: Adjusting capital reserve	其中：調整資本公積	5,912,490

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VII. INTERESTS IN OTHER ENTITIES (Cont'd)

#### 3. Interests in joint ventures and associates

### 七、在其他主體中的權益(續)

#### 3、在合營企業或聯營企業中的權益

Item	項目	2018 2018年	2017 2017年
Joint ventures	合營企業		
– Significant joint ventures	– 重要的合營企業	1,183,473,966	1,105,519,175
– Insignificant joint ventures	– 不重要的合營企業	127,614,184	128,943,272
Associates	聯營企業		
– Significant associates	– 重要的聯營企業	300,926,534	
– Insignificant associates	– 不重要的聯營企業	18,266,620	11,534,025
Sub-total	小計	1,630,281,304	1,245,996,472
Less: Impairment provision	減：減值準備	4,130,000	4,130,000
Total	合計	1,626,151,304	1,241,866,472

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VII. INTERESTS IN OTHER ENTITIES (Cont'd)

#### 3. Interests in joint ventures and associates (Cont'd)

(1) Significant joint ventures or associates:

Name of enterprise 企業名稱	Principal place of business 主要經營地	Place of registration 註冊地	Nature of business 業務性質	Percentage of shareholdings		Accounting method for investments in joint ventures or associates 對合營企業 或聯營企業 處理方法	Registered capital 註冊資本	Strategic significance to the Group's activities 對本集團 活動是否 具有戰略性
				Directly 持股比例 直接	Indirectly 間接			
Joint venture 合營企業								
YOFC Shanghai Co., Ltd. (Note) 長飛光纖光纜(上海) 有限公司(註)	Shanghai 上海市	Shanghai 上海市	Production and sales of optic fibre 生產及銷售光纖	75.00%	—	Equity method 權益法	RMB100,300,000 人民幣100,300,000元	Yes 是
Yangtze Zhongli Optical Fibre and Cable (Jiangsu) Co., Ltd. (Note) 江蘇長飛中利光纖光纜有限公司	Changsu, Jiangsu Province 江蘇省常熟市	Changsu, Jiangsu Province 江蘇省常熟市	Production and sales of optic fibre 生產及銷售光纖	48%	—	Equity method 權益法	RMB92,880,000 人民幣92,880,000元	Yes 是
Tianjin YOFC XMKJ Optical Communication Co., Ltd. 天津長飛鑫茂光通信有限公司	Tianjin 天津市	Tianjin 天津市	Production and sales of optic fibre 生產及銷售光纖	49.00%	—	Equity method 權益法	RMB220,000,000 人民幣220,000,000元	Yes 是
Shantou Hi-Tech Zone Ao Xing Optical Communication Equipment Co., Ltd 汕頭高新區奧星光通信設備 有限公司	Shantou, Guangdong Province 廣東省汕頭市	Shantou, Guangdong Province 廣東省汕頭市	Production and sales of optic fibre 生產及銷售光纖	42.42%	—	Equity method 權益法	RMB170,558,817 人民幣170,558,817元	Yes 是
Shenzhen SDGI Optical Fibre Co., Ltd. 深圳特發信息光纖有限公司	Shenzhen, Guangdong Province 廣東省深圳市	Shenzhen, Guangdong Province 廣東省深圳市	Production and sales of optic fibre 生產及銷售光纖	35.36%	—	Equity method 權益法	RMB386,518,320 人民幣386,518,320元	Yes 是
Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd. 長飛信越(湖北)光棒有限公司	Qianjiang, Hubei Province 湖北省潛江市	Qianjiang, Hubei Province 湖北省潛江市	Production and sales of optical fiber preforms 生產及銷售光纖用預製棒	49.00%	—	Equity method 權益法	JPY8,000,000,000 8,000,000,000日元	Yes 是
Associates 聯營企業								
AVIC Baosheng Ocean Engineering Cable Company 中航寶勝海洋工程電纜有限公司	Yangzhou, Hubei Province 江蘇省揚州市	Yangzhou, Hubei Province 江蘇省揚州市	Production and sales of electric cable 生產及銷售電纜	30.00%	—	Equity method 權益法	RMB1,000,000,000 人民幣1,000,000,000元	Yes 是

### 七、在其他主體中的權益(續)

#### 3、在合營企業或聯營企業中的權益(續)

(1) 重要的合營企業或聯營企業：

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VII. INTERESTS IN OTHER ENTITIES (Cont'd)

#### 3. Interests in joint ventures and associates (Cont'd)

##### (1) Significant joint ventures or associates:

Note: According to the Articles of Association of the above joint venture company, its financial and operational decisions must be unanimously agreed by all investors. Therefore, the company and other investors jointly control these companies.

##### (2) Principal financial information of significant joint venture:

The following table sets forth the principal financial information on the significant joint venture, which represented the amounts after adjustments made based on relevant fair value upon investment and the unified accounting policies. In addition, the following table also sets forth reconciliation of such financial information to the carrying amount of the investment in the joint venture of the Group using equity method:

### 七、在其他主體中的權益(續)

#### 3、在合營企業或聯營企業中的權益(續)

##### (1) 重要的合營企業或聯營企業：

註：根據上述合營公司的公司章程細則，其財務及營運決策須獲得全體投資者一致同意通過。因此，本公司及其他投資者共同控制這些公司。

##### (2) 重要合營企業的主要財務信息：

下表列示了本集團重要合營企業的主要財務信息，這些合營企業的主要財務信息是在按投資時公允價值為基礎的調整以及統一會計政策調整後的金額。此外，下表還列示了這些財務信息按照權益法調整至本集團對合營企業投資賬面價值的調節過程：

		Yangtze Optical Fibre and Cable (Shanghai) Co., Ltd. 長飛光纖光纜(上海)有限公司	
		2018	2017
Item	項目	2018年	2017年
Current assets	流動資產	529,340,872	511,093,398
Of which: cash and cash equivalents	其中：現金和現金等價物	47,637,870	64,477,686
Non-current assets	非流動資產	90,692,862	94,475,771
Total assets	資產合計	620,033,734	605,569,169
Current liabilities	流動負債	(283,316,483)	(292,238,782)
Non-current liabilities	非流動負債	(1,900,000)	(1,900,000)
Total liabilities	負債合計	(285,216,483)	(294,138,782)
Net assets	淨資產	334,817,251	311,430,387



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VII. INTERESTS IN OTHER ENTITIES (Cont'd)

#### 3. Interests in joint ventures and associates (Cont'd)

##### (2) Principal financial information of significant joint venture: (Cont'd)

### 七、在其他主體中的權益(續)

#### 3、在合營企業或聯營企業中的權益(續)

##### (2) 重要合營企業的主要財務信息：(續)

		Yangtze Optical Fibre and Cable (Shanghai) Co., Ltd. 長飛光纖光纜(上海)有限公司	
		2018	2017
		2018年	2017年
Non-controlling interests	少數股東權益	—	—
Equity interests attributable to the equity shareholders of the Company	歸屬於投資方股東權益	334,817,251	311,430,387
Share of net assets calculated in proportion to shareholding	按持股比例計算的淨資產份額	251,112,938	233,572,790
Less: Unrealized internal transaction gains and losses offset	減：未實現的內部交易損益抵銷	15,920,803	16,737,350
Carrying amount of investment in joint venture	對合營企業投資的賬面價值	235,192,135	216,835,440

		Yangtze Optical Fibre and Cable (Shanghai) Co., Ltd. 長飛光纖光纜(上海)有限公司	
		2018	2017
		2018年	2017年
Operating revenue	營業收入	951,088,119	850,183,844
Financial expenses	財務費用	(650,756)	(726,516)
Income tax	所得稅費用	(7,934,497)	(7,711,370)
Profit for the year	淨利潤	41,084,844	43,697,764
Other comprehensive income	其他綜合收益	—	—
Total comprehensive income	綜合收益總額	41,084,844	43,697,764
Dividend received from joint venture during the year	本年收到的來自合營企業的股利	13,273,485	12,851,123

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VII. INTERESTS IN OTHER ENTITIES (Cont'd)

#### 3. Interests in joint ventures and associates (Cont'd)

##### (2) Principal financial information of significant joint venture: (Cont'd)

### 七、在其他主體中的權益(續)

#### 3、在合營企業或聯營企業中的權益(續)

##### (2) 重要合營企業的主要財務信息：(續)

		Yangtze Zhongli Optical Fibre and Cable (Jiangsu) Co., Ltd. 江蘇長飛中利光纖光纜有限公司	
		2018 2018年	2017 2017年
Current assets	流動資產	752,928,167	692,170,208
Including: cash and cash equivalents	其中：現金和現金等價物	109,647,400	156,307,872
Non-current assets	非流動資產	44,923,191	50,363,674
Total assets	資產合計	797,851,358	742,533,882
Current liabilities	流動負債	(479,025,008)	(448,867,542)
Non-current liabilities	非流動負債	—	—
Total liabilities	負債合計	(479,025,008)	(448,867,542)
Net assets	淨資產	318,826,350	293,666,340
Non-controlling interests	少數股東權益	—	—
Equity interests attributable to the equity shareholders of the Company	歸屬於投資方股東權益	318,826,349	293,666,340
Share of net assets calculated in proportion to shareholding	按持股比例計算的淨資產份額	153,036,648	149,769,833
Less: Unrealized internal transaction gains and losses offset	減：未實現的內部交易損益抵銷	8,029,362	8,818,345
Carrying amount of investment in joint venture	對合營企業投資的賬面價值	145,007,286	140,951,488

		Yangtze Zhongli Optical Fibre and Cable (Jiangsu) Co., Ltd. 江蘇長飛中利光纖光纜有限公司	
		2018 2018年	2017 2017年
Operating revenue	營業收入	1,057,135,096	1,033,577,194
Financial expenses	財務費用	(1,340,204)	(400,292)
Income tax	所得稅費用	(8,269,216)	(7,803,781)
Profit for the year	淨利潤	46,301,163	42,081,758
Other comprehensive income	其他綜合收益	—	—
Total comprehensive income	綜合收益總額	46,301,163	42,081,758
Dividend received from joint venture during the year	本年收到的來自合營企業的股利	10,781,988	9,519,294

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VII. INTERESTS IN OTHER ENTITIES (Cont'd)

#### 3. Interests in joint ventures and associates (Cont'd)

##### (2) Principal financial information of significant joint venture: (Cont'd)

### 七、在其他主體中的權益(續)

#### 3、在合營企業或聯營企業中的權益(續)

##### (2) 重要合營企業的主要財務信息：(續)

		Tianjin YOFC XMKJ Optical Communications Co., Ltd. 天津長飛鑫茂光通信有限公司	
		2018 2018年	2017 2017年
Current assets	流動資產	322,295,921	194,402,937
Including: cash and cash equivalents	其中：現金和現金等價物	13,114,965	43,626,363
Non-current assets	非流動資產	359,242,361	392,723,120
Total assets	資產合計	681,538,282	587,126,057
Current liabilities	流動負債	(165,943,765)	(115,271,439)
Non-current liabilities	非流動負債	(1,620,000)	(2,160,000)
Total liabilities	負債合計	(167,563,765)	(117,431,439)
Net assets	淨資產	513,974,517	469,694,618
Non-controlling interests	少數股東權益	—	—
Equity interests attributable to the equity shareholders of the Company	歸屬於投資方股東權益	513,974,517	469,694,618
Share of net assets calculated in proportion to shareholding	按持股比例計算的淨資產份額	251,847,513	230,150,363
Less: Unrealized internal transaction gains and losses offset	減：未實現的內部交易損益抵銷	29,288,246	12,777,991
Carrying amount of investment in joint venture	對合營企業投資的賬面價值	222,559,267	217,372,372

		Tianjin YOFC XMKJ Optical Communications Co., Ltd. 天津長飛鑫茂光通信有限公司	
		2018 2018年	2017 2017年
Operating revenue	營業收入	1,112,022,123	1,181,272,083
Financial expenses	財務費用	(3,590,972)	(8,351,496)
Income tax	所得稅費用	(12,544,977)	(14,774,445)
Profit for the year	淨利潤	91,629,898	104,332,483
Other comprehensive income	其他綜合收益	—	—
Total comprehensive income	綜合收益總額	91,629,898	104,332,483
Dividends received from joint venture during the year	本年收到的來自合營企業的股利	23,201,500	15,190,000

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VII. INTERESTS IN OTHER ENTITIES (Cont'd)

#### 3. Interests in joint ventures and associates (Cont'd)

##### (2) Principal financial information of significant joint venture: (Cont'd)

### 七、在其他主體中的權益(續)

#### 3、在合營企業或聯營企業中的權益(續)

##### (2) 重要合營企業的主要財務信息：(續)

		Shantou Hi-Tech Zone Ao Xing Optical Communication Equipment Co., Ltd 汕頭高新區奧星光通信設備有限公司	
		2018	2017
		2018年	2017年
Current assets	流動資產	418,695,598	369,380,912
Including: cash and cash equivalents	其中：現金和現金等價物	153,570,365	168,469,158
Non-current assets	非流動資產	53,673,748	51,311,762
Total assets	資產合計	472,369,346	420,692,674
Current liabilities	流動負債	(208,935,993)	(183,013,670)
Non-current liabilities	非流動負債	(500,000)	(3,500,000)
Total liabilities	負債合計	(209,435,993)	(186,513,670)
Net assets	淨資產	262,933,353	234,179,004
Non-controlling interests	少數股東權益	—	—
Equity interests attributable to the equity shareholders of the Company	歸屬於投資方股東權益	262,933,353	234,179,004
Share of net assets calculated in proportion to shareholding	按持股比例計算的淨資產份額	111,536,328	99,338,733
Less: Unrealized internal transaction gains and losses offset	減：未實現的內部交易損益抵銷	15,704,398	3,777,689
Carrying amount of investment in joint venture	對合營企業投資的賬面價值	95,831,930	95,561,044

		Shantou Hi-Tech Zone Ao Xing Optical Communication Equipment Co., Ltd 汕頭高新區奧星光通信設備有限公司	
		2018	2017
		2018年	2017年
Operating revenue	營業收入	699,352,556	762,738,088
Financial expenses	財務費用	4,297,881	1,293,971
Income tax	所得稅費用	(4,577,075)	(4,025,581)
Profit for the year	淨利潤	28,754,349	23,096,280
Other comprehensive income	其他綜合收益	—	—
Total comprehensive income	綜合收益總額	28,754,349	23,096,280
Dividends received from joint venture during the year	本年收到的來自合營企業的股利	—	5,055,813



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VII. INTERESTS IN OTHER ENTITIES (Cont'd)

#### 3. Interests in joint ventures and associates (Cont'd)

##### (2) Principal financial information of significant joint venture: (Cont'd)

### 七、在其他主體中的權益(續)

#### 3、在合營企業或聯營企業中的權益(續)

##### (2) 重要合營企業的主要財務信息：(續)

		Shenzhen SDGI Optical Fibre Co., Ltd. 深圳特發信息光纖有限公司	
		2018 2018年	2017 2017年
Current assets	流動資產	558,118,559	537,585,285
Including: cash and cash equivalents	其中：現金和現金等價物	333,750,962	325,903,714
Non-current assets	非流動資產	158,583,201	105,284,128
Total assets	資產合計	716,701,760	642,869,413
Current liabilities	流動負債	(220,486,404)	(168,872,691)
Non-current liabilities	非流動負債	(8,115,000)	(8,360,000)
Total liabilities	負債合計	(228,601,404)	(177,232,691)
Net assets	淨資產	488,100,356	465,636,722
Non-controlling interests	少數股東權益	—	—
Equity interests attributable to the equity shareholders of the Company	歸屬於投資方股東權益	488,100,356	465,636,722
Share of net assets calculated in proportion to shareholding	按持股比例計算的淨資產份額	172,592,286	164,649,145
Add: Goodwill arising from investment	加：取得投資時形成的商譽	10,627,090	10,627,090
Less: Unrealized internal transaction gains and losses offset	減：未實現的內部交易損益抵銷	5,877,065	6,585,879
Carrying amount of investment in joint venture	對合營企業投資的賬面價值	177,342,311	168,690,356

		Shenzhen SDGI Optical Fibre Co., Ltd. 深圳特發信息光纖有限公司	
		2018 2018年	2017 2017年
Operating revenue	營業收入	462,835,104	408,457,141
Financial expenses	財務費用	4,289,262	668,974
Income tax	所得稅費用	(6,513,933)	(5,934,261)
Profit for the year	淨利潤	34,688,004	30,331,629
Other comprehensive income	其他綜合收益	—	—
Total comprehensive income	綜合收益總額	34,688,004	30,331,629
Dividends received from joint venture during the year	本年收到的來自合營企業的股利	4,322,537	4,372,887

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VII. INTERESTS IN OTHER ENTITIES (Cont'd)

#### 3. Interests in joint ventures and associates (Cont'd)

##### (2) Principal financial information of significant joint venture: (Cont'd)

### 七、在其他主體中的權益(續)

#### 3、在合營企業或聯營企業中的權益(續)

##### (2) 重要合營企業的主要財務信息：(續)

		Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd. 長飛信越(湖北)光棒有限公司	
		2018	2017
		2018年	2017年
Current assets	流動資產	236,521,031	203,387,947
Including: cash and cash equivalents	其中：現金和現金等價物	71,654,895	112,327,546
Non-current assets	非流動資產	633,206,402	522,894,259
Total assets	資產合計	869,727,433	726,282,206
Current liabilities	流動負債	(148,148,987)	(96,540,013)
Non-current liabilities	非流動負債	(99,894,358)	(92,614,357)
Total liabilities	負債合計	(248,043,345)	(189,154,370)
Net assets	淨資產	621,684,088	537,127,836
Non-controlling interests	少數股東權益	—	—
Equity interests attributable to the equity shareholders of the Company	歸屬於投資方股東權益	621,684,088	537,127,836
Share of net assets calculated in proportion to shareholding	按持股比例計算的淨資產份額	304,625,205	263,192,640
Others	其他	2,915,832	2,915,832
Carrying amount of investment in joint venture	對合營企業投資的賬面價值	307,541,037	266,108,472

		Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd. 長飛信越(湖北)光棒有限公司	
		2018	2017
		2018年	2017年
Operating revenue	營業收入	436,334,533	315,945,824
Financial expenses	財務費用	(4,863,198)	(4,471,378)
Income tax	所得稅費用	(30,376,934)	(20,953,473)
Profit for the year	淨利潤	90,356,255	59,190,907
Other comprehensive income	其他綜合收益	—	—
Total comprehensive income	綜合收益總額	90,356,255	59,190,907
Dividends received from joint venture during the year	本年收到的來自合營企業的股利	2,842,000	—

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VII. INTERESTS IN OTHER ENTITIES (Cont'd)

#### 3. Interests in joint ventures and associates (Cont'd)

##### (3) Principal financial information of significant associate:

The following table sets forth the principal financial information on the significant associates, which represented the amounts after adjustments made based on relevant fair value upon investment and unified accounting policies. In addition, the following table also sets forth reconciliation of such financial information to the carrying amount of the investment in the associates of the Group using equity method:

### 七、在其他主體中的權益(續)

#### 3、在合營企業或聯營企業中的權益(續)

##### (3) 重要聯營企業的主要財務信息：

下表列示了本集團重要聯營企業的主要財務資訊，該聯營企業的主要財務資訊是在按投資時公允價值為基礎的調整以及統一會計政策調整後的金額。此外，下表還列示了該財務資訊按照權益法調整至本集團對聯營企業投資帳面價值的調節過程：

		AVIC Baosheng Ocean Engineering Cable Company (Note) 中航寶勝海洋 工程電纜 有限公司(註) 2018 2018年
Current assets	流動資產	497,273,321
Including: cash and cash equivalents	其中：現金和現金等價物	430,387,382
Non-current assets	非流動資產	689,934,981
Total assets	資產合計	1,187,208,302
Current liabilities	流動負債	(77,715,736)
Non-current liabilities	非流動負債	(106,404,118)
Total liabilities	負債合計	(184,119,854)
Net assets	淨資產	1,003,088,448
Non-controlling interests	少數股東權益	—
Equity interests attributable to the equity shareholders of the Company	歸屬於投資方股東權益	1,003,088,448
Share of net assets calculated in proportion to shareholding	按持股比例計算的淨資產份額	300,926,534
Carrying amount of investment in associate	對聯營企業投資的賬面價值	300,926,534

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VII. INTERESTS IN OTHER ENTITIES (Cont'd)

#### 3. Interests in joint ventures and associates (Cont'd)

##### (3) Principal financial information of significant associate:

Note: The Group injected capital on 15 May 2018, as at 31 December 2018, AVIC Baosheng Ocean Engineering Cable Company did not yet start operation business.

##### (4) Combined financial information of insignificant joint ventures and associates are as follows:

### 七、在其他主體中的權益(續)

#### 3、在合營企業或聯營企業中的權益(續)

##### (3) 重要聯營企業的主要財務信息：(續)

註：本集團於2018年5月15日投入資金，截至2018年12月31日，中航寶勝海洋工程電纜有限公司尚未開始經營業務。

##### (4) 不重要合營企業和聯營企業的匯總財務信息如下：

		2018 2018年	2017 2017年
Joint venture:	合營企業：		
Total book value of investment	投資賬面價值合計	123,484,184	124,813,272
Sum of the following calculated according to shareholding proportion	下列各項按持股比例計算的合計數		
– Profit for the year	– 淨利潤	11,960,352	14,722,589
– Other comprehensive income	– 其他綜合收益	—	—
– Total comprehensive income	– 綜合收益總額	11,960,352	14,722,589
Associates:	聯營企業：		
Total book value of investment	投資賬面價值合計	18,266,620	11,534,025
Sum of the following calculated according to shareholding proportion	下列各項按持股比例計算的合計數		
– Profit for the year	– 淨利潤	848,095	446,193
– Other comprehensive income	– 其他綜合收益	—	—
– Total comprehensive income	– 綜合收益總額	848,095	446,193



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VIII. RISK RELATED TO FINANCIAL INSTRUMENTS

The Group is exposed to the following risks from financial instruments during its ordinary activities:

- Credit risk
- Liquidity risk
- Interest rate risk
- Foreign exchange risk

This note presents information about the Group's exposure to each of the above risks and their sources, the Group's objectives, policies and processes for measuring and managing risks, and changes in 2017 and 2018.

The goal of the Group's involvement in risk management is to balance the risk and revenue and minimize the adverse effects on financial results of the Group brought by the financial risks. The Group's risk management policies are established to identify and analyze the risks confronted by the Group, to set appropriate risk limits and control program, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

#### I. Credit Risk

Credit risk refers to the risk of financial loss incurred to one party of the financial instrument due to the other party's failure of performing its duty. The Group's credit risk is primarily attributable to cash and cash equivalent, trade receivables, bond investments, etc.. Exposure to these credit risks are monitored by management on an ongoing basis.

As the Group principally puts cash and cash equivalent excluding cash to the financial institutions with good credit standing, the management considers that there is no significant credit risk and the Group will not incur loss from the counterparty's default.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset, including derivative financial instruments, in the balance sheet. Except for the financial guarantees given by the Group as set out in Note XIII, the Group does not provide any other guarantees which would expose the Group to credit risk. The maximum exposure to credit risk in respect of these financial guarantees at the balance sheet date is disclosed in Note XIII.

### 八、與金融工具相關的風險

本集團在日常活動中面臨各種金融工具的風險，主要包括：

- 信用風險
- 流動性風險
- 利率風險
- 匯率風險

下文主要論述上述風險敞口及其形成原因以及在本年發生的變化、風險管理目標、政策和程序以及計量風險的方法及其在上年及本年發生的變化等。

本集團從事風險管理的目標是在風險和收益之間取得適當的平衡，力求降低金融風險對本集團財務業績的不利影響。基於該風險管理目標，本集團已制定風險管理政策以辨別和分析本集團所面臨的風險，設定適當的風險可接受水平並設計相應的內部控制程序，以監控本集團的風險水平。本集團會定期審閱這些風險管理政策及有關內部控制系統，以適應市場情況或本集團經營活動的改變。

#### I、信用風險

信用風險，是指金融工具的一方不能履行義務，造成另一方發生財務損失的風險。本集團的信用風險主要來自貨幣資金、應收款項、債券投資等。管理層會持續監控這些信用風險的敞口。

本集團除現金以外的貨幣資金主要存放於信用良好的金融機構，管理層認為其不存在重大的信用風險，預期不會因為對方違約而給本集團造成損失。

本集團所承受的最大信用風險敞口為資產負債表中每項金融資產（包括衍生金融工具）的帳面金額。除附註十三所載本集團作出的財務擔保外，本集團沒有提供任何其他可能令本集團承受信用風險的擔保。於資產負債表日就上述財務擔保承受的最大信用風險敞口已在附註十三披露。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VIII. RISK RELATED TO FINANCIAL INSTRUMENTS (Cont'd)

#### I. Credit Risk (Cont'd)

##### (1) Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry, country or area in which the customers operate. Therefore, the concentration of significant credit risk is mainly due to the Group's significant accounts receivable and contract assets for individual customers. As at the balance date, the accounts receivable and contract assets of the Group's top five customers accounted for 47% of the Group's total accounts receivable (2017: 62%).

In respect of accounts receivable, the finance and credit control department has established a credit policy under which individual credit evaluations are performed on all customers to determine the credit limit and terms applicable to the customers. These evaluations focus on the customers' financial position, the external ratings of the customers and their bank credit records where available. In monitoring the Group's credit risk, the Group regularly analyses the data of its customers based on factors such as ageing and maturity date. The accounts receivable of the Group was mainly loan receivable from the subsidiaries of China Telecommunications Corporation, China Mobile Communications Group Co., Ltd. and China Unicom Co., Ltd. As at 31 December 2018 and 31 December 2017, the balance of accounts receivable of the above three telecommunications network operators in China accounted for 41% and 56% of all accounts receivable. The Group maintains long-term business relationships with these companies and its credit risk is not significant. Under normal circumstances, the Group will not require customers to provide collateral.

More details of trade receivables see Note V/3(2) – Trade receivables.

### 八、與金融工具相關的風險(續)

#### 1、信用風險(續)

##### (1) 應收賬款

本集團信用風險主要是受每個客戶自身特性的影響，而不是客戶所在的行業或國家和地區。因此重大信用風險集中的情況主要源自本集團存在對個別客戶的重大應收賬款。於資產負債表日，本集團的前五大客戶的應收賬款佔本集團應收賬款總額的47%(2017年：62%)。

對於應收賬款，本集團財務與信用控制部已根據實際情況制定了信用政策，對客戶進行信用評估以確定除銷額度與信用期限。信用評估主要根據客戶的財務狀況、外部評級及銀行信用記錄(如有可能)。為監控本集團的信用風險，本集團定期按照賬齡、到期日等要素對本集團的客戶資料進行分析。本集團應收賬款主要是應收中國電信集團公司、中國移動通信集團公司和中國聯合網路通信集團有限公司下屬公司的貨款。上述三家中國電信網路運營商應收款餘額比例佔全部應收賬款的41%(2017年：56%)。本集團與這些公司維持長期業務關係，其信用風險並不重大。在一般情況下，本集團不會要求客戶提供抵押品。

有關應收賬款的具體資訊，參見附註五、3(2) – 應收賬款的相關披露。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VIII. RISK RELATED TO FINANCIAL INSTRUMENTS (Cont'd)

#### 2. Liquidity risk

Liquidity refers to the risk of short of funds when an enterprise performs its duty related to financial liabilities. The Group and its subsidiaries are responsible for their own cash management, including short-term investment for surplus cash and the raising of loans to satisfy expected cash demands (if the amount of borrowings exceeds the preset limits, the approval from the board of directors is required). The Group's policy is to regularly monitor its short-term and long-term liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash, readily realizable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

As at the balance sheet date, the residual contractual term of the financial assets and liabilities of the Group calculated at the undiscounted contractual cash flow (including at contractual interest (in the case of floating rate, at the prevailing interest as at 31 December) and their earliest date required to be repaid are as follows:

### 八、與金融工具相關的風險(續)

#### 2、流動性風險

流動性風險，是指企業在履行以交付現金或其他金融資產的方式結算的義務時發生資金短缺的風險。本公司負責自身及子公司的現金管理工作，包括現金盈餘的短期投資和籌措貸款以應付預計現金需求(如果借款額超過某些預設授權上限，便需獲得本公司董事會的批准)。本集團的政策是定期監控短期和長期的流動資金需求，以及是否符合借款協議的規定，以確保維持充裕的現金儲備和可供隨時變現的有價證券，同時獲得主要金融機構承諾提供足夠的備用資金，以滿足短期和較長期的流動資金需求。

本集團於資產負債表日的金融負債按未折現的合同現金流量(包括按合同利率(如果是浮動利率則按12月31日的現行利率)計算的利息)的剩餘合約期限，以及被要求支付的最早日期如下：

#### 2018 Undiscounted contractual cash flow

#### 2018年未折現的合同現金流量

Item	項目	Within 1 year or on demand 1年內或 實時償還	1 – 2 years 1年至2年	2 – 5 years 2年至5年	Over 5 years 5年以上	Total 合計	Carrying amount on balance sheet date 資產負債表日 賬面價值
Current bank loans	短期借款	279,817,434	—	—	—	279,817,434	276,645,808
Bills payable	應付票據及應付賬款	1,508,113,413	—	—	—	1,508,113,413	1,508,113,413
Trade payables and other payables	其他應付款	499,521,371	—	—	—	499,521,371	499,521,371
Non-current bank loans (including non-current bank loans due within 1 year)	長期借款(含一年內到期的 長期借款)	271,709,620	540,532,918	305,097,685	46,614,115	1,163,954,338	1,080,620,000
Total	合計	2,559,161,838	540,532,918	305,097,685	46,614,115	3,451,406,556	3,364,900,592

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VIII. RISK RELATED TO FINANCIAL INSTRUMENTS (Cont'd)

#### 2. Liquidity risk (Cont'd)

As at the balance sheet date, the residual contractual term of the financial assets and liabilities of the Group calculated at the undiscounted contractual cash flow (including at contractual interest (in the case of floating rate, at the prevailing interest as at 31 December) and their earliest date required to be repaid are as follows: (Cont'd)

		2017 Undiscounted contractual cash flow 2017年未折現的合同現金流量				Carrying amount on balance sheet date 資產負債表日 賬面價值	
Item	項目	Within 1 year or on demand 1年內或 實時償還	1 – 2 years 1年至2年	2 – 5 years 2年至5年	Over 5 years 5年以上	Total 合計	
Current bank loans	短期借款	500,941,818	—	—	—	500,941,818	495,013,000
Bills payable	應付票據及應付賬款	1,345,760,112	—	—	—	1,345,760,112	1,345,760,112
Trade payables and other payables	其他應付款	359,005,281	—	—	—	359,005,281	359,005,281
Non-current bank loans (including non-current bank loans due within 1 year)	長期借款(含一年內到期 的長期借款)	12,317,333	386,917,072	78,733,707	43,004,548	520,972,660	483,290,000
Total	合計	2,218,024,544	386,917,072	78,733,707	43,004,548	2,726,679,871	2,683,068,393

#### 3. Interest Rate Risk

The Group's exposure to fair value interest rate risk and cash flow interest rate risk mainly arise from interest-bearing financial instruments with fixed rate and floating rate. The Group determined the proportion of fixed interest rate and floating interest rate risk based on the market conditions and maintained an appropriate mix of fixed interest rate and floating interest rate through regular review and supervision. The Company did not hedge interest rate risk with derivative financial instruments.

### 八、與金融工具相關的風險(續)

#### 2、流動性風險(續)

本集團於資產負債表日的金融負債按未折現的合同現金流量(包括按合同利率(如果是浮動利率則按12月31日的現行利率)計算的利息)的剩餘合約期限，以及被要求支付的最早日期如下：(續)

#### 3、利率風險

固定利率和浮動利率的帶息金融工具分別使本集團面臨公允價值利率風險及現金流量利率風險。本集團根據市場環境來決定固定利率與浮動利率工具的比例，並通過定期審閱與監察維持適當的固定和浮動利率工具組合。本集團並未以衍生金融工具對沖利率風險。



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VIII. RISK RELATED TO FINANCIAL INSTRUMENTS (Cont'd)

#### 3. Interest Rate Risk (Cont'd)

(1) The interest-bearing financial instruments held by the Group as at 31 December are as follows:

Fixed interest rate financial instruments:

Item	項目	2018 2018年		2017 2017年	
		Effective interest rate 實際利率	Amount 金額	Effective interest rate 實際利率	Amount 金額
Financial assets	金融資產				
– Cash and cash equivalent	– 貨幣資金	3.50%	499,990,000	—	—
Financial liabilities	金融負債				
– Current bank loans	– 短期借款	2.16%-4.50%	(141,340,208)	2.75% - 5.00%	(295,013,000)
– Non-current bank loans (including non-current bank loans due within 1 year)	– 長期借款 (含一年內到期的 長期借款)	1.20%-4.90%	(680,620,000)	1.20% - 4.90%	(405,290,000)
Total	合計		(321,970,208)		(700,303,000)

Floating interest rate financial instruments:

浮動利率金融工具：

Item	項目	2018 2018年		2017 2017年	
		Effective interest rate 實際利率	Amount 金額	Effective interest rate 實際利率	Amount 金額
Financial assets	金融資產				
– Cash and cash equivalent	– 貨幣資金	0.30% - 0.35%	2,183,357,184	0.30% - 0.35%	1,798,957,041
Financial liabilities	金融負債				
– Current bank loans	– 短期借款	3.04%-5.07%	(135,305,600)	3.96%	(200,000,000)
– Non-current bank loans (including non-current bank loans due within 1 year)	– 長期借款 (含一年內到期的 長期借款)	2.92%-5.70%	(400,000,000)	3.87%	(78,000,000)
Total	合計		1,648,051,584		1,520,957,041

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VIII. RISK RELATED TO FINANCIAL INSTRUMENTS (Cont'd)

#### 3. Interest Rate Risk (Cont'd)

##### (2) Sensitivity analysis

As of 31 December 2017 and 31 December 2018, assuming the other variable remains unchanged, assuming 100 basis points increase in interest rates will result in an increase of RMB12,663,079 and an increase of RMB18,603,310 respectively in the shareholder's equity and profit for the year of the Group.

In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the balance sheet date, the impact on the profit for the year and shareholder equity is estimated as an annualised impact on interest expense or income of such a change in interest rates.

#### 4. Foreign Exchange Risk

In respect of cash and cash equivalents, bills and trade receivable, bills and trade payable, current bank loans, non-current bank loans denominated in foreign currencies other than the functional currency, the Group ensures that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

- (1) The Group's exposure as at 31 December to currency risk arising from recognised major assets or liabilities denominated in foreign currencies is as follows. For presentation purposes, the amounts of the exposure are shown in Renminbi, translated using the spot rate at the balance sheet date. Foreign currency translation differences are not included.

### 八、與金融工具相關的風險(續)

#### 3、利率風險(續)

##### (2) 敏感性分析

於2018年12月31日，在其他變數不變的情況下，假定利率上調100個基點將會導致本集團股東權益及淨利潤增加人民幣18,603,310元(2017年：人民幣12,663,079元)。

對於資產負債表日持有的、使本集團面臨現金流量利率風險的浮動利率非衍生工具，上述敏感性分析中的淨利潤及股東權益的影響是上述利率變動對按年度估算的利息費用或收入的影響。

#### 4、匯率風險

對於不是以記帳本位幣計價的貨幣資金、應收票據及應收賬款和應付票據及應付賬款、短期借款、長期借款等外幣資產和負債，如果出現短期的失衡情況，本集團會在必要時按市場匯率買賣外幣，以確保將淨風險敞口維持在可接受的水平。

- (1) 本集團於12月31日的各主要外幣資產負債項目匯率風險敞口如下。出於列報考慮，風險敞口金額以人民幣列示，以資產負債表日即期匯率折算。外幣報表折算差額未包括在內。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VIII. RISK RELATED TO FINANCIAL INSTRUMENTS (Cont'd)

#### 4. Foreign Exchange Risk (Cont'd)

(1) (Cont'd)

### 八、與金融工具相關的風險(續)

#### 4、匯率風險(續)

(1) (續)

		2018 2018年		2017 2017年	
		Foreign currency balance	The conversion of RMB balance 折算	Foreign currency balance	The conversion of RMB balance 折算
		外幣餘額	人民幣餘額	外幣餘額	人民幣餘額
Cash and cash equivalent	貨幣資金				
– US dollar	– 美元	22,925,752	157,344,021	26,056,955	170,261,355
– Euro	– 歐元	9,984,860	78,354,192	4,313,395	33,654,402
– HK dollar	– 港幣	394,555	345,709	315,336	263,589
Trade and bills receivable	應收票據及應收賬款				
– US dollar	– 美元	69,646,559	477,998,264	35,960,519	234,973,223
– Euro	– 歐元	1,825,582	14,325,890	—	—
Current loans	短期借款				
– US dollar	– 美元	(8,000,000)	(54,905,600)	(15,000,000)	(98,013,000)
– HK dollar	– 港幣	(120,000,000)	(105,144,000)	—	—
Non-current loans	長期借款				
– HK dollar	– 港幣	(100,000,000)	(87,620,000)	(100,000,000)	(83,590,000)
Trade and bills payable	應付票據及應付賬款				
– US dollar	– 美元	(8,477,958)	(58,185,921)	(11,382,339)	(74,374,479)
– Euro	– 歐元	(11,872,558)	(93,167,524)	(12,998,059)	(101,414,756)
– HK dollar	– 港幣	(16,000)	(14,019)	(16,000)	(13,374)
Net balance sheet exposure	資產負債表敞口淨額				
– US dollar	– 美元	76,094,353	522,250,764	35,635,135	232,847,099
– Euro	– 歐元	(62,116)	(487,442)	(8,684,664)	(67,760,354)
– HK dollar	– 港幣	(219,621,445)	(192,432,310)	(99,700,664)	(83,339,785)

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VIII. RISK RELATED TO FINANCIAL INSTRUMENTS (Cont'd)

#### 4. Foreign Exchange Risk (Cont'd)

- (2) The exchange rates of RMB to foreign currency applicable by the Group are as follows:

		Average rate 平均匯率	
		2018 2018年	2017 2017年
US dollar	美元	6.6338	6.7423
Euro	歐元	7.8113	7.6579
HK dollar	港幣	0.8464	0.8650

		Reporting date mid-spot rate 報告日中間匯率	
		2018 2018年	2017 2017年
US dollar	美元	6.8632	6.5342
Euro	歐元	7.8473	7.8023
HK dollar	港幣	0.8762	0.8359

#### (3) Sensitivity analysis

Assuming all other risk variables other than exchange rate remained constant, a 5% appreciation of the RMB against the USD, Euro, HKD and at 31 December would have (decreased)/increased shareholder's equity and profit for the year of the Group and the Company by the amount shown below, whose effect is in RMB and translated using the spot rate at the balance sheet date.

#### (3) 敏感性分析

假定除匯率以外的其他風險變量不變，於12月31日人民幣對美元、歐元、港幣和其他的匯率變動使人民幣升值5%將導致本集團及本公司股東權益和淨利潤的(減少)/增加情況如下。此影響按資產負債表日即期匯率折算為人民幣列示。

		Shareholders' equity 股東權益	Profit for the year 淨利潤
31 December 2018	2018年12月31日		
US dollar	美元	(22,215,880)	(22,215,880)
Euro	歐元	21,581	21,581
HK dollar	港幣	8,178,379	8,178,379
Total	合計	(14,015,920)	(14,015,920)
31 December 2017	2017年12月31日		
US dollar	美元	(9,618,509)	(9,618,509)
Euro	歐元	2,899,315	2,899,315
HK dollar	港幣	3,541,946	3,541,946
Total	合計	(3,177,248)	(3,177,248)



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### VIII. RISK RELATED TO FINANCIAL INSTRUMENTS (Cont'd)

#### 4. Foreign Exchange Risk (Cont'd)

##### (3) Sensitivity analysis (Cont'd)

A 5% depreciation of the RMB against the USD, Euro, HKD and others at 31 December would have had the equal but opposite effect on them to the amounts shown above, on the basis that all other variables remain constant.

The above sensitivity analysis has been ascertained assuming that the change in foreign exchange rates had occurred at the balance sheet date and had re-measured the exposure to foreign exchange risk for financial instruments held by the Group or the Company at that date. The above analysis did not include translation difference on foreign currency financial statements.

### IX. DISCLOSURE OF FAIR VALUE

The following table presents the fair value information and the fair value hierarchy, at the end of the current reporting period, of the Group's assets and liabilities which are measured at fair value at each balance sheet date on a recurring or non-recurring basis. The level in which fair value measurement is categorized is determined by the level of the fair value hierarchy of the lowest level input that is significant to the entire fair value measurement. The levels are defined as follows:

Level 1 inputs:	unadjusted quoted prices in active markets that are observable at the measurement date for identical assets or liabilities;
Level 2 inputs:	inputs other than Level 1 inputs that are either directly or indirectly observable for underlying
Level 3 inputs:	inputs that are unobservable for underlying assets or liabilities.

### 八、與金融工具相關的風險(續)

#### 4、匯率風險(續)

##### (3) 敏感性分析

於資產負債表日，在假定其他變量保持不變的前提下，人民幣對美元、歐元、港幣和其他的匯率變動使人民幣貶值5%將導致本集團及本公司股東權益和淨利潤的變化和上表列示的金額相同但方向相反。

上述敏感性分析是假設資產負債表日匯率發生變動，以變動後的匯率對資產負債表日本集團或本公司持有的、面臨匯率風險的金融工具進行重新計量得出的。上述分析不包括外幣報表折算差異。

### 九、公允價值的披露

下表列示了本集團在每個資產負債表日持續和非持續以公允價值計量的資產和負債於本報告期末的公允價值信息及其公允價值計量的層次。公允價值計量結果所屬層次取決於對公允價值計量整體而言具有重要意義的最低層次的輸入值。三個層次輸入值的定義如下：

第一層次輸入值：	在計量日能夠取得的相同資產或負債在活躍市場上未經調整的報價；
第二層次輸入值：	除第一層次輸入值外相關資產或負債直接或間接可觀察的輸入值；
第三層次輸入值：	相關資產或負債的不可觀察輸入值。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### IX. DISCLOSURE OF FAIR VALUE (Cont'd)

#### I. Fair value of the Group's financial assets and financial liabilities that are measured at fair value at the end of the year

### 九、公允價值的披露(續)

#### I、以公允價值計量的資產和負債的年末公允價值

		31 December 2018 2018年12月31日				
		Notes	Level 1 of the fair value hierarchy 第一層次 公允價值計量	Level 2 of the fair value hierarchy 第二層次 公允價值計量	Level 3 of the fair value hierarchy 第三層次 公允價值計量	Total 合計
Items	項目	附註				
Continuous fair value measurement	持續的公允價值計量					
Financial assets held for trading	交易性金融資產	V.2 五、2	4,641,987	—	28,271,380	32,913,367
Of which: Debt instrument investments	其中：債務工具投資		—	—	28,271,380	28,271,380
Equity instrument investments	權益工具投資		4,641,987	—	—	4,641,987
Other equity instruments	其他權益工具	V.10 五、10	62,389,201	—	2,440,000	64,829,201
Total assets continuously measured at fair value	持續以公允價值計量的 資產總額		67,031,188	—	30,711,380	97,742,568

		31 December 2017 2017年12月31日				
		Notes	Level 1 of the fair value hierarchy 第一層次 公允價值計量	Level 2 of the fair value hierarchy 第二層次 公允價值計量	Level 3 of the fair value hierarchy 第三層次 公允價值計量	Total  合計
Items	項目	附註				
Continuous fair value measurement	持續的公允價值計量					
Financial assets at fair value through profit or loss	以公允價值計量且 其變動計入當期 損益的金融資產	V.2 五、2	4,599,225	—	—	4,599,225
Available-for-sale financial assets	可供出售金融資產		96,684,388	—	37,513,923	134,198,311
Of which:Debt instrument investments	其中：債務工具投資	V.8 五、8	—	—	37,513,923	37,513,923
Equity instrument investments	權益工具投資		96,684,388	—	—	96,684,388
Total assets continuously measured at fair value	持續以公允價值計量的 資產總額		101,283,613	—	37,513,923	138,797,536

In 2017 and 2018, there was no transfer between Level 1 and Level 2 of the continuously measured fair value hierarchy. The Group confirmed the transition between levels at the end of the reporting period in which the transition occurred.

2018年度，本集團上述持續以公允價值計量的資產的各層次之間沒有發生轉換。本集團是在發生轉換當年的報告期末確認各層次之間的轉換。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### IX. DISCLOSURE OF FAIR VALUE (Cont'd)

#### 2. Basis of market price for cases continuously and non-continuously measured at fair value level I

The fair value of financial instruments traded in an active market is determined based on the market price at the balance sheet date. When a quote can be obtained in real time and periodically from stock exchanges, dealers, brokers, industry insiders, pricing service providers or regulatory agencies, and the quoted price represents actual and regular market trading quotes based on the principle of fair dealing, the market is considered as active market. The market price of financial assets held by the Company is the current bid price. These financial toolbars are shown at the first hierarchy. The instruments listed in the first hierarchy are classified as stocks investments measured at fair value with changes accounted into current gains and losses and equity investments classified as available-for-sale financial assets for Sichuan Huiyuan Optical Communications Co., Ltd.

#### 3. Level 3 of the fair value hierarchy

The fair value of available-for-sale debt instruments is determined using the discounted cash flow method. The significant unobservable inputs for fair value measurements are discount rates (4.10% - 4.30%). Since the maturity period of the Group's available-for-sale debt instruments is less than twelve months, the Board of Directors believes the impact of discounting is not significant. The increase/decrease in the discount rate will have no significant impact on the Group's other comprehensive income as of 31 December 2017 and 31 December 2018.

Other equity instruments were mainly investments in unlisted companies.

### 九、公允價值的披露(續)

#### 2、持續和非持續第一層次公允價值計量項目市價的確定依據

在活躍市場中交易的金融工具的公允價值根據資產負債表日的市場報價確定。當報價可實時和定期從證券交易所、交易商、經紀、業內人士、定價服務者或監管機構獲得，且該報價代表基於公平交易原則進行的實際和常規市場交易報價時，該市場被視為活躍市場。本公司持有的金融資產的市場報價為現行買盤價。此等金融工具欄示在第一層級。於2018年12月31日，列入第一層級的工具系分類為交易性金融資產的股票投資和分類為其他權益工具投資的對四川匯源光通信股份有限公司的權益性投資。

#### 3、第三層次的公允價值計量

可供出售債務工具的公允價值採用貼現現金流量法釐定。公允價值計量的重大不可觀察輸入值是貼現率(4.10% - 4.30%)。由於本集團的可供出售債務工具到期期限為十二個月以下，董事會認為貼現影響並不重大。貼現率上升／下降對本集團截至2018年12月31日及2017年12月31日的其他綜合收益不會有重大影響。

其他權益工具投資主要是本集團持有的未上市股權投資。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### IX. DISCLOSURE OF FAIR VALUE (Cont'd)

#### 4. Information on the ongoing level 3 of the fair value hierarchy measurement items, adjustments between book value at the beginning of the year and the end of the year and sensitivity analysis of unobservable parameters

Information on the ongoing level 3 of the fair value hierarchy measurement items and adjustments between book value at the beginning of the year and the end of the year:

### 九、公允價值的披露(續)

#### 4、持續的第三層次公允價值計量項目，年初與年末賬面價值間的調節信息及不可觀察參數敏感性分析

持續的第三層次公允價值計量項目，年初與年末賬面價值間的調節信息：

Items	項目	2018 2018年	2017 2017年
Balance at the beginning of the year	年初餘額	37,513,923	38,197,931
Influence by the change of accounting policies	會計政策變更	4,550,113	—
Total profits of the year	本年利得總額		
Gains or losses included in profit or loss	計入損益的利得或損失		
– Investment income	– 投資收益	2,611,354	1,477,948
– Gains and losses from changes in fair value of financial assets held for trading	– 交易性金融資產公允價值變動損益	271,380	—
Gains or losses included in other comprehensive income	計入其他綜合收益的利得或損失		
– Gains or losses from changes in fair value of available-for-sale financial assets	– 可供出售金融資產公允價值變動損益	—	315,992
– Gains or losses from changes in fair value of investments in other equity instruments	– 其他權益工具投資公允價值變動損益	(2,110,113)	—
Purchase, sale and settlement	購買、出售和結算		
– Purchase	– 購買	610,136,144	341,300,000
– Sale	– 出售	(619,650,067)	(342,300,000)
– Settlement	– 結算	(2,611,354)	(1,477,948)
Balance at the end of the year	年末餘額	30,711,380	37,513,923

#### 5. Changes of valuation techniques and the reason of changed for the year

The above continuous and non-continuous valuation techniques used to measure fair value by the Group for the year has not been changed

#### 5、本年內發生的估值技術變更及變更原因

2018年度，本集團上述持續和非持續公允價值計量所使用的估值技術並未發生變更。

#### 6. Fair value of financial assets and financial liabilities that are not measured at fair value

There is no material difference between the Group's book values and fair values of various financial assets and financial liabilities on 31 December 2018.

#### 6、不以公允價值計量的金融資產和金融負債的公允價值情況

本集團於2018年12月31日各項金融資產和金融負債的賬面價值與公允價值之間無重大差異。



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS

#### 1. Subsidiaries of the Company

Details of the subsidiaries of the Company are set out in Note VII.1.

#### 2. Principal joint ventures and associates of the Group

Details of the principal joint ventures and associates of the Group are set out in Note VII.3.

The situation of the other joint ventures or associates that have related party transactions with the Group in 2017 and 2018 is as follows:

#### Unit names

#### 單位名稱

Sichuan Lefei Optoelectric Technology Company Limited

(Formerly known as "Yangtze Optical Fibre and Cable Sichuan Company Ltd.")

四川樂飛光電科技有限公司(原名「長飛光纖光纜四川有限公司」)

Wuhan Guangyuan Electronic Technology Co., Ltd.

武漢光源電子科技有限公司

Yangtze (Wuhan) Optical System Co., Ltd.

長飛(武漢)光系統股份有限公司

Tianjin YOFC XMKJ Optical Cable Co., Ltd.

天津長飛鑫茂光纜有限公司

YOFC-Yadanarbon Fibre Company Limited

YOFC-Yadanarbon Fibre Company Limited

Wuhan Puli Polymerization Technology Co., Ltd.

武漢普利聚合技術有限公司

Wuhan Yunjingfei Optical Fibre Materials Co., Ltd.

武漢雲晶飛光纖材料有限公司

RiT Tech (Intelligence Solutions) Ltd.

RiT Tech (Intelligence Solutions) Ltd.

### 十、關聯方及關聯交易

#### 1、本公司的子公司情況

本集團子公司的情況詳見附註七、1。

#### 2、本公司的合營和聯營企業情況

本集團重要的合營或聯營企業詳見附註七、3。

本年或上年與本集團發生關聯方交易的其他合營或聯營企業情況如下：

#### Relationship with the Company

#### 與本企業關係

Joint venture of the Group

本集團的合營企業

Joint venture of the Group

本集團的合營企業

Joint venture of the Group

本集團的合營企業

Joint venture of the Group

本集團的合營企業

Joint venture of the Group

本集團的合營企業

Joint venture of the Group

本集團的合營企業

Associate of the Group

本集團的聯營企業

Associate of the Group

本集團的聯營企業

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 3. Others related parties

##### Names of others related parties

##### 其他關聯方名稱

China Huaxin Post and Telecom Technologies Co., Ltd.  
中國華信郵電科技有限公司  
Draka Comteq B.V.  
Draka Comteq B.V.  
Wuhan Yangtze Communications Industry Group Co., Ltd.  
武漢長江通信產業集團股份有限公司  
Wuhan Yangtze Optical Technology Co., Ltd.  
武漢長光科技有限公司  
NK China Investments B.V.  
NK China Investments B.V.  
Draka Comteq France S.A.S.  
Draka Comteq France S.A.S.  
Draka Comteq Fibre B.V.  
Draka Comteq Fibre B.V.  
Singapore Cables Manufacturers Pte Ltd.  
Singapore Cables Manufacturers Pte Ltd.  
Prysmian Draka Brasil S.A.  
Prysmian Draka Brasil S.A.  
Prysmian Fibras Oticas Brasil Ltda  
Prysmian Fibras Oticas Brasil Ltda  
Prysmian Cavi E Sistemi S.r.l.  
Prysmian Cavi E Sistemi S.r.l.  
Prysmian Wuxi Cable Co., Ltd  
無錫普睿司曼電纜有限公司

### 十、關聯方及關聯交易(續)

#### 3、其他關聯方情況

##### Relationship with the related parties

##### 關聯關係

Substantial shareholder  
主要股東  
Substantial shareholder  
主要股東  
Substantial shareholder  
主要股東  
Subsidiary of substantial shareholder  
主要股東子公司  
Fellow subsidiary of substantial shareholder  
主要股東的同系子公司  
Fellow subsidiary of substantial shareholder  
主要股東的同系子公司  
Fellow subsidiary of substantial shareholder  
主要股東的同系子公司  
Fellow subsidiary of substantial shareholder  
主要股東的同系子公司  
Fellow subsidiary of substantial shareholder  
主要股東的同系子公司  
Fellow subsidiary of substantial shareholder  
主要股東的同系子公司  
Fellow subsidiary of substantial shareholder  
主要股東的同系子公司  
Fellow subsidiary of substantial shareholder  
主要股東的同系子公司

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 3. Others related parties

##### Names of others related parties

##### 其他關聯方名稱

PT Prysmian Cables Indonesia

PT Prysmian Cables Indonesia

Suzhou Draka Cable Co., Ltd

蘇州特雷卡電纜有限公司

Nokia Shangha Bell Co., Ltd (Formerly known as

"Alcatel-Lucent Shanghai Bell Co., Ltd.")

上海諾基亞貝爾股份有限公司(原名「上海貝爾股份有限公司」)

Hubei Kaile Quantum Electro-optical Science and Technology Company Limited

(From 1 Januaray 2017 to 28 October 2018)

湖北凱樂量子通信光電科技有限公司

(自2017年1月1日至2018年10月28日)

Wuhan Ruitu Management Consulting Partnership Enterprise

武漢睿圖管理諮詢合夥企業

Wuhan Ruiteng Management Consulting Partnership Enterprise

武漢睿騰管理諮詢合夥企業

Wuhan Ruihong Management Consulting Partnership Enterprise

武漢睿鴻管理諮詢合夥企業

Wuhan Ruiyue Management Consulting Partnership Enterprise

武漢睿越管理諮詢合夥企業

### 十、關聯方及關聯交易(續)

#### 3、其他關聯方情況

##### Relationship with the related parties

##### 關聯關係

Fellow subsidiary of substantial shareholder

主要股東的同系子公司

Fellow subsidiary of substantial shareholder

主要股東的同系子公司

Enterprise that director of the Company serve as its director

本公司董事擔任董事的企業

Enterprise that controlled by the enterprise that supervisor of the Company serve as its independent director

過去12個月內本公司監事擔任獨立董事的企業控制的企業

Shareholder

股東

Shareholder

股東

Shareholder

股東

Shareholder

股東

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 4. Related transactions (Cont'd)

The following transactions with related parties are conducted on normal commercial terms or in accordance with relevant agreements.

#### (1) Purchasing goods/accepting services (excluding the emoluments of the key managements) (Cont'd)

The Group

### 十、關聯方及關聯交易(續)

#### 4、關聯交易情況(續)

下列與關聯方進行的交易是按一般正常商業條款或按相關協議進行。

#### (1) 採購商品/接受勞務(續)

本集團

Related parties 關聯方	Description of related transactions 關聯交易內容	2018 2018年	2017 2017年
Tianjin YOFC XMJ Optical Communications Co., Ltd. 天津長飛鑫茂光通信有限公司	Purchasing goods 採購商品	1,065,358,610	1,118,179,182
Sichuan Lefei Optoelectric Technology Company Limited 四川樂飛光電科技有限公司	Purchasing goods 採購商品	989,450,074	888,613,822
Tianjin YOFC XMJ Optical Cable Co., Ltd. 天津長飛鑫茂光纜有限公司	Purchasing goods 採購商品	317,420,813	406,820,699
Yangtze Optical Fire and Cable (Shanghai) Co., Ltd. 長飛光纖光纜(上海)有限公司	Purchasing goods 採購商品	497,305,903	356,819,999
Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd. 長飛信越(湖北)光棒有限公司	Purchasing goods 採購商品	421,725,321	315,035,188
Shantou Hi-Tech Zone Ao Xing Optical Communication Equipment Co., Ltd 汕頭高新區奧星光通信設備有限公司	Purchasing goods 採購商品	378,937,839	282,603,107
Yangtze Zhongli Optical Fibre and Cable (Jiangsu) Co., Ltd. 江蘇長飛中利光纖光纜有限公司	Purchasing goods 採購商品	323,859,364	277,148,012
Draka Comteq France S.A.S. Draka Comteq France S.A.S.	Purchasing goods 採購商品	2,643,280	27,978,958
Draka Comteq Fibre B.V. Draka Comteq Fibre B.V.	Purchasing goods 採購商品	2,586,678	33,898,130
Wuhan Yunjingfei Optical Fibre Materials Co., Ltd. 武漢雲晶飛光纖材料有限公司	Purchasing goods 採購商品	44,241,480	29,908,207
Wuhan Guangyuan Electronic Technology Co., Ltd. 武漢光源電子科技有限公司	Purchasing goods 採購商品	18,857,065	17,155,413
Wuhan Puli Polymerization Technology Co., Ltd 武漢普利聚合技術有限公司	Purchasing goods 採購商品	51,282	296,034



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 4. Related transactions (Cont'd)

##### (1) Purchasing goods/accepting services (excluding the emoluments of the key managements) (Cont'd)

##### The Group (Cont'd)

### 十、關聯方及關聯交易(續)

#### 4、關聯交易情況(續)

##### (1) 採購商品/接受勞務(續)

##### 本集團(續)

Related parties 關聯方	Description of related transactions 關聯交易內容	2018 2018年	2017 2017年
Yangtze (Wuhan) Optical System Corporation Ltd. 長飛(武漢)光系統股份有限公司	Purchasing goods 採購商品	1,036,153	148,971
Shenzhen SDGI Optical Fibre Co., Ltd. 深圳特發信息光纖有限公司	Purchasing goods 採購商品	25,870,560	—
Hubei Kaile Quantum Electro-optical Science and Technology Company Limited 湖北凱樂量子通信光電科技有限公司	Purchasing goods 採購商品	14,148,020	—
Prysmian Wuxi Cable Co., Ltd 無錫普睿司曼電纜有限公司	Purchasing goods 採購商品	14,998,006	159,838
Wuhan Yangtze Optical Technology Co., Ltd. 武漢長光科技有限公司	Purchasing goods 採購商品	—	198,171
Prysmian Fibras Oticlas Brasil Ltda Prysmian Fibras Oticlas Brasil Ltda	Purchasing goods 採購商品	44,513	—
Prysmian Cavi E Sistemi S.r.l Prysmian Cavi E Sistemi S.r.l	Purchasing goods 採購商品	—	32,529
Draka Comteq Fibre B.V. Draka Comteq Fibre B.V.	Technology usage fee and accepting services 技術使用費和接受勞務	40,978,157	40,618,459
		4,159,513,118	3,795,614,719

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

### 十、關聯方及關聯交易(續)

#### 4. Related transactions (Cont'd)

#### 4、關聯交易情況(續)

##### (1) Purchasing goods/accepting services (excluding the emoluments of the key managements) (Cont'd)

##### (1) 採購商品/接受勞務(續)

The Company

本公司

Related parties 關聯方	Description of related transactions 關聯交易內容	2018 2018年	2017 2017年
Yangtze Optic Fibre (Qianjiang) Co., Ltd. 長飛光纖潛江有限公司	Purchasing goods 採購商品	1,431,868,300	1,126,550,216
Tianjin YOFC XMKJ Optical Communications Co., Ltd. 天津長飛鑫茂光通信有限公司	Purchasing goods 採購商品	1,065,358,610	1,118,179,182
Sichuan Lefei Optoelectric Technology Company Limited 四川樂飛光電科技有限公司	Purchasing goods 採購商品	987,432,849	885,082,898
Yangtze Optical Fibre and Cable Company (Hong Kong) Limited 長飛光纖光纜(香港)有限公司	Purchasing goods 採購商品	113,764,386	326,151,071
Tianjin YOFC XMKJ Optical Cable Co., Ltd. 天津長飛鑫茂光纜有限公司	Purchasing goods 採購商品	317,420,813	406,820,699
Yangtze Optical Fibre and Cable Lanzhou Co., Ltd. 長飛光纖光纜蘭州有限公司	Purchasing goods 採購商品	408,084,293	362,706,662
Yangtze Optical Fibre and Cable (Shanghai) Co., Ltd. 長飛光纖光纜(上海)有限公司	Purchasing goods 採購商品	488,427,456	356,153,059
Shantou Hi-Tech Zone Ao Xing Optical Communication Equipment Co., Ltd 汕頭高新區奧星光通信設備有限公司	Purchasing goods 採購商品	378,716,545	282,550,940
Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd. 長飛信越(湖北)光棒有限公司	Purchasing goods 採購商品	421,725,321	315,035,188
Yangtze Optical Fibre and Cable Shenyang Co., Ltd. 長飛光纖光纜瀋陽有限公司	Purchasing goods 採購商品	355,195,414	252,211,384
Yangtze Zhongli Optical Fibre and Cable (Jiangsu) Co., Ltd. 江蘇長飛中利光纖光纜有限公司	Purchasing goods 採購商品	323,859,364	277,148,012
Wuhan YOFC Cable Co., Ltd. 武漢長飛通用電纜有限公司	Purchasing goods 採購商品	177,770,473	184,311,771

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 4. Related transactions (Cont'd)

##### (1) Purchasing goods/accepting services (excluding the emoluments of the key managements) (Cont'd)

##### The Company (Cont'd)

### 十、關聯方及關聯交易(續)

#### 4、關聯交易情況(續)

##### (1) 採購商品/接受勞務(續)

##### 本公司(續)

Related parties 關聯方	Description of related transactions 關聯交易內容	2018 2018年	2017 2017年
Ally First Optical Fiber and Cable Co., Ltd 浙江聯飛光纖光纜有限公司	Purchasing goods 採購商品	193,311,079	131,792,068
Shenzhen YOFC Connectivity Technologies Co., Ltd. 深圳長飛智連技術有限公司	Purchasing goods 採購商品	186,755,055	97,687,501
Draka Comteq France S.A.S. Draka Comteq France S.A.S.	Purchasing goods 採購商品	2,643,280	27,978,958
PT yangzte optical fibre Indonesia PT yangzte optical fibre Indonesia	Purchasing goods 採購商品	40,695,368	53,003,280
Draka Comteq Fibre B.V. Draka Comteq Fibre B.V.	Purchasing goods 採購商品	2,586,678	14,271,192
Wuhan Yunjingfei Optical Fibre Materials Co., Ltd. 武漢雲晶飛光纖材料有限公司	Purchasing goods 採購商品	30,175,966	23,671,063
Wuhan Guangyuan Electronic Technology Co., Ltd. 武漢光源電子科技有限公司	Purchasing goods 採購商品	10,887,054	10,594,180
Yangtze Optics Africa Cable Proprietary Limited Yangtze Optics Africa Cable Proprietary Limited	Purchasing goods 採購商品	6,372,869	4,359,575
Everpro Technologies Company Limited 長芯盛(武漢)科技有限公司	Purchasing goods 採購商品	88,035	456,763
Yangtze (Wuhan) Optical System Co., Ltd. 長飛(武漢)光系統股份有限公司	Purchasing goods 採購商品	1,036,153	134,171
Wuhan E3cloud information Technologies Co., Ltd. 中標易雲信息技術有限公司	Purchasing goods 採購商品	—	84,684

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 4. Related transactions (Cont'd)

##### (1) Purchasing goods/accepting services (excluding the emoluments of the key managements) (Cont'd)

##### The Company (Cont'd)

### 十、關聯方及關聯交易(續)

#### 4、關聯交易情況(續)

##### (1) 採購商品/接受勞務(續)

##### 本公司(續)

Related parties 關聯方	Description of related transactions 關聯交易內容	2018 2018年	2017 2017年
Shenzhen SDGI Optical Fibre Co., Ltd. 深圳特發信息光纖有限公司	Purchasing goods 採購商品	25,870,560	—
Prysmian Fibras Oticas Brasil Ltda Prysmian Fibras Oticas Brasil Ltda	Purchasing goods 採購商品	44,513	—
Prymian Wuxi Cable Co., Ltd. 無錫普睿司曼電纜有限公司	Purchasing goods 採購商品	14,998,006	159,838
Wuhan Yangtze Optical Technology Co., Ltd. 武漢長光科技有限公司	Purchasing goods 採購商品	—	198,171
Prysmian Cavi E Sistemi S.r.l. Prysmian Cavi E Sistemi S.r.l.	Purchasing goods 採購商品	70,797	32,529
Wuhan Puli Polymerization Technology Co., Ltd. 武漢普利聚合技術有限公司	Purchasing goods 採購商品	51,282	—
Hubei Kaile Quantum Electro-optical Science and Technology Company Limited 湖北凱樂量子通信光電科技有限公司	Purchasing goods 採購商品	14,148,020	—
YOFC International Philippines Corporation YOFC International Philippines Corporation	Purchasing goods 採購商品	5,544	—
Draka Comteq Fibre B.V. Draka Comteq Fibre B.V.	Technology license fee and accepting services 技術使用費和 接受勞務	40,978,157	40,618,459
		7,040,342,240	6,297,943,514



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 4. Related transactions (Cont'd)

##### (2) Selling goods/providing services

The Group

### 十、關聯方及關聯交易(續)

#### 4、關聯交易情況(續)

##### (2) 出售商品/提供勞務

本集團

Related parties 關聯方	Description of related transactions 關聯交易內容	2018 2018年	2017 2017年
Tianjin YOFC XMKJ Optical Communications Co., Ltd. 天津長飛鑫茂光通信有限公司	Selling goods 出售商品	834,886,037	831,488,829
Sichuan Lefei Optoelectric Technology Company Limited 四川樂飛光電科技有限公司	Selling goods 出售商品	544,133,759	519,126,242
Yangtze Zhongli Optical Fibre and Cable (Jiangsu) Co., Ltd. 江蘇長飛中利光纖光纜有限公司	Selling goods 出售商品	439,144,707	450,442,498
Shantou Hi-Tech Zone Ao Xing Optical Communication Equipment Co., Ltd. 汕頭高新區奧星光通信設備有限公司	Selling goods 出售商品	410,722,321	380,117,222
YOFC Shanghai Co., Ltd. 長飛光纖光纜(上海)有限公司	Selling goods 出售商品	378,874,728	380,600,338
Shenzhen SDGI Optical Fibre Co., Ltd. 深圳特發信息光纖有限公司	Selling goods 出售商品	195,975,563	202,180,740
Tianjin YOFC XMKJ Optical Cable Co., Ltd. 天津長飛鑫茂光纜有限公司	Selling goods 出售商品	180,688,637	253,731,167
Hubei Kaile Quantum Electro-optical science and Technology Company Limited 湖北凱樂量子通信光電科技有限公司	Selling goods 出售商品	200,034,670	208,101,739
Draka Comteq Fibre B.V. Draka Comteq Fibre B.V.	Selling goods 出售商品	65,854,611	—
Singapore Cables Manufacturers Pte Ltd. Singapore Cables Manufacturers Pte Ltd.	Selling goods 出售商品	50,946,905	64,629,496
Prysmian Wuxi Cable Co., Ltd. 無錫普睿司曼電纜有限公司	Selling goods 出售商品	23,947,845	17,981,046
Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd. 長飛信越(湖北)光棒有限公司	Selling goods 出售商品	44,226,511	15,451,081
Yangtze (Wuhan) Optical System Corporation 長飛(武漢)光系統股份有限公司	Selling goods 出售商品	16,474,520	13,270,201

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 4. Related transactions (Cont'd)

##### (2) Selling goods/providing services (Cont'd)

The Group (Cont'd)

### 十、關聯方及關聯交易(續)

#### 4、關聯交易情況(續)

##### (2) 出售商品/提供勞務(續)

本集團(續)

Related parties 關聯方	Description of related transactions 關聯交易內容	2018 2018年	2017 2017年
PT Prysmian Cables Indonesia	Selling goods	221,228	8,905,348
PT Prysmian Cables Indonesia	出售商品		
Suzhou Draka Cable Co., Ltd.	Selling goods	—	12,650
蘇州特雷卡電纜有限公司	出售商品		
YOFC-Yadanarbon Fibre Company Limited	Selling goods	16,793,856	—
YOFC-Yadanarbon Fibre Company Limited	出售商品		
Wuhan Puli Polymerization Technology Co., Ltd.	Selling goods	288,828	1,956,253
武漢普利聚合技術有限公司	出售商品		
China Huaxin Post and Telecom Technologies Co., Ltd.	Selling goods	3,318,809	—
中國華信郵電科技有限公司	出售商品		
Tianjin YOFC XMKJ Optical Communications Co., Ltd.	Revenue of technology license fees and services	4,400,001	4,400,001
天津長飛鑫茂光通信有限公司	技術使用和服務收入		
Hubei Kaile Quantum Electro-optical Science and Technology Copmany Limited	Revenue of technology license fees and services	5,284,992	4,286,716
湖北凱樂量子通信光電科技有限公司	技術使用和服務收入		
Tianjin YOFC XMKJ Optical Cable Co., Ltd.	Revenue of technology license fees and services	1,500,000	1,500,000
天津長飛鑫茂光纜有限公司	技術使用和服務收入		
		3,417,718,528	3,358,181,567

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 4. Related transactions (Cont'd)

##### (2) Selling goods/providing services (Cont'd)

The Company

### 十、關聯方及關聯交易(續)

#### 4、關聯交易情況(續)

##### (2) 出售商品/提供勞務(續)

本公司

Related parties 關聯方	Description of related transactions 關聯交易內容	2018 2018年	2017 2017年
Tianjin YOFC XMKJ Optical Communication Co., Ltd. 天津長飛鑫茂光通信有限公司	Selling goods 出售商品	834,807,387	830,825,795
Yangtze Optical Fibre (Qianjiang) Co., Ltd. 長飛光纖潛江有限公司	Selling goods 出售商品	972,177,902	764,398,141
Sichuan Lefei Optoelectric Technology Company Limited 四川樂飛光電科技有限公司	Selling goods 出售商品	543,720,643	517,012,095
Yangtze Zhongli Optical Fibre and Cable (Jiangsu) Co., Ltd. 江蘇長飛中利光纖光纜有限公司	Selling goods 出售商品	438,996,457	450,092,197
Yangtze Optical Fibre and Cable (Shanghai) Co., Ltd. 長飛光纖光纜(上海)有限公司	Selling goods 出售商品	372,437,601	379,264,873
Shantou Hi-Tech Zone Ao Xing Optical Communication Equipment Co., Ltd 汕頭高新區奧星光通信設備有限公司	Selling goods 出售商品	410,722,321	380,117,222
Ally First Optical Fibre and Cable Co., Ltd 浙江聯飛光纖光纜有限公司	Selling goods 出售商品	193,579,095	188,661,950
Shenzhen SDGI Optical Fibre Co., Ltd. 深圳特發信息光纖有限公司	Selling goods 出售商品	195,975,563	202,180,740
Tianjin YOFC XMKJ Optical Cable Co., Ltd. 天津長飛鑫茂光纜有限公司	Selling goods 出售商品	180,688,637	253,731,167
Yangtze Optical Fibre and Cable Lanzhou Co., Ltd. 長飛光纖光纜蘭州有限公司	Selling goods 出售商品	227,204,426	214,710,023
Yangtze Optical Fibre and Cable Shenyang Co., Ltd. 長飛光纖光纜瀋陽有限公司	Selling goods 出售商品	213,965,311	159,040,363
Hubei Kaile Quantum Electro-optical Science and Technology Company Limited 湖北凱樂量子通信光電科技有限公司	Selling goods 出售商品	200,034,670	208,101,739
Shenzhen YOFC Connectivity Technologies Co., Ltd. 深圳長飛智連技術有限公司	Selling goods 出售商品	70,020,968	67,165,096
Draka Comteq Fibre B.V. Draka Comteq Fibre B.V.	Selling goods 出售商品	65,854,611	—

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 4. Related transactions (Cont'd)

##### (2) Selling goods/providing services (Cont'd)

The Company (Cont'd)

### 十、關聯方及關聯交易(續)

#### 4、關聯交易情況(續)

##### (2) 出售商品/提供勞務(續)

本公司(續)

Related parties 關聯方	Description of related transactions 關聯交易內容	2018 2018年	2017 2017年
Singapore Cables Manufacturers Pte Ltd.	Selling goods	50,555,059	64,250,456
Singapore Cables Manufacturers Pte Ltd.	出售商品		
Yangtze Optics Africa Cable Proprietary Limited	Selling goods	9,049,815	21,534,547
Yangtze Optics Africa Cable Proprietary Limited	出售商品		
Prysmian Wuxi Cable Co., Ltd.	Selling goods	23,947,845	17,981,046
無錫普睿司曼電纜有限公司	出售商品		
Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd.	Selling goods	32,490,768	15,451,081
長飛信越(湖北)光棒有限公司	出售商品		
PT.Yangtze Optical Fibre Indonesia	Selling goods	9,270,336	11,170,036
PT.Yangtze Optical Fibre Indonesia	出售商品		
Yangtze (Wuhan) Optical System Corporation	Selling goods	16,474,520	13,270,201
長飛信越(湖北)光棒有限公司	出售商品		
Everpro Technologies Company Limited	Selling goods	8,217,833	7,006,542
長芯盛(武漢)科技有限公司	出售商品		
PT Prysmian Cables Indonesia	Selling goods	221,228	8,905,348
PT Prysmian Cables Indonesia	出售商品		
Yangtze Optics Africa Holdings Proprietary Limited	Selling goods	3,829,761	—
Yangtze Optics Africa Holdings Proprietary Limited	出售商品		
YOFC-Yadanarbon Fibre Company Limited	Selling goods	11,141,916	—
YOFC-Yadanarbon Fibre Company Limited	出售商品		
Yangtze Optical Fibre and Cable Company (Hong Kong) Limited	Selling goods	8,240,084	2,468,927
長飛光纖光纜(香港)有限公司	出售商品		
YOFC International (Thailand) Company Limited	Selling goods	12,844,395	2,067,835
YOFC International (Thailand) Company Limited	出售商品		
YOFC INTERNATIONAL (SINGAPORE) PTE. LTD	Selling goods	2,549,549	—
YOFC INTERNATIONAL(SINGAPORE) PTE. LTD	出售商品		
Wuhan Puli Polymerization Technology Co., Ltd.	Selling goods	288,828	1,956,253
武漢普利聚合技術有限公司	出售商品		
PT Yangtze Optics Indonesia	Selling goods	61,335,251	1,186,841
PT Yangtze Optics Indonesia	出售商品		



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 4. Related transactions (Cont'd)

##### (2) Selling goods/providing services (Cont'd)

The Company (Cont'd)

### 十、關聯方及關聯交易(續)

#### 4、關聯交易情況(續)

##### (2) 出售商品/提供勞務(續)

本公司(續)

Related parties 關聯方	Description of related transactions 關聯交易內容	2018 2018年	2017 2017年
Hubei Flying Optical Fibre Material Co., Ltd. 湖北飛菱光纖材料有限公司	Selling goods 出售商品	—	186,370
China Huaxin Post and Telecom Technologies Co., Ltd. 中國華信郵電科技有限公司	Selling goods 出售商品	3,318,809	—
RIT TECH (INTLIGENCE SOLUTIONS) LTD RIT TECH (INTLIGENCE SOLUTIONS) LTD	Selling goods 出售商品	25,996	—
PT. YOFC International Indonesia PT. YOFC International Indonesia	Selling goods 出售商品	18,410	—
Wuhan YOFC Cable Co.,Ltd 武漢長飛通用電纜有限公司	Selling goods 出售商品	35,897	—
Tianjin YOFC XMJ Optical Communication Co., Ltd. 天津長飛鑫茂光通信有限公司	Revenue of technology usage and service 技術使用和服務收入	4,400,001	4,400,001
Hubei Kaile Quantum Electro-optical Science and Technology Company Limited 湖北凱樂量子通信光電科技有限公司	Revenue of technology usage and service 技術使用和服務收入	5,284,992	4,286,716
Tianjin YOFC XMJ Optical Cable Co., Ltd. 天津長飛鑫茂光纜有限公司	Revenue of technology usage and service 技術使用和服務收入	1,500,000	1,500,000
Yangtze Optics Africa Cable Proprietary Limited Yangtze Optics Africa Cable Proprietary Limited	Revenue of technology usage and service 技術使用和服務收入	—	1,292,076
Yangtze Optical Fibre (Qianjiang) Co., Ltd. 長飛光纖潛江有限公司	Revenue of technology usage and service 技術使用和服務收入	10,252,359	—
Ally First Optical Fibre and Cable Co., Ltd 浙江聯飛光纖光纜有限公司	Revenue of technology usage and service 技術使用和服務收入	754,800	754,800
		5,196,234,044	4,794,970,477

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 4. Related transactions (Cont'd)

##### (3) Related party lease

##### (a) As lessor:

The Group

### 十、關聯方及關聯交易(續)

#### 4、關聯交易情況(續)

##### (3) 關聯租賃

##### (a) 出租：

本集團

Name of leasee	Types of lease assets	Rental income confirmed in 2018	Rental income confirmed in 2017
承租方名稱	租賃資產種類	2018年確認的租賃收入	2017年確認的租賃收入
Tianjin YOFC XMKJ Optical Communication Co., Ltd.	Equipment	3,418,803	3,418,803
天津長飛鑫茂光通信有限公司	機器設備		
Wuhan Yunjingfei Optical Fibre Material Co., Ltd.	Plant & buildings	432,000	432,000
武漢雲晶飛光纖材料有限公司	廠房建築		
Yangtze (Wuhan) Optical System Corporation	Plant & buildings	725,168	667,568
長飛(武漢)光系統股份有限公司	廠房建築		
Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd.	Plant & buildings	680,775	—
長飛信越(湖北)光棒有限公司	廠房建築		
Wuhan Ruitu Management Consulting Partnership Enterprise	Plant & buildings	5,000	5,000
武漢睿圖管理諮詢合夥企業	廠房建築		
Wuhan Ruiteng Management Consulting Partnership Enterprise	Plant & buildings	5,000	5,000
武漢睿騰管理諮詢合夥企業	廠房建築		
Wuhan Ruihong Management Consulting Partnership Enterprise	Plant & buildings	5,000	5,000
武漢睿鴻管理諮詢合夥企業	廠房建築		
Wuhan Ruiyue Management Consulting Partnership Enterprise	Plant & buildings	5,000	5,000
武漢睿越管理諮詢合夥企業	廠房建築		
Total	合計	5,276,746	4,538,371

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 4. Related transactions (Cont'd)

##### (3) Related party lease

###### (a) As lessor:

The Company

### 十、關聯方及關聯交易(續)

#### 4、關聯交易情況(續)

##### (3) 關聯租賃

###### (a) 出租：

本公司

Name of leasee	Types of lease assets	Rental income confirmed in 2018 2018年確認的租賃收入	Rental income confirmed in 2017 2017年確認的租賃收入
承租方名稱	租賃資產種類		
Tianjin YOFC XMKJ Optical Communication Co., Ltd. 天津長飛鑫茂光通信有限公司	Equipments 機器設備	3,418,803	3,418,803
Everpro Technologies Company Limited 長芯盛(武漢)科技有限公司	Plant & buildings 廠房建築	2,073,513	2,073,513
Wuhan Yunjingfei Optical Fibre Material Co., Ltd. 武漢雲晶飛光纖材料有限公司	Plant & buildings 廠房建築	432,000	432,000
Yangtze (Wuhan) Optical System Corporation 長飛(武漢)光系統股份有限公司	Plant & buildings 廠房建築	725,168	667,568
Wuhan Ruitu Management Consulting Partnership Enterprise 武漢睿圖管理諮詢合夥企業	Plant & buildings 廠房建築	5,000	5,000
Wuhan Ruiteng Management Consulting Partnership Enterprise 武漢睿騰管理諮詢合夥企業	Plant & buildings 廠房建築	5,000	5,000
Wuhan Ruihong Management Consulting Partnership Enterprise 武漢睿鴻管理諮詢合夥企業	Plant & buildings 廠房建築	5,000	5,000
Wuhan Ruiyue Management Consulting Partnership Enterprise 武漢睿越管理諮詢合夥企業	Plant & buildings 廠房建築	5,000	5,000
Total	合計	6,669,484	6,611,885

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 4. Related transactions (Cont'd)

##### (3) Related party lease

##### (b) As lessee:

##### The Group

Name of lessor	Types of lease assets	Rental expenses confirmed in 2018 2018年確認的租賃費	Rental expenses confirmed in 2017 2017年確認的租賃費
出租方名稱	租賃資產種類		
Wuhan Yunjingfei Optical Fibre Material Co., Ltd. 武漢雲晶飛光纖材料有限公司	Plant & buildings 廠房建築	114,286	—
Total	合計	114,286	—

##### The Company

##### 本公司

Name of lessor	Types of lease assets	Rental expenses confirmed in 2018 2018年確認的租賃費	Rental expenses confirmed in 2017 2017年確認的租賃費
出租方名稱	租賃資產種類		
Wuhan Yunjingfei Optical Fibre Material Co., Ltd. 武漢雲晶飛光纖材料有限公司	Plant & buildings 廠房建築	114,286	—
Wuhan YOFC Cable Co., Ltd. 武漢長飛通用電纜有限公司	Plant & buildings 廠房建築	339,762	180,000
Total	合計	454,048	180,000



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 4. Related transactions (Cont'd)

##### (4) Related party guarantees

The company as a guarantor

### 十、關聯方及關聯交易(續)

#### 4、關聯交易情況(續)

##### (4) 關聯擔保

本公司作為擔保方

Name of guaranteed party	Amount guaranteed	Commencement date of guarantee	Due date of guarantee	Whether the guarantee has been completed
被擔保方	擔保金額	擔保起始日	擔保到期日	擔保是否已經履行完畢
Yangtze Optical Fibre and Cable Company (Hong Kong) Limited	270,976,000	8 March 2017	8 March 2018	Yes
長飛光纖光纜(香港)有限公司	270,976,000	2017年3月8日	2018年3月8日	是
Yangtze Optical Fibre and Cable Company (Hong Kong) Limited	146,680,763	28 February 2018	28 February 2019	No
長飛光纖光纜(香港)有限公司	146,680,763	2018年2月28日	2019年2月28日	否
PT Yangtze Optics Indonesia	20,589,600	23 August 2018	23 August 2019	No
PT Yangtze Optics Indonesia	20,589,600	2018年8月23日	2019年8月23日	否
Yangtze Optics Africa Holdings Proprietary Limited	2,106,246	21 March 2018	21 March 2019	No
Yangtze Optics Africa Holdings Proprietary Limited	2,106,246	2018年3月21日	2019年3月31日	否
合計	440,352,609			

The aforesaid guarantee is the credit facilities guarantee, which is the financing guarantee provided for the above subsidiaries.

以上擔保為本公司通過銀行為上述子公司提供的授信額度擔保。

##### (5) Entrusted Loan of Related Parties

The Group

##### (5) 關聯方委託借款

本集團

Related party	關聯方	2018 2018年	2017 2017年
Borrowings	借出		
Sichuan Lefei Optoelectronics Technology Company Limited	四川樂飛光電科技有限公司	10,000,000	30,000,000
Total	合計	10,000,000	30,000,000

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 4. Related transactions (Cont'd)

##### (5) Entrusted Loan of Related Parties

The Company

### 十、關聯方及關聯交易(續)

#### 4、關聯交易情況(續)

##### (5) 關聯方委託借款

本公司

Related party	關聯方	2018 2018年	2017 2017年
Borrowings	借出		
Yangtze Optical Fibre (Qianjiang) Co., Ltd.	長飛光纖潛江有限公司	340,000,000	160,000,000
Everpro Technologies Company Limited	長芯盛(武漢)科技有限公司	150,000,000	—
Yangtze Optical Fibre and Cable Shenyang Co., Ltd.	長飛光纖光纜瀋陽有限公司	65,000,000	35,000,000
Shenzhen YOFC Connectivity Technologies Co., Ltd.	深圳長飛智連技術有限公司	30,000,000	10,000,000
Yangtze Optical Fibre and Cable Lanzhou Co., Ltd.	長飛光纖光纜蘭州有限公司	30,000,000	30,000,000
Hubei Flying Optical Fibre Material Co., Ltd.	湖北飛菱光纖材料有限公司	30,000,000	78,000,000
Wuhan YOFC Cable Co., Ltd.	武漢長飛通用電纜有限公司	20,000,000	20,000,000
Sichuan Lefei Optoelectric Technology Company Limited	四川樂飛光電科技有限公司	10,000,000	30,000,000
PT Yangtze Optical Fibre Indonesia	PT Yangtze Optical Fibre Indonesia	2,058,960	—
Total	合計	677,058,960	363,000,000

##### (6) Assets transfer of Related Parties

The Group

##### (6) 關聯方資產轉讓

本集團

Related party 關聯方	Transaction 關聯交易內容	2018 2018年	2017 2017年
Wuhan Yangtze communications industry Group Co.,Ltd 武漢長江通信產業集團股份有限公司	Purchasing non-controlling interests 購買少數股東權益	25,383,349	—
Total 合計		25,383,349	—

The Company

本公司

Related party 關聯方	Transaction 關聯交易內容	2018 2018年	2017 2017年
Wuhan Yangtze communications industry Group Co.,Ltd 武漢長江通信產業集團股份有限公司	Purchasing non-controlling interests 購買少數股東權益	25,383,349	—
Total 合計		25,383,349	—

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 4. Related transactions (Cont'd)

##### (7) The emoluments of the key managements

The Group

Item	項目	2018 2018年	2017 2017年
Emoluments of the key managements	關鍵管理人員報酬	34,790,240	31,372,104

The Company

本公司

Item	項目	2018 2018年	2017 2017年
Emoluments of the key managements	關鍵管理人員報酬	34,790,240	31,372,104

### 十、關聯方及關聯交易(續)

#### 4、關聯交易情況(續)

##### (7) 關鍵管理人員報酬

本集團

#### 5. Receivables and Payables of Related Parties

##### (1) Receivables of related parties

The Group

#### 5、關聯方應收應付款項

##### (1) 應收關聯方款項

本集團

Names of items 項目名稱	Related parties 關聯方	31 December 2018 2018年12月31日		31 December 2017 2017年12月31日	
		Book balance 賬面餘額	Allowance for doubtful debts 壞賬準備	Book balance 賬面餘額	Allowance for doubtful debts 壞賬準備
Trade receivables	Yangtze Zhongli Optical Fibre and Cable (Jiangsu) Co., Ltd.	99,354,328	2,980,630	34,314,516	1,029,435
應收賬款	江蘇長飛中利光纖光纜有限公司				
	Yangtze Optical Fibre and Cable (Shanghai) Co., Ltd	519,198	15,576	1,430,894	42,927
	長飛光纖光纜(上海)有限公司				
	Shantou Hi-Tech Zone Ao Xing Optical Communication Equipment Co., Ltd	29,938,983	898,169	28,319,825	849,595
	汕頭高新區奧星光通信設備有限公司				
	Shenzhen SDGI Optical Fibre Co., Ltd.	61,332,000	1,839,960	12,767,329	383,020
	深圳特發信息光纖有限公司				
	Yangtze (Wuhan) Optical System Corporation	—	—	5,972,158	179,165
	長飛(武漢)光系統股份有限公司				
	Draka Comteq Fibre B.V.	65,266,694	1,958,001	—	—
	Draka Comteq Fibre B.V.				

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 5. Receivables and Payables of Related Parties (Cont'd)

##### (1) Receivables of related parties (Cont'd)

##### The Group (Cont'd)

### 十、關聯方及關聯交易(續)

#### 5、關聯方應收應付款項(續)

##### (1) 應收關聯方款項(續)

##### 本集團(續)

Names of items 項目名稱	Related parties 關聯方	31 December 2018 2018年12月31日		31 December 2017 2017年12月31日	
		Book balance 賬面餘額	Allowance for doubtful debts 壞賬準備	Book balance 賬面餘額	Allowance for doubtful debts 壞賬準備
	YOFC-Yadanarbon Fibre Company Limited	17,563,531	1,261,143	2,775,766	259,931
	YOFC-Yadanarbon Fibre Company Limited				
	Singapore Cables Manufacturers Pte Ltd.	2,311,973	69,359	19,187,518	575,625
	Singapore Cables Manufacturers Pte Ltd.				
	Prysmian Wuxi Cable Co., Ltd	1,125,077	33,752	501,534	15,046
	無錫普睿司曼電纜有限公司				
	Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd.	7,252,823	217,585	1,415,528	42,466
	長飛信越(湖北)光棒有限公司				
	RiT Tech (Intelligence Solutions) Ltd.	4,370,202	131,145	—	—
	RiT Tech (Intelligence Solutions) Ltd.				
	PT Prysmian Cables Indonesia	307	9	3,600,982	108,029
	PT Prysmian Cables Indonesia				
	China Huaxin Post and Telecom Technologies Co., Ltd.	1,895,221	56,857	106,877	32,063
	中國華信郵電科技有限公司				
	Wuhan Puli Polymerization Technology Co., Ltd	637,241	38,972	671,776	20,153
	武漢普利聚合技術有限公司				
	Tianjin YOFC XMKJ Optical Communication Co., Ltd.	42,245,050	1,267,352	—	—
	天津長飛鑫茂光通信有限公司				
	Sichuan Lefei Optoelectric Technology Company Limited	56,200	1,686	1,013	30
	四川樂飛光電科技有限公司				
	Sub-total 小計	333,868,828	10,770,196	111,065,716	3,537,485



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 5. Receivables and Payables of Related Parties (Cont'd)

##### (1) Receivables of related parties (Cont'd)

##### The Group (Cont'd)

### 十、關聯方及關聯交易(續)

#### 5、關聯方應收應付款項(續)

##### (1) 應收關聯方款項(續)

##### 本集團(續)

Names of items 項目名稱	Related parties 關聯方	31 December 2018 Book balance 2018年 12月31日 賬面餘額	31 December 2017 Book balance 2017年 12月31日 賬面餘額
Other receivables 其他應收款	Sichuan Lefei Optoelectric Technology Company Limited 四川樂飛光電科技有限公司	30,037,683	40,210,117
	AVIC Baosheng Ocean Engineering Cable Company 中航寶勝海洋工程電纜有限公司	377,358	—
	Wuhan yunjingfei Optical Fibre Materials Co., Ltd. 武漢雲晶飛光纖材料有限公司	364,739	—
	Tianjin YOFC XMKJ Optical Communication Co., Ltd. 天津長飛鑫茂光通信有限公司	100,000	267,361
	Tianjin YOFC XMKJ Optical Cable Co., Ltd. 天津長飛鑫茂光纜有限公司	200,000	—
	Shenzhen SDGI Optical Fibre Co., Ltd. 深圳特發資訊光纖有限公司	108,684	—
	Shantou Hi-Tech Zone Ao Xing Optical Communication 汕頭高新區奧星光通信設備有限公司	114,000	—
	YOFC-Yadanarbon Fibre Company Limited	80,631	80,631
	YOFC-Yadanarbon Fibre Company Limited		
	Yangtze Zhongli Optical Fibre and Cable (Jiangsu)Co.,Ltd 江蘇長飛中利光纖光纜有限公司	51,000	—
	Wuhan Ruiteng Management Consulting Partnership Enterprise 武漢睿騰管理諮詢合夥企業	5,000	—
	Wuhan Ruihong Management Consulting Partnership Enterprise 武漢睿鴻管理諮詢合夥企業	5,000	—
	Wuhan Ruiyue Management Consulting Partnership Enterprise 武漢睿越管理諮詢合夥企業	5,000	—
	Wuhan Ruitu Management Consulting Partnership Enterprise 武漢睿圖管理諮詢合夥企業	5,000	—

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 5. Receivables and Payables of Related Parties (Cont'd)

##### (1) Receivables of related parties (Cont'd)

##### The Group (Cont'd)

### 十、關聯方及關聯交易(續)

#### 5、關聯方應收應付款項(續)

##### (1) 應收關聯方款項(續)

##### 本集團(續)

Names of items 項目名稱	Related parties 關聯方	31 December 2018 Book balance 2018年 12月31日 賬面餘額	31 December 2017 Book balance 2017年 12月31日 賬面餘額
	Yangtze (Wuhan) Optical System Corporation 長飛(武漢)光系統股份有限公司	4,056	—
	Sub-total 小計	31,458,151	40,558,109
Prepayments 預付賬款	Draka Comteq France S.A.S. Draka Comteq France S.A.S. Draka Comteq FibreB.V. Draka Comteq FibreB.V. Prysmian Fibras Oticas Brasil Ltda Prysmian Fibras Oticas Brasil Ltda	— — — — — —	431,323  6,003  45,344
	Sub-total 小計	—	482,670
Dividend receivables 應收股利	Yangtze Optical Fibre and Cable (Shanghai) Co., Ltd. 長飛光纖光纜(上海)有限公司 Wuhan Guangyuan Electronic Technology Co., Ltd. 武漢光源電子科技有限公司	13,273,485  522,213	12,851,123  522,213
	Sub-total 小計	13,795,698	13,373,336
Long-term receivables 長期應收款	Sichuan Lefei Optoelectric Technology Company Limited 四川樂飛光電科技有限公司	—	20,000,000

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 5. Receivables and Payables of Related Parties (Cont'd)

##### (1) Receivables of related parties (Cont'd)

The Company

### 十、關聯方及關聯交易(續)

#### 5、關聯方應收應付款項(續)

##### (1) 應收關聯方款項(續)

本集團(續)

Names of items 項目名稱	Related parties 關聯方	31 December 2018 2018年12月31日		31 December 2017 2017年12月31日	
		Book balance 賬面餘額	Allowance for doubtful debts 壞賬準備	Book balance 賬面餘額	Names of items 項目名稱
Trade receivables 應收賬款	Yangtze Zhongli Optical Fibre and Cable (Jiangsu) Co., Ltd. 江蘇長飛中利光纖光纜有限公司	99,354,328	2,980,630	34,204,100	1,026,123
	Shantou Hi-Tech Zone Ao Xing Optical Communication Equipment Co., Ltd. 汕頭高新區奧星光通信設備有限公司	29,938,983	898,169	28,319,825	849,595
	Shenzhen SDGI Optical Fibre Co., Ltd. 深圳特發信息光纖有限公司	61,332,000	1,839,960	12,767,329	383,020
	Yangtze (Wuhan) Optical System Corporation 長飛(武漢)光系統股份有限公司	—	—	5,972,158	179,165
	Draka Comteq Fibre B.V. Draka Comteq Fibre B.V.	65,266,694	1,958,001	—	—
	YOFC-Yadanarbon Fibre Company Limited YOFC-Yadanarbon Fibre Company Limited	14,786,667	1,177,837	2,775,766	259,931
	Singapore Cables Manufacturers Pte Ltd. Singapore Cables Manufacturers Pte Ltd.	2,301,815	69,054	19,100,482	573,014
	Prysmian Wuxi Cable Co., Ltd. 無錫普睿司曼電纜有限公司	1,125,077	33,752	501,534	15,046
	Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd. 長飛信越(湖北)光棒有限公司	4,269,702	128,091	1,415,528	42,466
	PT Prysmian Cables Indonesia PT Prysmian Cables Indonesia	307	9	3,600,982	108,029

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 5. Receivables and Payables of Related Parties (Cont'd)

##### (1) Receivables of related parties (Cont'd)

The Company (Cont'd)

### 十、關聯方及關聯交易(續)

#### 5、關聯方應收應付款項(續)

##### (1) 應收關聯方款項(續)

本公司

Names of items 項目名稱	Related parties 關聯方	31 December 2018 2018年12月31日		31 December 2017 2017年12月31日	
		Book balance 賬面餘額	Allowance for doubtful debts 壞賬準備	Book balance 賬面餘額	Names of items 項目名稱
	China Huaxin Post and Telecom Technologies Co., Ltd. 中國華信郵電科技有限公司	1,895,221	56,857	106,877	32,063
	Whuan Puli Polymeriation Technology Co., Ltd. 武漢普利聚合技術有限公司	637,241	38,972	671,776	20,153
	Tianjin YOFC XMKJ Optical Communication Co., Ltd. 天津長飛鑫茂光通信有限公司	42,029,603	1,260,889	—	—
	Yangtze Optical Fibre (Qianjiang) Co., Ltd. 長飛光纖潛江有限公司	286,283,564	—	77,656,723	—
	Ally First Optical Fibre and Cable Co., Ltd 浙江聯飛光纖光纜有限公司	6,163,509	—	—	—
	Everpro Technologies Company Limited 長芯盛(武漢)科技有限公司	10,653,506	—	4,643,279	—
	PT.Yangtze Optical Fibre Indonesia	4,205,635	—	3,642,540	—
	PT.Yangtze Optical Fibre Indonesia	7,888,127	—	3,769,367	—
	Yangtze Optics Africa Cable Proprietary Limited	—	—	2,542,532	—
	Yangtze Optics Africa Cable Proprietary Limited	—	—	—	—
	Yangtze Optical Fibre and Cable Company (Hong Kong) Limited 長飛光纖光纜(香港)有限公司	64,483,976	—	1,178,994	—
	PT Yangtze Optics Indonesia	19,699	—	—	—
	PT Yangtze Optics Indonesia	—	—	—	—
	PT. YOFC International Indonesia	—	—	—	—
	PT. YOFC International Indonesia	—	—	—	—



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 5. Receivables and Payables of Related Parties (Cont'd)

##### (1) Receivables of related parties (Cont'd)

The Company (Cont'd)

### 十、關聯方及關聯交易(續)

#### 5、關聯方應收應付款項(續)

##### (1) 應收關聯方款項(續)

本公司(續)

Names of items 項目名稱	Related parties 關聯方	31 December 2018 2018年12月31日		31 December 2017 2017年12月31日	
		Book balance 賬面餘額	Allowance for doubtful debts 壞賬準備	Book balance 賬面餘額	Names of items 項目名稱
	YOFC INTERNATIONAL (SINGAPORE) PTE. LTD.	2,538,848	—	—	—
	YOFC INTERNATIONAL (SINGAPORE) PTE. LTD.				
	YOFC International (Thailand) Co.,Ltd.	3,484,741	—	—	—
	YOFC International (Thailand) Co.,Ltd.				
	Hubei Flying Optical Fibre Material Co., Ltd.	21,000	—	21,000	—
	湖北飛菱光纖材料有限公司				
	Sub-total 小計	708,680,243	10,442,221	202,890,792	3,488,605

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 5. Receivables and Payables of Related Parties (Cont'd)

##### (1) Receivables of related parties (Cont'd)

The Company (Cont'd)

### 十、關聯方及關聯交易(續)

#### 5、關聯方應收應付款項(續)

##### (1) 應收關聯方款項(續)

本公司(續)

Names of items 項目名稱	Related parties 關聯方	31 December 2018 Book balance 2018年 12月31日 賬面餘額	31 December 2017 Book balance 2017年 12月31日 賬面餘額
Other receivables 其他應收款	Sichuan Lefei Optoelectric Technology Company Limited 四川樂飛光電科技有限公司	30,037,683	40,210,117
	AVIC Baosheng Ocean Engineering Cable Company 中航寶勝海洋工程電纜有限公司	377,358	—
	Wuhan Yunjingfei Optical Fibre Materials Co., Ltd. 武漢雲晶飛光纖材料有限公司	364,739	—
	Tianjin YOFC XMKJ Optical Communication Co., Ltd. 天津長飛鑫茂光通信有限公司	100,000	—
	Tianjin YOFC XMKJ Optical Cable Co., Ltd. 天津長飛鑫茂光纜有限公司	200,000	—
	Shenzhen SDGI Optical Fibre Co., Ltd. 深圳特發資訊光纖有限公司	108,684	—
	Shantou Hi-Tech Zone Ao Xing Optical Communication Equipment Co., Ltd 汕頭高新區奧星光通信設備有限公司	114,000	—
	YOFC-Yadanarbon Fibre Company Limited	80,631	80,631
	YOFC-Yadanarbon Fibre Company Limited		
	Yangtze Zhongli Optical Fibre and Cable (Jiangsu) Co., Ltd. 江蘇長飛中利光纖光纜有限公司	51,000	—
	Wuhan Ruiteng Management Consulting Partnership Enterprise 武漢睿騰管理諮詢合夥企業	5,000	—
	Wuhan Ruihong Management Consulting Partnership Enterprise 武漢睿鴻管理諮詢合夥企業	5,000	—
	Wuhan Ruiyue Management Consulting Partnership Enterprise 武漢睿越管理諮詢合夥企業	5,000	—

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 5. Receivables and Payables of Related Parties (Cont'd)

##### (1) Receivables of related parties (Cont'd)

The Company (Cont'd)

### 十、關聯方及關聯交易(續)

#### 5、關聯方應收應付款項(續)

##### (1) 應收關聯方款項(續)

本公司(續)

Names of items 項目名稱	Related parties 關聯方	31 December 2018 Book balance 2018年 12月31日 賬面餘額	31 December 2017 Book balance 2017年 12月31日 賬面餘額
	Wuhan Ruitu Management Consulting Partnership Enterprise 武漢睿圖管理諮詢合夥企業	5,000	—
	Yangtze (Wuhan) Optical System Corporation 長飛(武漢)光系統有限公司	4,056	—
	Yangtze Optical Fibre (Qianjiang) Co., Ltd. 長飛光纖潛江有限公司	472,685,789	51,274,510
	Yangtze Optical Fibre and Cable Shenyang Company Ltd 長飛光纖光纜瀋陽有限公司	68,539,139	38,421,862
	Everpro Technologies Company Limited 長芯盛(武漢)科技有限公司	202,675,342	62,639
	Yangtze Optical Fibre and Cable Lanzhou Company Ltd 長飛光纖光纜蘭州有限公司	60,075,465	30,074,268
	Wuhan YOFC Cable Co., Ltd. 武漢長飛通用電纜有限公司	19,923,254	20,024,457
	Shenzhen YOFC Connectivity Technologies Co., Ltd. 深圳長飛智連技術有限公司	31,422,802	30,041,256
	Ally First Optical Fiber and Cable Co., Ltd 浙江聯飛光纖光纜有限公司	4,204,310	4,000,000
	Yangtze Optics Africa Holdings Proprietary Limited	—	342,959
	Yangtze Optics Africa Holdings Proprietary Limited		
	PT.Yangtze Optical Fibre Indonesia	2,058,960	10,095,339
	PT.Yangtze Optical Fibre Indonesia		
	Hubei Flying Optical Fibre Material Co., Ltd. 湖北飛菱光纖材料有限公司	29,956,052	4,006,215
	PT. YOFC International Indonesia	54,405	—
	PT. YOFC International Indonesia		

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 5. Receivables and Payables of Related Parties (Cont'd)

##### (1) Receivables of related parties (Cont'd)

The Company (Cont'd)

### 十、關聯方及關聯交易(續)

#### 5、關聯方應收應付款項(續)

##### (1) 應收關聯方款項(續)

本公司(續)

Names of items 項目名稱	Related parties 關聯方	31 December 2018 Book balance 2018年 12月31日 賬面餘額	31 December 2017 Book balance 2017年 12月31日 賬面餘額
	PT Yangtze Optics Indonesia	739,969	468,857
	PT Yangtze Optics Indonesia		
	YOFC International Philippines Corporation	124,780	316,530
	YOFC International Philippines Corporation		
	Sub-total 小計	923,918,418	229,419,640
Prepayments 預付賬款	Draka Comteq Fibre B.V.	—	6,003
	Draka Comteq Fibre B.V.		
	Draka Comteq France S.A.S	—	431,323
	Draka Comteq France S.A.S		
	Prysmian Fibras Oticlas Brasil Ltda	—	45,344
	Prysmian Fibras Oticlas Brasil Ltda		
	Sub-total 小計	—	482,670
Dividend receivables 應收股利	Yangtze Optical Fibre and Cable (Shanghai) Co., Ltd.	13,273,485	12,851,123
	長飛光纖光纜(上海)有限公司		
	Wuhan Cuangyuan Electronic Technology Co., Ltd.	522,213	522,213
	武漢光源電子科技有限公司		
	Sub-total 小計	13,795,698	13,373,336



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 5. Receivables and Payables of Related Parties (Cont'd)

##### (1) Receivables of related parties (Cont'd)

The Company (Cont'd)

### 十、關聯方及關聯交易(續)

#### 5、關聯方應收應付款項(續)

##### (1) 應收關聯方款項(續)

本公司(續)

Names of items 項目名稱	Related parties 關聯方	31 December 2018 Book balance 2018年 12月31日 賬面餘額	31 December 2017 Book balance 2017年 12月31日 賬面餘額
Long-term receivables 長期應收款	Sichuan Lefei Optoelectric Technology Company Limited 四川樂飛光電科技有限公司	—	20,000,000
	Yangtze Optical Fibre (Qianjiang) Co., Ltd. 長飛光纖潛江有限公司	418,000,000	173,000,000
	Everpro Technologies Company Limited 長芯盛(武漢)科技有限公司	—	50,000,000
	Hubei Flying Optical Fibre Material Co., Ltd. 湖北飛菱光纖材料有限公司	76,400,000	78,000,000
	Yangtze Optical Fibre and Cable Lanzhou Co., Ltd. 長飛光纖光纜蘭州有限公司	—	30,000,000
	Ally First Optical Fibre and Cable Co., Ltd 浙江聯飛光纖光纜有限公司	4,000,000	8,000,000
	Sub-total 小計	498,400,000	359,000,000

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 5. Receivables and Payables of Related Parties (Cont'd)

##### (2) Payables to related parties

The Group

### 十、關聯方及關聯交易(續)

#### 5、關聯方應收應付款項(續)

##### (2) 應付關聯方款項

本集團

Names of items 項目名稱	Related parties 關聯方	31 December 2018 Book balance 2018年 12月31日 賬面餘額	31 December 2017 Book balance 2017年 12月31日 賬面餘額
Trade payables 應付賬款	Sichuan Lefei Optoelectric Technology Company Limited 四川樂飛光電科技有限公司	107,898,172	63,531,052
	Tianjin YOFC XMKJ Optical Communication Co., Ltd. 天津長飛鑫茂光通信有限公司	—	31,629,027
	Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd. 長飛信越(湖北)光棒有限公司	55,255,920	56,145,240
	Tianjin YOFC XMKJ Optical Cable Co., Ltd. 天津長飛鑫茂光纜有限公司	6,278,289	29,104,503
	Draka Comteq Fibre B.V. Draka Comteq Fibre B.V.	824,310	7,650,394
	Wuhan Yunjingfei Optical Fibre Material Co., Ltd. 武漢雲晶飛光纖材料有限公司	16,160,460	14,835,146
	Wuhan Quang yuan Electronic Technology Co., Ltd. 武漢光源電子科技有限公司	7,590,745	6,404,971
	Yangtze Optical Fibre and Cable (Shanghai) Co., Ltd. 長飛光纖光纜(上海)有限公司	41,649,668	22,613,792
	Shantou Hi-Tech Zone Ao Xing Optical Communication Equipment Co., Ltd 汕頭高新區奧星光通信設備有限公司	273,461	273,461
	Yangtze (Wuhan) Optical System Corporation 長飛(武漢)光系統股份有限公司	236,104	2,392
	Wuhan Puli Polymerization Technology Co., Ltd 武漢普利聚合技術有限公司	51,282	—
	Sub-total 小計	236,218,411	232,189,978

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 5. Receivables and Payables of Related Parties (Cont'd)

##### (2) Payables to related parties (Cont'd)

The Group (Cont'd)

### 十、關聯方及關聯交易(續)

#### 5、關聯方應收應付款項(續)

##### (2) 應付關聯方款項(續)

本集團(續)

Names of items 項目名稱	Related parties 關聯方	31 December 2018 Book balance 2018年 12月31日 賬面餘額	31 December 2017 Book balance 2017年 12月31日 賬面餘額
Other payables 其他應付款	Draka Comteq Fibre B.V.	37,194,245	40,618,459
	Draka Comteq Fibre B.V.		
	Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd.	—	500,000
	長飛信越(湖北)光棒有限公司		
	Sub-total 小計	37,194,245	41,118,459
Receipt in advance 預收賬款	Singapore Cables Manufacturers Pte Ltd.	—	1,745,441
	Singapore Cables Manufacturers Pte Ltd.		
	Shenzhen SDGI Optical Fibre Co., Ltd.	—	25,280,000
	深圳特發信息光纖有限公司		
	Tianjin YOFC XMKJ Optical Communication Co., Ltd.	—	480,255
	天津長飛鑫茂光通信有限公司		
	Sub-total 小計	—	27,505,696
Contract Liabilities 合同負債	Singapore Cables Manufacturers Pte Ltd.	21,207	—
	Singapore Cables Manufacturers Pte Ltd.		
	Shenzhen SDGI Optical Fibre Co., Ltd.	25,280,000	—
	深圳特發信息光纖有限公司		
	Tianjin YOFC XMKJ Optical Communication Co., Ltd.	52,360	—
	天津長飛鑫茂光通信有限公司		
	Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd.	8,655,474	—
	長飛信越(湖北)光棒有限公司		
	Sub-total 小計	34,009,041	—

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 5. Receivables and Payables of Related Parties (Cont'd)

##### (2) Payables to related parties (Cont'd)

The Group (Cont'd)

### 十、關聯方及關聯交易(續)

#### 5、關聯方應收應付款項(續)

##### (2) 應付關聯方款項(續)

本集團(續)

Names of items 項目名稱	Related parties 關聯方	31 December 2018 Book balance 2018年 12月31日 賬面餘額	31 December 2017 Book balance 2017年 12月31日 賬面餘額
Deferred income 遞延收益	Wuhan Yunjingfei Optical Fibre Material Co., Ltd. 武漢雲晶飛光纖材料有限公司	3,456,000	3,888,000
	Tianjin YOFC XMKJ Optical Communication Co., Ltd. 天津長飛鑫茂光通信有限公司	—	1,466,667
	Tianjin YOFC XMKJ Optical Cable Co., Ltd. 天津長飛鑫茂光纜有限公司	—	1,000,000
	Sub-total 小計	3,456,000	6,354,667
Non-current liabilities due within one year 一年內到期的 非流動負債	Tianjin YOFC XMKJ Optical Communication Co., Ltd. 天津長飛鑫茂光通信有限公司	1,466,667	4,400,000
	Tianjin YOFC XMKJ Optical Cable Co., Ltd. 天津長飛鑫茂光纜有限公司	1,000,000	1,500,000
	Wuhan Yunjingfei Optical Fibre Material Co., Ltd. 武漢雲晶飛光纖材料有限公司	432,000	432,000
	Sub-total 小計	2,898,667	6,332,000



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 5. Receivables and Payables of Related Parties (Cont'd)

##### (2) Payables to related parties (Cont'd)

The Company

### 十、關聯方及關聯交易(續)

#### 5、關聯方應收應付款項(續)

##### (2) 應付關聯方款項(續)

本公司

Names of items 項目名稱	Related parties 關聯方	31 December 2018 Book balance 2018年 12月31日 賬面餘額	31 December 2017 Book balance 2017年 12月31日 賬面餘額
Trade payables 應付賬款	Sichuan Lefei Optoelectric Technology Company Limited 四川樂飛光電科技有限公司	106,403,739	61,464,185
	Tianjin YOFC XMJ Optical Communication Co., Ltd. 天津長飛鑫茂光通信有限公司	—	31,629,027
	Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd. 長飛信越(湖北)光棒有限公司	55,255,920	56,145,240
	Tianjin YOFC XMJ Optical Cable Co., Ltd. 天津長飛鑫茂光纜有限公司	6,278,289	29,104,503
	Draka Comteq Fibre B.V. Draka Comteq Fibre B.V.	824,310	1,070,554
	Wuhan Yunjingfei Optical Fibre Material Co., Ltd. 武漢雲晶飛光纖材料有限公司	12,782,712	13,044,286
	Wuhan Guangyuan Electronic Technology Co., Ltd. 武漢光源電子科技有限公司	5,376,227	4,869,283
	Yangtze Optical Fibre and Cable (Shanghai) Co., Ltd. 長飛光纖光纜(上海)有限公司	39,218,505	22,579,984
	Yangtze (Wuhan) Optical System Corporation 長飛(武漢)光系統股份有限公司	236,104	1,538
	Wuhan Puli Polymerization Technology Co., Ltd. 武漢普利聚合技術有限公司	51,282	—
	Yangtze Optical Fibre (Qianjiang) Co., Ltd. 長飛光纖潛江有限公司	760,828,465	333,021,369
	Wuhan YOFC Cable Co., Ltd. 武漢長飛通用電纜有限公司	31,640,903	18,981,754

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 5. Receivables and Payables of Related Parties (Cont'd)

##### (2) Payables to related parties (Cont'd)

The Company (Cont'd)

### 十、關聯方及關聯交易(續)

#### 5、關聯方應收應付款項(續)

##### (2) 應付關聯方款項(續)

本公司(續)

Names of items 項目名稱	Related parties 關聯方	31 December 2018 Book balance 2018年 12月31日 賬面餘額	31 December 2017 Book balance 2017年 12月31日 賬面餘額
	Yangtze Optical Fibre and Cable Lanzhou Co., Ltd. 長飛光纖光纜蘭州有限公司	30,427,216	18,197,354
	Yangtze Optical Fibre and Cable Shenyang Co., Ltd. 長飛光纖光纜瀋陽有限公司	27,258,418	35,080,296
	Shenzhen YOFC Connectivity Technologies Co., Ltd. 深圳長飛智連技術有限公司	27,251,715	18,404,083
	Yangtze Optical Fibre and Cable Company (Hong Kong) Ltd. 長飛光纖光纜(香港)有限公司	4,213,361	74,376,333
	Ally First Optical Fibre and Cable Co., Ltd. 浙江聯飛光纖光纜有限公司	—	10,785,466
	PT Yangtze Optical Fibre Indonesia	2,051,786	2,428,835
	PT Yangtze Optical Fibre Indonesia		
	Yangtze Optics Africa Cable Proprietary Limited	1,335,798	2,899,448
	Yangtze Optics Africa Cable Proprietary Limited		
	Sub-total 小計	1,111,434,750	734,083,538
Other payables 其他應付款	Draka Comteq Fibre B.V. Draka Comteq Fibre B.V.	37,194,245	40,618,459
	Shenzhen YOFC Connectivity Technologies Co., Ltd. 深圳長飛智連技術有限公司	74,435	—
	Sub-total 小計	37,268,680	40,618,459

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 5. Receivables and Payables of Related Parties (Cont'd)

##### (2) Payables to related parties (Cont'd)

The Company (Cont'd)

### 十、關聯方及關聯交易(續)

#### 5、關聯方應收應付款項(續)

##### (2) 應付關聯方款項(續)

本公司(續)

Names of items 項目名稱	Related parties 關聯方	31 December 2018 Book balance 2018年 12月31日 賬面餘額	31 December 2017 Book balance 2017年 12月31日 賬面餘額
Receipt in advance 預收賬款	YOFC Optical Fibre Qianjiang Co., Ltd. 長飛光纖潛江有限公司	—	124,835
	Yangtze Optics Africa Cable Proprietary Limited	—	31,240
	Yangtze Optics Africa Cable Proprietary Limited	—	1,745,441
	Singapore Cables Manufacturers Pte Ltd.	—	25,280,000
	Singapore Cables Manufacturers Pte Ltd.	—	480,255
	Shenzhen SDGI Optical Fibre Co., Ltd. 深圳特發信息光纖有限公司	—	
	Tianjin YOFC XMKJ Optical Communication Co., Ltd. 天津長飛鑫茂光通信有限公司	—	
	Sub-total 小計	—	27,661,771
Contract liabilities 合同負債	Yangtze Optics Africa Cable Proprietary Limited	527,281	—
	Yangtze Optics Africa Cable Proprietary Limited	21,207	—
	Singapore Cables Manufacturers Pte Ltd.	8,655,474	—
	Singapore Cables Manufacturers Pte Ltd.	25,280,000	—
	Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd. 長飛信越(湖北)光棒有限公司	988,936	—
	Shenzhen SDGI Optical Fibre Co., Ltd. 深圳特發信息光纖有限公司	52,360	—
	PT.Yangtze Optical Fibre Indonesia		
	PT.Yangtze Optical Fibre Indonesia		
	Tianjin YOFC XMKJ Optical Communication Co., Ltd. 天津長飛鑫茂光通信有限公司		
	Sub-total 小計	35,525,258	—

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### X. RELATED PARTIES AND TRANSACTIONS (Cont'd)

#### 5. Receivables and Payables of Related Parties (Cont'd)

##### (2) Payables to related parties (Cont'd)

The Company (Cont'd)

### 十、關聯方及關聯交易(續)

#### 5、關聯方應收應付款項(續)

##### (2) 應付關聯方款項(續)

本公司(續)

Names of items 項目名稱	Related parties 關聯方	31 December 2018 Book balance 2018年 12月31日 賬面餘額	31 December 2017 Book balance 2017年 12月31日 賬面餘額
Deferred income 遞延收益	Ally First Optical Fibre and Cable Co., Ltd. 浙江聯飛光纖光纜有限公司	12,829,940	13,584,740
	Wuhan Yunjingfei Optical Fibre Material Co., Ltd. 武漢雲晶飛光纖材料有限公司	3,456,000	3,888,000
	Tianjin YOFC XMKJ Optical Communication Co., Ltd. 天津長飛鑫茂光通信有限公司	—	1,466,667
	Tianjin YOFC XMKJ Optical Cable Co., Ltd. 天津長飛鑫茂光纜有限公司	—	1,000,000
	Sub-total 小計	16,285,940	19,939,407
Non-current liabilities due within one year 一年內到期的 非流動負債	Tianjin YOFC XMKJ Optical Communication Co., Ltd. 天津長飛鑫茂光通信有限公司	1,466,667	4,400,000
	Tianjin YOFC XMKJ Optical Cable Co., Ltd. 天津長飛鑫茂光纜有限公司	1,000,000	1,500,000
	Wuhan Yunjingfei Optical Fibre Material Co., Ltd. 武漢雲晶飛光纖材料有限公司	432,000	432,000
	Ally First Optical Fibre and Cable Co., Ltd. 浙江聯飛光纖光纜有限公司	754,800	754,800
	Sub-total 小計	3,653,467	7,086,800



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XI. CAPITAL MANAGEMENT

The Group's primary objectives of capital management are to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders, by pricing products and services commensurately with the level of risk and by ensuring access to finance at reasonable financial costs.

The Group defines "capital" as shareholders' equity. The Group's capital excludes balances of related party transactions.

The Group's capital structure is regularly reviewed and managed to achieve an optimal structure and returns to shareholders. The factors considered by the Group include: the Group's fund demands in the future, capital efficiency, actual and expected profitability, expected cash flow, and estimated capital expenditures. If any change of the economic conditions influences the Group, the Group will adjust its capital structure.

The Group supervises its capital structure through adjusted net debt-to-capital ratio. For this purpose, adjusted net debt is defined as total debt (which includes current bank loans, non-current bank loans), less cash and cash equivalents.

The adjusted net debt-to-capital ratio is as follows:

#### The Group

		2018 2018年	2017 2017年
Current liabilities	流動負債		
Current bank loans	短期借款	276,645,808	495,013,000
Non-current bank loans due within one year	一年內到期的長期借款	263,620,000	2,000,000
Non-current liabilities	非流動負債		
Non-current bank loans	長期借款	817,000,000	481,290,000
Total debts	總債務合計	1,357,265,808	978,303,000
Add: proposed dividends	加：提議分配的股利	189,476,277	—
Less: cash and cash equivalents	減：現金及現金等價物	2,684,163,417	1,799,513,559
Adjusted net debt	經調整的淨債務	(1,137,421,332)	(821,210,559)
Shareholders' equity	股東權益	8,376,329,206	5,485,828,178
Less: proposed dividends	減：提議分配的股利	189,476,277	—
Adjusted net capital	經調整的資本	8,186,852,929	5,485,828,178
Adjusted net debt-to-capital ratio	經調整的淨債務資本率	(14%)	(15%)

### 十一、資本管理

本集團資本管理的主要目標是保障本集團的持續經營，能夠通過制定與風險水平相當的產品和服務價格並確保以合理融資成本獲得融資的方式，持續為股東提供回報。

本集團對資本的定義為股東權益。本集團的資本不包括與關聯方之間的業務往來餘額。

本集團定期覆核和管理自身的資本結構，力求達到最理想的資本結構和股東回報。本集團考慮的因素包括：本集團未來的資金需求、資本效率、現實的及預期的盈利能力、預期的現金流、預期資本支出等。如果經濟狀況發生改變並影響本集團，本集團將會調整資本結構。

本集團通過經調整的淨債務資本率來監管集團的資本結構。經調整的淨債務為總債務（包括短期借款及長期借款），扣除現金和現金等價物。

經調整的淨債務資本率如下：

#### 本集團

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XI. CAPITAL MANAGEMENT (Cont'd)

### 十一、資本管理 (續)

#### The Company

#### 本公司

		2018 2018年	2017 2017年
Current liabilities	流動負債		
Current bank loans	短期借款	238,556,208	478,013,000
Non-current bank loans due within one year	一年內到期的長期借款	263,620,000	2,000,000
Non-current liabilities	非流動負債		
Non-current bank loans	長期借款	817,000,000	462,590,000
Total debts	總債務合計	1,319,176,208	942,603,000
Add: proposed dividends	加：提議分配的股利	189,476,277	—
Less: cash and cash equivalents	減：現金及現金等價物	2,206,124,328	1,430,201,714
Adjusted net debt	經調整的淨債務	(697,471,843)	(487,598,714)
Shareholders' equity	股東權益	7,488,730,414	4,913,575,337
Less: proposed dividends	減：提議分配的股利	189,476,277	—
Adjusted net capital	經調整的資本	7,299,254,137	4,913,575,337
Adjusted net debt-to-capital ratio	經調整的淨債務資本率	(10%)	(10%)

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XII. COMMITMENTS AND CONTINGENCIES

#### I. Significant commitments

##### (1) Capital commitment

Items	項目	2018 2018年	2017 2017年
Construction projects	工程項目	2,227,269,128	2,495,056,205
Other long-term equity investments	其他長期股權投資	26,340,312	325,547,422
Total	合計	2,253,609,440	2,820,603,627

##### (2) Operating Lease Commitments

The minimum lease payment payables of the Group under irrevocable relevant housing operating lease agreement after 31 December 2017 and 31 December 2018 are as follows:

Items	項目	2018 2018年	2017 2017年
Within 1 year (1 year inclusive)	1年以內(含1年)	15,631,021	8,214,968
1 to 2 years (2 years inclusive)	1年以上2年以內(含2年)	14,574,435	5,278,530
2 to 3 years (3 years inclusive)	2年以上3年以內(含3年)	14,510,472	5,110,457
Over 3 years	3年以上	17,618,639	4,118,191
Total	合計	62,334,567	22,722,146

The MOF issued CAS No.21 - Lease ("new lease standard") in 2018, the Group will apply the accounting standards since 1 January 2019. Under new lease standard, lessees will no longer distinguish between finance leases and operating leases, instead, in a single lease accounting model, all lessees will recognise right-of-use asset and lease liability, and will recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset for all leases except for short-term leases and leases of low-value items. New lease standard will primarily affect the group's accounting as a lessee of leases for properties, plant and equipment which are currently classified as operating leases.

As shown on the above table, as at 31 December 2018, the Group's irrevocable operating leases, related to plants and offices leases, amounted to RMB62,334,567. The majority of the amount would be paid within one to five years after the date of the report. Currently, the Group is evaluating the effects on the confirmation of assets' and liabilities' payments in the future from such promise. The effects on the classification of the Group's profits and cash flows would also be evaluated.

### 十二、承諾及或有事項

#### I、重要承諾事項

##### (1) 資本承擔

##### (2) 經營租賃承擔

根據不可撤銷的有關房屋經營租賃協議，本集團於2017年及2018年12月31日以後應支付的最低租賃付款額如下：

財政部於2018年修訂發佈了《企業會計準則第21號——租賃》(以下簡稱「新租賃準則」)，本集團將自2019年1月1日起執行該企業會計準則。新租賃準則下，承租人不再將租賃區分為經營租賃或融資租賃，而是採用統一的會計處理模型，對短期租賃和低價值資產租賃以外的其他所有租賃均確認使用權資產和租賃負債，並分別計提折舊和利息費用。新租賃準則將主要影響本集團作為承租人經營租賃的會計處理。

如上表所示，截至2018年12月31日，本集團與租賃廠房及辦公場地等相關的不可撤銷的經營租賃承擔約人民幣62,334,567元，其中大部分於報告日後一至五年內支付。目前，本集團正在評估該等承擔在多大程度上將導致資產和負債未來付款的確認，以及將如何影響本集團的利潤和現金流量的分類。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XIII. POST BALANCE SHEET DATE EVENTS

The Board proposed the distribution of a final dividend on 22 March 2019 of RMB0.25 per share totaling RMB189,496,277 on 22 March 2019. The proposed dividend is subject to approval by shareholders of the Company at the forthcoming 2018 annual general meeting. As at the balance sheet date, the proposed dividends were not recognized as liabilities.

### XIV. OTHER SIGNIFICANT MATTERS

#### I. Segment Reporting

The Group determines the two reporting segments, optical fibres and optical fibre preforms segment and optical fibre cables segment, based on the internal organizational structure, management requirements and internal reporting system. Each reporting segment is a separate business segment that provides different products. The management of the Group will regularly review the financial information of different segments to determine the allocation of resources and to evaluate their sales performance.

- Optical fibres and optical fibre preforms segment—mainly responsible for the production and sales of optical fibers and optical fiber preforms.
- Optical fibre cables segment—mainly responsible for the production and sales of optical fibre cables.

#### (1) Information of Profit or Loss and Asset of Reporting Segments

In order to evaluate the performance of each segment and allocate resources, the management of the Group will regularly review the assets, income, expenses and operating results attributable to each segment. The preparation of such information is based on the followings:

Segment assets include all tangible assets, other non-current assets and receivables and other current assets attributable to each segment, but exclude deferred income tax assets, long-term equity investments, intangible assets and other unallocated assets.

### 十三、資產負債表日後事項

董事會於2019年3月22日提議本公司向普通股股東派發現金股利，每股人民幣0.25元，共人民幣189,476,277元。此項提議尚待股東大會批准。於資產負債表日後提議派發的現金股利並未在資產負債表日確認為負債。

### 十四、其他重要事項

#### I、分部報告

本集團根據內部組織結構、管理要求及內部報告制度確定了光纖及光纖預製棒和光纖共兩個報告分部。每個報告分部為單獨的業務分部，提供不同的產品。本集團管理層將會定期審閱不同分部的財務信息以決定向其配置資源、評價業績。

- 光纖及光纖預製棒分部—主要負責光纖及光纖預製棒的生產和銷售。
- 光纖分部—主要負責光纖的生產和銷售。

#### (1) 報告分部的利潤或虧損及資產的信息

為了評價各個分部的業績及向其配置資源，本集團管理層會定期審閱歸屬於各分部資產、收入、費用及經營成果，這些信息的編製基礎如下：

分部資產包括歸屬於各分部的所有的有形資產、其他長期資產及應收款項等流動資產，但不包括遞延所得稅資產、長期股權投資、無形資產及其它未分配的資產。



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XIV. OTHER SIGNIFICANT MATTERS (Cont'd)

#### I. Segment Reporting (Cont'd)

##### (1) Information of Profit or Loss and Asset of Reporting Segments (Cont'd)

Segment operating results refer to the revenue from external customers generated by each segment, less the operating costs incurred by each segment. The Group did not allocate other expenses such as selling and management expenses and financial expenses to each segment.

The information disclosed in each of the following reporting segments of the Group is that the management of the Group used the following data in measuring profit/(loss) and assets of the reporting segments, or did not use the following data but provided it regularly to the management of the Group:

		2018						
		2018年						
Items	項目	Optical fibres and optical fibre preforms segment 光纖及光纖預製棒分部	Optical fibre cables segment 光纜分部	Others 其他	Offset between segments 分部間抵銷	Unallocated amounts 未分配金額	Total 合計	
Revenue from external transactions	對外交易收入	4,691,213,906	5,726,732,615	941,817,565	—	—	11,359,764,086	
Inter-segment revenue	分部間交易收入	621,561,325	17,654,034	525,995,092	(1,165,210,451)	—	—	
Segment profit	分部利潤	2,517,076,356	701,142,395	218,590,815	(208,385,873)	—	3,228,423,693	
Including: Depreciation and amortization expenses	其中：折舊和攤銷費用	(109,192,139)	(26,271,833)	(85,978,027)	3,895,436	—	(217,546,563)	
Taxes and surcharge	税金及附加	—	—	—	—	(61,749,553)	(61,749,553)	
Selling expenses	銷售費用	—	—	—	—	(385,304,803)	(385,304,803)	
Administrative expenses	管理費用	—	—	—	—	(646,920,902)	(646,920,902)	
R&D expenses	研發費用	—	—	—	—	(516,757,100)	(516,757,100)	
Financial expenses	財務費用	—	—	—	—	(40,148,836)	(40,148,836)	
Impairment loss	資產減值損失	—	—	—	—	(38,615,213)	(38,615,213)	

### 十四、其他重要事項(續)

#### I、分部報告(續)

##### (1) 報告分部的利潤或虧損及資產的信息(續)

分部經營成果是指各個分部產生的對外交易收入，扣除各個分部發生的營業成本。本集團並沒有將銷售及管理費用、財務費用等其他費用分配給各分部。

下述披露的本集團各個報告分部的信息是本集團管理層在計量報告分部利潤／(虧損)、資產時運用了下列數據，或者未運用下列數據但定期提供給本集團管理層的：

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XIV. OTHER SIGNIFICANT MATTERS (Cont'd)

#### I. Segment Reporting (Cont'd)

(1) Information of Profit or Loss and Asset of Reporting Segments (Cont'd)

### 十四、其他重要事項(續)

#### 1、分部報告(續)

(1) 報告分部的利潤或虧損及資產的信息(續)

		2018					
		2018 年					
Items	項目	Optical fibres and optical fibre preforms segment 光纖及光纖 預製棒分部	Optical fibre cables segment 光纜分部	Others 其他	Offset between segments 分部間 抵銷	Unallocated amounts 未分配 金額	Total 合計
Credit loss	信用減值損失	—	—	—	—	(48,290,427)	(48,290,427)
Gains from changes in fair value	公允價值變動收益	—	—	—	—	257,993	257,993
Investment income	投資收益	—	—	—	—	151,058,214	151,058,214
Including: Investment Income in associates and joint ventures	其中：對聯營和合營企業的投資收益	—	—	—	—	152,089,231	152,089,231
Losses from disposal of assets	資產處置收益	—	—	—	—	(2,741,721)	(2,741,721)
Others income	其他收益	—	—	—	—	27,858,039	27,858,039
Operating profit/(loss)	營業利潤／(虧損)	2,517,076,356	701,142,395	218,590,815	(208,385,873)	(1,561,354,309)	1,667,069,384
Non-operating income	營業外收入	—	—	—	—	3,514,740	3,514,740
Non-operating expenses	營業外支出	—	—	—	—	(1,059,066)	(1,059,066)
Profit before taxation	利潤／(虧損)總額	2,517,076,356	701,142,395	218,590,815	(208,385,873)	(1,558,898,635)	1,669,525,058
Income tax	所得稅費用	—	—	—	—	(181,491,174)	(181,491,174)
Profit for the year	淨利潤／(虧損)	2,517,076,356	701,142,395	218,590,815	(208,385,873)	(1,740,392,809)	1,488,030,884

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XIV. OTHER SIGNIFICANT MATTERS (Cont'd)

#### I. Segment Reporting (Cont'd)

##### (1) Information of Profit or Loss and Asset of Reporting Segments (Cont'd)

### 十四、其他重要事項(續)

#### I、分部報告(續)

##### (1) 報告分部的利潤或虧損及資產的信息(續)

		2017					
		2017年					
Items	項目	Optical fibres and optical fibre preforms segment 光纖及光纖 預製棒分部	Optical fibre cables segment 光纜分部	Others 其他	Offset between segments 分部間 抵銷	Unallocated amounts 未分配 金額	Total 合計
Revenue from external transactions	對外交易收入	4,702,946,373	5,034,896,658	628,240,628	—	—	10,366,083,659
Inter-segment revenue	分部間交易收入	441,264,757	10,525,110	426,751,818	(878,541,685)	—	—
Segment profit	分部利潤	2,224,855,964	534,400,696	135,296,392	(105,352,308)	—	2,789,200,744
Including: Depreciation and amortization expenses	其中：折舊和攤銷費用	(97,993,873)	(23,064,896)	(85,418,297)	3,161,937	—	(203,315,129)
Taxes and surcharge	稅金及附加	—	—	—	—	(63,717,191)	(63,717,191)
Selling expenses	銷售費用	—	—	—	—	(304,884,581)	(304,884,581)
Administrative expenses	管理費用	—	—	—	—	(565,267,682)	(565,267,682)
R&D expenses	研發費用	—	—	—	—	(402,799,706)	(402,799,706)
Financial expenses	財務費用	—	—	—	—	(78,156,390)	(78,156,390)
Impairment loss	資產減值損失	—	—	—	—	(117,329,577)	(117,329,577)
Gains from changes in fair value	公允價值變動收益	—	—	—	—	240,422	240,422
Investment income	投資收益	—	—	—	—	161,089,680	161,089,680
Including: Investment income in associates and joint ventures	其中：對聯營和合營企業的投資收益	—	—	—	—	159,121,150	159,121,150
Losses from disposal of assets	資產處置收益	—	—	—	—	(2,729,458)	(2,729,458)
Others profits	其他收益	—	—	—	—	31,055,191	31,055,191

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XIV. OTHER SIGNIFICANT MATTERS (Cont'd)

#### I. Segment Reporting (Cont'd)

##### (1) Information of Profit or Loss and Asset of Reporting Segments (Cont'd)

### 十四、其他重要事項(續)

#### I、分部報告(續)

##### (1) 報告分部的利潤或虧損及資產的信息(續)

		2017 2017年					
Items	項目	Optical fibres and optical fibre preforms segment 光纖及光纖 預製棒分部	Optical fibre cables segment 光纜分部	Others 其他	Offset between segments 分部間 抵銷	Unallocated amounts 未分配 金額	Total 合計
Operating profit/(loss)	營業利潤／(虧損)	2,224,855,964	534,400,696	135,296,392	(105,352,308)	(1,342,499,292)	1,446,701,452
Non-operating income	營業外收入	—	—	—	—	1,703,021	1,703,021
Non-operating expenses	營業外支出	—	—	—	—	(1,530,284)	(1,530,284)
Profit before taxation	利潤／(虧損)總額	2,224,855,964	534,400,696	135,296,392	(105,352,308)	(1,342,326,555)	1,446,874,189
Income taxes	所得稅費用	—	—	—	—	(212,295,105)	(212,295,105)
Profit for the year	淨利潤／(虧損)	2,224,855,964	534,400,696	135,296,392	(105,352,308)	(1,554,621,660)	1,234,579,084

		2018 2018年					
Items	項目	Optical fibres and optical fibre preforms segment 光纖及光纖 預製棒分部	Optical fibre cables segment 光纜分部	Others 其他	Offset between segments 分部間 抵銷	Unallocated amounts 未分配 金額	Total 合計
Total assets	資產總額	3,339,243,003	2,947,812,542	6,762,745,736	(163,918,972)	—	12,885,882,309
Other items:	其他項目：						
— Long-term equity investment in associates and joint ventures	— 對聯營企業和合營企業的長期股權投資	—	—	1,626,151,304	—	—	1,626,151,304
— Increase in other non-current assets other than long-term equity investment	— 長期股權投資以外的其他非流動資產增加額						
		1,046,540,370	42,664,890	339,565,101	(92,436,608)	—	1,336,333,753



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XIV. OTHER SIGNIFICANT MATTERS (Cont'd)

#### I. Segment Reporting (Cont'd)

##### (1) Information of Profit or Loss and Asset of Reporting Segments (Cont'd)

### 十四、其他重要事項(續)

#### I、分部報告(續)

##### (1) 報告分部的利潤或虧損及資產的信息(續)

		2017						
		2017年						
Items	項目	Optical fibres and optical fibre preforms segment 光纖及光纖預製棒分部	Optical fibre cables segment 光纜分部	Others 其他	Offset between segments 分部間抵銷	Unallocated amounts 未分配金額	Total 合計	
Total assets	資產總額	2,136,306,867	2,189,938,346	4,988,611,474	(147,092,684)	—	9,167,764,003	
Other items:	其他項目：							
— Long-term equity investment in associates and joint ventures	— 對聯營企業和合營企業的長期股權投資	—	—	1,241,866,472	—	—	1,241,866,472	
— Increase in other non-current assets other than long-term equity investment	— 長期股權投資以外的其他非流動資產增加額	261,785,001	98,265,701	213,786,290	(8,440,344)	—	565,396,648	

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XIV. OTHER SIGNIFICANT MATTERS (Cont'd)

#### I. Segment Reporting (Cont'd)

##### (2) Geographical Information

Information about the external transaction income and non-current assets (including fixed assets, construction in progress, intangible assets, long-term equity investment and other prepayments (specific non-current assets)) listed by the Group in different regions are shown in the table below. External transaction revenue is divided by the location of the customer who receives the service or purchases the product. Non-current assets are classified according to the physical location of assets (for fixed assets) or the location of related business (for intangible assets and other prepayments) or the location of joint ventures and associates.

### 十四、其他重要事項(續)

#### 1、分部報告(續)

##### (2) 地區信息

本集團按不同地區列示的有關取得的對外交易收入以及非流動資產(包括固定資產、在建工程、無形資產、長期股權投資及其他預付款項(特定非流動資產)，下同)的信息見下表。對外交易收入是按接受服務或購買產品的客戶的所在地進行劃分。非流動資產是按照資產實物所在地(對於固定資產而言)或被分配到相關業務的所在地(對無形資產和其他預付款項而言)或合營及聯營企業的所在地進行劃分。

		Total revenue from external customers 對外交易收入總額	
		2018 2018年	2017 2017年
Country or region	國家或地區		
Mainland China	中國大陸	9,473,773,438	9,205,778,310
Others	其他	1,885,990,648	1,160,305,349
Total	合計	11,359,764,086	10,366,083,659

		Total non-current assets 非流動資產總額	
		2018 2018年	2017 2017年
Country or region	國家或地區		
Mainland China	中國大陸	5,061,324,721	3,564,161,483
Others	其他	187,002,145	193,626,060
Total	合計	5,248,326,866	3,757,787,543

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XIV. OTHER SIGNIFICANT MATTERS (Cont'd)

#### I. Segment Reporting (Cont'd)

##### (3) Key customers

Among the Group's customers, the Group has one customer (2017: one) derived from a single customer's income which accounted for 10% or more of the Group's total income, accounting for approximately 23% of the Group's total income (2017: 28%). The amount of income from those customers is as follows:

### 十四、其他重要事項(續)

#### I、分部報告(續)

##### (3) 主要客戶

在本集團客戶中，本集團來源於單一客戶收入佔本集團總收入10%或以上的客戶有1個(2017年：1個)，約佔本集團總收入23%(2017年：28%)。來自該等客戶的收入金額列示如下：

2018 2018年		
Customers 客戶	Name of segment 分部名稱	Amounts 金額
Customer I 客戶 I	Optical fibre cables segment 光纜分部	2,667,326,865
2017 2017年		
Customers 客戶	Name of segment 分部名稱	Amounts 金額
Customer I 客戶 I	Optical fibre cables segment 光纜分部	2,884,162,780

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XIV. OTHER SIGNIFICANT MATTERS (Cont'd)

#### 2. Directors' emoluments

##### (1) Directors' remuneration

Details of the directors' remuneration (including the chief executive officer and the supervisor) disclosed in Section 383 of the "Hong Kong Company Law" and Section 2 of the "Corporate Remuneration Disclosure Information" of the company regulations are as follows:

### 十四、其他重要事項(續)

#### 2、董事薪酬

##### (1) 董事酬金

依照《香港公司法》第383節第一條以及公司法規第二部分「有關董事酬金披露信息」所披露的董事酬金(包括行政總裁及監事)詳情如下：

		2018 2018 年度				
		Salaries, allowances and other benefits		Discretionary bonus	Retirement benefit plan contributions	Total
	Current or previous positions 現任或曾任職位	Fee 袍金	薪金、津貼 及其他福利	酌情花紅	退休福利 計劃供款	合計
<b>董事</b>	<b>Director</b>					
Ma Jie	Director	468,421	—	—	—	468,421
馬杰	董事					
Philippe Claude Vanhille	Director	468,421	—	—	—	468,421
	董事					
Yao Jingming	Director	468,421	—	—	—	468,421
姚井明	董事					
Zhuang Dan	Director&President	—	1,860,515	3,450,000	94,178	5,404,693
莊丹	董事兼總經理					
Pier Francesco Facchini	Director	468,421	—	—	—	468,421
	董事					
Frank Franciscus Dorjee	Director	468,421	—	—	—	468,421
	董事					
Xiong Xiangfeng	Director	468,421	—	—	—	468,421
熊向峰	董事					
Zheng Huili (note ii)	Director	468,421	387,082	1,000,000	94,178	1,949,681
鄭慧麗	董事					



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XIV. OTHER SIGNIFICANT MATTERS (Cont'd)

#### 2. Directors' emoluments (Cont'd)

##### (1) Directors' remuneration (Cont'd)

### 十四、其他重要事項(續)

#### 2、董事薪酬(續)

##### (1) 董事酬金(續)

		2018 2018 年度				
		Salaries, allowances and other benefits	Discretionary bonus	Retirement benefit plan contributions	Total	
	Current or previous positions 現任或曾任職位	Fee 袍金	薪金、津貼 及其他福利	酌情花紅	退休福利 計劃供款	合計
<b>獨立非執行董事</b>	<b>Independent non-executive director</b>					
Ngai Wai Fung	Independent non-executive director	468,421	—	—	—	468,421
魏偉峰	獨立非執行董事					
Ip Sik On Simon	Independent non-executive director	468,421	—	—	—	468,421
葉錫安	獨立非執行董事					
Li Ping	Independent non-executive director	468,421	—	—	—	468,421
李平	獨立非執行董事					
Li Zhuo	Independent non-executive director	468,421	—	—	—	468,421
李卓	獨立非執行董事					
<b>監事</b>	<b>Supervisor</b>					
Wang Ruichun	Supervisor	—	1,083,096	1,020,000	94,178	2,197,274
王瑞春	監事					
Liu Deming	Supervisor	178,572	—	—	—	178,572
劉德明	監事					
Li Chang'ai	Supervisor	178,572	—	—	—	178,572
李長愛	監事					
<b>合計</b>	<b>Total</b>	<b>5,509,775</b>	<b>3,330,693</b>	<b>5,470,000</b>	<b>282,534</b>	<b>14,593,002</b>

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XIV. OTHER SIGNIFICANT MATTERS (Cont'd)

#### 2. Directors' emoluments (Cont'd)

##### (1) Directors' remuneration (Cont'd)

Details of the directors' remuneration (including the chief executive officer and the supervisor) disclosed in Section 383 of the "Hong Kong Company Law" and Section 2 of the "Corporate Remuneration Disclosure Information" of the company regulations are as follows:

### 十四、其他重要事項(續)

#### 2、董事薪酬(續)

##### (1) 董事酬金(續)

依照《香港公司法》第383節第一條以及公司法規第二部分「有關董事酬金披露信息」所披露的董事酬金(包括行政總裁及監事)詳情如下：

	Current or previous positions 現任或曾任職位	Fee 袍金	Salaries, allowances and other benefits 薪金、津貼及其他福利	2017 2017年度		Retirement benefit plan contributions 退休福利計劃供款	Total 合計
				Discretionary bonus 酌情花紅			
<b>董事</b>	<b>Director</b>						
Ma Jie 馬杰	Director 董事	466,229	—	—	—	—	466,229
Philippe Claude Vanhille	Director 董事	466,229	—	—	—	—	466,229
Yao Jingming 姚井明	Director 董事	466,229	—	—	—	—	466,229
Zhuang Dan 莊丹	Director&President 董事兼總經理	—	1,432,894	4,500,000	84,621	—	6,017,515
Pier Francesco Facchini	Director 董事	429,387	—	—	—	—	429,387
Frank Franciscus Dorjee	Director 董事	466,229	—	—	—	—	466,229
Xiong Xiangfeng 熊向峰	Director 董事	466,229	—	—	—	—	466,229
Zheng Huili 鄭慧麗	Director 董事	466,229	377,794	750,000	84,621	—	1,678,644
Wen Huiguo (note i) 文會國(註i)	Director 董事	—	90,272	—	1,971	—	92,243
Yeung Kwok Ki (note i) 楊國琦(註i)	Director 董事	36,842	—	—	—	—	36,842

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XIV. OTHER SIGNIFICANT MATTERS (Cont'd)

#### 2. Directors' emoluments (Cont'd)

##### (1) Directors' remuneration (Cont'd)

### 十四、其他重要事項(續)

#### 2、董事薪酬(續)

##### (1) 董事酬金(續)

		2017 2017年度				
		Salaries, allowances and other benefits	Discretionary bonus	Retirement benefit plan contributions	Total	
		薪金、津貼 及其他福利	酌情花紅	退休福利 計劃供款	合計	
		Fee 袍金				
		Current or previous positions 現任或曾任職位				
<b>獨立非執行董事</b>		<b>Independent non-executive director</b>				
Ngai Wai Fung	Independent non-executive director	466,229	—	—	—	466,229
魏偉峰	獨立非執行董事					
Ip Sik On Simon	Independent non-executive director	479,387	—	—	—	479,387
葉錫安	獨立非執行董事					
Li Ping	Independent non-executive director	466,229	—	—	—	466,229
李平	獨立非執行董事					
Li Zhuo	Independent non-executive director	466,229	—	—	—	466,229
李卓	獨立非執行董事					
<b>總裁</b>		<b>President</b>				
Zhuang Dan	President	—	1,432,894	4,500,000	84,621	6,017,514
莊丹	總裁					

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XIV. OTHER SIGNIFICANT MATTERS (Cont'd)

#### 2. Directors' emoluments (Cont'd)

##### (1) Directors' remuneration (Cont'd)

### 十四、其他重要事項(續)

#### 2、董事薪酬(續)

##### (1) 董事酬金(續)

		2017				
		2017年度				
Current or previous positions 現任或曾任職位		Fee 袍金	Salaries, allowances and other benefits 薪金、津貼及其他福利	Discretionary bonus 酌情花紅	Retirement benefit plan contributions 退休福利計劃供款	Total 合計
<b>監事</b>	<b>Supervisor</b>					
Wang Ruichun 王瑞春	Supervisor 監事	—	937,535	637,083	77,966	1,652,584
Liu Deming 劉德明	Supervisor 監事	178,571	—	—	—	178,571
Li Chang'ai 李長愛	Supervisor 監事	178,571	—	—	—	178,571
Jiang Zhikang (note i) 江志康(註i)	Supervisor 監事	—	71,735	—	6,654	78,389
<b>合計</b>	<b>Total</b>	5,498,819	2,910,230	5,887,083	255,833	14,551,965

Note: The above directors and supervisors have resigned on 24 January 2017.

註：上述董事及監事已於2017年1月24日離任。



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XIV. OTHER SIGNIFICANT MATTERS (Cont'd)

#### 2. Directors' emoluments (Cont'd)

##### (2) Highest paid person

During the year, the number of directors, chief executives, supervisors, non-directors and non-supervisors in the five highest paid individuals are set out below:

		2018 2018年	2017 2017年
Directors, chief executives and supervisors	董事、行政總裁及監事	2	1
Non-directors and non-supervisors	非董事及非監事	3	4
Total	合計	5	5

The remunerations of directors including chief executives and supervisors are set out at Note 10. Related parties and transactions IV(7). The total remunerations of other highest paid individuals except the above are as follows:

		2018 2018年	2017 2017年
Remuneration and other emoluments	酬金和其他酬金	4,692,122	5,720,930
Discretionary bonus	酌情花紅	4,228,761	4,656,260
Contributions to retirement plans	退休計劃供款	227,921	282,959
Total	合計	9,148,804	10,660,149

The remuneration of non-directors and non-supervisors in the highest paid individuals is within the following range:

		2018 2018年	2017 2017年
HKD\$2,500,001 to HKD\$3,000,000(RMB2,191,000 to RMB2,629,000)	2,500,001 港元至 3,000,000 港元 (人民幣 2,191,000 元 至人民幣 2,629,000 元)	1	3
HKD\$3,000,001 to HKD\$3,500,000(RMB2,629,001 to RMB3,067,000)	3,000,001 港元至 3,500,000 港元 (人民幣 2,629,000 元 至人民幣 3,067,000 元)	1	—
HKD\$4,000,001 to HKD\$4,500,000(RMB3,505,001 to RMB3,943,000)	4,000,001 港元至 4,500,000 港元 (人民幣 3,505,001 元 至人民幣 3,943,000 元)	1	1
		3	4

### 十四、其他重要事項(續)

#### 2、董事薪酬(續)

##### (2) 最高酬金人士

於本年度內，五名最高酬金人士內的董事、行政總裁、監事、非董事及非監事人數列示如下：

董事(包括行政總裁及監事的酬金詳見附註十，關聯方及聯聯交易4(7))。其餘最高酬金人士的酬金總額列示如下：

最高酬金人士中的非董事及非監事的酬金在以下範圍內：

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XV. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY

### 十五、母公司財務報表主要項目註釋

#### I. Trade and bills receivable

#### 1、應收票據及應收賬款

Type	種類	Note	2018 2018年	2017 2017年
Bills receivable	應收票據	(1)	422,451,391	582,931,872
Trade receivables	應收賬款	(2)	3,195,721,925	1,800,051,280
Total	合計		3,618,173,316	2,382,983,152

#### (1) Bills receivable

#### (1) 應收票據

##### (a) Classification of bills receivable

##### (a) 應收票據的分類

Type	種類	2018 2018年	2017 2017年
Bank acceptance bills	銀行承兌匯票	308,189,926	575,552,336
Commercial acceptance bills	商業承兌匯票	114,261,465	7,379,536
Total	合計	422,451,391	582,931,872

All of the above bills are due within one year.

上述應收票據均為一年內到期。

#### (b) Outstanding endorsed or discounted bills that have not matured at the end of the year

#### (b) 本公司已背書或貼現且在資產負債表日尚未到期的應收票據：

Type	種類	Amount derecognized at the end of 2018 年末終止 確認金額	Amount not derecognized at the end of 2018 年末未終止 確認金額
Bank acceptance bills	銀行承兌匯票	72,742,410	90,622,453

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XV. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

#### 1. Trade and bills receivable (Cont'd)

##### (2) Trade receivables

(a) Trade receivables analyzed by customers' type are as follows:

Type of customers	客戶類別	2018 2018年	2017 2017年
Related parties	關聯公司	708,680,243	202,890,792
Other customers	其他客戶	2,561,082,366	1,638,552,402
<b>Sub-total</b>	<b>小計</b>	<b>3,269,762,609</b>	<b>1,841,443,194</b>
Less: allowance for doubtful debts	減：壞賬準備	74,040,684	41,391,914
<b>Total</b>	<b>合計</b>	<b>3,195,721,925</b>	<b>1,800,051,280</b>

(b) Trade receivables analyzed by ageing are as follows:

Ageing	賬齡	2018 2018年	2017 2017年
Within 1 year (1 year inclusive)	1年以內(含1年)	3,062,348,011	1,649,328,342
1 to 2 years (2 years inclusive)	1年至2年(含2年)	141,353,859	156,295,729
2 to 3 years (3 years inclusive)	2年至3年(含3年)	34,285,899	13,546,799
3 to 4 years (4 years inclusive)	3年至4年(含4年)	11,249,905	8,474,785
4 to 5 years (5 years inclusive)	4年至5年(含5年)	8,131,261	6,503,837
Over 5 years	5年以上	12,393,674	7,293,702
<b>Sub-total</b>	<b>小計</b>	<b>3,269,762,609</b>	<b>1,841,443,194</b>
Less: allowance for doubtful debts	減：壞賬準備	74,040,684	41,391,914
<b>Total</b>	<b>合計</b>	<b>3,195,721,925</b>	<b>1,800,051,280</b>

Ageing calculated from the confirmation date of trade receivables.

賬齡自應收賬款確認日起開始計算。

### 十五、母公司財務報表主要項目註釋(續)

#### 1、應收票據及應收賬款(續)

##### (2) 應收賬款

(a) 應收賬款按客戶類別分析如下：

(b) 應收賬款按賬齡分析如下：

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XV. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

#### I. Trade and bills receivable (Cont'd)

##### (2) Trade receivables (Cont'd)

##### (c) Impairment losses of trade receivables

### 十五、母公司財務報表主要項目註釋(續)

#### 1、應收票據及應收賬款(續)

##### (2) 應收賬款(續)

##### (c) 應收賬款的減值

31 December 2018

2018年12月31日

Type	類別	Book value		Allowance for doubtful debts		Carrying amount
		賬面餘額		壞賬準備		
		Amount	Proportion (%)	Amount	Proportion (%)	
		金額	比例 (%)	金額	比例 (%)	賬面價值
Individually assessed for Customers in default	按單項計提壞賬準備發生違約的客戶群體	—	—	—	—	—
Collectively assessed for impairment by group	按組合計提壞賬準備					
Group 1	群體 1	322,937,638	10%	10,442,221	3%	312,495,417
Group 2	群體 2	1,685,065,104	52%	28,366,888	2%	1,656,698,216
Group 3	群體 3	876,017,262	27%	35,231,575	4%	840,785,687
Group 4	群體 4	385,742,605	11%	—	—	385,742,605
Total	合計	3,269,762,609	100%	74,040,684	2%	3,195,721,925

31 December 2017

2017年12月31日

Type	類別	Book value 賬面餘額		Allowance for doubtful debts 壞賬準備		Carrying amount 賬面價值
		Amount	Proportion	Amount	Proportion	
		金額	(%) 比例 (%)	金額	(%) 比例 (%)	
Individually assessed for Customers in default	按單項計提壞賬準備 發生違約的客戶群體	—	—	—	—	—
Collectively assessed for impairment by group	按組合計提壞賬準備					
Group 1	群體 1	109,436,357	6%	3,488,605	3%	105,947,752
Group 2	群體 2	1,206,596,842	66%	19,747,362	2%	1,186,849,480
Group 3	群體 3	431,955,560	23%	18,155,947	4%	413,799,613
Group 4	群體 4	93,454,435	5%	—	—	93,454,435
Total	合計	1,841,443,194	100%	41,391,914	2%	1,800,051,280



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XV. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

#### 1. Trade and bills receivable (Cont'd)

##### (2) Trade receivables (Cont'd)

##### (d) Standard and explanation of making doubtful debts provisions by group in 2018

According to the historical experience of the Company, there are differences in the losses of different segmented customer groups. Therefore, the Group divided our customers into the following groups:

- Group 1: Related parties;
- Group 2: Operators under China Telecom network and other companies with good credit records;
- Group 3: Other customers outside of 1、2、4 groups.
- Group 4: Subsidiaries of the group.

##### (e) Allowance for doubtful debts changes for the year:

		2018 2018年	2017 2017年
Balance under the previous standard for Financial Instruments	原金融工具準則下的餘額	41,391,914	39,507,235
Adjusted amount under the newly applied standard for Financial Instruments	首次執行新金融工具準則的調整金額	—	—
Adjusted balance at the beginning of the year	調整後年初餘額	41,391,914	39,507,235
Addition during the year	本年計提	41,022,309	3,769,609
Written-off during the year	本年核銷	(8,373,539)	(1,884,930)
Balance at the end of the year	年末餘額	74,040,684	41,391,914

### 十五、母公司財務報表主要項目註釋(續)

#### 1、應收票據及應收賬款(續)

##### (2) 應收賬款(續)

##### (d) 2018年按組合計提壞賬準備的確認標準及說明：

本公司根據歷史經驗，不同細分客戶群體發生損失的情況存在差異，將本公司客戶細分為以下群體：

- 群體1：集團外關聯方；
- 群體2：中國電信網路運營商及其他信用記錄良好的企業；
- 群體3：除群體1、2、4以外的其他客戶；
- 群體4：集團內子公司。

##### (e) 壞賬準備的變動情況：

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XV. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

#### 1. Trade and bills receivable (Cont'd)

##### (2) Trade receivables (Cont'd)

(f) The top five trade receivables by year-end balance of arrears

As of 31 December 2017 and 31 December 2018, the total amount of trade receivables of the top five balances of the Company was RMB1,162,442,865, and RMB 1,654,481,682, respectively. Accounted for 63% and 51% of the total balance of accounts receivable at the end of the year. Total accrued bad-debt provisions balance at the end of the year was RMB 15,644,817 and RMB 25,891,420 respectively.

#### 2. Other receivables

### 十五、母公司財務報表主要項目註釋(續)

#### 1、應收票據及應收賬款(續)

##### (2) 應收賬款(續)

(f) 按欠款方歸集的年末餘額前五名的應收賬款情況

本公司年末餘額前五名的應收賬款合計分別為人民幣1,654,481,682元(2017年：人民幣1,162,442,865元)，佔應收賬款年末餘額合計數的51%(2017年：63%)。相應計提的壞賬準備年末餘額合計人民幣25,891,420元(2017年：人民幣15,644,817元)。

#### 2、其他應收款

Item	種類	Note 註	2018 2018年	2017 2017年
Dividends receivable	應收股利	(1)	13,795,698	13,373,336
Others	其他	(2)	971,092,424	257,473,789
Total	合計		984,888,122	270,847,125

(1) Dividends receivable:

(1) 應收股利

Invested company	被投資單位	2018 2018年	2017 2017年
Yangtze Optical Fibre and Cable (Shanghai) Company Ltd.	長飛光纖光纜(上海)有限公司	13,273,485	12,851,123
Wuhan Guangyuan Electronic Technology Co., Ltd.	武漢光源電子科技有限公司	522,213	522,213
Total	合計	13,795,698	13,373,336

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XV. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

#### 2. Other receivables (Cont'd)

##### (2) Others

(a) Others analyzed by customers category are as follows:

Customers' category	客戶類別	2018 2018年	2017 2017年
Due from related parties within the Group	應收集團內關聯方	892,460,267	189,128,892
Due from related parties outside the Group	應收集團外關聯方	31,458,151	40,290,748
Due from third parties	應收非關聯公司	47,174,006	28,054,149
Sub-total	小計	971,092,424	257,473,789
Less: allowance for doubtful debts	減：壞賬準備	—	—
Total	合計	971,092,424	257,473,789

(b) Others analyzed by ageing are as follows:

Ageing	賬齡	2018 2018年	2017 2017年
Within 1 year (1 year inclusive)	1年以內(含1年)	967,225,794	254,567,794
1 to 2 years (2 years inclusive)	1年至2年(含2年)	2,738,542	1,363,398
2 to 3 years (3 years inclusive)	2年至3年(含3年)	791,725	1,236,453
Over 3 years	3年以上	336,363	306,144
Sub-total	小計	971,092,424	257,473,789
Less: allowance for doubtful debts	減：壞賬準備	—	—
Total	合計	971,092,424	257,473,789

Ageing calculated from the confirmation date of other receivables.

### 十五、母公司財務報表主要項目註釋(續)

#### 2、其他應收款(續)

##### (2) 其他

(a) 其他應收款按客戶類別分析如下：

Customers' category	客戶類別	2018 2018年	2017 2017年
Due from related parties within the Group	應收集團內關聯方	892,460,267	189,128,892
Due from related parties outside the Group	應收集團外關聯方	31,458,151	40,290,748
Due from third parties	應收非關聯公司	47,174,006	28,054,149
Sub-total	小計	971,092,424	257,473,789
Less: allowance for doubtful debts	減：壞賬準備	—	—
Total	合計	971,092,424	257,473,789

(b) 按賬齡分析如下：

Ageing	賬齡	2018 2018年	2017 2017年
Within 1 year (1 year inclusive)	1年以內(含1年)	967,225,794	254,567,794
1 to 2 years (2 years inclusive)	1年至2年(含2年)	2,738,542	1,363,398
2 to 3 years (3 years inclusive)	2年至3年(含3年)	791,725	1,236,453
Over 3 years	3年以上	336,363	306,144
Sub-total	小計	971,092,424	257,473,789
Less: allowance for doubtful debts	減：壞賬準備	—	—
Total	合計	971,092,424	257,473,789

賬齡自其他應收款確認日起開始計算。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XV. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

#### 2. Other receivables (Cont'd)

##### (2) Others (Cont'd)

##### (c) Other receivables classified by nature of payment

Payment nature	款項性質	2018 2018年	2017 2017年
Subsidiary receivable	應收子公司	892,460,267	189,128,892
Others affiliates receivable	應收其他關聯公司	31,458,151	40,290,748
Bid bond	保證金	25,091,030	14,693,040
Others	其他	22,082,976	13,361,109
Sub-total	小計	971,092,424	257,473,789
Less: allowance for doubtful debts	減：壞賬準備	—	—
Total	合計	971,092,424	257,473,789

##### (d) Top five other receivables by debtor as at the end of the year

As at the end of 31 December 2017 and 31 December 2018, the Group's top five balances of other receivables for the year totalled RMB185,000,000 and RMB826,856,414, respectively, accounting for 72% and 85% of the Group's total balance of other receivables as at the end of the year.

### 十五、母公司財務報表主要項目註釋(續)

#### 2、其他應收款(續)

##### (2) 其他(續)

##### (c) 按款項性質分類情況

##### (d) 按欠款方歸集的年末餘額前五名的情況

截至2018年12月31日，本公司餘額前五名的其他應收賬合計為人民幣826,856,414元(2017年：人民幣185,000,000元)，佔其他應收款年末餘額合計數的85%(2017年：72%)。



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XV. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

#### 3. Long-term equity investment

(1) Long-term equity investments are classified as follows:

### 十五、母公司財務報表主要項目註釋(續)

#### 3、長期股權投資

(1) 長期股權投資分類如下：

Items	項目	Book balance 賬面餘額	2018 2018年 Impairment provision 減值準備	Book value 賬面價值
Investment in subsidiaries	對子公司投資	1,157,265,940	179,613,900	977,652,040
Investment in associates and joint ventures	對聯營、合營企業投資	1,624,396,804	4,130,000	1,620,266,804
Total	合計	2,781,662,744	183,743,900	2,597,918,844

Items	項目	Book balance 賬面餘額	2017 2017年 Impairment provision 減值準備	Book value 賬面價值
Investment in subsidiaries	對子公司投資	997,812,591	179,613,900	818,198,691
Investment in associates and joint ventures	對聯營、合營企業投資	1,245,996,472	4,130,000	1,241,866,472
Total	合計	2,243,809,063	183,743,900	2,060,065,163

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XV. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

#### 3. Long-term equity investment (Cont'd)

##### (2) Investment in subsidiaries

### 十五、母公司財務報表主要項目註釋(續)

#### 3、長期股權投資(續)

##### (2) 對子公司投資

Units name	單位名稱	Balance on 1 January 2018	Increase of the year	Decrease of the year	Balance on 31 December 2018	Provision for impairment of the current year 本年計提 減值準備	Impairment prepared year-end balances 減值準備 年末餘額
Yangtze Optical Fibre and Cable Company (Hong Kong) Limited	長飛光纖光纜(香港)有限公司	63,280	—	—	63,280	—	—
Everpro Technologies Company Limited	長芯盛(武漢)科技 有限公司	225,000,000	—	—	225,000,000	—	(179,613,900)
Shenzhen YOFC Connectivity Technologies Co., Ltd.	深圳長飛智連技術 有限公司	22,500,000	—	—	22,500,000	—	—
PT. Yangtze Optical Fibre Indonesia	PT. Yangtze Optical Fibre Indonesia	93,824,209	—	—	93,824,209	—	—
Yangtze Optical Fibre and Cable Shenyang Co., Ltd.	長飛光纖光纜瀋陽 有限公司	40,000,000	—	—	40,000,000	—	—
Yangtze Optical Fibre and Cable Lanzhou Co., Ltd.	長飛光纖光纜蘭州 有限公司	30,000,000	—	—	30,000,000	—	—
Yangtze Optical Fibre (Qianjiang) Co., Ltd.	長飛光纖潛江有限公司	273,500,000	130,500,000	—	404,000,000	—	—
Ally First Optical Fiber and Cable Co., Ltd	浙江聯飛光纖光纜 有限公司	94,860,000	—	—	94,860,000	—	—
Wuhan YOFC Cable Co., Ltd.	武漢長飛通用電纜有限公司	36,232,540	25,383,349	—	61,615,889	—	—
Hubei Flying Optical Fibre Material Co., Ltd.	湖北飛菱光纖材料 有限公司	52,200,000	—	—	52,200,000	—	—
Wuhan E3cloud Information Technologies Co., Ltd.	中標易雲信息技術 有限公司	30,000,000	—	—	30,000,000	—	—
Yangtze Optics Africa Holdings Proprietary Limited	Yangtze Optics Africa Holdings Proprietary Limited	33,586,050	—	—	33,586,050	—	—
PT. Yangtze Optics Indonesia	PT. Yangtze Optics Indonesia	66,046,512	—	—	66,046,512	—	—
Baosheng YOFC Marine Engineering Company Ltd.,	長飛寶勝海洋工程 有限公司	—	3,570,000	—	3,570,000	—	—
Total	合計	997,812,591	159,453,349	—	1,157,265,940	—	(179,613,900)

Please refer to note VII for the relevant information of the Company's subsidiaries.

本公司子公司的相關資訊參見附註七。

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XV. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

#### 3. Long-term equity investment (Cont'd)

(3) Investment in associates and joint ventures:

### 十五、母公司財務報表主要項目註釋(續)

#### 3、長期股權投資(續)

(3) 對聯營、合營企業投資：

Invested units	被投資單位	Balance on 1 January 2018 年初餘額	Additional investment 追加投資	Reduce in investment 減少投資	Increases or decreases changes of the year			Balance on 31 December 2018 年末餘額	Impairment prepared year-end balances 減值準備 年末餘額
					Investment income recognised under the equity method 按持股 比例享有的 被投資單位 淨利潤/ (淨虧損)	Declaring distribution of cash dividends or profits 宣告 發放現金 股利或利潤	Unrealized downstream transactions 未實現 順流交易		
<b>Joint ventures</b>	<b>合營企業</b>								
Shantou Hi-Tech Zone Ao Xing Optical Communication Equipment Co., Ltd	汕頭高新區奧星光通信設備有限公司	95,561,044	—	—	12,197,595	—	(11,926,709)	95,831,930	—
Yangtze Optical Fibre and Cable Sichuan Company Ltd.	四川樂飛光電科技有限公司	71,640,083	—	(4,433,241)	12,917,312	(5,916,000)	(3,008,709)	71,199,445	—
Shenzhen SDGI Optical Fibre Co., Ltd.	深圳特發信息光纖有限公司	168,690,356	—	—	12,265,678	(4,322,537)	708,814	177,342,311	—
Yangtze Zhongli Optical Fibre and Cable (Jiangsu) Co., Ltd.	江蘇長飛中利光纖光纜有限公司	140,951,488	—	(8,918,148)	22,966,951	(10,781,988)	788,983	145,007,286	—
Yangtze Optical Fibre and Cable (Shanghai) Co., Ltd.	長飛光纖光纜(上海)有限公司	216,835,440	—	—	30,813,633	(13,273,485)	816,547	235,192,135	—
Wuhan Guangyuan Electronic Technology Co., Ltd.	武漢光源電子科技有限公司	1,841,427	—	—	59,023	—	—	1,900,450	—
Yangtze (Wuhan) Optical System Corporation	長飛(武漢)光系統股份有限公司	37,297,102	—	—	1,765,932	—	68,507	39,131,541	—
Tianjin YOFC XMKJ Optical Communication Co., Ltd.	天津長飛鑫茂光通信有限公司	217,372,372	—	—	44,898,650	(23,201,500)	(16,510,255)	222,559,267	—
Tianjin YOFC XMKJ Optical Cable Co., Ltd.	天津長飛鑫茂光纖有限公司	4,130,000	—	—	—	—	—	4,130,000	4,130,000
Shin-Etsu YOFC (Hubei) Optical Preform Co., Ltd.	長飛信越(湖北)光棒有限公司	266,108,472	—	—	44,274,565	(2,842,000)	—	307,541,037	—
YOFC-Yadanarbon Fibre Company Limited	YOFC-Yadanarbon Fibre Company Limited	14,034,663	—	—	(2,781,915)	—	—	11,252,748	—
<b>Sub-total</b>	<b>小計</b>	<b>1,234,462,447</b>	<b>—</b>	<b>(13,351,389)</b>	<b>179,377,424</b>	<b>(60,337,510)</b>	<b>(29,062,822)</b>	<b>1,311,088,150</b>	<b>4,130,000</b>

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XV. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

#### 3. Long-term equity investment (Cont'd)

(3) Investment in associates and joint ventures:

### 十五、母公司財務報表主要項目註釋(續)

#### 3、長期股權投資(續)

(3) 對聯營、合營企業投資：(續)

		Increases or decreases changes of the year							
					Investment income recognised under the equity method	Declaring distribution of cash dividends			Impairment prepared
		Balance on 1 January 2018	Additional investment	Reduce in investment	比例享有的被投資單位淨利潤／（淨虧損）	or profits 宣告發放現金股利或利潤	downstream transactions 未實現順流交易	Balance on 31 December 2018	year-end balances 減值準備年末餘額
Invested units	被投資單位	年初餘額	追加投資	減少投資	（淨虧損）	股利或利潤	順流交易	年末餘額	年末餘額
Associate	聯營企業								
Wuhan Yunjingfei Optical Fibre Material Co., Ltd.	武漢雲晶飛光纖材料有限公司	11,534,025	—	—	848,095	—	—	12,382,120	—
AVIC Baosheng Ocean Engineering Cable Company	中航寶勝海洋工程電纜有限公司	—	300,000,000	—	926,534	—	—	300,926,534	—
Sub-total	小計	11,534,025	300,000,000	—	1,774,629	—	—	313,308,654	—
Total	合計	1,245,996,472	300,000,000	(13,351,389)	181,152,053	(60,337,510)	(29,062,822)	1,624,396,804	4,130,000



# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XV. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

#### 4. Operating revenue, operating cost

##### (1) Operating revenue, operating cost

Items	項目	2018 2018年		2017 2017年	
		Revenue 收入	Cost 成本	Revenue 收入	Cost 成本
Principal activities	主營業務	11,609,689,456	9,287,246,148	10,776,894,924	8,630,779,059
Other operating activities	其他業務	800,848,688	752,598,536	539,227,058	501,093,299
Total	合計	12,410,538,144	10,039,844,684	11,316,121,982	9,131,872,358
Including: Revenue generated from contract	其中：合同產生的收入	12,410,538,144	10,039,844,684	11,316,121,982	9,131,872,358

##### (2) The details of operating revenue:

##### (2) 營業收入明細：

Type	種類	2018 2018年	2017 2017年
Revenue from principal operating activities	主營業務收入		
– Revenue from optical fibres and preforms	— 光纖及光纖預製棒銷售收入	5,386,662,450	5,436,649,770
– Revenue from optical fibre cables	— 光纜銷售收入	5,575,472,695	4,932,949,589
– Other sales revenue	— 其他銷售收入	647,554,311	407,295,565
Sub-total	小計	11,609,689,456	10,776,894,924
Revenue from other operating activities	其他業務收入		
– Revenue from material sales	— 材料銷售收入	707,963,716	507,426,585
– Commission processing	— 受託加工收入	61,679,591	—
– Revenue from technology usage and service	— 技術使用和服務收入	24,535,897	24,754,755
– Others	— 其他	6,669,484	7,045,718
Total	合計	12,410,538,144	11,316,121,982

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XV. NOTES FOR MAIN ITEMS ON FINANCIAL STATEMENTS OF PARENT COMPANY (Cont'd)

### 十五、母公司財務報表主要項目註釋(續)

#### 5. Investment income

#### 5、投資收益

Items	項目	2018 2018年		2017 2017年	
		Revenue 收入	Cost 成本	Revenue 收入	Cost 成本
Income from long-term equity investments under cost method	成本法核算的長期股權投資收益	3,471,141	—		
Income from long-term equity investments under equity method	權益法核算的長期股權投資收益	152,089,231	159,121,150		
Investment income from disposal of financial assets held for trading	處置交易性金融資產取得的投資收益	89,564	—		
Investment income of available-for-sale financial assets during holding	可供出售金融資產在持有期間的投資收益	—	156,100		
Investment income from disposal of available-for-sale financial assets	處置可供出售金融資產取得的投資收益	—	334,482		
Dividend income of other equity instrument investments	其他權益工具投資的股利收入	133,800	—		
Including: Dividend income of other equity instrument investments during holding	其中：與資產負債表日仍持有的其他權益工具投資相關的股利收入	133,800	—		
Total	合計	155,783,736	159,611,732		

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XVI.STATEMENT OF NON-RECURRING PROFIT OR LOSS

### 十六、2018 年非經常性損益明細表

Type	種類	Note 附註	2018 2018 年
(1) Losses from non-current assets disposals	(1) 非流動資產處置損失	V、41、43 五、41、43	(6,384,092)
(2) Government grant accounted into current gains and losses (other than government grants closely related to the business of the Company, and in a fixed or quantifiable amount in conformity with the common standards of the State)	(2) 計入當期損益的政府補助(與企業業務密切相關，按照國家統一標準定額或定量享受的政府補助除外)	V、37、40 五、37、40	28,604,039
(3) Changes in fair value of financial assets and liabilities held for trading, and disposal of financial assets and liabilities held for trading and available-for-sale financial assets, other than those held for effective hedging related to normal operations	(3) 除同公司正常經營業務相關的有效套期保值業務外，持有交易性金融資產、交易性金融負債產生的公允價值變動損益，以及處置交易性金融資產、交易性金融負債和可供出售金融資產取得的投資收益	V、41、42 五、41、42	2,735,547
(4) Reversal of provision for bad and doubtful debts assessed on an individual basis	(4) 單獨進行減值測試的應收款項減值準備轉回		2,799,376
(5) Gain or loss arising from entrusted loans	(5) 對外委託貸款取得的損益		1,619,945
(6) Extraordinary gain and loss from investment income from associates and joint ventures	(6) 來自聯營及合營公司的投資收益中的非經損益部分		5,407,072
(7) Other non-operating income and expenses other than the above items	(7) 除上述各項之外的其他營業外收入和支出		2,455,674
Sub-total	小計		37,237,561
(8) Income tax effect	(8) 所得稅影響額		(6,226,107)
(9) Impact on non-controlling interests (after tax)	(9) 少數股東權益影響額(稅後)		(3,231,681)
Total	合計		27,779,773

# Notes to the Financial Statements

## 財務報表附註

(All amounts expressed in RMB unless otherwise specified)

(除特別註明外，金額單位為人民幣元)

### XVII. RETURN ON EQUITY AND EARNINGS PER SHARE

In accordance with Guidelines on the Compilation of Information Disclosure Documents by Companies that Offer Securities to the Public No. 9 – Calculation and Disclosure of Return on Equity and Earnings Per Share (as amended in 2010) issued by the CSRC and relevant requirements of accounting standards, the calculation of return on equity and earnings per share of the Group is listed as follows:

### 十七、淨資產收益率及每股收益

本集團按照證監會頒佈的《公開發行證券公司資訊披露編報規則第9號——淨資產收益率和每股收益的計算及披露》(2010年修訂)以及會計準則相關規定計算的淨資產收益率和每股收益如下：

Profit for the Reporting Period	報告期利潤	Weighted average return on equity (%) 加權平均淨 資產收益率 (%)	Basic earnings per share 基本 每股收益	Diluted earnings per share 稀釋 每股收益
Net profit attributable to ordinary shareholders	歸屬於公司普通股股東的淨利潤	22%	2.09	2.09
Net profit (exclusive of non-operating profit) attributable to ordinary shareholders	扣除非經常性損益後歸屬於 公司普通股股東的淨利潤	22%	2.05	2.05



# Corporate Information

## 公司資料

### BOARD OF DIRECTORS EXECUTIVE DIRECTORS

Mr. Zhuang Dan  
Mr. Frank Franciscus Dorjee

### NON-EXECUTIVE DIRECTORS

Mr. Ma Jie (*Chairman*)  
Mr. Yao Jingming  
Mr. Philippe Claude Vanhille  
Mr. Pier Francesco Facchini  
Mr. Xiong Xiangfeng  
Ms. Zheng Huili

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Ngai Wai Fung  
Dr. Ip Sik On Simon  
Mr. Li Ping  
Dr. Li Zhuo

### BOARD COMMITTEES AUDIT COMMITTEE

Dr. Ngai Wai Fung (*Chairman*)  
Dr. Ip Sik On Simon  
Dr. Li Zhuo

### NOMINATION AND REMUNERATION COMMITTEE

Mr. Li Ping (*Chairman*)  
Dr. Ip Sik On Simon  
Mr. Frank Franciscus Dorjee

### STRATEGY COMMITTEE

Mr. Ma Jie (*Chairman*)  
Mr. Philippe Claude Vanhille  
Mr. Li Ping  
Dr. Li Zhuo

### BOARD OF SUPERVISORS

Mr. Wang Ruichun  
(*Chairman, employee representative supervisor*)  
Mr. Liu Deming  
Ms. Li Chang'ai

### REGISTERED NAME OF THE COMPANY IN CHINESE 長飛光纖光纜股份有限公司

### NAME OF THE COMPANY IN ENGLISH Yangtze Optical Fibre and Cable Joint Stock Limited Company

### LEGAL REPRESENTATIVE OF THE COMPANY Mr. Ma Jie

### AUTHORISED REPRESENTATIVES

Mr. Zhuang Dan  
Ms. Cheng Pik Yuk

### 董事會

#### 執行董事

莊丹先生  
范 • 德意先生

#### 非執行董事

馬杰先生(*主席*)  
姚井明先生  
菲利普 • 范希爾先生  
皮埃爾 • 法奇尼先生  
熊向峰先生  
鄭慧麗女士

#### 獨立非執行董事

魏偉峰博士  
葉錫安博士  
李平先生  
李卓博士

### 董事委員會

#### 審計委員會

魏偉峰博士(*主席*)  
葉錫安博士  
李卓博士

#### 提名及薪酬委員會

李平先生(*主席*)  
葉錫安博士  
范 • 德意先生

#### 戰略委員會

馬杰先生(*主席*)  
菲利普 • 范希爾先生  
李平先生  
李卓博士

### 監事會

王瑞春先生  
(*主席、職工代表監事*)  
劉德明先生  
李長愛女士

### 公司中文註冊名稱 長飛光纖光纜股份有限公司

### 公司英文名稱 Yangtze Optical Fibre and Cable Joint Stock Limited Company

### 公司法定代表人 馬杰先生

### 授權代表

莊丹先生  
鄭碧玉女士

# Corporate Information

## 公司資料

### SECRETARY OF THE BOARD

Mr. Liang Guanning

### COMPANY SECRETARY

Ms. Cheng Pik Yuk

### AUDITORS

KPMG Huazhen LLP

### LEGAL ADVISORS TO THE COMPANY

Simpson Thacher & Bartlett (as to Hong Kong law)  
Commerce & Finance Law Offices (as to PRC law)

### REGISTERED OFFICE

No. 9 Guanggu Avenue,  
East Lake High-tech Development Zone,  
Wuhan, Hubei Province 430073, the PRC

### PRINCIPAL PLACE OF BUSINESS IN THE PRC

No. 9 Guanggu Avenue,  
East Lake High-tech Development Zone, Wuhan,  
Hubei Province 430073, the PRC

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### H SHARE REGISTRAR

Tricor Investor Services Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### LISTING LOCATION

The Stock Exchange of Hong Kong Limited  
The Shanghai Stock Exchange

### STOCK CODE

Hong Kong 06869  
Shanghai 601869

### CONTACT INFORMATION

#### INVESTOR RELATIONSHIP DEPARTMENT

Tel: +8627 6878 9088  
Fax: +8627 6878 9089  
Address of Headquarters: No. 9 Guanggu Avenue,  
East Lake High-tech Development Zone,  
Wuhan, Hubei Province, 430073,  
the PRC  
Email: ir@yofc.com

### WEBSITE

www.yofc.com

### 董事會秘書

梁冠寧先生

### 公司秘書

鄭碧玉女士

### 核數師

畢馬威華振會計師事務所(特殊普通合伙)

### 公司法律顧問

盛信律師事務所(香港法律)  
通商律師事務所(中國法律)

### 註冊辦事處

中國湖北省武漢市  
東湖高新技術開發區光谷大道9號  
郵編430073

### 中國總部

中國湖北省武漢市  
東湖高新技術開發區光谷大道9號  
郵編430073

### 香港主要營業地點

香港  
皇后大道東183號  
合和中心54樓

### H股股份過戶登記處

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心22樓

### 上市地點

香港聯合交易所有限公司  
上海證券交易所

### 股份代碼

香港06869  
上海601869

### 聯繫方式

#### 投資者關係部

電話: +8627 6878 9088  
傳真: +8627 6878 9089  
總部地址: 中國湖北省武漢市  
東湖高新技術開發區  
光谷大道9號  
郵編430073  
電郵: ir@yofc.com

### 網址

www.yofc.com

# Definitions and Glossary of Technical Terms

## 釋義及技術詞彙

In this report, unless the context otherwise requires, the following terms shall have the meanings set out below:

於本報告中，除文義另有所指外，以下詞彙具有下列載涵義：

“AGM” 「週年股東大會」	the annual general meeting 週年股東大會
“A Share(s)” 「A 股」	ordinary share(s) of the Company, with a nominal value of RMB1.00 each, which are traded in RMB and listed on the SSE (stock code: 601869) 本公司以人民幣買賣及於上交所上市每股面值人民幣 1.00 元的普通股(股份代號：601869)
“Baosheng Cable” 「寶勝電纜」	AVIC Baosheng Ocean Engineering Cable Company, one of the associates of the Company 中航寶勝海洋工程電纜有限公司，為本公司聯營公司之一
“Board” 「董事會」	the board of directors of the Company 本公司董事會
“Board of Supervisors” 「監事會」	the board of supervisors of the Company 本公司監事會
“CASBE” 「中國企業會計準則」	China Accounting Standards for Business Enterprises 中國企業會計準則
“CG Code” 「企業管治守則」	the Corporate Governance Code as set out in Corporate Governance Code and Corporate Governance Report contained in Appendix 14 to the Hong Kong Listing Rules 香港上市規則附錄十四內企業管治守則及企業管治報告列載之企業管治守則
“China Huaxin” 「中國華信」	China Huaxin Post and Telecom Technologies Co., Ltd., an entity incorporated in the PRC, one of the substantial shareholders of the Company 中國華信郵電科技有限公司，於中國註冊成立的企業，為本公司主要股東之一
“Company” 「本公司」	Yangtze Optical Fibre and Cable Joint Stock Limited Company*, a joint stock limited company incorporated in the PRC with limited liability, of which the H shares are listed on the Main Board of the Hong Kong Stock Exchange and the A shares are listed on the SSE on 20 July 2018 長飛光纖光纜股份有限公司，於中國註冊成立的股份有限公司，其H股於香港聯交所主板上市，其A股於二零一八年七月二十日上海證券交易所上市
“CSAs” 「審計準則」	China Standards on Auditing for Certified Public Accountants 中國註冊會計師審計準則
“CSRC” 「證監會」	China Securities Regulatory Commission 中國證券監督管理委員會
“TCA” 「光纖技術合作協定」	Optical fibre technology cooperation agreement 光纖技術合作協定
“Director(s)” 「董事」	director(s) of the Company 本公司董事
“Draka” 「Draka」	Draka Comteq B.V., a company incorporated in the Netherlands, one of the substantial shareholders of the Company Draka Comteq B.V.，於荷蘭註冊成立的公司，為本公司主要股東之一
“ECL” 「預期信用損失」	Expected credit loss 預期信用損失
“Employee Stock Ownership Scheme” 「員工持股計劃」	the 2015 Core Employee Stock Ownership Scheme of the Company approved on 19 October 2015 於二零一五年十月十九日獲批准的二零一五年核心員工持股計劃

# Definitions and Glossary of Technical Terms

## 釋義及技術詞彙

“EPC” 「工程總承包」	Engineering, Procurement and Construction (EPC) is a particular form of contracting arrangement used in some industries where the EPC contractor is made responsible for all the activities from design, procurement, construction, commissioning and handover of the project to the end-user or owner 某些行業中特殊的合同安排，工程總承包商受最終用戶或業主的委託，對項目的設計、採購、施工、運行及交付負責
“FKM” 「芯公里」	fibre kilometers, which represent kilometers of optical fibres. For optical fibre preforms, means the kilometers of optical fibres that can be drawn from optical fibre preforms. For optical fibre cables, means the kilometers of optical fibres contained in optical fibre cables 光纖長度單位芯公里。就光纖預製棒而言，指光纖預製棒可拉出光纖的長度單位。就光纖而言，指光纖所含光纖的長度單位
“FTTH” 「光纖到戶」	fibre-to-the-home 光纖到戶
“FTTX” 「光纖接入」	fibre-to-the-X 光纖接入
“FVOCI” 「以公允價值計量且其變動計入其他綜合收益」	at fair value through other comprehensive income 以公允價值計量且其變動計入其他綜合收益
“FVTPL” 「以公允價值計量且其變動計入當期損益」	at fair value through profit or loss 「以公允價值計量且其變動計入當期損益」
“Global Offering” 「全球發售」	the issue of H shares of the Company by way of Hong Kong public offering and international offering in 2014 本公司於二零一四年以香港公开发售及國際發售方式發行H股
“Group”, “the Group”, “YOFC Group”, “us” or “we” 「本集團」或「長飛集團」或「我們」	the Company and its subsidiaries (i.e. the entities listed as subsidiaries Company in Note VII.1 to the audited consolidated financial statements in this annual report) 本公司及其附屬公司(即本年報經審核合併財務報表附註七、I 列為本公司附屬公司之實體)
“Hong Kong” 「香港」	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“Hong Kong Listing Rules” 「香港上市規則」	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司證券上市規則
“Hong Kong Stock Exchange” 「香港聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“H Share(s)” 「H股」	overseas listed foreign shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange and traded in Hong Kong dollars (stock code: 6869) 本公司股本中於香港聯交所主版上市及以港元買賣的每股面值人民幣1.00元的境外上市外資股(股份代號：6869)
“IFRS” 「國際財務報告準則」	the International Financial Reporting Standards 國際財務報告準則
“Model Code” 「標準守則」	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Hong Kong Listing Rules 香港上市規則附錄十所載之上市發行人董事進行證券交易之標準守則
“MOF” 「財政部」	Ministry of Finance of the People’s Republic of China 中華人民共和國財政部



# Definitions and Glossary of Technical Terms

## 釋義及技術詞彙

“OVD” 「OVD」	outside vapor deposition 外部化學氣相沉積
“PCVD” 「PCVD」	plasma activated chemical vapor deposition 等離子體化學氣相沉積
“PRC” 「中國」	the People's Republic of China, and for the purpose of this annual report, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan 中華人民共和國，但就本年報而言，不包括香港、澳門及台灣
“Private Placement” 「非公開配售」	the private placement of 30,783,000 new domestic shares of the Company and 11,869,000 new H shares of the Company for the purpose of implementing the Employee Stock Ownership Scheme and the placing of H shares of the Company to independent institutional investors 非公開配售 30,783,000 股本公司新內資股及 11,869,000 股本公司新 H 股，以執行員工持股計劃及對獨立機構投資者配售 H 股
“Prysmian Group” 「普睿司曼集團」	Prysmian S.p.A and its associates Prysmian 及其緊密連繫人
“RMB” 「人民幣」	Renminbi, the lawful currency of the PRC 人民幣，中國法定貨幣
“SFO” or “Securities and Futures Ordinance” 「證券及期貨條例」	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time 香港法例第 571 章證券及期貨條例，經不時修訂或補充
“SSE” 「上交所」	Shanghai Stock Exchange 上海證券交易所
“Supervisor(s)” 「監事」	supervisor(s) of the Company 本公司監事
“VAD” 「VAD」	vapor axial deposition 軸向氣相沉積
“Yangtze Communications” 「長江通信」	Wuhan Yangtze Communications Industry Group Co., Ltd, a company incorporated in PRC, one of the substantial shareholders of the Company 武漢長江通信產業集團股份有限公司，一間於中國註冊成立的公司，為本公司主要股東之一
“YOFC Gas” 「長飛氣體」	YOFC Gas Qianjiang Co., Ltd, one of the subsidiaries of the YOFC Qianjiang 長飛氣體潛江有限公司，為長飛潛江附屬公司之一
“YOFC Hong Kong” 「長飛香港」	Yangtze Optical Fibre and Cable Company (Hong Kong) Limited, a company established in Hong Kong and one of the subsidiaries of the Company 長飛光纖光纜(香港)有限公司，一間於香港成立之公司，為本公司附屬公司之一
“YOFC Indonesia” 「長飛印尼光纖」	PT. Yangtze Optical Fibre Indonesia, a company established in Indonesia, and one of the subsidiaries of the Company 長飛印尼光纖有限公司，一家成立於印尼的公司，為本公司附屬子公司之一
“YOFC Qianjiang” 「長飛潛江」	Yangtze Optical Fibre (Qianjiang) Co., Ltd, one of the subsidiaries of the Company 長飛光纖光纜潛江有限公司，為本公司附屬公司之一
“YOFC Singapore” 「長飛新加坡」	YOFC INTERNATIONAL (SINGAPORE) PTE. LTD, a company established in Singapore and one of the subsidiaries of the YOFC Hong Kong 長飛國際(新加坡)有限公司，一間於新加坡成立之公司，為長飛香港附屬公司之一

This annual report is prepared in Chinese and English. In case of any discrepancies in interpretation, the Chinese version shall prevail.  
本報告分別以中、英文編製。在對中、英文文本的理解上發生歧義時，以中文文本為準。

